



## BYLAWS

### Article I Name

The name of this organization shall be the Nebraska State Association of Parliamentarians, hereinafter referred to as NSAP, a constituent division of the National Association of Parliamentarians, hereinafter referred to as NAP.

### Article II Object

The object of NSAP shall be to promote interest in, and study of, parliamentary procedure to bring into closer cooperation the parliamentarians of the state; to interest deliberative groups in the democratic practice of this procedure in government, to promote opportunities for the study of parliamentary law, and to promote educational programs of NAP at the state and local levels.

### ARTICLE III Members

**Section 1. Classification.** There shall be the following classes of members:  
**A. Primary Member.** A primary member is a NAP member who is counted in NSAP as of March 1 of the convention year for the purpose of determining the number of delegates to which NSAP is entitled at NAP conventions.

- B. State Affiliate Member.** A state affiliate member is a NAP member who is a primary member of another association and who is not counted in determining the number of delegates to which NSAP is entitled at NAP conventions.
- C. Member-at-Large.** A member-at-large is a NAP and NSAP member who does not belong to a unit of NSAP.
- D. Provisional Member.** A provisional is a NSAP and a unit member who has not passed the NAP membership examination. A provisional member may participate in NSAP activities, such as serving on a committee, but shall not have the right to make motions or to vote at NSAP annual meetings. A provisional member is not counted in determining the number of delegates to which NSAP is entitled at NAP conventions.
- E. Student Member.** A student member is an individual who is twenty-five years of age or less and who is currently enrolled as a full-time student, as defined by the student's educational institution, including home-schooled students who are qualified under the applicable state regulations.
- F. Youth Group.** A youth group is composed of youths enrolled in an educational institution or members of a youth association that has organized as a group for the study of parliamentary procedure and is under the sponsorship and continued supervision of a NAP member.

## **Section 2. Eligibility.**

- A.** Any member of NAP is eligible for membership in NSAP and shall become a member upon payment of dues. Any NAP member who paid state dues and then moves to Nebraska, shall be considered a member of NSAP for the remainder of that year.
- B.** Any individual preparing for NAP membership is eligible for membership in a unit of NSAP and shall become a provisional member upon payment of unit and NSAP dues. If the member does not take the NAP membership examination after three years, membership in the state and unit are automatically terminated.

## **Article IV**

### **NSAP Constituent Units and Unit Members**

**Section 1. Organization.** All units shall promote the study of parliamentary procedure and the educational programs of NAP on a local level. Applications for the unit charter shall be made directly to NAP Headquarters. Upon receipt of the unit charter, the unit shall send a list of all members to the NSAP president and treasurer.

**Section 2. Classification of Unit Members.** There shall be the following classes of members in NSAP units.

- A. Primary Members.** Those persons who pay NSAP and NAP dues and declare membership in one single designated unit shall be known as primary members of that unit. The choice of a unit representation in NAP and NSAP shall be declared by the member at the time of payment of annual dues.
- B. Unit Affiliate Members.** Those persons in a unit who are not counted in the units for determining delegate representation to the NAP biennial convention shall be known as unit affiliate members of all units with which they are affiliated.
- C. Provisional Members.** If the unit bylaws provide for provisional members, those persons who qualify shall be known as provisional members of that unit and NSAP. Provisional members may not be counted in determining representation to NAP biennial conventions.

### **Section 3. Privileges of Unit Affiliate Members and Provisional Members**

- A.** Unit affiliate members may exercise full membership rights and duties in any unit in which they pay unit dues.
- B.** Provisional members of units may vote on unit matters only, and except for the office of president or vice-president, may hold any office unless unit bylaws deny such privileges.

**Section 4.** Each unit shall send a list of unit officers to NAP Headquarters, NSAP president, and NSAP treasurer no later than June 1 of each year.

**Section 5.** Each unit shall send a copy of current bylaws at the beginning of the term and after amendments to NSAP Bylaws Chair.

**Section 6.** Upon the death of a member immediately complete “Death of a Member Form” and send to state president and state treasurer.

**ARTICLE V**  
**Dues and Finances**

**Section 1. Dues.**

**A. Annual Dues** Annual dues shall be pursuant to the NSAP Standing Rules.

**B. Dues Payment.**

1. All classes of members except affiliate and provisional shall pay national and NSAP dues directly to NAP Headquarters.
2. State affiliate members shall pay dues directly to NSAP treasurer.
3. Provisional members shall pay NSAP dues to the unit treasurer who submits the dues to the NSAP treasurer.

**C. Dues Payment Dates.**

1. Dues shall be due and payable to NAP Headquarters by January 1.
2. Dues shall be delinquent if dues are not paid by February 1 and membership forfeited if dues are not paid by March 1.

**D. Membership Year.** The membership year shall be January 1 through December 31.

**Section 2. Fiscal Year.** The fiscal year shall be December 1 through November 30.

**Section 3. Good Standing.** A member in good standing shall be one whose current dues have been paid in accordance with the provision of these bylaws and who is not under disciplinary action.

**ARTICLE VI**  
**Nominating Committee**

**Section 1. Nominating Committee**

**A. Composition**

1. A nominating committee of three members shall be elected by plurality ballot at the annual meeting in even-numbered years.
2. Nominations shall be made from the floor.
3. No unit shall have more than one member on the committee.
4. The committee may have only one member-at-large.
5. The committee member receiving the most votes shall serve as chairman.

**B. Eligibility of Committee Members.** No member shall be eligible to serve on the committee for two consecutive terms.

**C. Duties.** The committee shall:

1. present at least one nominee for each office;
2. consider the qualifications of all members endorsed by units and primary members; and
3. provide the report to be included in the *NSAP Newsletter* prior to the annual meeting in the even-numbered years.

**Section 2. Election of Officers**

- A. Officers shall be elected by ballot at the annual meeting in even-numbered years.
- B. Election shall be by ballot except if there is one nominee for any office, the vote may be viva voce.
- C. Nominations may be made from the floor. No person's name shall be placed on the ballot until the nominee has signed a form affirming qualification for the office sought and an agreement to serve if elected, using a form adopted by the NSAP Board of Directors.

**ARTICLE VII  
Officers**

**Section 1. Elected and Appointed Officers**

- A. The elected officers shall be a president, a vice-president, a secretary, and a treasurer.
- B. The appointed officers shall be a parliamentarian, an editor, a webmaster, and other officers as may be deemed necessary by the board of directors or the membership. The editor and webmaster can be non-members.

**Section 2. Qualifications.**

- A. The president and the vice-president shall have been primary members of NSAP for a minimum of three years and shall have served on the board of directors for a minimum of two years within a six year period immediately preceding the election.
- B. All other officers shall have been primary members of NSAP at least one year.

**Section 3. Term of Office.**

- A. All officers shall take office immediately following the annual meeting at which they are elected. Officers shall serve for a term of two years or until their successors are elected.
- B. No member shall hold more than one elected office concurrently.

**Section 4. Vacancy in Office.** A vacancy in the office of president shall be filled by the vice-president; a vacancy in any other elected office shall be filled for the unexpired term by a vote of the board of directors. In the event vacancies occur, at the same time in the office of both president and vice-president, the secretary shall immediately notify the board of directors and, within ten days, call a meeting or initiate a vote of the board of directors for the purpose of electing a new president and vice-president.

**Section 5. Removal from Office.** The board of directors, by a two-thirds vote, may remove an officer or chairman from office for misconduct or neglect of duties.

**Section 6. Duties.** In addition to their specified duties in these bylaws, the NSAP procedure manual and the current edition of *Robert's Rules of Order Newly Revised*, elected and appointed officers may be assigned other duties by the president or the board of directors.

**A. President.** The president shall:

1. preside at all regular and special meetings, the board of directors and the executive committee;
2. appoint the parliamentarian;
3. appoint an editor, webmaster, and any other appointed officers, with the approval of the executive committee;
4. appoint the chairmen of all standing and special committees, with the approval of the executive committee, except as otherwise provided in these bylaws;
5. be the official representative of NSAP in the activities of NAP and NSAP;
6. serve ex-officio as a member of all standing and special committees with the exception of the nominating committee;
7. be authorized to sign checks in the absence of the treasurer;
8. appoint delegates in accordance with Article XII;
9. ensure that the calls to all meetings are sent;
10. notify NAP Headquarters the amount of NSAP dues by October 1 of each year;
11. compile a narrative account of NSAP activities within 45 days, and obtain approval from the out-going executive committee; and
12. notify the family when the deceased member will be remembered.

**B. Vice-President.** The vice-president shall:

1. serve as the presiding officer in the absence of the president;
2. in the event of disability or resignation of the president, serve as president for the remainder of the unexpired term;
3. serve as chairman of the awards committee; and
4. ensure that outgoing officers and committee records are transferred to respective incoming officers and committee chairmen.

**C. Secretary.** The secretary shall:

1. record the proceedings of all meetings of NSAP, the board of directors and the executive committee;
2. send a copy of the approved minutes of the board of directors meetings to each board member within twenty (20) days of the meeting;
3. send a copy of the approved annual meetings minutes to the membership within forty-five (45) days after the annual meeting;
4. maintain a list of board of directors members;
5. conduct the business correspondence as directed by the president;
6. have custody of all books and papers except those specifically assigned to other officers and chairmen;
7. prepare election ballots;
8. ensure call to annual meetings are published; and
9. prepare an annual board report for approval during the pre-annual board meeting.

**D. Treasurer.** The treasurer shall:

1. have custody of all funds, disbursing them upon receipt of a voucher accompanied by supporting documents, as specified by the budget or board of directors;
2. collect dues from provisional members and state affiliate members;
3. keep an accurate account of all money received and disbursed;
4. present a financial report at each board of directors meeting and as requested by the board of directors;
5. present an interim report at annual meeting;
6. submit an annual financial report and the completed treasurer's books and records for financial review no later than forty-five (45) days following the annual meeting;
7. serve as a member of the finance committee;
8. serve as chairman of the membership committee;
9. notify unit treasurers to submit provisional members' dues by January 1 and notice of delinquency by February 15; and

10. send a memorial in memory of the deceased member pursuant to Standing Rule 2.0 and notify the family.

## **Section 7. Duties of Appointed Officers**

**A. Parliamentarian.** The parliamentarian shall:

1. advise on matter of parliamentary procedure, as requested;
2. be responsible/develop annual meeting standing rules; and
3. be a member of the bylaws committee.

**B. Editor.** The editor shall be responsible for publishing the *NSAP Newsletter* pursuant to the procedure manual.

**C. Webmaster.** The webmaster shall maintain and update the website as requested by the president.

## **Article VIII Meetings**

### **Section 1. Time, Place, and Notification**

- A.** NSAP shall hold an annual meeting in person or electronically for the purpose of receiving reports, amending bylaws, electing officers in even-number years, and conducting such other business as may properly arise.
- B.** The board of directors shall determine the date, time, and location and/or electronic means for the annual meeting.
- C.** The official call to the annual meeting shall be sent no later than 30 days prior to the event.
- D.** If circumstances prevent the holding of the annual meeting, the board, by a two-thirds vote, voting by mail or electronic transmission, can cancel the meeting, notify all members, and provide for the conduct of necessary business including the election of officers via mail or electronically.

**Section 2. Registration Fee.** The registration fee, determined by the board of directors, shall be paid by all members and those attending the annual meeting.

**Section 3. Representation.** The voting body of the annual meeting shall consist of those NSAP members who are properly registered for the meeting.

**Section 4. Quorum.** A quorum shall be ten NSAP members for the annual meeting.



## **Article IX Board of Directors**

### **Section 1. Composition.**

- A.** The board of directors shall consist of the elected and appointed officers, the chairmen of the standing committees, and unit presidents.
- B.** In the absence of the unit president, the vice-president may attend with the same privileges.

**Section 2. Duties and Powers.** In accordance with these bylaws and subject to the orders of the membership, the board of directors shall have authority to administer the affairs of, and act on behalf of, NSAP between annual meetings and establish a procedure manual for the operation of NSAP. Duties and powers of the board of directors shall include, but not necessarily be limited to, the following:

- A.** determine the date, time and location and/or electronic means for the annual meeting;
- B.** determine the amount of annual meeting fees;
- C.** adopt the budget;
- D.** approve the report of the auditing committee;
- E.** create special committees;
- F.** authorize the appointment of additional appointed officers, as needed;
- G.** approve the annual report of the board of directors presented during the annual meeting;
- H.** declare a vacancy in any office or committee for failure to perform stated duties;
- I.** adopt special rules, standing rules and a procedure manual as needed to govern the business of the board of directors, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by NSAP; and
- J.** be authorized to submit proposed bylaw amendments to the bylaws committee.

### **Section 3. Meetings.**

- A. Regular Meetings.** There shall be four regular meetings annually with one meeting held prior to the annual meeting, and one meeting immediately following the annual meeting.
- B. Special Meetings.** Special meetings may be called by the president or three members of the board of directors. Notice shall be given to all board of directors members no later than five days in advance of the meeting.

**C. Guests.** NAP/NSAP members and other invited guests may attend board of directors meetings without voice, provided space is available.

**Section 4. Quorum.** Six (6) members, two (2) of whom shall be officers, shall constitute a quorum.

**Section 5 Voting.** The board of directors may meet and vote by teleconference and other electronic technologies that give simultaneous aural communication.

## **Article X Executive Committee**

**Section 1. Composition.** The executive committee shall consist of the elected officers and the parliamentarian.

**Section 2. Duties and Powers.** The executive committee shall:

- A.** have the authority to conduct necessary or emergency business that may occur between board of directors meetings;
- B.** approve appointments made by the president, except for the parliamentarian;
- C.** be authorized to submit proposed bylaw amendments to the bylaws committee for consideration;
- D.** transact such business as may be referred to it by the membership or board of directors and report at the next board of directors meeting; and
- E.** approve history report of NSAP activities for the term served.

**Section 3. Meetings.** Meetings of the executive committee may be called by the president, and shall be called by the president upon the written request of two members of the executive committee. The committee may meet and vote by teleconference and other electronic technologies that give simultaneous aural communication.

**Section 4. Quorum.** A majority of the members shall constitute a quorum.

## **Article XI Committees**

**Section 1. Standing Committees.** The standing committees shall be: annual meeting, auditing, awards, bylaws, education, finance, marketing and publicity, and membership.

**Section 2. Duties.** In addition to the duties listed in these bylaws, additional duties are located in the procedure manual. All committee chairmen, standing and special, shall send copies of official correspondence to the president. All standing committee chairmen shall submit written reports at the annual meeting, at the board of directors meetings and at other times as may be requested by the president. Committee may transact business by mail or electronic means.

**A. Annual Meeting Committee.** The annual meeting committee shall:

1. plan and coordinate, in consultation with the president, the activities and events for the annual meeting, submitting such plans to the board of directors for its approval; and
2. maintain a separate account for annual meeting moneys and submit a final financial report to the board of directors.

**B. Auditing Committee.** The auditing committee shall:

1. consist of no more than three primary members unless the audit is done by a certified public accountant;
2. upon receipt of the records, complete the financial review within 10 days and transfer records to the treasurer; and
3. conduct a financial review and at such other times as may be requested by the president.

**C. Awards Committee.** The awards committee shall distribute award application forms, select recipients and present the awards at the time of the annual meeting.

**D. Bylaws Committee.** The bylaws committee shall:

1. receive and prepare proposed amendments in parliamentary format provided that proposed amendments shall have been received by the chairman at any time prior to 90 days the annual meeting and consult with the originator if changes are necessary;
2. be authorized to originate such proposed amendments;
3. send proposed amendments to editor no later than February 15;
4. after amendments or revision to bylaws, send updated bylaws to NAP Headquarters;

5. with the approval of the president, ensure all mandatory NAP bylaws changes that affect NSAP are incorporated in the NSAP bylaws without a vote and sent to the secretary and editor; and
6. ensure unit bylaws are in compliance with NSAP and maintain a file of current unit bylaws.

**E. Education Committee.** The education committee shall:

1. promote the study and teaching of parliamentary procedure;
2. approve all workshops and presentations given under the name of NSAP and appoint qualified instructors; and
3. facilitate the ordering and selling of educational materials during annual meetings and workshops.

**F. Finance Committee.** The finance committee shall:

1. at the pre-annual board meeting submit a copy of the proposed budget to each board member;
2. present the proposed budget to the board; and
3. in the even-numbered years, provide copies for the incoming and outgoing board members.

**G. Marketing & Publicity Committee.** The marketing and publicity committee shall:

1. plan and coordinate exhibits at NSAP and partnership activities; and
2. prepare publicity statements to inform the public about NSAP events and parliamentary law month.

**H. Membership Committee.** The membership committee shall:

1. maintain a current membership list; and
2. assist units in attracting and retaining members.

## **Article XII NAP Conventions**

**Section 1. Convention Delegates.** Convention delegates representing NSAP shall be:

- A.** the NSAP president and vice-president;
- B.** four delegates, nominated from the floor during the annual meeting immediately preceding the NAP convention, and elected by majority vote, or appointed by the president when attendance to the convention is known;
- C.** one delegate for up to the first five primary members-at-large, and an additional delegate for each additional five primary members-at-large or major fraction thereof as of March 1 of the convention year, nominated and elected by the board; and

- D. unit delegates selected by the individual units according to the provision of the NAP bylaws, Article VII. Section 2.B.7.

**Section 2. Alternates to the Delegates.** Alternates to the delegates shall be appointed by the president, when necessary, to replace elected delegates. The vice-president shall be authorized this responsibility in the absence or incapacity of the president.

### **Article XIII Dissolution**

In the event of the dissolution of NSAP, the assets shall be liquidated and distributed to NAP in accordance with government regulations. No funds shall inure to the benefit of individual members. NSAP's 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 proceedings of NSAP 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 NSAP may adopt, and any statutes applicable to NSAP that do not authorize the provision of these bylaws to take precedence.

### **Article XV Amendments**

#### **Section 1. Amendment to Bylaws.**

- A. Amendment may be proposed by the executive committee, the board of directors, bylaws committee, and/or units.
- B. These bylaws may be amended only at an annual meeting by a two-thirds vote of those present and voting, provided the proposed amendments have been included in the official call to the annual meeting.
- C. These bylaws may be amended by a nine-tenths vote of the members present and voting at an annual meeting if proper written notice has not been given.

**Section 2. Authorization for Revision.**

- A. No revision shall be in order unless such revision has been previously authorized by a majority vote at an annual meeting.
- B. The revision may be accomplished by the bylaws committee or the appointment of a special committee for the purpose of drafting such a revision.
- C. The proposed revision shall be submitted to the membership in the official call to the annual meeting at which the revision is to be considered.

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| Adopted | 1961      |
| Revised | May 2008  |
| Revised | June 2016 |
| Amended | June 2021 |
| Amended | May 2022  |