

MINNESOTA STATE ASSOCIATION OF PARLIAMENTARIANS  
BYLAWS

ARTICLE I - NAME

The name of this organization shall be the Minnesota State Association of Parliamentarians (MSAP), a division of the National Association of Parliamentarians (NAP), organized as a nonprofit corporation.

ARTICLE II - OBJECT

- The primary purpose of MSAP is educational with the following objects:
- To promote the opportunities for study of parliamentary procedure;
  - To promote the purpose of NAP;
  - To promote the use of educational materials produced by NAP;
  - To further the growing interest in parliamentary rules in schools on all levels;
  - To bring into closer cooperation the parliamentarians of the State of Minnesota.

ARTICLE III - MEMBERS

Section 1. Primary members

- a. Primary Members are NAP members who are counted in MSAP in determining the number of delegates to which MSAP is entitled at NAP conventions. Primary members- at-large are NAP members who are primary members of MSAP who do not belong to a unit of MSAP.
- b. Membership becomes effective for new members when dues are posted to the NAP database.

Section 2. Affiliate members are NAP members who are primary members of another state association and who are not counted in determining the number of delegates to which MSAP is entitled at NAP conventions.

Section 3. Provisional members are individuals who are preparing for NAP membership.

Provisional members:

- a. are not NAP members and are not counted for the purpose of determining the number of delegates to which MSAP is entitled at NAP conventions,
- b. may discuss motions but may not make motions or vote,
- c. may not hold office or serve on the MSAP board of directors, and
- d. will receive notice of all meetings and all official mailings including the *Minnesota Parliamentarian*.

ARTICLE IV - DUES

Section 1. Dues Amount

- a. Dues for primary members shall be fifteen dollars (\$15.00) per year.
- b. Dues for affiliate members shall be fifteen dollars (\$15.00) per year.
- c. Dues for provisional members shall be seven dollars (\$7.00) per year.
- d. Dues for individuals who are primary or affiliate members and who are defined as students shall be seven dollars (\$7.00) per year. A student is defined as an individual who is enrolled as full-time student as verified by NAP records.
- e. Dues for new members shall be prorated monthly for the remaining calendar year of their initial membership and shall be based on the date of membership.

Section 2. Dues Payment

- a. Primary members, including students, pay NAP and MSAP dues directly to NAP.
- b. The MSAP treasurer shall annually send an invoice for MSAP dues to affiliate and provisional members.
- c. Dues are payable January 1. Membership shall be delinquent if dues are not paid by February 1 and be forfeited if not paid by March 1.

Section 3. The fiscal year shall be from December 1 through November 30.

Section 4. No part of the net earnings of MSAP shall inure to the benefit of members or officers.

## ARTICLE V - OFFICERS AND THEIR DUTIES

### Section 1. Officers

- a. The elected officers of MSAP shall be a president, a vice-president, a secretary, and a treasurer.
- b. The appointed officers shall be a historian and an editor.

### Section 2. The president shall:

- a. Be a member in good standing with NAP;
- b. Appoint a historian, a parliamentarian, and an editor;
- c. Appoint the chairmen of all committees except the nominating committee;
- d. File the annual 990N registration with the IRS;
- e. Appoint a committee of three (3) to approve the minutes of the convention;
- f. Be an ex-officio member of all committees except the nominating committee;
- g. Perform duties prescribed by the parliamentary authority, these bylaws, the standing rules, and as may be assigned by the board of directors.

### Section 3. The vice-president shall:

- a. Be a member in good standing with NAP;
- b. Serve as chairman of the convention committee;
- c. Perform duties prescribed by the parliamentary authority, these bylaws, the standing rules, and as may be assigned by the president or board of directors.

### Section 4. The secretary shall:

- a. Record minutes of the meetings of the board of directors and the convention;
- b. Maintain as a permanent record all minutes, membership lists, bylaws, standing rules and charter;
- c. Perform duties prescribed by the parliamentary authority, these bylaws, the standing rules, and as may be assigned by the president or board of directors.

### Section 5. The treasurer shall:

- a. Be custodian of all funds and serve as chairman of the budget and finance committee;
- b. Notify affiliate and provisional members before December 15, and delinquent primary, affiliate and provisional members before February 15, of the obligation regarding payment of dues as described in Article IV;
- c. Notify within two weeks of notice by NAP of forfeiture of membership the MSAP primary, affiliate, and provisional members who have not paid dues of forfeiture of membership;
- d. Prepare a roster of primary, affiliate and provisional members for publication in the June/July issue of the *Minnesota Parliamentarian*;
- e. Submit records for auditing within thirty (30) days after the end of the fiscal year;
- f. Notify NAP headquarters by October 1 of each year of the MSAP dues structure;
- g. The outgoing treasurer shall, within thirty (30) days following the close of the annual convention, deliver to his/her successor, all materials and funds pertaining to his/her office, including the financial report for the convention.

- h. Perform duties prescribed by the parliamentary authority, these bylaws, the standing rules, and as may be assigned by president or board of directors.

Section 6. The historian shall record the history of MSAP.

Section 7. The editor shall publish the *Minnesota Parliamentarian*.

## ARTICLE VI - NOMINATIONS AND ELECTIONS

### Section 1. Nominating Committee

- a. Composition and Election
  - 1) Three (3) members shall be elected by ballot at the convention. If the convention is meeting by electronic means, members may be elected by electronic means.
  - 2) The person receiving the highest number of votes or, in case of a tie, the first named member shall be the chairman and shall be responsible for calling a meeting of the committee.
  - 3) A vacancy occurring on this committee shall be filled by the board of directors.
- b. Duties
  - 1) The committee shall submit at least one (1) name for each office to be filled and at least three (3) names for a nominating committee, to be published in the call to convention.
  - 2) The committee must obtain member permission prior to submitting names into nomination for any office or the nominating committee.
  - 3) In the event of a vacancy in any elected office except that of president, the committee will provide recommendations to the board of directors at its next meeting to fill the vacancy.

### Section 2. Election

- a. The president, vice-president, and the secretary shall serve for a term of one (1) year or until their successors are elected.
- b. The treasurer shall serve for a term of two (2) years or until a successor is elected.
- c. Only primary and affiliate members in good standing shall be eligible for election to office.
- d. Only primary members shall be eligible to serve in the office of president and vice-president.
- e. Election of officers shall be by ballot. If the convention is meeting by electronic means, officers may be elected by electronic means.
- f. No elected officer shall serve for more than two (2) consecutive terms in the same office; a minimum of six (6) months shall constitute a term of office, with a minimum of one (1) year for treasurer.
- g. Term of office shall begin with the close of the convention.

## ARTICLE VII - MEETINGS

### Section 1. Convention

- a. The convention shall be held in April or May at a time and place determined by the board of directors.
- b. The convention shall be held for the purpose of electing officers and the nominating committee, reviewing the annual budget, providing educational sessions, and considering such other business as may arise.
- c. A call to convention shall be mailed to all members, primary, affiliate and provisional, at least thirty (30) days before the convention.
- d. All primary and affiliate members of MSAP shall be delegates to the convention upon payment of the registration fee. Provisional members may attend and discuss motions

on payment of the registration fee. Visitors may attend the convention upon payment of the registration fee.

- e. Each delegate shall be entitled to one (1) vote. Proxy voting shall not be allowed.

#### Section 2. Special Meetings

A special meeting of the members, primary, affiliate and provisional, may be called by the MSAP president, the board of directors, or upon written request of fifteen (15) primary members. At least ten (10) days' notice shall be given to the members. Any business which may properly come before the assembly may be considered provided it is not in conflict with MSAP bylaw requirements even though such business may not be included in the call to the meeting.

#### Section 3. Quorum

Eight (8) voting members shall constitute a quorum.

Section 4. The annual convention and special meetings may be held by electronic means.

### ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The board of directors shall be composed of the elected officers, appointed officers, immediate past president, chairman of the nominating committee, chairmen of the standing committees, and the president or designee of each unit.

#### Section 2. Meetings

The board of directors:

- a. Shall meet within thirty (30) days after the convention;
- b. Shall meet at the call of the president or at the request of five (5) members of the board of directors;
- c. May meet by electronic means.

Section 3. The board of directors shall transact all necessary business of MSAP between conventions.

Section 4. The board of directors shall approve a budget prior to the beginning of each fiscal year; the budget is subject to review and amendment at the convention.

Section 5. The quorum of the board of directors shall be five (5) members.

#### Section 6. Vacancies

- a. In the event of a vacancy in any elected office other than the president, the nominating committee will provide the board of directors with candidate recommendations to fill the vacancy at the next board meeting following the vacancy.
- b. The vacancy will be filled by a majority vote of the board of directors.
- c. The officer will serve until the close of the convention.

### ARTICLE IX - EXECUTIVE COMMITTEE

Section 1. The executive committee shall be composed of the president, vice-president, secretary, treasurer and the immediate past president. The president shall serve as the chairman of the executive committee. The executive committee shall act for and on behalf of the board of directors when the board is not in session, but subject to the direction and control of the board which may ratify or overturn any decision of the executive committee.

Section 2. Notice of meetings of the executive committee must be delivered personally, by telephone or by mail at least one day before the day on which the meeting is to be held.

Section 3. A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any duly called meeting. The committee may take action by the affirmative vote of a majority of those members present and entitled to vote at a duly called executive committee meeting.

Section 4. Meetings of the executive committee may be held by electronic means.

## ARTICLE X - COMMITTEES

### Section 1. Standing Committees

There shall be the following standing committees: auditing; budget and finance; bylaws and standing rules; convention; education; judging and education of youth; membership; public relations; and web site. Duties of standing committees shall be defined in the standing rules.

### Section 2. Special Committees

Special Committees shall be appointed by the president, as MSAP or the board of directors shall deem necessary, to carry on the work of MSAP.

Section 3. Meetings of standing and special committees may be held by electronic means.

## ARTICLE XI- PUBLICATION

The official publication of MSAP shall be known as *Minnesota Parliamentarian*.

## ARTICLE XII - DELEGATES TO NAP CONVENTION

Section 1. Delegates and alternates, according to NAP bylaws association delegate representation, shall be nominated and elected during the MSAP convention held in the same year as the NAP convention.

Section 2. Any primary MSAP member is eligible to be a delegate.

Section 3. Delegates shall be elected by ballot. Alternates shall be elected by a separate ballot. A majority vote shall elect. If the convention is meeting by electronic means, delegates and alternates may be elected by electronic means.

Section 4. Any delegate vacancy from the time of the MSAP convention until the NAP convention shall be filled by the alternates in ranking order. Further vacancy shall be filled by appointment of the president of MSAP.

## ARTICLE XIII - DISSOLUTION

Section 1. Upon the dissolution of this association, 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. If at the time of dissolution NAP meets the criteria of the aforementioned Code, the assets shall be liquidated and distributed to NAP.

Section 2. The association charter shall be returned to NAP Headquarters.

## ARTICLE XIV - 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 these bylaws and any special rules of order the association may adopt.

## ARTICLE XV - AMENDMENT PROCEDURE

These bylaws may be amended at the convention by:

- a. Prior notice given in the call to convention and a two-thirds (2/3) vote; or
- b. One (1) hour notice prior to voting and four-fifths (4/5) of the total delegate vote registered at the convention.

MSAP Bylaws: Amended 1997, 1998, 2000, 2002, 2003, 2006, 2007, 2008, 2009, 2010, 2011, 2012, 2013, 2014, 2016, 2017, 2018, 2019, 2021, 2024