

**NEW YORK ASSOCIATION OF PARLIAMENTARIANS
of the
NATIONAL ASSOCIATION OF PARLIAMENTARIANS ®
BYLAWS**

ARTICLE I NAME

The name of this association shall be New York Association of Parliamentarians (NYAP), a division of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS ® (NAP).

ARTICLE II OBJECT

The object of this association shall be to promote the study of parliamentary procedure and educational programs of NAP.

ARTICLE III MEMBERS AND DELEGATE REPRESENTATION

Section 1. Any NAP member may be a member of NYAP upon payment of Association dues.

Section 2. Classification of Membership

A. Primary members shall be members-at-large and unit members.

1. Members-at-Large

a. may hold office;

b. may serve as delegates to NAP conventions;

c. only Primary Members-at-Large shall be counted in the association as of March 1 of the convention year for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.

2. NYAP Unit members

a. may hold office;

b. may serve as delegates to NAP conventions.

B. Affiliate members shall be members who hold primary membership in another NAP division.

1. shall not hold office in NYAP;

2. may serve as delegates to NAP conventions only to fill a vacancy in the delegation;

3. shall not be counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.

Section 3. Delegates to NAP Convention

A. The association shall have six delegates plus one additional delegate for up to the first five primary members-at-large for the association and an additional delegate for each additional five primary members-at-large or major fraction thereof for the association as of March 1 of the convention year, as specified in Article VI, Section 2.B.6 of the NAP Bylaws.

B. Only NAP members may serve as delegates.

NYAP Bylaws & Standing Rules

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- C. The president shall serve as a delegate, if available. Any additional delegates and alternates shall be elected at the biennial convention by ballot by plurality vote, except that when there is no more than one nominee for each delegate and alternate position, the chair shall declare the nominees elected.
 - D. Vacancies in the NYAP delegate or alternate positions may be filled by the NYAP President.

ARTICLE IV DUES AND FINANCES

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60 Section 1. Dues

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- A. Annual dues for all classes of membership shall be established by a Standing Rule.
 - B. Primary members shall pay dues directly to NAP. Affiliate members shall pay dues to the NYAP Treasurer.
 - C. Membership year shall be the same as NAP January 1 to December 31.
 - D. Dues shall be payable by January 1. Membership shall be delinquent by February 1 and forfeited by March 1 for non-payment of dues.
 - E. Dues of individuals admitted to the association between August 1 and December 31 shall extend through the next calendar year.

70 Section 2. Budget

71 A proposed budget shall be submitted by the Treasurer at the biennial meeting for adoption.

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73 Section 3. Fiscal Year

74 The fiscal year of the association shall be the same as NAP (December 1 to November 30.)

ARTICLE V OFFICERS

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79 Section 1. Officers

80 The officers of this association shall be a President, a Vice-President, a Secretary, and a Treasurer.

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83 Section 2. Term of Office

84 Officers shall:

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- A. assume their duties at the close of the meeting at which they are elected;
 - B. serve for a term of two (2) years or until their successors is elected;
 - C. Members may serve up to two consecutive terms in the same office.

89 Section 3. Vacancy in Office

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- A. The Vice-president shall serve the unexpired term if a vacancy occurs in the office of President.
 - B. A vacancy in any office except President shall be filled by the Board of Directors.
 - C. Inability to serve or an unexcused absence may constitute a vacancy by a majority vote of the Board of Directors.

NYAP Bylaws & Standing Rules

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Section 4. Duties

Officers shall perform the duties as prescribed in these bylaws and such other duties as may be assigned by the association, the Board of Directors, or in the adopted parliamentary authority.

A. The President shall:

1. preside at all meetings of the association and the Board of Directors;
2. appoint delegates to fill vacancies in the association's delegation to NAP convention and may order the change in delegates as needed at the convention;
3. serve as a delegate to NAP Conventions, if available;
4. serve ex-officio on all committees except the Audit committee and the Nominating Committee;
5. notify NAP headquarters and District Director when an officer has changed.

B. The Vice-President shall:

1. perform the duties of the President in the absence of or at the request of the President;
2. serve the unexpired term if a vacancy occurs in the office of President.

C. The Secretary shall:

1. record the minutes of the meetings of the association and the Board of Directors;
2. be custodian of all documents including association and NAP Bylaws, special orders and standing rules;
3. conduct correspondence as directed by the association, the Board of Directors, or the President;
4. notify NAP headquarters by October 1 of the amount of the annual NYAP dues;
5. send bylaws to NAP each year.

D. The Treasurer shall:

1. be custodian of all funds;
2. present a financial report to the Board of Directors annually, at association meetings and as requested by the Board of Directors;
3. submit a budget to be adopted at the biennial meeting;
4. file tax forms as required by applicable law or as directed by NAP;
5. submit the financial records for audit.

Section 5. Nominations

A Nominating Committee of three members shall:

- A. be nominated from the floor and elected following the election of officers by plurality vote by ballot at the biennial meeting, except that when there are no more than three nominees, the chair shall declare them elected;
- B. select its chairman;
- C. nominate only those who have agreed to serve;
- D. submit a nominating committee report to the members at least thirty (30) days prior to the election meeting.

Section 6. Elections

- A. Officers shall be elected at the biennial meeting.
- B. Nominations may be made from the floor following the Nominating Committee report, provided consent has been obtained from the nominee.
- C. Elections shall be by majority vote by ballot except that when there is only one nominee for a position the chair shall declare him or her elected.

NYAP Bylaws & Standing Rules

ARTICLE VI MEETINGS

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Section 1. Biennial

- A. The biennial meeting shall be held no later than June 30 for the purpose of:
 - 1. reports of officers, committees, and NYAP units;
 - 2. election of officers;
 - 3. election of the Nominating Committee;
 - 4. election of delegates and alternates to NAP convention;
 - 5. adoption of the budget and the audit committee report;
 - 6. any other business that may arise.
- B. The time and place shall be determined by the Board of Directors with at least thirty (30) days but no more than sixty (60) days written notice given.

Section 2. Special

- A. 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 ten (10) members of the association.
- B. The purpose of the meeting shall be stated in the call and at least thirty (30) days written notice shall be given.

Section 3. Quorum

Five (5) members of the association shall constitute a quorum.

Section 4. Electronic Meetings

Meetings of the association may be conducted by telephone or other electronic means that permit simultaneous aural communication when so directed by the Board of Directors or, in the case of special meetings, when so directed by those calling the special meeting. At electronic meetings, any ballot votes required under the rules or ordered by the association shall be conducted electronically, using an internet service that supports anonymous voting. Electronic meetings of the association shall be subject to rules adopted by the association or the board to govern such meetings, which may include any reasonable limitations on, and requirements for, members' participation.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the officers.

Section 2. Duties

- The Board of Directors:
- A. shall carry out the orders of the association and none of its acts shall conflict with action taken by the association;
 - B. shall have general supervision of the affairs of the association between meetings;
 - C. shall fix the date, hour, and place of meetings;
 - D. shall make recommendations to the association;
 - E. may declare an office vacant due to inability to serve or an unexcused absence;
 - F. shall fill vacancies on the Nominating Committee;
 - G. shall perform such other duties as specified in these bylaws.

NYAP Bylaws & Standing Rules

Section 3. Meetings

- A. The Board of Directors shall hold at least one regular meeting a year with at least five (5) days written notice.
- B. Meetings of the Board of Directors may be held in person, by telephone conference or through electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.
- C. Special meetings may be called by the President and shall be called upon the written request of two (2) members of the Board of Directors at least five (5) days notice shall be given.
- D. A majority of the Board of Directors shall constitute a quorum.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees

- A. The Education Committee shall develop and coordinate educational programs for the association. Each biennium, there shall be at least one educational conference held in New York State or held electronically.
- B. An Audit Committee of at least two members shall audit the financial records of the association biennially. The Treasurer shall not serve on the Audit Committee.
- C. Other standing committees shall be created by the association as needed.

Section 2. Special Committees

- A. Special committees may be created by the Board of Directors or the association, as necessary.

Section 3. Composition

- A. The chairmen and members of standing committees shall be appointed by the President, with the approval of the Board of Directors or the association.
- B. The President shall be ex-officio a member of all committees except the Nominating Committee and the Audit Committee.

Section 4. Electronic Meetings

Meetings of committees may be held in person, by telephone conference or through electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting.

ARTICLE IX INDEMNIFICATION

Officers, directors, employees, and agents of the association shall be indemnified for any costs, expenses or liabilities necessarily incurred in connection with the defense of any action, suit or proceeding in which they are made a party by reason of being or having been a member serving in an elective or an appointed capacity. No member or employee shall be indemnified when adjudged in the action or suit to be liable for negligence or misconduct in the performance of duty.

NYAP Bylaws & Standing Rules

ARTICLE X DISSOLUTION

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Section 1. NYAP may be disbanded upon thirty (30) days written notice to all primary members for a special meeting for the purpose of dissolution. Those primary members in attendance shall be considered a quorum and two-thirds (2/3) vote shall dissolve the NYAP.

Section 2. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes 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. No funds shall inure to the benefit of individual members. The association charter shall be returned to NAP headquarters.

ARTICLE XI PARLIAMENTARY AUTHORITY

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

ARTICLE XII AMENDMENT

Section 1. These bylaws may be amended at any meeting of NYAP by a two-thirds vote, provided that the amendment has been submitted in writing to the members at least thirty (30) days prior to the meeting.

Section 2. Bylaw amendments may be submitted by:

- A. The Bylaws Committee;
- B. The Board of Directors;
- C. Any two (2) members in writing to the Secretary.

Section 3. Any amendment to these bylaws necessitated by amendments to NAP Bylaws shall be effected by the Board of Directors and reported to the membership in writing within 60 days following the adoption of such amendments by NAP.

NYAP Bylaws as Amended 05-02-2015.

NYAP Bylaws & Standing Rules

STANDING RULES

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Dues

NYAP Annual dues shall be:

1. Primary Members-at-Large \$15
2. Primary NYAP Unit Members \$12
3. Affiliate Members \$10
4. Student Members \$ 6 (*students enrolled in school full-time as determined by NAP*)

Meetings

The presiding officer shall appoint a parliamentarian, a timekeeper, and two members in attendance to approve the minutes at each meeting. A member appointed as parliamentarian may have full participation in the meeting.

Secretary

The Secretary:

1. may send any required notices by postal mail, fax or electronic means;
2. shall send a call of the meeting to each association members, including a copy of the previous association meeting minutes;
3. shall send a copy of the minutes of the Board of Directors meeting to Board members within thirty (30) days of the meeting.

Treasurer

The Treasurer shall pay:

1. expenses incurred by officers, in performance of their duties and included in the budget;
2. registration for the District One Director to attend any NYAP meeting;
3. registration for the NYAP President to attend any NYAP or District One meeting;
4. all other expenses as directed by the Board of Directors.

Other Finances

1. The budget shall include a line item to cover stipends not to exceed \$75 per person to be paid to NYAP members who serve as NYAP delegates or alternates to the NAP Convention.
2. All expenditures shall be submitted to the Treasurer on NYAP vouchers within sixty (60) days of the expense.

NYAP Standing Rules as Amended 05-02-2015