

**MICHIGAN STATE ASSOCIATION OF PARLIAMENTARIANS
OF THE
National Association of Parliamentarians®
BYLAWS**

**ARTICLE I
NAME**

The name of this organization shall be MICHIGAN STATE ASSOCIATION OF PARLIAMENTARIANS, hereinafter known as MSAP, a constituent division of the National Association of Parliamentarians® hereinafter known as NAP.

**ARTICLE II
OBJECT**

The object and purpose of this association, organized as a non-profit association within the meaning of Section 501(c)(3) of the Internal Revenue Code, for educational, scientific, literary, and professional purposes of studying, teaching, promoting, and disseminating the philosophy and principles underlying the rules of deliberative assemblies shall be:

- to promote the purposes and programs of NAP;
- to further the growing interest in parliamentary rules in both public and private schools on all levels;
- to bring into closer cooperation the parliamentarians of the state;
- to inculcate and uphold the general principles of obedience to law and to lend moral aid and strength to the parliamentary activities of its members.

**ARTICLE III
MEMBERS**

Section 1. Qualifications. To be eligible for regular membership in MSAP, a person must be a member in good standing of NAP.

Section 2. Classification.

A. Primary Members. Primary members are members listed at NAP headquarters for representative purposes.

1. Unit Members. Members who belong to an MSAP unit.
2. Members-at-Large. Members who do not belong to an MSAP unit.

B. Affiliate Members. Affiliate members are members whose primary membership is in another state or province association. They shall not serve as delegates or alternates from MSAP to conventions of NAP but shall have other rights and duties of MSAP membership.

C. Honorary Members. Honorary members are members whose membership has been granted by three-fourths (3/4) vote by ballot at any MSAP meeting following the signed recommendation of at least two (2) MSAP members and with the approval of the board of directors. They shall be exempt from dues to MSAP and, as a member of NAP, have full privileges or, as a non-member of

NAP, the right to debate without the right to make motions or vote at membership meetings of MSAP.

D. Life Members. Life members are members who paid the prescribed one-time amount that entitled them to be lifetime members of MSAP exempt from any further payment of MSAP dues. They shall, as a member of NAP, have all the rights and duties of membership in MSAP or, as a non-member of NAP, have full rights and duties of membership except those as denied by NAP.

E. Provisionals. Provisionals are individuals who are preparing for NAP membership. Provisionals are not NAP members and are not counted for the purpose of determining the number of delegates to which an association or unit is entitled at NAP conventions. As a non-member of NAP, they shall have the right to debate without the right to make motions or vote at membership meetings of MSAP.

Section 3. Good Standing. A member in good standing is one whose current NAP and MSAP dues are paid and one who complies with the provisions of the NAP Articles of Incorporation/Agreement and Bylaws and MSAP Bylaws and Standing Rules.

Section 4. Resignation, Reinstatement, Forfeiture.

A. Resignation. A member in good standing who wishes to resign shall send a letter of resignation to NAP and MSAP before March 1 of the year in which the resignation is to become effective.

B. Reinstatement. Provided all NAP requirements are met, a former member in good standing who applies for reinstatement within one year of resignation as in Section 4A above may be reinstated upon payment of current dues.

C. Forfeiture. A former member who forfeited membership for nonpayment of NAP or MSAP dues may be reinstated upon compliance with NAP requirements and upon payment of current MSAP dues.

**ARTICLE IV
DUES AND FINANCE**

Section 1. Dues.

A. Annual dues. Annual dues shall be as follows:

<u>Unit members</u>	MSAP members who belong to an MSAP unit	\$15.00
<u>Members-at-Large</u>	MSAP members who do not belong to an MSAP unit	\$25.00
<u>Affiliate members</u>	MSAP members who have primary membership in another state	\$15.00
<u>Honorary members</u>		\$ 0.00
<u>Life members</u>		\$ 0.00
<u>Provisionals</u>		\$15.00

B. Student Dues Reduction. A student who meets NAP criteria for student dues reduction shall be charged \$10 annual dues.

C. Date Payable.

1. Members shall pay NAP dues and MSAP dues directly to NAP headquarters.
 - a. Dues shall be due and payable to NAP Headquarters by January 1.
 - b. Dues not received by February 1 shall be considered delinquent.

- c. Dues not received by March 1 shall result in forfeiture of membership.
 - 2. The membership year shall be from January 1 through the end of December.
 - 3. Dues from a member accepted for the first time between July and December shall apply to the next year's dues.
- Section 2. Budget.** The budget-finance committee shall prepare a budget covering a one-year period for adoption by the board of directors prior to the beginning of each fiscal year.
- Section 3. Audit.** The financial records shall be audited at the end of the fiscal year and at such other times as requested by the board of directors. Such audit shall be performed by an auditor or an auditing committee appointed by the president with approval of the board of directors. The report shall be presented annually to the board of directors for adoption.
- Section 4. Fiscal Year.** The fiscal year shall be from December 1 through November 30.

ARTICLE V OFFICERS

Section 1. Officers.

- A.** The elected officers shall be a president, a first vice-president, a second vice-president, a recording secretary, a treasurer, and three (3) directors.
- B.** The appointed officers shall be a corresponding secretary and a historian appointed by the newly elected president with the approval of the executive committee.

Section 2. Qualifications.

- A.** A candidate for elected office shall have been a member in good standing for one year.
- B.** A candidate for the office of president or first vice-president shall be a primary member of MSAP and shall have served on the board of directors for at least two years.

Section 3. Term of Office. All officers shall serve for a term of two years or until their successors are elected or appointed. Elected officers shall assume office at the conclusion of the meeting at which they were elected. The secretary and treasurer may be elected to two consecutive terms. No other officer shall be elected to serve consecutive terms in the same office.

Section 4. Vacancy in Elected Office. A vacancy in the office of president shall be filled by the first vice-president. Any other vacancy in an elected office shall be filled by ballot vote of the board of directors. Previous notice of any election shall be included in the call of the meeting.

Section 5. Duties of Officers.

- A. Duties of the President.** The president shall:
- 1. Preside at all meetings of MSAP and of the board of directors.
 - 2. Appoint:

- a. A registered parliamentarian who is a member of MSAP.
- b. An auditor or auditing committee, with the approval of the board of directors.
- c. A corresponding secretary and a historian subject to the approval of the executive committee.
- d. Except as otherwise provided for in these bylaws, standing committee members and chairmen subject to the approval of the executive committee.
- e. Special committees.
- f. Replacements to fill all vacancies except as otherwise provided for in these bylaws, subject to the same approval as is currently specified for an initial appointment

B. Duties of the First Vice-President. The first vice-president shall:

- 1. Be the chairman of the state coordinating committee responsible to the president for coordinating all MSAP meetings and educational programs and shall supervise the arrangements in conjunction with the guidelines listed in Article XI, Section 10.
- 2. Serve as an ex-officio member of the budget-finance committee.
- 3. Serve as a delegate to the NAP biennial convention and may attend the NAP Leadership Conference.
- 4. Perform the duties of the president in the absence of the president.
- 5. Succeed to the office of president for the unexpired term in the event of a vacancy in that office.
- 6. Assume other duties assigned to the office as set down by these bylaws, the special rules of order, the standing rules of MSAP, the president, and the board of directors.

C. Duties of the Second Vice-President. The second vice-president shall:

- 1. Be chairman of a standing committee.
- 2. Perform the duties of the president in the absence of the president and the first vice-president.
- 3. Serve as a delegate to the NAP biennial convention when the president or first vice-president cannot attend or are attending as delegates in another capacity and may attend the NAP Leadership Conference.

D. Duties of the Recording Secretary. The recording secretary shall:

- 1. Record the proceedings of all MSAP membership meetings, board of directors meetings and executive committee meetings and be custodian of the records of MSAP during the term of office.
- 2. Perform the duties of corresponding secretary when necessary.
- 3. Notify NAP headquarters of the names and addresses of newly elected MSAP officers immediately following their election.
- 4. Perform other duties of the office as set down in these bylaws, the special rules of order, the standing rules of MSAP, and the current edition of *Robert's Rules of Order Newly Revised*.

E. Duties of the Treasurer. The treasurer shall:

- 1. Be custodian of all funds.

Commented [EH1]: ON motion from MSAP Board to prepare a bylaw amendment that will specify who has the responsibility to file the annual IRS form 990:
Insert new 9: prepare and submit annual state and/or federal tax documents.

2. Be a member of the budget-finance committee and provide information to assist the committee in preparing a budget.
3. Be a member of the State Coordinating Committee and provide financial oversight of MSAP Annual Meetings.
4. Maintain a list of members, their addresses, and their telephone numbers.
5. Deposit all funds in a financial institution approved by the board of directors.
6. Disburse money for expenses of MSAP only as authorized by MSAP or upon receipt of a properly completed requisition for items of expenditure not in excess of budgeted amounts.
7. Make financial reports to the board of directors at its meetings.
8. Submit an audited annual financial report to MSAP.
9. Perform duties pertaining to the office as outlined in these bylaws, the special rules of order, the standing rules of MSAP, or as assigned by the board of directors.

F. Duties of the Directors. The directors shall:

1. Assume such chairmanships or other responsibilities as the president shall assign.
2. Assume other duties assigned to the office as set down by these bylaws, the special rules of order, the standing rules of MSAP, and by the board of directors.

G. Duties of the Corresponding Secretary. The corresponding secretary shall:

1. Conduct the correspondence of MSAP as directed by MSAP, the board, and/or the president.
2. Maintain an accurate list of members, their addresses, and telephone numbers.
3. Send notices of the following meetings as provided in these bylaws (see Article VII):

Special Membership Meetings: 30 days
Regular Board of Directors Meetings: 15 days
Special Board of Directors Meetings: 7 days
Executive Committee Meetings: 3 days

4. Perform duties pertaining to the office as set down in these bylaws, the special rules of order, the standing rules of MSAP, and as assigned by the president or the board of directors.

H. Duties of the Historian. The historian shall:

1. Prepare a narrative account of MSAP activities for the current year and shall submit it to the board of directors before presentation to MSAP as the official entry.
2. Perform duties pertaining to the office as set down in these bylaws, the special rules of order, or in the standing rules of MSAP.

ARTICLE VI NOMINATIONS AND ELECTIONS

Section 1. Nominations.

A. Composition. A nominating committee of three (3) members shall be elected by ballot for a two-year term at the annual meeting held in the odd-numbered years.

1. Nominations for the committee shall be made from the floor with the consent of the nominee.
2. The election shall be held at the same time as the election of officers.
3. A plurality vote shall elect. If more than one member from a unit receives sufficient votes to be elected, the one receiving the highest number of votes shall serve.
4. The nominee receiving the highest number of votes shall serve as chairman of the committee. In case of a tie, a separate ballot shall be cast with the names of the nominees with the tied number of votes placed on the ballot. A majority shall elect.
5. Vacancies on the nominating committee shall be filled by the president with the candidate who received the next highest number of votes, if available, in accordance with paragraph 3 above. If such candidate is not available, election shall be by a ballot vote of the board of directors from qualified nominees nominated by the board of directors. In the event there is but one nominee, the election may be by voice vote.

B. Duties of the Nominating Committee. The nominating committee shall consider the qualifications of the candidates proposed by the membership no later than January 1 of the odd-numbered year of the biennium or by members of the nominating committee (see Article V, Section 2).

C. Report.

1. The nominating committee shall submit at least one (1) name for each office to be filled and at least three (3) names for directors. No member shall be nominated who has not given consent to serve.
2. The report of the nominating committee shall be sent to the president at least six (6) weeks prior to the date of the annual meetings in the odd-numbered years; it shall be included in the call to the meeting and shall be read at the meeting when at which time additional nominations from the floor may be made.

Section 2. Election of Officers.

A. The election shall be under the direction of the elections committee appointed by the president in advance of the opening of the annual meetings in the odd-numbered years.

B. Election shall be by ballot. When there is only one candidate for a position and the chair has ensured that no members wish to make further nominations, the chair may declare the candidate elected.

C. The president, first vice-president, second vice-president, recording secretary, and treasurer shall be elected by majority vote.

D. The three (3) directors shall be elected by plurality vote.

ARTICLE VII MEETINGS

Section 1. Annual Meetings.

An MSAP membership meeting shall be held annually, in the spring of the year, at a time and place determined by the board of directors.

1. In the odd-numbered years, the annual meeting shall be for the purpose of electing officers and a nominating committee, receiving reports, and conducting other business as may properly come before it.

2. In the even-numbered years shall be for the purpose of receiving reports and conducting such other business as may properly come before it.

Section 2. Special Meetings. Special meetings of MSAP may be called by the president or by five (5) members of MSAP. Thirty (30) days written notice of a special meeting shall be given. The date, time, place, and/or meeting platform, shall be established by the Executive Committee.

Section 3. Official Call.

A. The official call of all annual meetings giving the date, time, place and/or platform shall be mailed to all members or be published in the *Michigan Parliamentarian* at least thirty (30) days prior to the meeting.

B. Thirty (30) days written notice of a special meeting shall be mailed to all members.

C. Under extenuating circumstances, the executive committee may change the date, time, place and/or meeting platform after the call of the meeting is distributed.

Section 4. Quorum. A quorum for the transaction of any business shall be a majority of active and affiliate members registered for the meeting provided that at least three (3) units are represented and, in addition, two (2) elected officers are present.

Section 5. Cancellation. In the event of a national or local emergency, the executive committee by an affirmative vote of three (3) members in a meeting, by mail, or by telephone, may dispense with any meeting of MSAP. All members shall be notified.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Composition.

A. The members of the Board of Directors shall be:

1. Elected officers.
2. Appointed officers.
3. Presidents of units.
4. Chairmen of standing committees.
5. Chairman of the nominating committee.
6. Ex Officio Members: any MSAP member serving on the board of directors of the NAP or as District 4 Director.

B. A unit or committee-appointed member may represent the unit or committee if the unit president or committee chairman holds any other position on the board or is unable to attend.

C. The parliamentarian shall attend meetings in an advisory capacity.

Section 2. Officers. The officers of MSAP shall be the officers of the board of directors.

Section 3. Duties.

A. The board of directors shall:

1. Conduct the business of MSAP between meetings.
2. Adopt a one-year budget prior to the beginning of each fiscal year.
3. Determine the time, place, and registration fee for the MSAP meetings on recommendation of the state coordinator.
4. Elect by plurality vote the delegates and alternates to the NAP biennial convention by ballot from nominations from the floor. The names of the delegates and alternates elected shall be reported to NAP. When necessary at the NAP convention, the president of MSAP may designate any NAP member of MSAP present as an alternate to replace an elected alternate.
5. Fill vacancies, except for the office of president, in any elected office and in the nominating committee when required by ballot from nominations proposed by members of the board of directors. A majority vote shall elect.
6. Adopt standing rules as needed to carry out the business of the board.
7. Adopt guidelines set forth in the MSAP Procedures Manual.

Section 4. Meetings.

A. The first meeting of the board of directors shall be held at the time established by the executive committee. Other meetings shall be held quarterly at such times as may be determined by the board of directors and immediately prior to the MSAP annual meetings. At least fifteen (15) days' notice of meetings shall be given to the members of the board.

B. Unless otherwise restricted by the board, attendance at all regular meetings of the board of directors shall be open to all MSAP members without vote and without privilege of debate unless invited to do so by a two-thirds (2/3) vote of the board of directors.

C. Special meetings of the board of directors may be called by the president or by any three (3) members of the board. At least seven (7) days' notice shall be given to the members of the board.

Section 5. Voting. Proposals concerning expenditures of funds not provided in the adopted budget shall require a two-thirds (2/3) vote of members present or no fewer than five (5) whichever number is greater.

Section 6. Quorum. Eight (8) members, two (2) of whom shall be elected officers, shall constitute a quorum for all meetings of the board of directors.

**ARTICLE IX
EXECUTIVE COMMITTEE**

Section 1. Composition.

A. The executive committee shall consist of the president, the first vice-president, the second vice-president, the recording secretary, and the treasurer.

B. The parliamentarian shall attend meetings in an advisory capacity.

Section 2. Powers. The executive committee shall be empowered to act for the board of directors when it is not feasible to call a meeting of the board. All action of the executive committee is subject to ratification by the board of directors.

Section 3. Meetings. The executive committee shall meet at the call of the newly-elected president during or immediately following the annual meetings in the odd-numbered years to approve the appointments of the president and establish the date of the first regular meeting of the board of directors. Subsequent meetings shall be at the call of the president or of any two members and shall require a notice to the members of at least three (3) days.

Section 4. Quorum. A majority of the executive committee shall constitute a quorum for all meetings.

ARTICLE X NAP CONVENTION

Section 1. Delegates.

Delegate representation from MSAP to the biennial convention of NAP shall be as follows:

- A.** President and first vice-president or second vice-president.
- B.** Four additional delegates elected by the board of directors.
- C.** One additional delegate for each five (5) members-at-large elected from the members-at-large by the board of directors.
- D.** Delegates and alternates shall be elected by the board of directors as provided in Article VIII, Section 3.A.4.

ARTICLE XI LEADERSHIP CONFERENCE

Two officers and one additional member shall represent MSAP at the NAP Leadership Conference. The sequential order of officer attendance shall be: president, first-vice-president, second vice-president, recording secretary, treasurer, director. The member shall be appointed by the president.

ARTICLE XII COMMITTEES

Section 1. Committees.

- A.** There shall be the following standing committees:
 - 1. Bylaws and Standing Rules
 - 2. Membership and Extension
 - 3. Education
 - 4. Communications
 - 5. Budget-Finance
 - 6. Youth
 - 7. State Coordinating Committee
- B.** There shall be such other standing committees as are deemed necessary by MSAP.

- C. There shall be special committees as deemed necessary by MSAP or the board of directors.
- D. Standing committee members shall be appointed by the newly-elected president, with the approval of the executive committee. Special committee members shall be appointed by the president.
- E. The chairman of each standing committee, with the approval of the president, shall be authorized to appoint additional members to serve on subcommittees.
- F. The president shall be an ex-officio member of all committees except the nominating committee and the auditing committee.
- G. Standing and special committees shall report to the board of directors at each board meeting.

Section 2. Bylaws and Standing Rules Committee.

- A. The bylaws and standing rules committee shall be composed of at least three (3) members. The MSAP Bylaws and Standing Rules Committee shall also serve as the bylaws and standing rules committee of the board of directors.
- B. The bylaws and standing rules committee shall:
 - 1. Consider, edit, and/or correlate such bylaw amendments as it may originate and as are referred to it by the board, unit, or individual member.
 - 2. Verify that bylaw amendments are not in conflict with the NAP bylaws.
 - 3. Present to MSAP changes to the bylaws necessitated by amendments made in the NAP bylaws.
 - 4. Send proposed bylaw amendments with recommendations to the president for inclusion with the call of the meeting.
 - 5. Consider, edit, and/or correlate such standing rules as it may originate and as are referred to it by the board, unit, or individual member.
 - 6. Send proposed standing rules and amendments thereto to the president for inclusion with the call of the meeting.
 - 7. Review and update the MSAP Procedures Manual as needed.
 - 8. Review the current bylaws of each unit for compliance with NAP and MSAP bylaws.
 - 9. Send a copy of the current bylaws of MSAP to NAP headquarters.

Section 3. Membership and Extension Committee.

- A. The membership and extension committee shall be composed of at least three (3) members.
- B. The membership and extension committee shall:
 - 1. Maintain an accurate record of membership in MSAP.
 - 2. Contact members whose membership is delinquent and subject to forfeiture.
 - 3. Be familiar with the requirement qualifications for membership in NAP and encourage qualified persons to apply.
 - 4. Promote retention and extension of membership and formation of new units through study groups.

Section 4. Education Committee.

- A. The education committee shall be composed of at least three (3) members.

B. The education committee shall:

1. Be responsible for all MSAP educational programs designed to train individuals and groups in parliamentary law and procedure and provide learning opportunities for NAP membership and registration.
2. Provide educational material to aid units and members to further their knowledge of parliamentary procedure and law.

C. The education committee chairman shall be a member of the state coordinating committee.

D. The education committee chairman shall be responsible for the education materials account and the reporting thereof.

Section 5. Communications Committee

A. Communications committee shall be composed of the MSAP Web Master, the MSAP Zoomkeeper, the MSAP Newsletter Editor and up to two (2) additional members.

B. Committee Duties

1. Publicity and Public relations:

- a. Prepare publicity statements for release at the time of meetings and educational programs of MSAP.
- b. Enlist cooperation of members for publicity incidental to MSAP or unit activities.
- c. Suggest means for promoting parliamentary law in Michigan to the board of directors.
- d. provide support to the State Coordinating Committee

2. Newsletter Editor: be responsible for compiling, editing, and publishing the official MSAP publication.

3. WebMaster:

- a. maintains and updates the MSAP website.
- b. forwards web contact requests to the appropriate MSAP member.

4. ZoomKeeper

- a. maintains a web-conference meeting platform.
- b. maintains the calendar of MSAP and Unit web-meetings hosted through the MSAP platform.

C. The Communications committee chairman shall be a member of the state coordinating committee.

Section 6. Budget-Finance Committee.

A. The budget-finance committee shall be composed of at least three (3) members, including the treasurer, and the first vice-president shall be an ex-officio member.

B. The budget-finance committee shall:

1. Review the finances of MSAP and make recommendations to the board of directors.
2. Prepare a one-year budget for adoption by the board of directors at the session of the board prior to the beginning of each fiscal year.
3. Review all certificates of deposit and make timely recommendations to the board of directors.

Section 7. Youth Committee.

A. The youth committee shall be composed of at least five (5) members.

B. The youth committee shall:

1. Promote the formation of new youth groups in accordance with NAP qualification requirements for the purpose of studying parliamentary procedure.
2. Assist with the retention of youth groups in Michigan.
3. Arrange for competition judges for student organizations.
4. Coordinate statewide MSAP youth group events and activities.

Section 8. State Coordinating Committee.

A. The state coordinating committee shall consist of the following members:

1. The first vice-president whose duties shall be to coordinate MSAP meetings and educational programs (see Article V, Section 5B1).
2. The education committee chairman whose duties shall be to plan the educational session for the meeting.
3. The MSAP Treasurer whose duties shall be to plan expenses, deposit all moneys, pay all expenses, and prepare a final accounting for review of the State Coordinating Committee.
4. The local arrangements committee chairman whose duties shall be to make meal and meeting room arrangements and plan host activities.
5. The public relations committee chairman whose duties shall be to plan publicity for the meetings.
6. In addition, the president shall, when necessary, appoint the following subcommittees: credentials, elections, resolutions, rules and others as outlined in the Procedures Manual and standing rules.

**ARTICLE XIII
ELECTRONIC MEETINGS**

All meetings of MSAP are authorized to meet by telephone conference or through other electronic communications media so long as all the participants may simultaneously hear each other and participate in the meeting.

**ARTICLE XIV
DISSOLUTION**

In the event of dissolution of the Michigan State Association of Parliamentarians, and after payment of all liabilities, this association shall dispose of all assets in such a manner as defined in Article VI, Section 1 of the NAP Articles of Incorporation/Agreement. The association charter shall be returned to NAP headquarters.

**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

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 and in any special

rules of order MSAP may adopt.

**ARTICLE XV
AMENDMENT**

Section 1. Amendment. These bylaws may be amended by a two-thirds (2/3) vote at any meeting of MSAP provided the proposed amendment shall have been included with the call of the meeting. Any amendments to these bylaws and/or the MSAP Standing Rules necessitated by amendments to the NAP Bylaws or NAP Standing Rules shall be automatically effected by the bylaws committee and reported to the membership in writing following the adoption of such amendments by NAP.

Section 2. Revision.

- A.** These bylaws may be revised only upon authorization of MSAP.
- B.** A special committee shall be appointed by MSAP to prepare the revision.

Amended: 4/15/2000
Amended: 4/13/2002
Amended: 4/12/2003
Amended: 4/3/2004
Amended: 4/9/2005
Amended: 4/21/2007
Amended: 4/19/2008
Amended: 4/18/2009
Amended: 7/17/2010
Amended: 4/16/2011
Amended: 4/12/2014
Amended: 4/1/2017
Amended: 4/13/2019
Amended: 8/8/2020
Amended: 4/10/2021