

OREGON ASSOCIATION OF PARLIAMENTARIANS
a division of the
NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

BYLAWS

ARTICLE I: Name

The name of this organization shall be the *Oregon Association of Parliamentarians*, hereinafter referred to as OAP or the Association.

ARTICLE II: Object

The object of OAP shall be:

- A. To cooperate with NATIONAL ASSOCIATION OF PARLIAMENTARIANS (NAP) for the purpose of studying and teaching parliamentary law.
 - 1. To bring into closer cooperation the parliamentarians and students of parliamentary law in the State of Oregon.
 - 2. To promote the educational programs of NAP and assist OAP members in gaining registered or professional registered status.

ARTICLE III: Divisions/Members

Section 1. Divisions. Divisions of OAP shall be units, consistent with the provisions of the NAP Bylaws.

Section 2. Members. There shall be the following classes of members:

- A. **Unit Members**
 - 1. **Regular Members.** A unit regular member is one who has met the qualifications for NAP and OAP membership. A unit regular member is qualified to serve as a delegate to the NAP Conventions, according to Article VII, Section 1. H.
 - 2. **Affiliate Members.** A unit affiliate member is a regular member of another OAP unit.
- B. **Members-at-Large.** A member-at-large (MAL), is one who has met the qualifications for NAP and OAP membership, who is not a member of any OAP unit. An MAL is qualified to serve as an NAP delegate according to Article VII Section 1.H.
- C. **Full-Time Students.** A full-time student member is one so defined by an educational institution, including a full-time home-schooled student qualified under the applicable state regulations. Such student member may apply for membership as either a unit regular member or a member-at-large.
- D. **Provisionals.** Provisionals are individuals who are preparing for NAP membership. Provisionals are not OAP or NAP members and are not counted for the purpose of determining the number of delegates to which a unit is entitled at NAP conventions. The unit bylaws may limit the rights of provisionals in the unit.

Section 3. Application for Membership. Application for membership shall be made in accordance with NAP Bylaws and Standing Rules.

Section 4. Good Standing. A member in good standing shall be one whose current dues have been paid in accordance with the provisions of these bylaws, and shall remain in good standing until the member's name is removed from the official membership roster.

Section 5. Resignation. Resignation of a member in good standing shall be submitted by letter sent to the secretary before March 1 of the year in which the resignation shall become effective.

Section 6. Reinstatement. Reinstatement in accordance with NAP Bylaws Article III, Members, Section 2, Reinstatement A.B.C.

ARTICLE IV: Dues, Fees, and Finances

Section 1. Dues:

- A. Annual dues shall be as follows:
 - 1. Unit regular members, twenty dollars (\$20.00).
 - 2. Members-at-large, thirty dollars (\$30.00).
 - 3. Full-time students, fifty percent (50%) of the annual dues of the above classes of members.
- B. The membership year shall be from January 1 through December 31.
- C. Dues shall be payable January 1.
- D. Members shall pay OAP and NAP dues directly to NAP Headquarters.
- E. Membership shall be delinquent if OAP dues have not been received by NAP by February 1, and forfeited if not received by NAP by March 1.
- F. Dues from a member accepted for the first time between July 1 and January 1 shall apply to the next year's dues.

Section 2. Fees. Fees for the annual meeting, education events and other for-profit activities shall be determined by the Board of Directors.

Section 3. Payments. Checks for payment of items over one hundred dollars (\$100) require two (2) authorized signatures.

Section 4. Budgets.

- A. The proposed annual budget shall be submitted by the budget/finance committee to the January meeting of the Board of Directors for approval. The budget shall then be presented to the annual meeting for adoption.
- B. The annual meeting budget shall be adopted by the Board of Directors in January.

Section 5. Audit.

- A. The financial records of OAP shall be audited in even numbered years, at any time there is a change in the office of treasurer, and at other times as directed by the Board of Directors.
- B. The annual audit of the treasurer's records shall be presented to the May meeting of the Board of Directors for approval, and published in the next **The Oregon Agenda**.

Section 6. Fiscal Year. The fiscal year shall be from December 1 through November 30.

ARTICLE V: Officers

Section 1. Elected Officers. Elected officers of OAP shall be a president, a vice-president, a secretary, and a treasurer.

Section 2. Eligibility. The president and the vice-president shall have served as an elected officer for one (1) term or have served on the Board of Directors not less than one (1) term or two (2) years with an attendance record of not less than fifty percent (50%).

Section 3. Appointed Officer. The appointed officer shall be the parliamentarian.

Section 4. Term:

- A. An officer shall serve a term of two (2) years or until the successor is elected and assumes office.
- B. An officer shall hold only one (1) office at a time.
- C. A member filling an unexpired term for more than one-half (1/2) of the term shall be said to have served a full term.
- D. No officer may serve in the same office for more than two (2) consecutive terms and shall not be eligible again for that same office until after the lapse of two (2) years.

Section 5. Vacancies:

- A. In case of a vacancy in the office of president, the vice-president shall become president.
- B. Vacancies in offices other than the president shall be filled by nomination and election by the Board of Directors at the first meeting following the vacancy.

Section 6. Duties of Officers. Duties for all officers in Section 6, paragraph A through E, are in addition to those assigned by the Board of Directors, found in the OAP parliamentary authority, OAP Standing Rules, and in the OAP Procedure Manual.

- A. The **President** shall:
 - 1. Be the chief executive officer and official spokesman of OAP.
 - 2. Be responsible for orientation of newly elected officers and committee chairmen to their duties.
 - 3. Be chairman of the annual meeting business subcommittee.
 - 4. Appoint, subject to the approval as required in these bylaws:
 - a. Subject to the approval of the executive committee, all standing committee chairmen with the exception of those specified in the bylaws by virtue of office.
 - b. Subject to the approval of the Board of Directors:
 - (1) Annual meeting Coordinator
 - (2) Annual meeting business subcommittee chairmen:
 - (a) Credentials/Registration
 - (b) Elections
 - (c) Program (Printed)
 - (d) Protocol
 - (3) All special committee chairmen
 - 5. Be an authorized signatory on checks.
 - 6. Be the authorized signatory of contracts between OAP and any service provider, subject to approval by the Board of Directors.
 - 7. Be ex-officio a member of all committees except the nominating committee.

- B. The **Vice-President** shall:
 1. Be chairman of the Education Committee.
 2. Be chairman of the Membership Committee.
 3. Be an authorized signatory on checks.
- C. The **Secretary** shall:
 1. Serve on the yearbook committee.
 2. Be an authorized signatory on checks in the absence of the president and vice-president.
- D. The **Treasurer** shall:
 1. Assume financial responsibilities immediately following the adoption of the annual audit report at the May board meeting in even-numbered years.
 2. Be an authorized signatory on checks.
 3. Serve on the annual meeting committee as comptroller.
 4. Serve on the budget/finance committee.
 5. Serve on the yearbook committee.
- E. The **Parliamentarian** shall:
 1. Serve on the bylaws committee.
 2. Serve as chairman of annual meeting rules and courtesy resolution subcommittee.
 3. Have full rights and privileges relating to debating and voting.

ARTICLE VI: Nominations and Elections

Section 1. Nominations of Officers:

- A. The nominating committee shall report at the January meeting of the Board of Directors in even-numbered years.
- B. Additional nominations may be made from the floor and shall be accompanied by a written statement of qualifications and consent of the nominee.

Section 2. Election of Officers:

- A. Election shall be by ballot for any office for which there is more than one (1) nominee.
- B. A majority vote shall elect.
- C. For an uncontested office, the president may declare the nominee elected.
- D. Officers elected at the annual meeting, with the exception of treasurer, shall assume office immediately following the close of the annual meeting.

Section 3. Nominations and Election of Nominating Committee.

- A. A nominating committee of three (3) and an alternate shall be elected at the annual meeting in even-numbered years.
- B. Nominations shall be made from the floor.
- C. Election shall be by ballot and a plurality vote shall elect; the three nominees receiving the highest number of votes shall be the committee and the nominee receiving the next highest number of votes shall be the alternate.
- D. Only one (1) member from a unit may serve on the committee.
- E. Only one (1) member-at-large may serve on the committee.
- F. No member may serve more than two (2) consecutive terms.
- G. The committee shall elect its own chairman.

ARTICLE VII: Meetings

Section 1. Annual Meetings. An annual meeting shall be held on the third (3rd) Friday and/or Saturday in March, at a place determined by the Board of Directors, for the purpose of electing officers and electing a nominating committee in even-numbered years, electing delegates and alternates to NAP conventions in odd-numbered years, receiving written reports of officers, chairmen of standing and special committees and unit presidents of their year's activities, and transacting such other business as properly comes before it.

- A. **Official Call.** Official call of the annual meeting, giving time and place, shall be issued by the president by USPS mail, electronic communication and/or may be published in the pre-annual meeting issue of the state publication at least thirty (30) days prior to the annual meeting.
- B. **Voting Body.** The voting body shall be composed of all OAP members in good standing who have registered for the annual meeting and are in attendance. There shall be no voting by proxy.
- C. **Credentials/Registration.** The credentials/registration subcommittee shall:
 1. Be given a copy of the names of all members in good standing.
 2. Report to the annual meeting the number of eligible members registered and in attendance.
- D. **Quorum.** The voting members who are registered and in attendance shall constitute a quorum, provided that one-half (1/2) of the units are represented and two (2) elected officers are present.
- E. **Members and Guests.** The annual meeting shall be open to all OAP members, NAP members, and guests.
- F. **Registration Fees/Other.** The registration fee shall be determined by the Board of Directors. Fees shall be calculated so that income exceeds expenses.
- G. **Annual meeting Committee:** The annual meeting committee shall be:
 1. Composed of the president, coordinator and the comptroller.
 2. Divided into two (2) parts as follows:
 - a. Annual meeting Business Subcommittee, consisting of the executive committee, with the president as the business subcommittee chairman and secretary as the subcommittee secretary and reporting officer the coordinator and the following subcommittee chairmen: credentials/registration, elections, program (printed), protocol, and OAP publicity/public relations standing committee chairman.
 - b. Annual meeting Arrangements Subcommittee, consisting of the coordinator, as chairman, and the following subcommittee chairmen appointed by the coordinator: decorations, hospitality and pages, timekeepers, annual meeting packets, memorial, and fun/fund time. The coordinator shall be the liaison between the business and arrangements committees, direct preparations for annual meeting, and present arrangements plans to the October meeting of the Board of Directors for approval.

H. **Delegates to NAP Conventions.**

1. Delegates shall be nominated from the floor and elected at the OAP annual meeting in the odd-numbered years.
2. Alternates shall be nominated and elected in the same manner and at the same time as delegates.
3. The president shall appoint delegates and alternates to fill a vacancy.

Section 2. Special Meetings. A special meeting of OAP shall be called by a three-fourths (3/4) vote of the executive committee or a two-thirds (2/3) vote of the Board of Directors, taken in a meeting, by mail or other means of communication.

ARTICLE VIII: Board of Directors

Section 1. Composition. The Board of Directors (Board) shall be composed of the elected officers, the appointed officer, chairmen of standing committees, the nominating committee chairman, unit presidents or alternates, and the annual meeting coordinator.

Section 2. Authority. The Board shall have full power and authority over the affairs of the association between meetings of the association except that of modifying action of the association.

Section 3. Duties, the Board shall:

- A. Transact all business of the association between annual meetings.
- B. Approve the *OAP Procedure Manual* and changes thereto.
- C. Authorize special committees.
- D. Assist in organizing new units.
- E. Perform such other duties defined in these bylaws or as directed by the annual meeting.

Section 4. Meetings.

- A. The scheduled meetings of the Board shall be held in the months of May, October, and January, and within three (3) weeks prior to the annual meeting.
- B. Special meetings may be called by the president or upon written request of **five** (5) members. Ten (10) days' written notice or five (5) days' notice by telephone or electronic communication shall be given.
- C. The Board and all committees shall be authorized to meet by telephone conference call or through other electronic communications media so long as all members can simultaneously hear each other and participate during the meeting.
- D. Unless members indicate otherwise to the Board in writing, all communication required in these bylaws, including meeting notices, may be sent electronically.

Section 5. Emergency.

- A. In the event of an emergency as determined by the Board, the annual meeting may be cancelled or rescheduled.
- B. The election of officers shall be held at the first opportunity following the emergency.

Section 6. Quorum. A quorum for the Board shall be five (5) of its members, of whom two (2) shall be elected officers.

ARTICLE IX: Executive Committee

Section 1. Composition. The executive committee shall be composed of the elected officers and the appointed officer.

Section 2. Authority. The executive committee shall have general supervision of the affairs of the association between meetings of the Board of Directors.

Section 3. Duties. The executive committee shall:

- A. Conduct business that may be referred to it by the Board of Directors.
- B. Approve appointments of the president as provided in these bylaws.
- C. Serve on the annual meeting business subcommittee
- D. Perform such other duties defined in these bylaws.

Section 4. Meetings. The executive committee shall:

- A. Meet immediately following the close of the annual meeting to approve the appointments of the president.
- B. Hold additional meetings at the call of the president or any three (3) members.

Section 5. Quorum, A quorum shall be a majority of the members.

ARTICLE X: Committees

Section 1. Standing Committees. The Standing Committees shall be:

- A. **Budget/Finance**
- B. **Bylaws/Procedure Manual**
- C. **Annual meeting**
 - 1. Annual meeting Business Subcommittee
 - 2. Annual meeting Arrangements Subcommittee
- D. **Education**
- E. **Historian**
- F. **Membership**
- G. **Publicity/Public Relations**
- H. **State Publication**
- I. **Yearbook**
- J. **Youth Committee**
- K. **Website Committee**

Section 2. Term. The term of office for committee chairmen shall be consistent with that of the elected officers, with the following exceptions:

- 1. There are no limits on the number of consecutive terms a committee chairman can serve.
- 2. The state publication chairman shall assume his/her duties following the publication of the post-annual meeting issue.

Section 3. Duties of Standing Committees.

- A. The **Budget/Finance Committee** shall:
 - 1. Conduct an audit in even numbered years, at any time there is a change in the office of treasurer, and at other times as directed by the Board of Directors, and present to the OAP board at the May meeting.
 - 2. Prepare the annual budget for presentation to the OAP board at the January meeting.
- B. The **Bylaws/Procedure Manual Committee**
 - 1. Shall:
 - a. Review and edit for composition:
 - (1) Proposed OAP bylaws amendments.
 - (2) Proposed NAP bylaws amendments.
 - (3) Proposed OAP standing rules amendments.
 - b. Consolidate similar amendments to OAP and NAP bylaws for joint proposal.
 - c. Submit the proposed OAP and NAP bylaws amendments to the OAP annual meeting, with recommendation(s) for action.
 - 2. May:
 - a. Propose amendments to OAP and NAP bylaws.
 - b. Propose amendments to the procedure manual.
 - c. Propose OAP standing rules and amendments thereto.
 - d. Propose board of directors standing rules and amendments thereto.
- C. The **Annual meeting Committee** (See ARTICLE VII, Meetings. Section 1. Annual meeting Committee), the annual meeting committee shall be divided into two parts:
 - 1. Annual meeting Business Subcommittee
 - 2. Annual meeting Arrangements Subcommittee
- D. The **Education Committee** shall:
 - 1. Develop education programs.
 - 2. Promote and conduct education events.
 - 3. Be responsible for the annual meeting education program.
 - 4. When submitting plans for an education event to the board of directors for approval, present the finalized budget to the Board of Directors for adoption.
- E. The **Historian** shall:
 - 1. Act as records archivist.
 - 2. Maintain a history book of activities.
 - 3. Write a narrative of the year's activities to be included in the annual meeting program.
 - 4. Be responsible for retention of OAP records, in accordance with OAP procedures.

- F. The **Membership Committee** shall:
 1. Contact members-at-large who have not paid NAP dues and encourage them to do so.
 2. Upon notification of a new member, send a welcome letter and a copy of the *Yearbook*.
- G. The **Publicity/Public Relations Committee** shall:
 1. Promote OAP activities by disseminating information to the public through the press and other media.
 2. Maintain a book of press clippings, publicity releases and pictures pertaining to OAP.
- H. The **State Publications Committee** shall:
 1. Be composed of an editor, assistant editor and a parliamentary education columnist appointed by the president. Additional members may be appointed by the editor.
 2. Publish and distribute the state publication during the months of April, August, October and February by USPS Mail or electronic communication.
- I. The **Yearbook Committee** shall:
 1. Be composed of a chairman appointed by the president, OAP treasurer and OAP secretary.
 2. Prepare, edit and publish a Bylaws and Membership Manual *Yearbook*.
 3. Upon notification of a new member, add the name and address to the *Yearbook*.
- J. The **Youth Committee** shall:
 1. Be composed of a chairman appointed by the president, and such additional members as determined by the chairman and the president.
 2. Act as liaison between OAP's and NAP's Youth Partner Organizations.
- K. The **Website Committee** shall:
 1. Maintain the OAP website as directed by the Board of Directors.

Section 4. Special Committees.

- A. Special committees may be created by the voting body at the annual meeting, or Board of Directors, and shall be appointed by the president.
- B. All chairmen shall be NAP members.

ARTICLE XI: Dissolution

In the event of dissolution of the Association, the assets shall be liquidated and distributed to NAP, a 501(c) (3) organization, in accordance with government regulations. None of the funds shall inure to the benefit of individuals. The Association charter shall be returned to NAP Headquarters.

ARTICLE XII: Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws, those of NAP and the standing rules of OAP. The Parliamentary authority of OAP shall be adopted by each unit of OAP.

ARTICLE XIII: Amendments

These bylaws may be amended at any annual meeting by a two-thirds (2/3) vote. Amendments to these bylaws must be submitted to the bylaws/procedure manual committee chairman no later than November 30, for presentation to the annual meeting by the bylaws committee with recommendation(s). Thirty (30) days notice must be given to the membership prior to the annual meeting. An emergency amendment may be considered at annual meeting if consent is given by a three-fourths (3/4) vote of the voting body for its presentation provided that it arises out of the business of the annual meeting. A three-fourths (3/4) vote of the voting body is required for its adoption.

Adopted 1967

Amended 2000, 2003, 2005, 2006, 2007, 2008 2010, 2011, 2013

Revision 2009

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