

**New England  
Association of Parliamentarians**  
*A division of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®*

**Association Bylaws**

Adopted July 20, 2013  
Amended May 30, 2020

**Bylaws of the  
New England Association of Parliamentarians**

**ARTICLE I  
Name and Scope**

- Section 1. Name.** The name of this association shall be the New England Association of Parliamentarians (NEAP), a division of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® (NAP).
- Section 2. Geographic Scope.** NEAP shall be the association of NAP for the adjoining states of Connecticut, Maine, Massachusetts, New Hampshire, Rhode Island, and Vermont.

**ARTICLE II  
Object**

This association is organized exclusively for educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code. Consistent with this purpose, the object and mission of the NEAP shall be to study, teach, promote, and disseminate the philosophy and principles underlying the rules of deliberative assemblies; to promote wider interest in the knowledge and use of parliamentary rules; and to further the objectives and purposes of the NAP.

**ARTICLE III  
Members**

- Section 1. Types.** Any member of NAP is eligible to be a primary, affiliate, or member-at-large member of NEAP upon payment of NEAP dues. Primary, affiliate, and member-at-large members shall be the same as defined in NAP Bylaws Article IV, Section 8A.
- Section 2. Provisionals.** Provisionals are individuals preparing for NAP membership. They are not NAP members and may not serve as NEAP delegates to NAP conventions nor as officers of NEAP.

**ARTICLE IV  
Dues and Finances**

- Section 1. Dues.**
- A. Amount.** Dues shall be \$15.00 per year. Dues for new members shall be prorated monthly for the first year of their membership and shall be based on the date of application for membership.
  - B. Dues Payment.** Primary and member-at-large members shall pay national and association dues directly to NAP Headquarters. Affiliate members and provisionals shall pay dues to the NEAP treasurer.
  - C. Payment Deadline.** Dues shall be paid to NAP Headquarters or the NEAP treasurer by January 1. Membership shall be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.

**Section 2. Fiscal Year.** The fiscal year shall be December 1 through November 30.

**Section 3. Budget.** A proposed budget shall be submitted by the treasurer annually to the NEAP board of directors prior to the beginning of the fiscal year. Approval of the budget shall be deemed authorization to spend within its limits, providing funds remain available.

**Section 4. No Personal Inurement.** No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered.

## **ARTICLE V Officers**

**Section 1. Officers.** The officers of this association shall be a president, a vice-president, a secretary, and a treasurer.

**Section 2. Term of Office.** Officers shall assume their duties at the close of the meeting at which they are elected. Officers shall serve for a term of two years or until their successors are elected.

**Section 3. Vacancy in Office.** A vacancy in any office except president shall be filled by the board of directors. A vacancy in the office of president shall be filled by the vice-president.

**Section 4. Duties.** Officers shall perform the duties prescribed for the office in these bylaws, the adopted parliamentary authority, and as directed by NEAP.

**Section 5. Appointments.** The president shall appoint a parliamentarian who shall be a registered or professional registered member of NAP and member of NEAP.

**Section 6. Nominations.** A nominating committee of three members shall:

- A.** Be elected at the annual meeting. If there are more than three nominations for the committee, election will be by ballot. The committee will select its own chairman.
- B.** Nominate at least one individual for each office for presentation at the conference, provided consent has been obtained from each nominee.

**Section 7. Elections.**

- A.** The officers shall be elected at the conference.
- B.** Nominations may be made from the floor, provided consent has been obtained from the nominee.
- C.** Elections shall be by ballot except when there is only one nominee for an office.

## **ARTICLE VI Meetings**

- Section 1. Regular.** A membership meeting shall be held each year. In even-number years, the membership meeting shall be called an annual meeting. In odd-number years, the membership meeting shall be called a conference.
- A. Annual Meeting.** An annual meeting shall be held each even-numbered year for the purpose of receiving reports and transacting such other business as shall properly come before it.
- B. Conference.** A conference shall be held in each odd-numbered year for the purpose of electing officers, receiving reports, and transacting such other business as shall properly come before it.
- Section 2. Special.** Special meetings may be called by the president or a majority of the board of directors and shall be called upon the written request of five members of the association. The purpose of the meeting shall be stated in the call.
- Section 3. Quorum.** Quorum shall be a majority of the members who registered to attend the meeting.
- Section 4. Notice.** Notice shall be sent at least 30 days prior to the date set for any meeting.
- Section 5. Fees.** The registration fee for meetings shall be set by the NEAP board.

## **ARTICLE VII Board of Directors**

- Section 1. Composition.** The board of directors shall be composed of the officers. The parliamentarian shall be notified of board meetings and may attend board meetings as a non-member advisor.
- Section 2. Duties.** The board of directors shall be subject to the orders of the association and none of its acts shall conflict with action taken by the association. The board of directors shall:
- A.** have general supervision of the affairs of the association between meetings;
- B.** fix the date, hour, and place of meetings;
- C.** appoint delegates and alternatives to the NAP convention;
- D.** adopt policies and procedures for the regular operation of the affairs of the association, including, but not limited to, a check signature authorization policy granting an officer or officers authority to sign checks for authorized expenditures of the association; and,
- E.** perform such other duties as are specified in these bylaws or ordered by the association.

**Section 3. Meetings.**

- A.** Regular meetings of the board of directors shall be at the call of the chair or any two members of the board.
- B.** A majority of the members of the board shall constitute a quorum.
- C.** The board of directors may take action without a meeting provided a majority of the board has agreed to such action.
- D.** The secretary shall give at least three days' notice of board meetings to all members of the board.

**ARTICLE VIII  
Committees**

**Section 1. Standing Committees.** Standing committees shall be program, bylaws, education, membership, and audit.

**Section 2. Composition.** Committees shall be appointed by the president, except the nominating committee. The treasurer shall not be a member of the audit committee. The president may appoint a designee from the NEAP board to serve as an ex-officio member of all committees except the nominating committee.

**Section 3. Duties.**

- A.** The program committee shall make all necessary arrangements for regular meetings.
- B.** The bylaws committee shall study the bylaws of NEAP and submit amendments it considers advisable and those referred by members of NEAP.
- C.** The education committee shall develop and coordinate educational programs for the association and inform units and members of NAP educational materials.
- D.** The membership committee shall assist in building and retaining NEAP membership.
- E.** The audit committee shall review the books and treasurer's draft annual report prior to the annual meeting, conference, and immediately after the conference before books and records are released to a new treasurer.

**Section 4. Other Committees.** Special committees may be created as necessary by the board of directors or the president.

**Section 5. Notice of Meetings.** At least three days' notice of committee meetings shall be given to all members of the committee. Notice may be waived if given in writing by all members of the committee.

**ARTICLE IX**  
**Electronic Meetings and Communication**

- Section 1. Meetings.** The NEAP members, board of directors, and all committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media as long as all members can simultaneously hear each other and participate during the meeting.
- Section 2. Communications.** Unless members indicate otherwise to NAP Headquarters or the secretary of NEAP, all communications including meeting notices, may be sent electronically.

**ARTICLE X**  
**Dissolution**

- Section 1. Assets Distribution.** Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- Section 2. Return of Charter.** The association charter shall be returned to NAP Headquarters. If, at the time of dissolution, NAP meets the criteria under Section 1, the assets shall be liquidated and distributed to NAP.

**ARTICLE XI**  
**Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised, 11<sup>th</sup> edition*, shall govern the proceedings of this association in all cases to which they are applicable and in which they are not inconsistent with the bylaws of NAP, these bylaws, any special rules of order the association may adopt.

**ARTICLE XII**  
**Amendment**

- Section 1.** These bylaws may be amended at any regular or special meeting of the members by a two-thirds vote, provided that the amendment has been submitted with the call of the meeting.
- Section 2.** Any amendment to these bylaws necessitated by amendments to the NAP Bylaws or other governing documents shall be incorporated by the bylaws committee and reported to the members with the call of the next regular meeting following the adoption of such amendments by NAP.