

WASHINGTON STATE ASSOCIATION OF PARLIAMENTARIANS
a constituent division of the
NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

Bylaws

ARTICLE I: NAME

The name of this organization is the Washington State Association of Parliamentarians (WSAP), a constituent division of the National Association of Parliamentarians (NAP).

ARTICLE II: OBJECT

Section 1. General Object. WSAP is organized exclusively for educational purposes of studying, teaching, promoting and disseminating the philosophy and principles underlying the rules of deliberative assemblies, and carrying out such other activities as may be necessary or useful in the furtherance of these purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code.

Section 2. Specific Object. The specific object of WSAP is to promote the object and educational programs of NAP, and to be the NAP association for the State of Washington.

ARTICLE III: MEMBERSHIP

Section 1. Eligibility. Any member of NAP is eligible for membership in WSAP, and will become a member upon completion of the appropriate application and payment of WSAP dues. Honorary members are not required to pay WSAP dues.

Section 2. Classes of Membership.

- A. Primary.** Primary members are NAP members who designate WSAP as their primary association. Application for primary membership will be by designation of WSAP as the member's association on the application for NAP membership, together with the applicable WSAP dues. Primary membership also may be transferred to WSAP from another association or from NAP member-at-large status, by submission of a membership transfer request to NAP.
- B. Affiliate.** Affiliate members are NAP members whose primary membership is in another association but who also choose to be members of WSAP. Application for affiliate membership will be submitted to the WSAP treasurer, with the applicable WSAP dues.
- C. Provisional.** Provisional members are individuals who are preparing for NAP membership and who choose to join WSAP before becoming NAP members. They may or may not be provisional members of a unit, and unit provisional members may elect to become WSAP provisional members or not, at their own option. Application for provisional membership will be submitted to the WSAP treasurer, with the applicable WSAP dues.
- D. Honorary.**
 - 1. Honorary members of NAP and NAP past presidents who reside in the State of Washington will automatically be honorary members of WSAP.

2. On the recommendation of the board of directors and a two-thirds ballot vote at an annual meeting, honorary membership may be conferred on any person for exceptional service or for adding distinction to the parliamentary profession.

Section 3. Membership Rights.

A. Primary and Affiliate Members. Primary and affiliate members have all rights and privileges of membership in WSAP.

B. Provisional Members. Provisional members:

1. have the right to attend and speak at membership meetings but may not make motions;
2. may serve on (but not chair) any committee except the nominating committee or the audit committee;
3. may attend meetings of the board of directors as stated in Article VII, Section 4, Paragraph E of these bylaws; and
4. have no other membership rights.

C. Honorary Members.

1. Honorary members who are NAP members have all rights and privileges of WSAP membership.
2. Honorary members who are not NAP members:
 - (a) have the right to attend and speak at membership meetings but may not make motions;
 - (b) may attend meetings of the board of directors as stated in Article VII, Section 4, Paragraph E of these bylaws; and
 - (c) have no other membership rights.

Section 4. Dues.

A. Annual Dues.

1. Annual dues will be as provided in the standing rules. Dues for new members will be prorated for the remainder of the membership year, with those joining during the last three months of the year paying for both the remainder of that year and for the following year.
2. Primary members will pay WSAP dues directly to NAP Headquarters. Affiliate and provisional members will pay WSAP dues to the WSAP treasurer. Honorary members will pay no dues.

B. Payment, Delinquency, and Forfeiture Dates. The dates for dues payment, delinquency, and membership forfeiture are the same as provided for NAP dues in the NAP bylaws.

C. Reinstatement. Reinstatement will be as provided in the NAP bylaws, except that affiliate and provisional members will send the request for reinstatement and applicable dues to the WSAP treasurer instead of to NAP. There will be no WSAP reinstatement fee.

D. Change in Status.

1. Provisional members who become primary members will receive a refund from WSAP of their provisional membership dues for the remaining months of the membership year.
2. Provisional members who become affiliate members will receive no refund of provisional membership dues from WSAP, but will be required to pay the difference, if any, between their provisional member dues and affiliate member dues for the remainder of the membership year.
3. WSAP dues for affiliate members who become primary members will not be adjusted.
4. Primary members who transfer to WSAP from another association or from NAP member-at-large status will be required to pay the applicable WSAP dues for the remainder of the membership year.

5. Primary members who transfer from WSAP to another association or to NAP member-at-large status will not receive a refund of WSAP dues for the remainder of the membership year. They will be deemed to be WSAP affiliate members for the remainder of the membership year.

E. Student and Provisional Member Dues Reduction. Dues for student members as defined in the NAP Bylaws and for provisional members will be one-half the dues amount for primary and affiliate members.

Section 5. Membership Year. The WSAP membership year is January 1 through December 31.

ARTICLE IV: OFFICERS

Section 1. Officers. The officers of WSAP are a president, a vice-president, a secretary and a treasurer. A member may hold only one WSAP elected office at a time.

Section 2. Qualifications. All officers must be primary or affiliate members of WSAP.

Section 3. Term of Office. Officers will take office at the close of the annual meeting at which they are elected, and will serve for a term of two years or until their successors are elected.

Section 4. Term Limits. Officers may serve no more than two consecutive terms in the same office.

Section 5. Vacancies.

A. Office of President. If a vacancy occurs in the office of president, the vice president will succeed to the office and serve for the remainder of the term.

B. Other Offices. If a vacancy occurs in any office except president, the board of directors will appoint a member to serve until the next annual meeting. If the next annual meeting occurs in an even-numbered year, the assembly will elect a member to serve for the remainder of the term.

Section 6. Duties of Officers. All officers will perform the duties prescribed for their offices in these bylaws, the special rules of order, the adopted parliamentary authority, and the standing rules, or as directed by a membership meeting or the board of directors.

ARTICLE V: OFFICER NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee.

A. Composition. The nominating committee will consist of three members, two of whom must be primary members of two different units and one of whom must be a member-at-large. The committee will select its own chair.

B. Nomination and Election.

1. The nominating committee will be elected at the annual meeting in each even-numbered year.
2. Nominations for the committee will be from the floor. Nominations for any of the positions may be made by any WSAP primary or affiliate member.
3. If there is more than one nominee from the same unit, more than one member-at-large nominee, or more than three total nominees, election will be by ballot.

C. Vacancies. Any vacancy on the nominating committee, including one resulting from an incomplete election, will be filled by the board of directors.

D. Duties. The duties of the nominating committee are as specified in the standing rules.

Section 2. Election Procedures.

A. Nominations.

1. Following the report of the nominating committee, the chair will call for nominations from the floor for each office.
2. If there is any officer vacancy to be filled at the annual meeting in an even-numbered year, the chair will present the name of the member appointed by the board of directors to fill the interim vacancy, who automatically will be a nominee to fill the remainder of the vacancy, and then call for nominations from the floor.

B. Election. Election will be by ballot for any office for which there is more than one nominee.

ARTICLE VI: MEMBERSHIP MEETINGS

Section 1. Annual Meeting

A. Scheduling. An annual meeting will be held in April, at a date and location to be determined by the board of directors.

B. Purpose. The annual meeting will be for the purpose of providing educational workshops and considering such business as may come before the assembly, including receiving reports, amending bylaws, special rules of order, and standing rules, and:

1. in each odd-numbered year, electing officers and a member-at-large representative to the board of directors for a full term and electing delegates to the NAP convention; or
2. in each even-numbered year, electing one or more officers or a member-at-large representative to fill the remainder of an unexpired term, if applicable, and electing a nominating committee.

C. Notice. Notice of the annual meeting will be provided to all members no more than seventy-five nor less than forty-five days before the meeting date.

Section 2. Fall Workshop.

A. Scheduling. A fall educational workshop for members will be held annually in October at a date and location determined by the board of directors.

B. Notice. Notice of the workshop will be sent to all members at least thirty days before the workshop date.

C. Limitation on Business. No business of the association may be conducted at the fall workshop, except by the board of directors at its meeting, unless a concurrent special meeting of the association has been called as provided in Section 3 of this Article.

Section 3. Special Meetings. The board of directors may call a special meeting of the association, provided notice of the meeting and its purpose is sent to all members at least thirty days before the meeting date.

Section 4. Meeting Notices. All meeting notices required by this article may be included in a timely issue of the official WSAP newsletter, or sent as a separate notice. Notices will be sent by e-mail to members whose e-mail addresses are on record with NAP. Copies will be mailed to those for whom no e-mail address is available, or whose e-mail copies are rejected as undeliverable.

Section 5. Quorum. The quorum for the annual meeting or any special meeting is ten percent of the voting membership as of the end of the month preceding the month of the meeting.

ARTICLE VII: BOARD OF DIRECTORS

Section 1. Composition. The board of directors is composed of the elected officers of WSAP, a representative of each WSAP unit, and a member-at-large representative. The parliamentarian will attend meetings of the board of directors in an advisory capacity.

Section 2. Unit and Member-at-Large Representatives.

A. Qualifications. A unit representative must be a primary or affiliate member of the unit represented. The member-at-large representative must be a primary or affiliate member-at-large of WSAP. No member may serve as the representative of more than one unit, nor may any WSAP officer serve as a unit or member-at-large representative.

B. Selection.

1. Each unit representative must be selected prior to the WSAP annual meeting in each odd-numbered year, in a manner determined by the unit. The unit must notify the WSAP secretary of the selection no later than the close of the annual meeting. If the unit fails to do so, the position will remain vacant until the unit does notify the secretary of the selection.
2. The member-at-large representative will be elected by majority vote of the members-at-large in attendance at a membership meeting. Nominations will be from the floor and may be made by any primary or affiliate member.

C. Terms. The term for unit and member-at-large representatives will be from the close of the annual meeting in one odd-numbered year to the close of the annual meeting in the next odd-numbered year, or until their successors are elected.

D. Vacancies.

1. Any vacancy in a unit representative position will be filled as determined by the unit. The unit must notify the WSAP secretary of the new unit representative prior to any board meeting at which the representative is to participate.
2. Any vacancy in the position of member-at-large representative, including one resulting from an incomplete election, will be filled by the board of directors until the next annual meeting. If the next annual meeting occurs in an even-numbered year, the members-at-large in attendance will elect a representative to serve for the remainder of the term, and the member appointed by the board of directors to fill the vacancy will automatically be a nominee for that election.

Section 3. Duties of the Board of Directors. The board of directors will transact the business of WSAP between annual meetings and perform such duties as are set forth in these bylaws, the special rules of order, and the standing rules. Except as specifically authorized in these bylaws or by the assembly at a WSAP membership meeting, no action of the board of directors may be contrary to or modify any action taken at a WSAP membership meeting.

Section 4. Meetings.

A. Regular. There will be five regular meetings during each two-year term. The first regular meeting of the term will be held within one day after the close of the WSAP annual meeting in the odd-numbered year. Additional regular meetings will be held in conjunction with each fall educational workshop and preceding each WSAP annual meeting.

B. Special. Special meetings may be called by the president or by any three board members with at least five days' notice to board members. Notice of the special meeting will also be posted on the WSAP web site.

- C. Electronic Participation.** Members of the board may participate in any meeting of the board by means of a conference telephone or similar communications equipment by means of which, at a minimum, all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- D. Special Rules of Order.** The board of directors may adopt special rules of order for its own meetings, so long as such rules do not conflict with these bylaws.
- E. WSAP Members as Observers.** WSAP members may observe meetings of the board of directors by attending in person or by observing electronically if the meeting is an electronic meeting, except when the board of directors is in executive session.

Section 5. Committees of the Board of Directors.

- A. Creation.** Committees of the board of directors, standing or special, may be created by the board of directors.
- B. Appointment.** Except as otherwise provided in these bylaws or in the special rules of order, members of all committees of the board of directors will be appointed by the president.
- C. President's Ex-Officio Membership.** The president will be an ex-officio member of all committees of the board of directors.
- D. Conduct of Business.** The provisions of Article VIII, Section 5, will apply to committees of the board of directors.

ARTICLE VIII: COMMITTEES

Section 1. Standing Committees. The WSAP standing committees are audit, budget and finance, bylaws and rules, education, membership, and youth.

Section 2. Special Committees. Special committees will be the nominating committee and such other special committees as may be created by the assembly at the annual meeting or at a special meeting called for that purpose, or as provided in the special rules of order.

Section 3. Members.

- A. Appointment.** Except as otherwise provided in these bylaws or the special rules of order, all committee members will be nominated by the president and confirmed by the board of directors.
- B. Ex-officio Members and Chairs.**
 1. The president will be an ex-officio member of each committee except the audit committee and the nominating committee.
 2. The vice president will be an ex-officio member and chair of the education committee.
 3. The budget and finance committee will consist of the elected officers, ex officio, and will be chaired by the treasurer.

Section 4. Duties of Committees. Each committee will perform the duties specified in the standing rules and such other duties as may be delegated by the assembly at a membership meeting.

Section 5. Conduct of Business. Committees are authorized to conduct business by e-mail, except that if any member objects to use of e-mail for the final committee decision on an issue, the final decision on that issue must be made either at an in-person meeting, or by teleconference or other synchronous electronic medium. Any electronic meeting will be conducted using the special rules of order adopted by the board of directors for its electronic meetings, except that any limitations on debate will not be applicable.

ARTICLE IX: FINANCES

Section 1. Fiscal Year. The fiscal year is December 1 through November 30 of the following year.

Section 2. Budget. An annual budget based on the fiscal year will be adopted by the board of directors at its fall meeting. Except as otherwise provided in these bylaws, the special rules of order, or the standing rules, all disbursements must be within the budget for a specifically identified line item, or approved by the board of directors as an out-of-budget disbursement.

Section 3. Audit Committee. The audit committee will consist of three members, none of whom may be current or immediate past members of the budget and finance committee.

Section 4. No Personal Inurement. No part of the net earnings of WSAP may inure to the benefit of or be distributable to its members, its officers, or any other private persons, except that WSAP may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE X: REPRESENTATION AT NAP CONVENTIONS

Section 1. Number and Qualification of Delegates. The number of delegates to which WSAP is entitled at the NAP convention, and the qualifications to serve, will be as specified in the NAP bylaws.

Section 2. Delegate Selection.

A. President and Vice President. The president and vice president will serve automatically as delegates, except that if either of them will not be attending the convention or will be serving in another delegate position, the position will be filled as specified in Subsection B of this section.

B. Other Delegates. Except as provided in Subsection A of this section, delegates and alternates will be elected at the annual meeting in each odd numbered year. Nominations will be from the floor. The election will be by ballot if there are more nominees than positions.

Section 3. Vacancies. The president will fill any vacancies by appointment, including those resulting from an incomplete election, except that if not attending the convention, the president will designate another WSAP member who will be authorized to fill any vacancies occurring at the convention.

ARTICLE XI: DISSOLUTION

Upon the dissolution of WSAP, assets will be liquidated and distributed to NAP unless at that time NAP no longer meets the criteria for non-profit status under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If NAP no longer meets the applicable criteria, the assets will be distributed to one or more organizations that do meet those criteria. The WSAP charter will be returned to NAP Headquarters.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The rules in the current edition of *Robert's Rules of Order Newly Revised* will govern WSAP except as otherwise provided in the NAP bylaws, these bylaws, or any special rules of order adopted by WSAP.

ARTICLE XIII: AMENDMENTS

Section 1. Submission of Proposed Amendments.

- A. Who May Propose.** Amendments to these bylaws may be proposed by the bylaws and rules committee, the board of directors, or any three members. In addition, any standing or special committee may propose amendments relating to the committee's structure or function.
- B. Submission Deadline.** Other than amendments originated by the bylaws and rules committee, amendments to be considered at the annual meeting must be submitted to the bylaws and rules committee by the immediately prior December 1. Amendments to be considered at a special meeting must originate in the bylaws and rules committee or be submitted to them by sixty days before the special meeting.

Section 2. Adoption.

- A. With Previous Notice.** If notice has been sent to all members no more than seventy-five nor less than forty-five days before the annual meeting at which they are to be considered, bylaws amendments may be adopted by a two-thirds vote. If notice has been sent to all members no more than seventy-five nor less than thirty days before the special meeting at which they are to be considered, bylaws amendments may be adopted by a two-thirds vote.
- B. Without Previous Notice.** If notice has not been provided as specified in Subsection A of this section, bylaws amendments may be proposed by any two members at a meeting and may be adopted by a nine-tenths vote.

Section 3. Revisions. Revision of these bylaws at any annual meeting may be considered only if authorized by the previous annual meeting. Authorization of a bylaws revision will automatically include consideration of a revision to the other governing documents. If a revision is authorized, no other amendments will be considered to the existing bylaws unless the proposed revision is not adopted.

Section 4. Notice. Notice of proposed amendments, including revisions, will be included in a timely issue of the official WSAP newsletter, or sent as a separate notice. Notices will be sent by e-mail to members whose e-mail addresses are on record with NAP. Copies will be mailed to those for whom no e-mail address is available, or whose e-mail copies are rejected as undeliverable.

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