

MISSOURI STATE ASSOCIATION
OF
PARLIAMENTARIANS

A Chartered Association of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®
(as of May 6, 2017)

ARTICLE I. Name

The name of this association shall be the Missouri State Association of Parliamentarians, hereinafter referred to as the MSAP, a division of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®, hereinafter referred to as NAP.

ARTICLE II. Object

The object shall be to promote interest in and study of parliamentary procedure and the educational programs of NAP; to bring into closer cooperation the parliamentarians of the state; to interest deliberative groups in the democratic practice of this procedure in their government; to promote opportunities for the study of parliamentary law.

ARTICLE III. Members

Section 1. The membership year shall be January 1 through December 31.

Section 2. There shall be the following classes of members:

- (a) Primary - an NAP member.
- (b) Affiliate members of MSAP shall be those NAP members who are primary members of another association.
- (c) Member-at-Large - an NAP member who is not affiliated with a unit of this association.
- (d) To qualify for honorary membership, an individual shall be a nonmember who has given exceptional service to MSAP. An individual shall be granted honorary membership by a two-thirds vote of the voting members at the annual meeting upon recommendation by the MSAP Board of Directors. Honorary members shall not pay dues, shall receive a complimentary subscription to the *Missouri Parliamentarian*, and shall have none of the other obligations, rights or privileges of membership.
- (e) Provisional – an individual who is preparing for NAP membership as a member of a unit or study group.

Section 3. The annual dues shall be as follows:

- (a) Primary and affiliate member, member-at-large, and provisional member of a unit or study group: \$ 15.00
- (b) Student members as defined by NAP shall qualify for a 50% reduction in dues.

Section 4.

(a) Members shall pay national (NAP) and state (MSAP) association dues directly to NAP Headquarters by January 1. NAP members whose primary state is not Missouri shall pay MSAP dues to the unit treasurer who shall remit the dues to the MSAP Treasurer. Membership shall be forfeited if dues are not paid by March 1.

(b) Upon attaining NAP membership, members shall be required to pay MSAP dues of 1/12th per month for the remaining portion of their initial membership which shall be based on that date.

(c) Provisional members of units not paying NAP dues shall pay dues directly to the unit treasurer who shall remit the dues to the MSAP Treasurer by January 1. Dues not received by March 1 shall be considered delinquent and membership shall be automatically forfeited.

(d) Provisional members shall be required to pay MSAP prorated dues of 1/12th per month for the remaining portion of the initial dues year.

(e) Upon attaining NAP membership, a provisional member, who has paid the provisional member dues shall not be required to pay MSAP dues for that year.

(f) A former member who has resigned in good standing or forfeited membership may be reinstated upon payment to NAP of applicable dues, and payment to MSAP of \$5.00 reinstatement fee.

Section 5. Units and study groups shall return completed membership forms to the MSAP Treasurer by May 1 for inclusion in the yearbook.

ARTICLE IV. Fiscal Year

The fiscal year shall be December 1 through November 30.

ARTICLE V. Officers

Section 1.

(a) The elected officers of MSAP shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and a Historian.

(b) The appointed officer shall be a Parliamentarian.

Section 2. Qualifications

Candidates for the office of President and First Vice-President shall hold certificates of registration.

Section 3. Term of Office

Officers shall be elected for a term of one year or until their successors are elected. No officer, except the Treasurer, shall serve more than two consecutive terms in the same office. Officers shall assume their duties at the close of the Annual Meeting.

Section 4. Vacancy in Office

A vacancy in any office other than President shall be filled by election for the unexpired term by the Board of Directors.

Section 5. Duties of Officers

(a) The President shall preside at all meetings of MSAP, the Executive Committee and the Board of Directors; shall appoint three (3) signatories from the MSAP Board of Directors, one of whom shall be the Treasurer, on all MSAP financial accounts, except the Leila Normandie Education Fund, to be approved by the MSAP Board of Directors; be an ex-officio member of all committees except the Nominating Committee; appoint a Parliamentarian; appoint the chairman of all standing committees not otherwise provided for, subject to the approval of the Executive Committee; appoint all special committees; appoint minutes approval committees for meetings of MSAP, the Executive Committee and the Board of Directors; issue the call to the Annual Meeting; perform duties incident to the office; and be a delegate to the NAP Biennial Convention.

(b) The First Vice-President shall be an aide to the President; shall, in the absence of the President, perform the duties of that office and in case of permanent disability or resignation of the President, shall succeed to that office for the unexpired part of the term; be a delegate to the NAP Convention; and shall serve as Chairman of Seminars.

(c) The Second Vice-President shall officiate as presiding officer in the absence of the President and First Vice-President and shall serve as chairman of the Education Committee.

(d) The Secretary shall keep an accurate record of the proceedings of all meetings of MSAP in a permanent record book provided for that purpose; shall send a copy of the minutes to the President and to the minutes approval committee, if appointed, within twenty days following each meeting; shall prepare annual report booklets to be distributed at the annual meeting, shall have custody of all books and papers belonging to MSAP except those specifically assigned to other officers, be responsible for notifying NAP of any change of association officers, and conduct the business correspondence of MSAP as directed by the President.

(e) The Treasurer shall collect all MSAP fees and Provisional membership dues; send membership forms to units and study groups by April 1 for confirmation; be responsible for notifying NAP Headquarters of all memberships annually by October 1. Send completed membership lists of units and a list of members-at-large to the President, chairmen of the Membership, *Missouri Parliamentarian*, and Yearbook Committees and notify each of any changes; keep an accurate account of all monies received; disburse money with the approval of the board of directors, prepare a report for the Annual Meeting, submit the report and accounts to the Auditing Committee prior to the Annual Meeting, and shall be the Chairman of the Budget and Finance Committee.

(f) The Historian shall compile a written history of the activities of MSAP for the year, which shall be read at the Annual Meeting and after adoption shall be copied into a permanent history book; shall be a member of the Archives Committee; and prepare a scrapbook to be presented to the President at the end of term of office.

(g) The Parliamentarian shall serve the President and MSAP on request and shall have no vote on any controversial question about which advice has been given.

ARTICLE VI. Nominations and Elections

Section 1. Nominations.

(a) A Nominating Committee of five, comprised of NAP members holding membership in MSAP units, or Members-at-Large and who have been members for two years shall be elected at the Annual Meeting. No member may serve two consecutive terms.

(b) Nominations shall be from the floor. Election shall be by ballot, and a majority vote shall elect. The member receiving the highest number of votes shall be the Chairman.

(c) A unit may not be represented by more than two members on the Nominating Committee. Should there be more than two nominees from a unit, the two receiving the highest number of votes on the elective ballot shall be the representative of that unit to serve on the Nominating Committee, provided they have received sufficient votes to be elected to the Nominating Committee.

(d) A vacancy occurring on this committee shall be filled by the Executive Committee.

Section 2. Units or Members-at-Large of MSAP may, prior to December 1, present to the Nominating Committee names of proposed candidates for office together with qualifications.

Section 3.

(a) It shall be the duty of the Nominating Committee to nominate a candidate for each elective office to be filled at the next Annual Meeting. A majority vote by ballot shall constitute the slate. The Nominating Committee may vote by mail.

(b) The Nominating Committee shall consider all recommendations submitted to it by the members. Special attention shall be given to essential qualifications for each nominee and to a balanced representation of the membership of the state.

(c) The Nominating Committee shall secure the written consent of the nominee to serve if elected before submitting nominations for publication.

(d) The list of nominees with their qualifications and affiliations with units shall be sent with the call for the Annual Meeting.

(e) Additional nominations from the floor shall be in order provided the consent of the nominees has been obtained. Qualifications of the nominees shall be presented at the time of

nomination.

Section 4. Election of officers shall be by ballot at the Annual Meeting. A majority vote shall elect.

ARTICLE VII. Annual Meeting

Section 1. There shall be an Annual Meeting of the membership held during the months of April or May for the purpose of electing officers, receiving reports, and transacting such other business as may properly come before it, the date and place to be set by the Board of Directors.

Section 2.

(a) The call for the meeting shall be sent by the MSAP President to MSAP members at least thirty days before the meeting.

(b) The privilege of presenting motions, debating and voting shall be limited to MSAP members.

(c) The Annual Meeting shall be open to invited guests of members who may attend the meeting without voice or vote.

(d) The quorum of the meeting shall be a majority of those registered.

(e) There shall be no absentee voting or voting by proxy.

Section 3. In the case of an emergency the Executive Committee, by a two-thirds vote in meeting or by mail, may cancel the Annual Meeting. All members shall be notified of the cancellation, and the Executive Committee shall provide for elections by mail.

Section 4. Four delegates and four alternates who hold membership in a unit shall be elected in the odd number calendar year to the NAP Biennial Convention. A majority vote shall elect.

Section 5. At the Annual Meeting the membership may endorse a nominee for District office.

ARTICLE VIII. Board of Directors

Section 1. There shall be a Board of Directors, consisting of the officers, Nominating Committee Chairman, presidents of the units, and chairmen of standing committees with the exception of the auditing committee, which shall set the date and place of the Annual Meeting, approve plans for the annual seminar and transact all business of MSAP during the interim between the Annual Meetings, except that of modifying any action taken by MSAP.

Section 2.

(a) The Board of Directors shall have four regular meetings each year – May/June, August, January and immediately prior to the Annual Meeting. The date and place of the meetings is to be set by the President. Special meetings of the Board shall be at the call of the President, or at the written request of five members of the Board of Directors.

(b) In case of emergency the President may cancel a meeting.

(c) The Board of Directors shall make an annual report to MSAP. The quorum of the Board of

Directors shall be seven, two of whom shall be officers.

Section 3. The Board of Directors shall be authorized to adopt its own standing rules and special rules of order to facilitate the effective working of the board and for the conduct of its business provided they do not conflict with these bylaws. However, the board shall not adopt any rules authorizing absentee or proxy voting.

Section 4. The Board of Directors, Executive Committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all the participating members can hear each other and can interact simultaneously.

Section 5. Board of Directors, Executive Committee, and Standing Committees shall perform all other duties as prescribed by these bylaws.

ARTICLE IX. Executive Committee

Section 1. There shall be an Executive Committee composed of the officers which shall after each Annual Meeting approve the standing committee chairmen, except the chairmen of the Seminar Committee and Education Committee.

Section 2. The Executive Committee shall:

(a) meet at the call of the President and when necessary may vote by mail or electronic device.

(b) elect one delegate for each five members-at-large or major fraction thereof to the Biennial NAP Convention.

(c) be authorized to meet by telephone conference or through other electronic communications media so long as all the participating members can hear each other and act simultaneously.

(d) have the power to fill vacancies in the delegate and alternate positions to the NAP Biennial Convention.

(e) have the power to fill vacancies in the Nominating Committee.

(f) serve as the Leila Normandie Education Fund Committee. The duties shall include having full power and authority over the fund; implementing procedures in the guidelines established by Mrs. Robert E. Normandie; and directing the funds to be kept by separate book entry by the Treasurer of MSAP, and designate the signatories on the financial accounts of the Leila Normandie Education Fund.

Section 3. The Executive Committee shall have the power to transact all business of MSAP and the Board of Directors during the interim between Board meetings, except that of modifying

any action taken by MSAP or the Board of Directors.

Section 4. The quorum of the Executive Committee shall be four.

Section 5. The Executive Committee shall be authorized to adopt its own standing rules and special rules of order to facilitate the conduct of its business. However, the Executive Committee shall not adopt any rules authorizing absentee or proxy voting.

ARTICLE X. Standing Committees

There shall be the following standing committees: Annual Meeting, Archives, Auditing, Budget and Finance, Bylaws, Courtesy, Education, Educational Materials Review, Leila Normandie Holiday Brunch, Membership, *Missouri Parliamentarian*, Parliamentary Law Month, Publicity, Seminar, Ways and Means, Yearbook, and Young Persons/Youth Parliamentary Month. Committees are authorized to meet by telephone conference or through other electronic communications media so long as all the participating members can hear each other and act simultaneously.

Section 1. The Annual Meeting Committee shall plan the Annual Meeting with the supervision of the Board of Directors.

Section 2. The duties of the Archives Committee shall be to place MSAP archive material for permanent preservation in the Kansas Collection of the Kenneth F. Spencer Library of the University of Kansas, Lawrence, Kansas, or a similar location in Missouri, upon approval of the MSAP Board of Directors. The Historian shall be an ex officio member of the Archives Committee.

Section 3. The Auditing Committee shall audit the Treasurer's books annually and report at the Annual Meeting.

Section 4. The Budget and Finance Committee shall prepare a budget to be adopted by the Board of Directors at the May/June Board Meeting.

Section 5.

(a) The chairman of the Bylaws Committee shall be a Registered NAP member.

(b) Amendments shall be presented to the Committee by January 1.

Section 6. The Courtesy Committee shall extend all courtesies which are the pleasure or obligation of MSAP.

Section 7. The Education Committee shall endeavor to advance interest in parliamentary law in schools and organizations; provide educational articles to be published in each issue of the *Missouri Parliamentarian*; and edit, publish and promote the sale of all educational material approved by the Executive Committee of MSAP.

Section 8. The Educational Materials Review Committee shall be composed of three (3)

credentialed parliamentarians. The Committee shall review, edit, and approve for parliamentary accuracy any resource materials to be used for any MSAP-sponsored seminar, workshop, or publication.

Section 9. The Leila Normandie Holiday Brunch Committee shall plan an annual educational event, and submit the date, location, and the fee to the Board of Directors at the summer meeting for approval.

Section 10. The Membership Committee shall promote membership and shall assist in organizing units.

Section 11. The *Missouri Parliamentarian* Committee shall be in charge of the publication and distribution of the MSAP Magazine. The *Missouri Parliamentarian* shall be the official MSAP magazine.

Section 12. The Parliamentary Law Month Committee shall be responsible for planning the annual observance of Parliamentary Law Month and offer such plans for the approval of the Board of Directors each year.

Section 13. The Publicity Committee shall promote information through the press, Internet and other media as directed by the President. The committee shall also be responsible for the management and maintenance of the MSAP website.

Section 14. The Seminar Committee shall make all arrangements for at least one seminar annually and promote additional seminars throughout the State. The Board of Directors shall approve the date, location, and the fee of all seminars.

Section 15. The Ways and Means Committee shall raise funds for the MSAP treasury to be used in a manner consistent and within the scope of the mission of MSAP.

Section 16. The Yearbook Committee shall have charge of compiling, printing and distributing MSAP yearbooks by September 1.

Section 17. The responsibilities of the Young Person/Youth Parliamentary Month Committee is to raise awareness of youth/young persons about MSAP, which would include, but not be limited to, educational activities, seminars with and for youth/young people, and seeking to find ways to include youth/young people into MSAP.

ARTICLE XI. Indemnification

Any director, officer, or agent of MSAP who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceedings, shall be indemnified for all expenses and liabilities actually and reasonably incurred in connection therewith to the extent permitted by Subsections 1 and 2 of Section 355.476 of the Missouri Revised Statutes.

ARTICLE XII. Dissolution

Upon the dissolution of this organization, assets shall be distributed to Nap, so long as NAP remains exempt within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. None of the funds shall inure to the benefit of individuals. The Charter shall be returned to NAP headquarters.

ARTICLE XIII. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of MSAP in all cases not provided for in these bylaws or standing rules or those of NAP.

ARTICLE XIV. Amendment of Bylaws

Section 1. Annual Meeting Action. The Articles of Incorporation of MSAP or these bylaws may be amended at any annual meeting of MSAP by a two-thirds vote, provided that the amendment:

(a) has been submitted by the MSAP Bylaws Committee, the MSAP Board of Directors, a unit, or at least five MSAP members-at-large;

(b) if originated by other than the Bylaws Committee, has been submitted to that committee on or before January 1; and

(c) has been mailed to the members at least thirty (30) days prior to the annual meeting together with identification of proposer(s) and the committee's recommendations for action.

(d) any amendment to these bylaws necessitated by amendments to NAP bylaws or standing rules shall be effected by the Board of Directors and reported to the membership in writing at least sixty (60) days following the adoption of such amendments by NAP.

Section 2. Revision. These bylaws may be revised only upon authorization by the annual meeting.

(a) **Preparation of Revision.** Preparing and presenting an authorized revision shall be the duty of the Bylaws Committee.

(b) **Notice of Proposed Revision.** The proposed revision shall be mailed to the members at least thirty (30) days prior to the annual meeting.

(c) **No Amendment to Existing Bylaws.** If a revision is authorized there shall be no other amendments proposed to the existing bylaws.

Section 3. Board Action. In accordance with the requirements of the statute under which MSAP is incorporated, an amendment to the Articles of Incorporation or bylaws adopted at an annual meeting under Section 1 of this Article or a bylaws revision adopted at an annual meeting under Section 2 of this Article must be approved before or after the action of the annual meeting by the Board of Directors by an affirmative vote of a majority of those members of the board present in order to take effect, except to the extent that the amendment or

revision relates to the number of Directors, the composition of the Board, the term of office of Directors, or the method or way in which Directors are elected or selected.

Standing Rules

1. Immediately following election each Unit shall send a list of officers to the NAP Headquarters, MSAP President, and MSAP Treasurer.
2. A copy of the yearbook of each unit in MSAP shall be sent to the President and the chairmen of Archives and Membership Committees.
3. A unit shall communicate with communicate with the MSAP Bylaws Committee Chair on an annual basis, either certifying no change in the unit's bylaws or providing a current copy of its bylaws.
4. The *Missouri Parliamentarian* shall be issued in July, November and March of each fiscal year. Deadline for each issue shall be the first of the month preceding publication unless changed by the Editor.
5. In the event a member from MSAP is elected to office in NAP, a courtesy shall be extended in the amount of \$25 at the time of installation.
6. Annual subscription price for hardcopies of the *Missouri Parliamentarian* shall be \$6.00. At the discretion of the MSAP President, the electronic version of the *Missouri Parliamentarian* may be sent to non-members.
7. On or before September 1, the Bylaws Chairman shall report to NAP Headquarters whether or not changes have been made to the MSAP's bylaws and forward to NAP a current copy of the bylaws if changes have been made since the last reporting date.
8. A copy of minutes of MSAP Board of Directors' meetings shall be given to the Treasurer for audit purposes.
9. Bylaws Book
 - a. That a book containing MSAP Bylaws be in the possession of the Secretary. The Secretary will provide space for future amendments and the date they were adopted on the facing page.
 - b. That a copy of the Annual Meeting minutes reflecting bylaws and standing rule amendments be given to the Bylaws and Yearbook Chairmen after approval.
 - c. That a copy of this Resolution be kept in the front of the current minute book after adoption.
10. Each Board Member shall prepare an annual report to be sent to the Secretary by March 1 for inclusion in the annual report booklet.

- 11.** MSAP shall waive the Seminar registration and lunch fees for the Seminar Chairman and instructors.
- 12.** MSAP dues shall be waived for MSAP members who are Past Presidents of NAP.
- 13.** The President shall appoint a member to serve as the registered agent with the Secretary of State, and the date of the next annual filing be listed.