

NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

BYLAWS

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1 NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

2
3 **BYLAWS**

4
5 **ARTICLE I**
6 **NAME**

7
8 The name of this organization shall be NATIONAL ASSOCIATION OF PARLIAMENTARIANS®.

9
10 **ARTICLE II**
11 **OBJECT**

12
13 The object and purpose of this corporation shall be as stated in the articles of incorporation.

14
15 **ARTICLE III**
16 **MEMBERS**

17
18 **Section 1. Classification.** The NATIONAL ASSOCIATION OF PARLIAMENTARIANS® (hereinafter
19 referred to as NAP) shall have the following membership classifications:

20 **A. Members**

- 21 **1. Regular.** To qualify for regular membership, an individual shall demonstrate a
22 basic knowledge of the fundamentals of parliamentary law and its application by
23 achieving a required grade on an examination developed by the membership and
24 registration examiners committee. Membership shall become effective when
25 dues are posted to the NAP database.
- 26 **2. Honorary.** To qualify for honorary membership, an individual shall be a
27 nonmember who has given exceptional service to NAP or who has added
28 distinction to the parliamentary profession. An individual shall be granted
29 honorary membership by a two-thirds vote of the convention upon
30 recommendation by the NAP Board (hereinafter referred to as the "NAP Board of
31 Directors"). Honorary members shall not pay dues, shall receive a complimentary
32 subscription to the *National Parliamentarian*®, and shall have none of the other
33 obligations, rights, or privileges of membership. Honorary members shall retain
34 their honorary membership status upon joining a dues-paying classification of
35 membership. Upon joining a dues-paying classification, the member shall have
36 all the rights of that classification.

37 **B. Credentialed Members.** The following members are authorized by NAP to market
38 themselves as credentialed parliamentarians.

39 **1. Registered Parliamentarian (RP®).**

- 40 a) To qualify for registered membership and use of the title "Registered
41 Parliamentarian" (RP®), a regular member shall achieve a required grade on
42 an examination developed by the membership and registration examiners
43 committee.
- 44 b) To retain registered membership, the RP® shall successfully complete within
45 each six-year period continuing education units (CEUs) as provided in the
46 policies of NAP. The CEUs shall be authorized by and administered under
47 the direction of the professional development committee.

48 **2. Professional Registered Parliamentarian (PRP®).**

- 49 a) To qualify for professional registered membership and the use of the title
50 "Professional Registered Parliamentarian" (PRP®), a registered member shall

51 successfully complete a professional qualifying course covering advanced
52 material prepared by and administered under the direction of the professional
53 development committee.

- 54 b) To retain professional registered membership, a PRP® shall successfully
55 complete, within each six-year period a professional recertification course
56 prepared by and administered under the direction of the professional
57 development committee and such other continuing education and
58 professional service requirements as the NAP Board of Directors, after
59 consultation with the professional development committee, may establish.
60 Authors of the current edition of *Robert's Rules of Order Newly Revised* shall,
61 by that fact, be deemed to qualify for and retain professional registered
62 membership provided they pay the dues required for that classification.
- 63 c) Any member who does not successfully complete an examination or course
64 required for this class of membership shall be entitled to file a written appeal
65 in accordance with rules established by the NAP Board of Directors.

66 **3. Retired Credentialed Parliamentarian.**

67 To qualify as a retired credentialed parliamentarian, a registered parliamentarian
68 or professional registered parliamentarian shall use the title of registered
69 parliamentarian-retired (RP-R) or professional registered parliamentarian-retired
70 (PRP-R) and shall not serve as a paid parliamentarian.

- 71 **C. Membership in Districts, Associations, and Units.** Membership in districts,
72 associations, and units shall be as provided in Article IV, Section 8.

73 **Section 2. Reinstatement.**

- 74 **A. Regular.** Reinstatement for a regular member shall be granted after the following are
75 received within two years from the date of resignation or forfeiture:

- 76 1. request for reinstatement;
- 77 2. payment of current annual dues; and
- 78 3. payment of reinstatement fee.

79 Reinstatement shall be granted after the passage of two years only after successful
80 re-examination.

- 81 **B. Registered.** If a registered member's reinstatement is within the six-year period of
82 the member's qualification as a registered parliamentarian, the member shall retain
83 RP® status. If not, the member shall be reinstated as a regular member. A registered
84 member's six-year period remains the same regardless of the date of reinstatement.
85 A registered member's reinstatement shall be granted after the following:

- 86 1. request for reinstatement;
- 87 2. payment of any applicable past and current annual dues; and
- 88 3. payment of reinstatement fee.

- 89 **C. Professional Registered.** If a professional registered member's reinstatement is
90 within the six-year period of the member's qualification as a PRP®, the member shall
91 retain PRP® status. If not, the member shall be reinstated as an RP®. The
92 professional registered member's six-year period remains the same regardless of the
93 date of reinstatement. Professional registered member reinstatement shall be
94 granted after the following:

- 95 1. request for reinstatement;
- 96 2. payment of any applicable past and current annual dues; and
- 97 3. payment of reinstatement fee.

98 **Section 3. Dues.**

- 99 **A. Annual Dues.** Annual dues shall be as set forth in the NAP Standing Rules. Dues for
100 all members shall be due and payable to NAP Headquarters on January 1.

101

102 **B. Dues Adjustment.** Dues may be adjusted biennially as follows:

- 103 1. Adjustments that are less than or equal to the rate of inflation, as measured by
- 104 the change in the Consumer Price Index–Urban released by the U.S. Department
- 105 of Commerce between January of the convention year in which the last dues
- 106 increase occurred and January of the convention year in which the adjustment is
- 107 proposed, shall require a two-thirds vote of the NAP Board of Directors.
- 108 2. Adjustments that are greater than the rate of inflation, as defined in paragraph 1
- 109 of this section, shall require a two-thirds vote of the convention.
- 110 3. Adjustments shall take effect on January 1 following the convention.
- 111 4. Proposed dues adjustments requiring approval of the convention shall be noticed
- 112 to the membership with the call to the meeting.

113 **C. Student Dues Reduction.** An individual who is a full-time student shall qualify for a

114 50% reduction in dues for the individual’s membership classification. A full-time

115 student shall be defined as an individual 25 years or less and who is currently:

- 116 1. enrolled full time in a college program, high school, or home school setting; or
- 117 2. serving as active duty military.

118 **D. Past Presidents.** Past presidents of NAP shall have all the privileges of membership

119 without being required to pay NAP dues.

120 **E. Dues Payment.** Members shall pay NAP and primary association dues directly to

121 NAP Headquarters.

122 **F. Dues Payment Dates.** Dues shall be due and payable to NAP Headquarters by

123 January 1. Membership shall be delinquent if dues are not paid by February 1 and

124 forfeited if dues are not paid by March 1. All associations shall use the same dues

125 payment, delinquency, and forfeiture dates pertaining to NAP dues and membership

126 for association dues and membership.

127 **G. Change in Status.** Current members who change between association and

128 member-at-large status shall not owe additional association dues to NAP for the

129 dues period during which the status change occurs, nor shall they receive a refund

130 from NAP.

131 **Section 4. Fees.** Fees for examinations, courses, reinstatement, and other services related

132 to membership shall be determined by the NAP Board of Directors.

133 **Section 5. Discipline.** Members shall not engage in conduct injurious to NAP or its object,

134 bring disrespect on NAP, or willfully violate its bylaws. The ethics committee shall handle

135 allegations of disciplinary matters as prescribed in Article X, Section 2.

136

137 **ARTICLE IV**

138 **DIVISIONS**

139

140 **Section 1. Divisions.** The divisions of NAP shall be districts, associations, unchartered

141 states or provinces, units, clubs, and youth groups. As used in these bylaws, the term “state

142 or province” includes any jurisdictional unit of any country determined by the NAP Board of

143 Directors to parallel a state in the United States of America or a province in Canada.

144 **Section 2. Districts.** The districts shall promote membership recruitment and retention,

145 leadership training, and the educational programs of NAP. There shall be eight (8)

146 geographical districts in North America. After consultation with the membership extension

147 and retention committee and affected associations, the NAP Board of Directors shall

148 determine the boundaries of each district. The NAP Board of Directors is authorized to

149 establish electronic districts or districts outside North America. Each district outside North

150 America shall be comprised of one or more countries. Electronic associations and

151 associations outside of North America shall be assigned to a district. After consultation with

152 the membership extension and retention committee and affected associations, the NAP

153 Board of Directors shall assign electronic associations and associations outside North
154 America to a district.

155 **A. District Conferences.**

- 156 1. Each district shall hold at least one conference in each biennium. District
157 conferences may be scheduled as provided in the policies of NAP and may be
158 called by the district director, a district conference, or a majority of the
159 association presidents within the district.
- 160 2. Each district director shall send the written call of the district conference no fewer
161 than forty-five and no more than sixty days before the district conference.
- 162 3. A quorum for a district conference shall be ten members entitled to vote at the
163 conference in accordance with Article IV, Section 8B1.
- 164 4. If required by the applicable law of the jurisdiction under which NAP is
165 incorporated, adoption of a main motion and any election shall require the
166 affirmative vote of a majority of the members entitled to vote who are present and
167 voting or a majority of the required quorum, whichever is greater.
- 168 5. Districts may adopt special rules of order and standing rules for the conduct of
169 business at district conferences provided they do not conflict with these bylaws.

170 **B. District Director.** There shall be a director for each district.

- 171 1. District directors shall be registered or professional registered members who
172 have their principal residence in the district at the time of election and who are
173 entitled to vote at the district conference at which they are elected in accordance
174 with Article IV, Section 8B1.
- 175 2. Each district shall adopt, at a conference, procedures for the election of a district
176 director. The election shall be completed before the opening of the NAP
177 convention.
- 178 3. District directors shall assume office at the close of the NAP convention and
179 serve until the close of the next convention or until their successors assume
180 office.
- 181 4. District directors shall serve for no more than two terms consecutively and may
182 serve again after being out of office for at least one term.
- 183 5. A vacancy in the office of district director shall be filled for the unexpired term by
184 a special committee comprised of the association presidents in that district. The
185 special committee shall be authorized to meet by teleconference at the call of
186 any two of its members with at least three days' notice. If the special committee
187 fails to elect a new district director within sixty days after the vacancy, the
188 vacancy may be filled by the NAP Board of Directors.

189 **C. Duties of the District Director.** The district director shall:

- 190 1. promote NAP programs through associations and unchartered states, provinces,
191 or countries;
- 192 2. assist in the organization of associations and units within the district;
- 193 3. encourage states, provinces, and countries to conduct classes for preparation for
194 membership and registration and assist them in their organization;
- 195 4. preside at the district conference;
- 196 5. promote educational programs for the general public especially in unchartered
197 areas;
- 198 6. appoint, with the approval of the NAP Board of Directors, a chairman of an
199 unchartered state, province, or country within the district in accordance with
200 Article IV, Section 4A; and
- 201 7. perform such other duties as may be designated in these bylaws or as directed
202 by the NAP Board of Directors or the NAP President.

203

204 **Section 3. Associations.**

205 **A. Composition.** NAP members within a state, province, or country may apply to
206 charter an association of NAP. There shall be only one association (other than
207 electronic associations) per state or province. Adjoining states, provinces, or
208 countries that belong to the same district may join together to form a single
209 association. NAP members belonging to electronic units may apply to charter an
210 electronic association of NAP. Membership in electronic associations need not be
211 geographically limited.

212 **B. Eligibility.** An association of NAP may be organized when at least three units exist
213 or at least fifteen NAP members reside in the affected states, provinces, or countries,
214 provided that the association's bylaws have been approved by the NAP Bylaws
215 Committee. Electronic associations may be organized when at least three electronic
216 units wish to affiliate, provided that the association's bylaws have been approved by
217 the NAP Bylaws Committee.

218 **C. Association Purpose.** Associations shall promote the object and educational
219 programs of NAP.

220 **D. Association Members.** Associations shall accept as a member any NAP member
221 who pays the association dues.

222 **E. Bylaws of an Association.**

223 1. An association shall adopt bylaws and may adopt a corporate charter, if
224 applicable, provided these documents do not conflict with applicable legal
225 authority, NAP Bylaws, NAP Standing Rules, or NAP policies. Before going into
226 effect, an association's bylaws must have been approved by the NAP Bylaws
227 Committee.

228 2. An association shall provide for primary and affiliate members and may include
229 provisional, honorary, and life members as association members, in accordance
230 with the definitions of these terms in Article IV, Section 8A. The association
231 bylaws may limit the rights of provisionals who are association members.

232 3. An association shall adopt NAP's fiscal year for filing yearly tax forms as
233 prescribed in Article XII, Section 3, as its own fiscal year.

234 4. An association shall communicate with NAP Headquarters on an annual basis,
235 either certifying no change in the association bylaws or providing a current copy
236 of its bylaws (See Article IV, Section 3F4).

237 **F. Charter Revocation.** When recommended by the NAP President or the district
238 director of the district to which the association belongs, the charter of an association
239 may be revoked by the NAP Board of Directors by a two-thirds vote by ballot for
240 failure to do one or more of the following:

241 1. maintain the required minimum membership;

242 2. comply with the object of NAP;

243 3. comply with any federal, state, or local government filing requirements for
244 maintenance of NAP's tax-exempt status;

245 4. bring its bylaws into compliance with NAP Bylaws and provide a copy of the
246 current bylaws to NAP Headquarters;

247 5. hold meetings at least annually; or

248 6. promote NAP educational programs.

249 **Section 4. Unchartered States or Provinces.**

250 **A. Appointment of Chairman.** In an unchartered state, province, or country having five
251 or more NAP members, the district director may appoint, with the approval of the
252 NAP Board of Directors, a chairman for the current biennium. The chairman shall be
253 eligible for reappointment.

254

- 255 **B. Duties.** The chairman shall:
256 1. organize parliamentary procedure classes and new units with the assistance of
257 the district director;
258 2. promote NAP membership; and
259 3. apply for an association charter when the eligibility requirements have been met.

260 **Section 5. Units.**

261 **A. Application for Charter.** A group with a minimum of five NAP members may apply
262 for an NAP charter.

263 **B. Electronic Units.**

- 264 1. An electronic unit shall include NAP members interested in conducting electronic
265 meetings.
266 2. When chartering, an electronic unit shall designate its association affiliation or
267 designate that it will not have an association affiliation. After the initial
268 designation, an electronic unit may petition the NAP Board of Directors to change
269 its affiliation status.

270 **C. Unit Purpose.** A unit shall promote the study of parliamentary procedure and the
271 educational programs of NAP on a local level.

272 **D. Bylaws of a Unit.**

- 273 1. A unit shall adopt bylaws and may adopt a corporate charter, if applicable,
274 provided these documents do not conflict with applicable legal authority, NAP
275 Bylaws, NAP Standing Rules, NAP policies, or the association bylaws or
276 standing rules. Before going into effect, a unit's bylaws must be approved by the
277 NAP Bylaws Committee.
278 2. A unit shall provide for primary and affiliate members and may include honorary
279 members, life members and provisionals as members of the unit, in accordance
280 with the definitions of terms in Article IV, Section 8A. The unit bylaws may limit
281 the rights of provisional members of the unit.
282 3. A unit shall accept as a member any NAP member who pays the unit dues
283 except that units made up of credentialed members may require that new
284 members be credentialed.
285 4. A unit shall adopt NAP's fiscal year for filing yearly tax forms as prescribed in
286 Article XII, Section 3, as its own fiscal year.
287 5. A unit shall communicate with NAP Headquarters on an annual basis, either
288 certifying no change in the unit's bylaws or providing a current copy of its bylaws.
289 (See Article IV, Section 5E4).

290 **E. Charter Revocation.** When recommended by the NAP President or the president of
291 the association to which the unit belongs, the charter of a unit may be revoked by the
292 NAP Board of Directors by a two-thirds vote by ballot for failure to do one or more of
293 the following:

- 294 1. maintain the required minimum membership;
295 2. comply with the object of NAP;
296 3. comply with any federal, state, or local government filing requirements for
297 maintenance of NAP's tax-exempt status;
298 4. bring its bylaws into compliance with NAP Bylaws and provide a copy of the
299 current bylaws to NAP Headquarters;
300 5. hold meetings at least annually; or
301 6. promote NAP educational programs.

302 **Section 6. Clubs.** Clubs affiliated before 1953 shall be members of their respective
303 associations. Members of these clubs are not required to be NAP members or members of
304 an association.

305 **Section 7. Youth Groups.** To qualify for youth group membership in NAP, a group shall be
306 comprised of youth interested in parliamentary procedure who are enrolled in an educational
307 institution or are members of a youth association and have organized as a group for study
308 under the sponsorship and continuing supervision of an NAP member.

309 **Section 8. Membership in Districts, Associations, and Units.**

310 **A. Definitions.**

- 311 1. Primary members of an association or unit shall be NAP members who are
312 counted in the association or unit as of March 1 of the convention year for the
313 purpose of determining the number of delegates to which the association or unit
314 is entitled at NAP conventions.
- 315 2. Affiliate members of an association or unit shall be NAP members who are
316 primary members of another association or unit and who are not counted for the
317 purpose of determining the number of delegates to which the association or unit
318 is entitled at NAP conventions.
- 319 3. A member-at-large of an association shall be a member of an association who is
320 not a member of a unit that belongs to that association.
- 321 4. A member-at-large of NAP shall be an NAP member who resides in an
322 unchartered state or province and is not a member of any association or unit.
- 323 5. Honorary members of associations or units shall be individuals who have met the
324 criteria established by the association or unit for exceptional service or who have
325 added distinction to the parliamentary profession. They shall not pay dues to the
326 division granting the honorary membership. Honorary members who are not NAP
327 members shall not be counted for the purpose of determining the number of
328 delegates to which an association or unit shall be entitled at NAP conventions.
- 329 6. Life members shall be individuals who have met the criteria established by an
330 association or unit for paying a fixed amount for dues for their lifetime. They shall
331 not pay additional dues to the division granting life membership.
- 332 7. Provisionals shall be individuals who are preparing for NAP membership.
333 Provisionals are not NAP members and are not counted for the purpose of
334 determining the number of delegates to which the association or unit is entitled at
335 NAP conventions. In accordance with Article IV, Section 3E2 and Section 5D2,
336 provisionals may be members of associations and units.

337 **B. Criteria.**

- 338 1. A member of NAP, who is registered as in attendance, has paid the appropriate
339 registration fee, and meets either of the following requirements may vote at the
340 district conference:
 - 341 a) primary member of an association in the district; or
 - 342 b) member whose principal residence is in an unchartered state or province in
343 the district and who is not a primary member of any association.
- 344 2. A member of NAP whose principal residence is in a state or province with an
345 association shall belong to at least one association which may be a different
346 association than that of the state or province in which the member resides. A
347 member of NAP may belong to any number of associations. A member of NAP
348 whose principal residence is in an unchartered state or province shall not be
349 required to belong to an association.
- 350 3. A member of NAP may belong to any number of units. A member of NAP who is
351 a member of a unit shall be a member of the association to which the unit
352 belongs.

356 **C. Designation of Primary Membership.**

- 357 1. Members of more than one association may designate their unit of primary
358 membership at the time of paying NAP and association dues in accordance with
359 Article III, Section 3F.
360 2. A primary member of a unit shall be also a primary member of the association to
361 which the unit belongs.
362 3. Members of more than one association who have not designated any unit as
363 their unit of primary membership shall designate their primary association
364 membership at the time of paying NAP and association dues in accordance with
365 Article III, Section 3F.

366 **D. Termination of Primary Membership.** If required by the applicable law of the
367 jurisdiction under which NAP is incorporated, membership in a unit or association of
368 NAP may be terminated or suspended only after at least fifteen days prior notice of
369 disciplinary charges and proposed action. Termination or suspension of membership
370 in a unit or association of NAP shall follow the procedures provided in the current
371 edition of *Robert's Rules of Order Newly Revised*.

372
373 **ARTICLE V**
374 **OFFICERS**

375
376 **Section 1. Officers.** The elected officers of NAP shall be a president, a vice-president, a
377 secretary, a treasurer, and three directors-at-large.

378 **Section 2. Qualifications.** Officers shall meet the following qualifications:

379 **A. Eligibility for President and Vice-President.** To be eligible to serve as president or
380 vice-president, a candidate:

- 381 1. shall be a professional registered parliamentarian;
382 2. shall have been a member for at least five consecutive years immediately before
383 the beginning of the term for which nominated; and
384 3. shall have served on the NAP Board of Directors for at least two terms before the
385 beginning of the term for which nominated.

386 **B. Eligibility for Secretary.** To be eligible to serve as secretary, a candidate:

- 387 1. shall be a professional registered parliamentarian;
388 2. shall have been a member for at least three consecutive years immediately
389 before the beginning of the term for which nominated; and
390 3. shall certify having a background in information processing.

391 **C. Eligibility for Treasurer.** To be eligible to serve as treasurer, a candidate:

- 392 1. shall be a professional registered parliamentarian;
393 2. shall have been a member for at least three consecutive years immediately
394 before the beginning of the term for which nominated; and
395 3. shall certify having a background in accounting, finance, or management.

396 **D. Eligibility for Director-at-Large.** To be eligible to serve as a director-at-large, a
397 candidate:

- 398 1. shall be a registered parliamentarian or professional registered parliamentarian;
399 and
400 2. shall have been a member for at least five consecutive years immediately before
401 the beginning of the term for which nominated.

402 **Section 3. Nominations.** Nominations may be made from the floor. No person's name may
403 be placed on the ballot until the nominee has signed a form affirming qualification for the
404 office sought and an agreement to serve if elected, using a form adopted by the NAP Board
405 of Directors.

406 **Section 4. Election of Officers.** Officers shall be elected by ballot (paper or electronic) at
407 the convention. The vote required shall be as described in Article VI, Section 6.

408 **Section 5. Term of Office.** Officers shall assume office at the close of the convention at
409 which they are elected. Officers shall serve until the close of the next convention or until
410 their successors assume office. The president and vice-president shall serve only one term
411 in the same office. The secretary, treasurer, and directors-at-large shall not serve more than
412 two consecutive terms in the same office and may serve again after being out of office for at
413 least one term.

414 **Section 6. Vacancy in Office.**

415 **A.** If there is a vacancy in the office of president created by death, resignation, or
416 incapacity as determined by the NAP Board of Directors, the vice-president shall
417 immediately assume the office of president.

418 **B.** A vacancy in any office other than president created by death, resignation, or
419 incapacity as determined by the NAP Board of Directors shall be filled by the NAP
420 Board of Directors.

421 **Section 7. Duties of Officers.** The officers shall perform the duties provided in this section
422 and such other duties as are prescribed for the office in these bylaws, by the NAP Board of
423 Directors, by the NAP President, or in the adopted parliamentary authority.

424 **A. Duties of the President.** The president:

- 425 1. shall be the chief executive officer and official spokesman of NAP;
- 426 2. shall appoint, subject to the approval of the NAP Board of Directors, the
427 following:
 - 428 a) the editor, the assistant editor, the parliamentary research editor, the
429 parliamentary research team, the parliamentary consultant, and the
430 parliamentary review committee for the *National Parliamentarian*[®];
 - 431 b) the chairman of each standing committee except the ethics committee;
 - 432 c) the members of each standing committee and subcommittee except the
433 membership extension and retention committee and the ethics committee;
 - 434 d) the chairman and members of each special committee; and
 - 435 e) the convention coordinator and workshop coordinator, and NTC coordinator
436 and workshop coordinator;
- 437 3. may authorize special committees;
- 438 4. shall appoint a parliamentarian who must be a professional registered member;
- 439 5. shall nominate the following:
 - 440 a) two professional registered members to serve on the ethics committee; and
 - 441 b) a member of the ethics committee to serve as committee chairman;
- 442 6. shall preside over meetings of the NAP Board of Directors;
- 443 7. shall be ex officio a member of all NAP committees, except the ethics committee,
444 unless the president designates another member of the NAP Board of Directors
445 to serve in his or her place;
- 446 8. shall be responsible for the oversight of the *National Parliamentarian*[®] and the
447 NAP website;
- 448 9. shall appoint a webmaster; and
- 449 10. shall appoint a legal liaison.

450 **B. Duties of the Vice-President.** The vice-president shall perform such duties as
451 prescribed by the NAP President or the NAP Board of Directors.

452 **C. Duties of the Secretary.** The secretary shall:

- 453 1. record the minutes of all meetings of the membership and the NAP Board of
454 Directors; and
 - 455 2. write a narrative history of the biennium.
- 456

457 **D. Duties of the Treasurer.** The treasurer shall:

- 458 1. give general oversight to the management of all NAP funds;
- 459 2. present the proposed budget, with recommendations, for adoption by the NAP
- 460 Board of Directors at the first meeting (post-convention) of the biennium;
- 461 3. make a financial report to the NAP Board of Directors at each meeting and at
- 462 other times when requested by the NAP President or the NAP Board of Directors;
- 463 4. submit the most recent budget report and financial statement at the annual
- 464 membership meeting; and
- 465 5. invest in, sell, or reinvest in securities and accounts of any type as the need or
- 466 opportunity arises, with the approval of the NAP Board of Directors.

467 **E. Duties of the Directors-at-Large.** The directors-at-large may be assigned duties by

468 the NAP President or by the NAP Board of Directors.

469 **Section 8: Appointments by Incoming President.** The incoming president shall be

470 authorized to appoint the committees apart from the NAP Board of Directors committees for

471 the ensuing biennium. The incoming NAP Board of Directors shall be authorized to meet to

472 approve presidential appointments for the ensuing biennium.

473

474 **ARTICLE VI**

475 **MEETINGS**

476

477 **Section 1. Annual Meetings.** A membership meeting shall be held annually.

478 **A.** In odd-numbered years, the membership meeting shall be the convention, at which

479 the delegates shall have all the rights and authority of members.

480 **B.** In even-numbered years, the membership meeting shall be held in conjunction with

481 the NAP Training Conference.

482 **Section 2. Conventions.** A convention shall be held in September or October of each odd-

483 numbered year at a place, date, and time determined by the NAP Board of Directors for the

484 purpose of electing officers, receiving reports, and transacting such other business as shall

485 properly come before it.

486 **A. Call to Convention.** The call to convention, giving notice of the place, date, and time

487 of the convention, shall be published in the *National Parliamentarian*[®] and sent by

488 July 1 of the convention year and, if required by the statute under which NAP is

489 incorporated, notice of the place, date, and time of the convention shall be sent in

490 writing no fewer than thirty nor more than sixty days before the meeting date.

491 **B. Voting Body.** The voting body of the convention shall be comprised of the following

492 NAP members who are delegates registered as in attendance and who have paid the

493 appropriate registration fee:

- 494 1. members of the NAP Board of Directors;
- 495 2. district directors;
- 496 3. editor of the *National Parliamentarian*[®];
- 497 4. standing committee chairmen;
- 498 5. NAP Past Presidents;
- 499 6. delegates representing each association selected as provided in the association
- 500 bylaws as follows:
 - 501 a) six delegates; and
 - 502 b) one additional delegate for up to the first five primary members-at-large for
 - 503 the association and an additional delegate for each additional five primary
 - 504 members-at-large or major fraction thereof for the association as of March 1
 - 505 of the convention year;
- 506 7. delegates representing each unchartered state or province, selected by the
- 507 chairman, the number of whom depends on the number of qualifying members

508 as follows (a “qualifying member” being defined as a member-at-large whose
509 principal residence is in the state or province and who is not a primary member of
510 any association as of March 1 of the convention year):
511 a) the chairman;
512 b) one additional delegate for up to the first five qualifying members; and
513 c) one additional delegate for each additional five qualifying members or major
514 fraction thereof;

515 8. delegates representing each unit, selected as provided in the unit bylaws, based
516 on the primary membership as of March 1 of the convention year, as follows:
517 a) one delegate for the first five primary members of the unit; and
518 b) one additional delegate for each additional five primary members or major
519 fraction thereof;

520 9. one delegate from each club who shall be a member of NAP, selected as
521 provided in the club bylaws; and

522 10. one delegate from each youth group, selected as provided in the youth group
523 bylaws.

524 **C. Eligibility to Serve as Delegate.** Associations and unchartered states, provinces, or
525 countries may select any member-at-large of NAP or any member-at-large of any
526 association to serve as a delegate or an alternate to whom they are entitled by
527 Article VI, Section 2B6b, 2B7b or 2B7c. Associations, unchartered states, provinces,
528 or countries, and units may select any NAP member to serve as a delegate or an
529 alternate to which they are entitled by other provisions of this section.

530 **D. Quorum.** The quorum at any meeting of any convention shall be a majority of the
531 voting delegates who have been registered with the credentials committee as in
532 attendance, provided that at least one-third of the associations are represented.

533 **Section 3. Membership Meetings in Even-Numbered Years.** A meeting of the
534 membership shall be held in conjunction with the NAP Training Conference at a place, date,
535 and time determined by the NAP Board of Directors for the purpose of receiving reports on
536 the activities and financial condition of the corporation by the NAP President and the NAP
537 Treasurer. The call to membership meeting in each even-numbered year, giving notice of
538 the place, date, and time of the meeting, shall be published in the *National Parliamentarian*[®]
539 and sent by January 1 of the meeting year. The quorum for the membership meeting shall
540 be 50 members.

541 **Section 4. Special Meetings.** A special meeting of the membership shall be called upon a
542 two-thirds vote of the NAP Board of Directors with a call sent (Article XI, Section 2) to the
543 members at least forty-five days prior to the meeting. If five percent of the membership
544 deliver to any corporate officer a demand for a special meeting describing the purpose or
545 purposes for which it is to be held, then within thirty days the NAP Board of Directors shall
546 give notice to the members of the place, date, and time of the meeting. A quorum at a
547 special meeting shall be 100 members.

548 **Section 5. Postponement.** In the event of an emergency, the NAP Board of Directors by a
549 two-thirds vote may postpone a biennial convention or membership meeting. All members
550 shall be notified of the postponement in a manner determined by the NAP Board of Directors
551 to be fair and reasonable under the circumstances.

552 **Section 6. Voting.** No member or delegate shall vote in more than one capacity. There shall
553 be no absentee voting or voting by proxy. If required by the applicable law of the jurisdiction
554 under which NAP is incorporated, adoption of a main motion and any election shall require
555 the affirmative vote of a majority of the delegates or members entitled to vote who are
556 present and voting or a majority of the required quorum, whichever is greater.

**ARTICLE VII
NAP BOARD OF DIRECTORS**

Section 1. Composition. The members of the NAP Board of Directors shall be the president, vice-president, secretary, treasurer, three directors-at-large, and two district directors elected by and from among the eight district directors for the incoming biennium.

Section 2. Duties.

A. Power and Authority. The NAP Board of Directors shall have full power and authority over the affairs of NAP between conventions except as otherwise provided in these bylaws. The board shall adopt special rules of order and policies to govern its proceedings and the affairs of NAP over which it has power and authority.

B. Duties of the NAP Board of Directors. The NAP Board of Directors shall:

1. at its first meeting (post-convention):
 - a) prepare and adopt a biennial budget;
 - b) elect two professional registered members to membership on the ethics committee; and
 - c) elect a member of the ethics committee to serve as committee chairman;
2. approve appointments by the NAP President of standing and special committee chairmen, members, and subcommittee members; convention coordinator and workshop coordinator; NTC coordinator and workshop coordinator; and the editor, the assistant editor, the parliamentary research editor, the parliamentary research team, the parliamentary consultant, and the parliamentary review committee for the *National Parliamentarian*[®];
3. make employment decisions concerning the NAP Executive Director;
4. adopt policies regarding the management, compensation, and fringe benefits provided to NAP personnel;
5. determine the quantity of educational or promotional materials and the sales price for all such materials;
6. analyze at least annually the association's progress in achieving its objectives and report the findings to the membership;
7. provide leadership and strategic planning for NAP and present progress and results of the plan at each annual meeting of the association;
8. set the place, date, and time of board meetings;
9. determine and give notice of the place, date, and time of special meetings of the membership in accordance with Article VI, Section 4;
10. determine the place, date, time, and registration fee for the biennial convention, the NAP Training Conference, membership meetings, and the Leadership Conference;
11. set the fees for examinations, courses, reinstatement, and other services related to membership;
12. exercise general supervision of the finances and investments, including exploring and implementing programs to generate substantial income from sources other than dues;
13. determine the passing grade for both the membership and registration examinations;
14. determine the boundaries of districts;
15. approve the report of the auditor annually;
16. approve appointment of district directors in unchartered territories;
17. select legal counsel;
18. fill vacancies as provided in these bylaws, with notice given on or before the previous day;

- 608 19. consider and resolve the question of revocation of the charter of an association
609 or unit, when revocation of an association's charter is recommended by the NAP
610 President or the director of the district to which the association belongs, or when
611 revocation of a unit's charter is recommended by the NAP President or the
612 president of the association to which the unit belongs;
613 20. adopt "*Standards of Ethical Conduct for Parliamentarians*" and "*Rules for*
614 *Disposition of Complaints by the Ethics Committee*";
615 21. consider and resolve all appeals from decisions of the ethics committee;
616 22. approve the appointment of a special committee comprised of at least three
617 professional registered members who are instructors of the NAP professional
618 recertification and qualifying courses to consider and resolve all appeals from
619 decisions of the professional development committee regarding credentialing;
620 and
621 23. exercise such other duties as are prescribed for the NAP Board of Directors in
622 these bylaws, by the convention, or in the adopted parliamentary authority.

623 **Section 3. Meetings.**

- 624 **A. Regular.** Regular meetings of the NAP Board of Directors shall be held at least five
625 times during each biennium. Places, dates, and times not established by this
626 subsection shall be established by the NAP Board of Directors. The first meeting
627 (post-convention) of each biennium shall be held during the week following and at
628 the site of the convention and its place, date, and time shall be established by the
629 NAP Board of Directors in office during the preceding biennium; the second meeting
630 shall be held preceding April 30 of the even-numbered year; the third meeting (mid-
631 term) shall be held during the week preceding and at the site of the NAP Training
632 Conference; the fourth meeting shall be held preceding April 30 of the odd-numbered
633 year; and the fifth meeting (pre-convention) shall be held during the week preceding
634 and at the site of the convention. Call of a regular meeting shall be given orally at
635 least fifteen days before the meeting or sent at least twenty days before the meeting
636 to each member of the NAP Board of Directors, except that the call for the first
637 meeting (post-convention) of each biennium shall be published in an issue of the
638 *National Parliamentarian*[®] sent before the convention. Notice may be waived by the
639 members of the NAP Board of Directors in accordance with statutory requirements.
640 **B. Special.** Special meetings of the NAP Board of Directors may be called by the NAP
641 President and shall be called upon the written request of three members of the NAP
642 Board of Directors with call given at least twenty-four hours before the meeting.
643 Notice may be waived by the members of this board in accordance with statutory
644 requirements. Officers present at a meeting shall be deemed to have received, or to
645 have waived, notice.
646 **C. Observers.** With the exception of executive sessions, members of NAP may attend
647 meetings of the NAP Board of Directors as observers.

648 **Section 4. Quorum.** A majority of the NAP Board of Directors shall constitute a quorum.

649 **Section 5. Vote Required.** If required by the applicable legal requirements of the jurisdiction
650 under which NAP is incorporated, adoption of a main motion and any election shall require
651 the affirmative vote of a majority of the members of the NAP Board of Directors present
652 unless a greater vote is required by the NAP governing documents.

653 **Section 6. Emergency Powers.** To the extent permitted by the applicable legal
654 requirements of the jurisdiction under which NAP is incorporated, in the event of an
655 emergency based on a catastrophic event, the NAP Board of Directors may exercise
656 emergency powers. If a quorum of the NAP officers cannot be readily assembled, notice of a
657 board meeting may be given in any practicable manner to only those officers it is possible to
658 reach. Officers present at such a board meeting shall constitute a quorum. Corporate action

659 taken in good faith during such an emergency meeting shall bind the organization and shall
660 not impose liability on the NAP Board of Directors.

661
662 **ARTICLE VIII**
663 **EDUCATION AND TRAINING CONFERENCES**
664

665 **Section 1. Leadership Conference.**

666 **A. Purpose.** A Leadership Conference shall be held annually at a place, date, and time
667 to be determined by the NAP Board of Directors for the purpose of education,
668 orientation, networking, and sharing experiences.

669 **B. Attendance.** Attendance shall be restricted to NAP members. The NAP Board of
670 Directors may further specify required qualifications for attendance and may limit the
671 number of those attending.

672 **Section 2. NAP Training Conference.** The NAP Training Conference shall be held in
673 August, September, or October of each even-numbered year at a place, date, and time to
674 be determined by the NAP Board of Directors for the purpose of parliamentary and
675 professional education.

676 **ARTICLE IX**
677 **COMMITTEES**

678
679 **Section 1. Standing Committees.**

680 **A. Composition, Accountability, Ex-officio Members, Subcommittees, and Term.**
681 The standing committees of NAP shall be bylaws, communications, educational
682 resources, ethics, membership and registration examiners, membership extension
683 and retention, professional development, and youth.

- 684 1. At least a majority of the members of each committee shall be registered or
685 professional registered members.
 - 686 a) The membership extension and retention committee shall consist of the
687 district directors.
 - 688 b) When the drafting of a bylaws revision is authorized, the bylaws committee
689 shall consist of a chairman and at least five other members.
 - 690 c) The ethics committee composition shall be as provided in Article X.
 - 691 d) Other standing committees shall consist of a chairman and at least three
692 other members.
 - 693 e) No member shall simultaneously serve as chairman of more than one
694 standing committee.
- 695 2. All standing committees shall report to the NAP Board of Directors and shall be
696 responsible to the NAP President between meetings of the board. Policy set by a
697 committee shall be approved by the NAP Board of Directors.
- 698 3. Ex-officio members:
 - 699 a) The NAP President or the NAP President's designee shall be ex officio a
700 member of each standing committee, except the ethics committee. A
701 presidential designee shall not be counted in determining a quorum but shall
702 have voting rights.
 - 703 b) The chairman of each standing committee shall be ex officio a member of all
704 subcommittees of that committee.
- 705 4. Subcommittees may include nonmembers of a committee and nonmembers of
706 NAP recommended by the chairman, appointed by the NAP President, and
707 approved by the NAP Board of Directors.
- 708 5. The term for committee members shall correspond to that of the officers, except
709 for the ethics committee, whose terms are prescribed in Article X.

- 710 **B. Bylaws Committee.** In regard to NAP Bylaws and Standing Rules, the bylaws
711 committee shall:
- 712 1. review all submitted amendments and edit for composition;
 - 713 2. consolidate similar amendments for joint proposal subject to acceptance by the
714 proposers;
 - 715 3. possess the right to originate amendments;
 - 716 4. submit proposed amendments to the members together with the committee's
717 recommendations for action;
 - 718 5. ensure, with the assistance of legal counsel, that the bylaws are in compliance
719 with applicable federal and state statutes;
 - 720 6. in the event a revision is authorized, prepare and submit the proposed revision;
721 and
 - 722 7. review and approve bylaws for new associations, units, and youth groups.
- 723 **C. Communications Committee.** The communications committee shall:
- 724 1. investigate and recommend methods of acquainting the general public with the
725 functions and services of NAP;
 - 726 2. investigate and recommend methods and systems for increasing the
727 communication and marketing functions of NAP;
 - 728 3. enlist cooperation of local members for publicity relative to NAP, district, and
729 association meetings;
 - 730 4. prepare and administer marketing plans for NAP services and educational
731 materials; and
 - 732 5. be responsible for NAP public relations and marketing.
- 733 **D. Educational Resources Committee.** The educational resources committee shall:
- 734 1. create and develop educational materials for publication in the name of NAP;
 - 735 2. with the exception of material for the *National Parliamentarian*[®], approve
736 educational materials which are to be used in the name of NAP; and
 - 737 3. be responsible for the continuing development of comprehensive educational
738 materials to be promoted in cooperation with associations, units, educational
739 institutions, and community organizations.
- 740 **E. Membership and Registration Examiners Committee.** The membership and
741 registration examiners committee shall:
- 742 1. process applications for membership in NAP;
 - 743 2. review and update the membership examination questions;
 - 744 3. prepare membership examinations;
 - 745 4. submit to the NAP Board of Directors for approval any substantial changes in the
746 structure or administration of the membership examination;
 - 747 5. administer the membership examinations;
 - 748 6. process applications for registered status in NAP;
 - 749 7. review and update the registration examination questions;
 - 750 8. prepare registration examinations;
 - 751 9. submit to the NAP Board of Directors for approval any substantial changes in the
752 structure or administration of the registration examination; and
 - 753 10. administer the registration examinations.
- 754 **F. Membership Extension and Retention Committee.** The membership extension
755 and retention committee shall:
- 756 1. consist of the district directors;
 - 757 2. promote recruitment, extension, and retention of membership and the formation
758 of associations and units; and
 - 759 3. coordinate the membership activities of the district directors.

- 760 **G. Professional Development Committee.** The professional development committee
761 shall:
762 1. develop and upgrade the curricula of the courses for credentialed members;
763 2. be responsible for courses and other requirements for attaining and retaining the
764 PRP® classification and retaining the RP® classification; and
765 3. submit to the NAP Board of Directors for approval any proposed changes in the
766 requirements for attaining or retaining the PRP® classification and retaining the
767 RP® classification or any substantial changes in the structure or administration of
768 courses.
- 769 **H. Youth Committee.** The youth committee shall:
770 1. encourage participation by youth in the programs of NAP;
771 2. develop methods of attracting and retaining youth in NAP;
772 3. promote partnerships and increased participation in joint ventures with other
773 youth organizations in support of their parliamentary and leadership development
774 programs; and
775 4. work cooperatively with the NAP Educational Foundation to promote youth
776 activities.

777 **Section 2. Special Committees.** Special committees may be created as necessary by the
778 convention, the NAP Board of Directors, or the NAP President.

779
780 **ARTICLE X**
781 **PROFESSIONAL DISCIPLINE**

782
783 **Section 1. Ethics Committee.**

- 784 **A. Composition.** The ethics committee shall be comprised of four professional
785 registered members who shall not be members of the NAP Board of Directors.
786 **B. Term.** Members of the committee shall serve staggered four-year terms.
787 **C. Election of Committee.** Two members of the committee shall be nominated by the
788 NAP President and elected by the NAP Board of Directors at its first meeting (post-
789 convention) of each biennium to serve for a four-year term. Vacancies shall be filled
790 by the NAP Board of Directors.
791 **D. Election of Chairman.** One member of the committee shall be nominated by the
792 NAP President and elected by the NAP Board of Directors at its first meeting (post-
793 convention) of each biennium to serve as chairman of the committee for a period
794 corresponding to that of the officers.
795 **E. Accountability.** The committee shall report only to the NAP Board of Directors.

796 **Section 2. Complaints.**

- 797 **A. Ethics Complaints.** The committee shall process complaints concerning alleged
798 violations of the Code of Ethics for Parliamentarians received on an approved "*Ethics*
799 *Complaint Form*" in accordance with provisions contained in the "*Rules for*
800 *Disposition of Complaints by the Ethics Committee.*" The committee shall also
801 process member discipline complaints.
802 **B. Member Discipline Complaints.** The ethics committee may, by a two-thirds vote
803 consistent with applicable law of the jurisdiction in which NAP is incorporated,
804 discipline members up to, and including, revocation of membership. Before discipline
805 can be invoked, members shall be entitled to due process to include not less than
806 fifteen days written notice of any suspension or revocation of membership, and an
807 opportunity for such member to be heard, either in writing or orally at the member's
808 option, at least five days before any suspension or revocation of membership would
809 take effect. The ethics committee shall establish procedures to consider complaints
810 including recusal procedures.

811 **ARTICLE XI**
812 **ELECTRONIC MEETINGS AND COMMUNICATIONS**

813
814 **Section 1. Meetings.** The NAP Board of Directors and all committees and subcommittees
815 shall be authorized to meet by telephone conference or through other electronic
816 communications media so long as all the members can simultaneously hear each other and
817 participate during the meeting.

818 **Section 2. Communication.** Unless members indicate otherwise to NAP Headquarters, all
819 communication required in these bylaws, including meeting notices, may be sent
820 electronically.

821 **ARTICLE XII**
822 **ADMINISTRATIVE OPERATIONS**

823
824 **Section 1. NAP Headquarters.** The NAP Headquarters shall be located in Jackson County,
825 Missouri.

826 **Section 2. Executive Director.** The conduct of business at NAP Headquarters shall be
827 under the direction of an executive director.

828 **A. Accountability.** The executive director shall be employed by and report to the NAP
829 Board of Directors.

830 **B. Duties.** The executive director shall:

- 831 1. be responsible for the day-to-day management of the financial and administrative
832 operations of the association under the direction of the NAP President;
- 833 2. be responsible, in consultation with the NAP President, for the employment of
834 such personnel as required to carry out the duties of the NAP Headquarters
835 office provided that such employment falls within the constraints established by
836 the budget and personnel policies established by the NAP Board of Directors;
837 and
- 838 3. perform such other duties as may be stated in the bylaws, the NAP Standing
839 Rules, the operational policies and procedures of the NAP Board of Directors,
840 and the personnel policies established by the NAP Board of Directors, and as
841 may be directed by this board or the NAP President.

842 **Section 3. Fiscal Year.** The fiscal year shall be from December 1 through November 30.

843
844 **ARTICLE XIII**
845 **INDEMNIFICATION**

846
847 Any officer, employee, or agent of NAP who, acting on behalf of or as an authorized
848 representative of NAP, was or is a party to or has notice of becoming a party to any
849 contemplated, pending, or seemingly completed legal proceedings, may be defended and
850 shall be indemnified for all expenses and liabilities actually and reasonably incurred by such
851 individual in connection therewith to the extent permitted by applicable law of the jurisdiction
852 in which NAP is incorporated.

853
854 **ARTICLE XIV**
855 **PARLIAMENTARY AUTHORITY**

856
857 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
858 govern NAP in all cases to which they are applicable and in which they are not inconsistent
859 with these bylaws and any special rules of order that NAP may adopt. The parliamentary
860 authority of NAP shall be adopted by each district conference, association, unit, club, and
861 youth group.

862 **ARTICLE XV**

863 **AMENDMENT OF ARTICLES OF INCORPORATION/AGREEMENT AND BYLAWS**

864
865 **Section 1. Convention Action.** Consistent with applicable law of the jurisdiction in which
866 NAP is incorporated, the Articles of Incorporation/Agreement and these bylaws may be
867 amended at any biennial convention:

868 **A. Amendment with Notice before Convention.** By a two-thirds vote, provided that
869 the amendment:

- 870 1. has been submitted by the bylaws committee, the NAP Board of Directors, a
871 standing or special committee, a district conference, two associations or their
872 board of directors, three units, or at least ten NAP members-at-large;
873 2. if originated by other than the bylaws committee, has been submitted to that
874 committee on or before February 1 in the year of the convention; and
875 3. has been mailed or sent by electronic communication in accordance with Article
876 XI, Section 2 to the members no later than July 1 in the year of the convention
877 together with identification of proposer(s) and the committee's recommendations
878 for action and, if required by the applicable law of the jurisdiction under which
879 NAP is incorporated, a summary or copy of the amendment has been included in
880 the notice required by Article VI, Section 2A.

881 **B. Amendment with Notice at Convention.** By a nine-tenths vote, provided previous
882 notice has been given at an earlier meeting of the same session of the convention.

883 **Section 2. Revision.** These bylaws shall be revised only upon authorization by the
884 convention.

885 **A. Preparation of Revision.** Preparing and presenting an authorized revision shall be
886 the duty of the bylaws committee.

887 **B. Notice of Proposed Revision.** The proposed revision shall be sent to the members
888 no later than July 1 of the convention year.

889 **C. No Amendment to Existing Bylaws.** If a revision is authorized, there shall be no
890 other amendments proposed to the existing bylaws.

891 **Section 3. Board Action.** If required by the applicable law of the jurisdiction under which
892 NAP is incorporated, an amendment to the Articles of Incorporation/Agreement or bylaws
893 adopted at a convention under Article XV, Section 1 or a bylaws revision adopted at a
894 convention under Article XV, Section 2 must thereafter be approved by the NAP Board of
895 Directors by an affirmative vote of a majority of those members present in order to take
896 effect, except to the extent that the amendment or revision relates to the number of
897 directors, the composition of the NAP Board of Directors, the term of officers, or the method
898 or way in which district directors are elected or selected. Before approving any amendment
899 to the Articles of Incorporation/Agreement or bylaws, or any bylaws revision, the NAP Board
900 of Directors shall determine that it does not violate any applicable provision of the nonprofit
901 corporation code of the jurisdiction of incorporation. Any vote under this section shall be
902 taken by roll call.

903 NATIONAL ASSOCIATION OF PARLIAMENTARIANS®

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PROVISOS TO THE BYLAWS

1. **Provided,** That those in office at the time of the adoption of this revision shall retain all the rights and responsibilities applicable to their office under the superseded bylaws until the close of this convention.
2. **Provided,** That the six-year period for all current registered parliamentarians under Article III, Section 1B1b shall begin January 1, 2012.
3. **Provided,** That until reassigned by the NAP Board of Directors in accordance with Article IV, Section 2, countries and territories shall remain in the district where they are currently assigned.
4. **Provided,** That the ethics committee shall establish procedures (including recusal procedures) to consider member discipline complaints by April 15, 2012, for inclusion in the 2011-2013 *NAP Membership Manual*, specifically, after the National Association of Parliamentarians Rules for Reporting and Disposing of Ethics Complaints.