

# **Bylaws**

## **New Jersey State Association of Parliamentarians**



**a division of the**

**NATIONAL ASSOCIATION OF  
PARLIAMENTARIANS<sup>®</sup>**

Approved January 25, 2017

**TABLE OF CONTENTS**

**ARTICLE I Name..... 1**

**ARTICLE II Object..... 1**

**ARTICLE III Members ..... 1**

    Section 1.    **Classification ..... 1**

    Section 2.    **Eligibility..... 2**

    Section 3.    **Dues ..... 2**

    Section 4.    **Fiscal Year ..... 3**

**ARTICLE IV Officers ..... 3**

    Section 1.    **Officers..... 3**

    Section 2.    **Term of Office ..... 3**

    Section 3.    **Vacancy in Office ..... 3**

    Section 4.    **Duties..... 3**

**ARTICLE V Nominations and Elections..... 5**

    Section 1. **Nominating Committee ..... 5**

    Section 2.    **Election of Officers ..... 5**

**ARTICLE VI Meetings ..... 6**

    Section 1.    **Voting..... 6**

    Section 2.    **Annual Meeting..... 6**

    Section 3     **Special..... 7**

**ARTICLE VII Board of Directors ..... 7**

    Section 1.    **Composition..... 7**

    Section 2.    **Duties..... 7**

    Section 3.    **Meetings. .... 8**

**ARTICLE VIII Executive Committee ..... 8**

    Section 1.    **Composition..... 8**

    Section 2.    **Duties..... 8**

    Section 3     **Conduct of Business ..... 9**

    Section 4.    **Quorum..... 9**

BYLAWS OF THE NEW JERSEY STATE ASSOCIATION OF PARLIAMENTARIANS

---

**ARTICLE IX Committees ..... 9**

**Section 1. Standing Committees..... 9**

**Section 2. Composition..... 9**

**Section 3. Duties..... 10**

**Section 4. Other Committees..... 11**

**Section 5. Transact Business..... 11**

**Section 6. Membership Ex-officio ..... 11**

**ARTICLE X ..... 11**

**NAP Delegate Representation..... 11**

**Section 1 ..... 11**

**Section 2 ..... 11**

**Section 3 ..... 12**

**Section 4 ..... 12**

**ARTICLE XI Dissolution..... 12**

**ARTICLE XII Parliamentary Authority..... 12**

**ARTICLE XIII Amendment..... 12**

**Section 1 ..... 12**

**Section 2 ..... 13**

**Section 3. Revisions ..... 13**

**STANDING RULES ..... 14**

**OPERATING POLICIES ..... 14**



## **ARTICLE I**

### **Name**

The name of this organization shall be New Jersey State Association of Parliamentarians (NJSAP), a constituent 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 the educational programs of NAP; to bring into closer cooperation the parliamentarians of the state; and to promote the use of democratic procedures and practices in deliberative groups.

## **ARTICLE III**

### **Members**

#### **Section 1. Classification**

There shall be the following classes of members:

- A. Primary. Primary members are NAP members who are counted in NJSAP 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.
- B. Affiliate. Affiliate members are NAP members who are primary members of another association and who are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.
- C. Member-at-large. Members-at-large are primary or affiliate members of the association who do not belong to a unit of the association.
- D. Honorary. Honorary members shall be recommended by the NJSAP Board of Directors and approved by a two-thirds vote of the members present and voting at the annual meeting. They shall be individuals who have met the criteria established by the association for exceptional service or who have added distinction to the parliamentary profession. They shall not pay dues. Honorary members who are not NAP members shall not be counted for the purpose of determining the number of delegates to which an association or unit shall be entitled at NAP conventions.

- E. Provisional. Provisional members shall be individuals who are preparing to take the NAP test. Provisional members are not NAP members and shall not be counted for the purpose of determining the number of delegates to which an association or unit shall be entitled at NAP conventions until they become paid members.
- F. Student. An individual who is a full-time student shall qualify for a 50% reduction in dues for the individual's membership classification. A full-time student shall be defined as an individual 25 years or less and who is currently:
  - 1. Enrolled full time in a college program, high school, or home school setting; or
  - 2. Serving as active duty military.

### **Section 2. Eligibility**

Any member of NAP is eligible for membership in this association and shall become a member upon payment of association dues.

### **Section 3. Dues**

- A. Annual dues shall be as follows:
  - 1. Primary members, fifteen dollars (\$15).
  - 2. Affiliate members, fifteen dollars (\$15).
  - 3. Members-at-large, twenty dollars (\$20).
- B. Dues Payment. NAP members shall pay national and association dues directly to NAP Headquarters.
- C. Dues Payment Dates. Dues shall be due and payable to NAP Headquarters 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. NJSAP affiliate dues shall also be paid to the association treasurer before March 1.
- D. Membership Year. The membership year shall be January 1 through December 31.
- E. Application of Dues. Dues paid shall extend through the next membership year for a new member who passes a membership examination taken during the

months of August through December.

**Section 4. Fiscal Year**

The fiscal year shall be December 1 through November 30.

**ARTICLE IV**  
**Officers**

**Section 1. Officers**

The officers of the association shall be a president, a vice-president, a recording secretary, a corresponding 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. No officer shall hold more than one office at any one time, nor serve more than two consecutive terms in the same office, except the treasurer, who may serve one additional term.

**Section 3. Vacancy in Office**

A vacancy in any office except president shall be filled by the board of directors.

**Section 4. Duties**

Officers shall perform the duties provided in this section, such other duties as are prescribed for the office in these bylaws and in the adopted parliamentary authority, other duties as may be assigned by the association or the board of directors.

A. The president shall:

1. Preside at all meetings of the association, the board of directors, and the executive committee;
2. Appoint a parliamentarian and an auditor; and
3. Appoint chairs of committees to the extent provided in Article IX.

- B. The vice-president shall:
1. Assist the president;
  2. Perform the presiding duties of the president in the absence of or at the request of the president, except that of serving in any ex-officio capacity;
  3. Fill the unexpired term if a vacancy occurs in the office of president; and
  4. Make all arrangements for the parliamentary workshop at the annual meeting, subject to board of director's approval.
- C. The recording secretary shall:
1. Record the minutes of all meetings of the association, the board of directors, and the executive committee;
  2. Send a copy of the minutes of all meetings to the president, minutes of the executive committee meetings to each committee member, and minutes of the board of directors meetings to each board member, within 21 days following the meeting;
  3. Be custodian of all documents, including NAP and association bylaws, special rules, and standing rules;
  4. Notify NAP Headquarters and the district director of officer changes as needed; and
  5. Serve as a member of the history committee.
- D. The corresponding secretary shall:
1. Conduct the general correspondence of the association and such other correspondence as is requested by the president, the executive committee and/or the board of directors; and
  2. Serve as the arrangements chair.
- E. The treasurer shall:
1. Be custodian of all funds, disbursing them as directed by the board of directors;



2. Keep an itemized account of receipts and disbursements;
3. Present a financial statement at each association meeting and as requested by the board of directors;
4. Prepare the financial records for audit by December 31;
5. Serve as a member of the finance and arrangements committees; and
6. Notify NAP headquarters when requested of the dues structure for the association.

**ARTICLE V**  
**Nominations and Elections**

**Section 1. Nominating Committee**

- A. A nominating committee of three members shall be nominated from the floor and elected at the annual meeting held in even-numbered years. Election shall be by ballot, except when there are no more than three nominees, in which case election may be by voice vote. The chair shall be selected by the committee. Vacancies in committee positions shall be filled by the executive committee.
- B. At the annual meeting held in odd-numbered years, the committee shall present a slate of at least one individual for each office, provided consent has been obtained from each nominee.
- C. The report of the nominating committee, together with the qualifications of the candidate, shall be submitted to the corresponding secretary/arrangements chair to be included in the meeting notice.

**Section 2. Election of Officers**

- A. The officers shall be elected by majority vote at the annual meeting held in odd-numbered years.
- B. Nominations may be made from the floor, provided written consent has been obtained from the nominee unless the nominee is present and gives consent orally.
- C. Elections shall be by ballot except when there is only one nominee for an office, in which case election may be by voice vote.

**ARTICLE VI**

**Meetings**

**Section 1. Voting**

- A. Members of the association whose dues for the current year have been paid shall constitute the voting body at all meetings of the association.
- B. No member shall have more than one vote.
- C. The quorum for the transaction of business at the annual and any special meeting shall be seven (7) members, two (2) of whom shall be officers of the association.
- D. A quorum for a board of directors' meeting shall be five (5), two (2) of whom shall be officers.

**Section 2. Annual Meeting**

- A. The annual meeting of this association shall be held in the fall at a time and place determined by the executive committee.
  - 1. The call to meeting shall be sent by first class mail at least thirty (30) days before the meeting, but may be sent via e-mail or other electronic form, instead of first class mail, to those members who have selected that method of receiving correspondence.
  - 2. The annual of this association and shall be for the purpose of electing officers, receiving reports of the officers, the unit presidents, and the committee chairmen, and for any other business that may arise.
- B. The annual parliamentary workshop shall be sponsored by the association and conducted under the direction of the vice president and shall be held for the purpose of parliamentary and professional education.
- C. Should it become impossible to hold the annual meeting at the time specified, the board of directors shall have the power (when appropriate):
  - 1. To adopt rules for units to vote by mail for the election of officers and nominating committee members;
  - 2. To elect the delegates and alternates to the NAP convention; and

3. To transact any business that should come before it, except amend the bylaws or select members of the nominating committee.
- D. The lack of a quorum shall not prevent the conduct of the parliamentary workshop.
- E. Each member and visitor attending the annual meeting and/or parliamentary workshop, shall pay a registration fee, except for invited guests.

### **Section 3. Special**

Special meetings may be called by the president, or upon a majority vote of the board of directors, or upon the written request of at least a majority of the units. The purpose of the meeting shall be stated in the call to the meeting and at least five (5) days notice shall be given by first class mail, but may be sent via e-mail or other electronic form, instead of first class mail, to those members who have selected that method of receiving correspondence.

## **ARTICLE VII** **Board of Directors**

### **Section 1. Composition**

The board of directors shall consist of the officers, chairs of standing committees, and the presidents of units.

### **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. Transact business of the association between annual meetings, by mail, e-mail, telephone conference or other electronic communications media;
- B. Have general supervision of the affairs of the association between meetings;
- C. Approve payment of bills;
- D. Approve all forms used by the association;
- E. Make recommendations to the association;
- F. Declare an office vacant when the director cannot continue to function effectively;

- G. Fill vacancies in office for the unexpired term, except that of president, and in the elected delegation to the national convention;
- H. Adopt operating policies as needed to carry on the business of the board, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the association; and
- I. 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 held at least six (6) weeks prior to the annual meeting.
- B. Special meetings may be called by the president and shall be called by order of the executive committee or upon the written request of a majority of the members of the board of directors. The purpose of the meeting shall be stated in the call and at least five (5) days written notice shall be given.
- C. Five members, at least two (2) of whom shall be elected association officers, shall constitute a quorum at any meeting of the board of directors.

**ARTICLE VIII**  
**Executive Committee**

**Section 1. Composition**

The executive committee shall consist of the elected officers.

**Section 2. Duties**

The executive committee shall:

- A. Hold a meeting following the annual meeting at which the chairs and members of standing committees shall be approved;
- B. Hold additional meetings at the call of the president provided at least five (5) days notice has been given;
- C. Approve the chairs of standing committees appointed by the president;
- D. Approve members of the standing committees appointed by the chairs in

consultation with the president;

- E. Determine the date and place of all meetings of the association, the board of directors and the executive committee;
- F. Determine the registration fee to be paid by attendees at the annual meeting.
- G. Perform such other duties as may be referred to it by the board of directors.

### **Section 3. Conduct of Business**

The executive committee may conduct business by mail, e-mail, telephone conference, or other electronic, communications media.

### **Section 4. Quorum**

Three (3) members of the Executive Committee shall constitute a quorum at any meeting of the committee.

## **ARTICLE IX** **Committees**

### **Section 1. Standing Committees**

The standing committees shall be:

Arrangements,  
Audit,  
Bylaws,  
Education,  
Finance,  
History,  
Membership,  
Publicity,  
Website

And shall be appointed for a term of two years or shall serve until their successors are appointed.

### **Section 2. Composition**

- A. Chairs of all standing committees shall be appointed by the president subject to the approval of the executive committee.
- B. Members of standing committees shall be appointed by the relevant standing

committee chair in consultation with the president, and are subject to the approval of the executive committee.

**Section 3. Duties**

- A. The arrangements committee shall send the call to the annual meeting issued by the president to all members of this association together with copies of proposed amendments to bylaws, report of the nominating committee, qualifications of candidates, and resolutions, to be considered at the annual meeting.
- B. The audit committee shall audit the treasurer's books annually and submit a report to the Board of Directors.
- C. The bylaws committee shall have referred to it all proposed amendments to these bylaws to assure the amendments do not conflict with provisions of NAP bylaws or with these bylaws, and may alter the wording with the sponsor's consent. After its review and before August first (1), the bylaws committee shall prepare an authorized version of the amendments and shall send copies of the proposed amendments, along with the names of the proposers, to the corresponding secretary for inclusion with the call to annual meeting. Proposed amendments shall be brought before the annual meeting by the bylaws committee and may include a recommendation for approval or disapproval.
- D. The education committee shall develop and coordinate educational programs for the association, inform units and members of NAP educational materials, and assist member units in their efforts to conduct educational programs. The chair shall serve as a member of the history committee.
- E. The finance committee shall consist of the chairman and the treasurer. The committee shall prepare an annual budget and submit it to the board of directors for approval. It shall present the approved budget to the annual meeting for adoption.
- F. The history committee, consisting of a former NJSAP officer as chair and the current association recording secretary and chair of the education committee as committee members, shall prepare a narrative account of association activities of the current year to be filed with the permanent records of the association within three months of the end of the term.
- G. The membership committee shall maintain an up-to-date file of all members of the association, be a source of information for members-at-large and potential members, and assist in maintaining and forming units.

- H. The publicity committee shall promote interest in the work of the association through the press and other media as directed by the president, and prepare and submit articles and pictures to the *National Parliamentarian*<sup>®</sup>.
- I. The website committee shall promote the presence of this association, units, and members and be responsible for creating and maintaining a public website on association activities. The chairs of the membership and publicity committees shall serve among the members of the website committee.

#### **Section 4. Other Committees**

Other committees, standing or special, shall be created as the association shall from time to time deem necessary to carry on the work of the association. The chairs and members of such committees shall be appointed by the president, except that in the absence of the president, the board of directors may appoint the chair and members of a special committee, who shall be treated as though appointed by the president.

#### **Section 5. Transact Business**

All committees may transact business in person, by mail, e-mail, telephone conference or other electronic communications media.

#### **Section 6. Membership Ex-officio**

The president shall be an ex-officio member of all committees except the nominating committee.

### **ARTICLE X**

#### **NAP Delegate Representation**

##### **Section 1**

The NJSAP shall be entitled to be represented at the NAP Convention by the number of delegates as set forth in the NAP Bylaws. Two of the delegates shall be the president and the vice-president of NJSAP and the remaining number of delegates, along with two alternates, shall be elected by the NJSAP at its annual meeting in even-numbered years.

##### **Section 2**

Nominations for delegates and alternates shall be made from the floor. The nominees receiving the highest number of votes shall fill the allowable number of delegate positions and be considered elected as delegates. The two receiving the next highest

number of votes shall be alternates. In case of a tie, the winner shall be determined by lot.

**Section 3**

Election shall be by ballot, except when there is no more than one nominee for each delegate and alternate position, in which case election may be by voice vote. The election shall be held at the annual meeting held in even-numbered years.

**Section 4**

Vacancies in delegate and alternate positions may be filled by the board of directors.

**ARTICLE XI**  
**Dissolution**

In the event of the dissolution of the association, after payment of all liabilities, the assets shall be liquidated and remitted to the NAP office in accordance with government regulations. No funds shall inure to the benefit of individual members. The association charter shall be returned to NAP Headquarters.

**ARTICLE XII**  
**Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of the 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, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

**ARTICLE XIII**  
**Amendment**

**Section 1**

These bylaws may be amended at any annual meeting of this association by a two-thirds vote of those present and voting, provided that the amendment has been

- A. Submitted in writing to the corresponding secretary and bylaws committee chair on or before June 1 of the year in which the vote will be taken, and
- B. Is provided in writing bearing the signature of at least two members of the association or provided electronically with attestations from at least two members



of the association, and is reviewed by the bylaws committee, and

- C. is reviewed by the bylaws committee, and
- D. The authorized version is sent to every member along with the call to the meeting.

## **Section 2**

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 sixty (60) days following the adoption of such amendments by NAP.

## **Section 3 Revision**

These bylaws shall be revised only upon authorization at an annual meeting.

- A. Preparation and presentation of an authorized revision shall be by the bylaws committee.
- B. A copy of the proposed revised bylaws shall be sent to every member along with the call to the annual meeting.
- C. If a revision is authorized, there shall be no other amendments proposed to the existing bylaws.

### **STANDING RULES**

1. The President or Vice President of the State Association shall visit each Unit at least once during his or her administration.
2. An NAP Officer invited to the annual meeting shall have the following expenses paid from the annual meeting account: room, meals and, if necessary, transportation to and from a New Jersey airport.
3. A Past Presidents' Pin shall be presented to the retiring State President at the conclusion of his or her term of office. The Treasurer shall order the appropriate pin from NAP Headquarters in time for presentation.
4. A committee of three shall be appointed by the president to approve the minutes of the annual meeting. After approval these minutes shall be distributed only to the association Officers.
5. The president shall appoint a timekeeper, and three tellers for balloting.
6. When there is to be a change in the office of Treasurer, a Financial Review Committee, appointed by the President, shall approve an Interim Treasurer's Report from the end of the fiscal year to date of annual meeting. The Committee shall report at the first Board of Directors Meeting following the annual meeting at which the Treasurer was elected.
7. The report of the Nominating Committee shall be presented at the morning business meeting of the annual meeting.
8. These rules may be amended by a majority vote at a regular meeting without previous notice.

### **OPERATING POLICIES**

1. All association checks shall be signed by the treasurer or by the president.
2. Board minutes which have been distributed to the members prior to the meeting need not be read aloud at the meeting.
3. Following the annual meeting, the recording secretary shall send to the NAP Headquarters a copy of the then current bylaws of the association.
4. These rules may be amended by a majority vote at a regular board meeting without previous notice.