

# **VSAP Bylaws**

## **Article I** **Name**

The name of this organization shall be the Virginia State Association of Parliamentarians, hereinafter designated as the Association or as VSAP, of the National Association of Parliamentarians or NAP.

## **Article II** **Object**

The object of this Association shall be to implement and uphold the objectives of the National Association of Parliamentarians (NAP) in the State of Virginia; to promote the study of parliamentary law; to promote the educational program of NAP; and to promote the extension and retention of membership.

## **Article III** **Membership**

Section 1. Members of the National Association of Parliamentarians (NAP) who pay the annual dues of the Association shall be members of the Association. The Parliamentary Law Club of Richmond shall also be a member of the Association and shall pay annual dues.

Section 2. Members of the Association shall be classified as primary members, or affiliate members, or members-at-large.

Section 3. Primary members of the Association are NAP members who are counted in the Association as of March 1 of the NAP convention year for the purpose of determining the number of delegates to which the Association is entitled at NAP conventions. Primary members of a unit affiliated with the Association are primary members of the Association.

Section 4. Affiliate members of the Association are NAP members who are primary members of another NAP association. Affiliate members shall not be counted for the purpose of determining the number of delegates to which this Association is entitled at NAP conventions. Affiliate members shall not serve as delegates or alternates from the Association to the NAP convention.

Section 5. Members-at-large of the Association are NAP members who are not members of a unit affiliated or club with the Association.

Section 6. A member of NAP who is a member of a unit affiliated with the Association shall be a member of the Association and shall pay annual dues.

#### **Article IV** **Dues**

Section 1. The annual dues for each primary member shall be fifteen dollars (\$15.00).

Section 2. The annual dues for each affiliate member and each member-at-large shall be sixteen dollars (\$16.00).

Section 3. The annual dues for the Parliamentary Law Club of Richmond shall be fifteen (\$15.00).

Section 4. Past Presidents of NAP shall have all the privileges of membership without being required to pay Association dues.

Section 5. A. The Association's and NAP dues are payable January 1 of each year directly to NAP Headquarters in Independence, MO.

B. Membership shall be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.

C. A former member whose membership has been forfeited under the provisions of this section may be reinstated upon payment to VSAP of the current dues and a reinstatement fee of three dollars (\$3.00) if the former member requesting reinstatement is a member in good standing of NAP.

D. The first dues paid to the Association shall extend through the next membership year for a new member who passes the NAP membership examination taken during the months of July through December.

#### **Article V** **Officers and Duties of Officers**

Section 1. Definitions: The elected officers of this Association shall be a President, a First Vice- President, a Second Vice-President, a Recording Secretary and a Treasurer. The appointed officers shall be a Corresponding Secretary, Editor, and a Historian and a Parliamentarian.

Section 2. Duties: The officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by this Association.

A. The President shall:

1. With the approval of the Executive Committee appoint members as a Corresponding Secretary, an Editor, a Historian, and a Parliamentarian;
2. Appoint members as Chairmen of Standing Committees and Special Committees;
3. Appoint at least two years in advance a Chairman of Convention Arrangements;
4. Preside at meetings of the Association, the Board of Directors and the Executive Committee.
5. Authorize expenditures within the budget limitations.
6. Serve as Editor in-chief of the official publication, and
7. At the close of an administration, prepare a report for use by the newly elected President and send a copy of this report to NAP for inclusion in the NAP Biennial Report.
8. By October 1, notify NAP Headquarters of the current VSAP dues for all membership classifications; and,
9. Furnish VSAP Officers and NAP with a copy of the current roster.

B. The First Vice-President shall:

1. In the absence or inability of the President to serve, assume the duties of the President; and
2. Serve as chairman of the Education Committee and any other committee designated by the President.

C. The Second Vice-President shall:

1. In the absence or inability of the President or First Vice-President to serve, assume the duties of the President; and
2. Serve as chairman of the Budget Committee and any other committee designated by the President; and prepare the 2-Year Membership Manual. Compile and distribute a Membership Manual in the odd-numbered years and supplements to the Membership Manual as ordered by the Board of Directors.

D. The Recording Secretary shall:

1. Record the minutes of the Association, the Board of Directors, and the Executive Committee;

2. Send a copy of the minutes of the meetings of the Board of Directors and Executive Committee to members of those respective bodies within sixty (60) days following each meeting; and

3. Within sixty (60) days following each Annual Association Convention, send copies of the minutes of the convention to the Association officers. At the close of an administration, send copies of the minutes of the convention to the retiring and newly elected officers.

E. The Treasurer shall:

1. Secure bond in an amount determined by the Executive Committee and furnish proof of such bond to the Executive Committee within thirty days following election;

2. Be custodian of all funds of the Association

3. Disburse budgeted funds upon receipt of a voucher signed by the President.

4. After February 15, notify delinquent members that membership shall be forfeited unless VSAP and NAP dues are received at NAP Headquarters before March 1 of each year.

5. Close books on April 15 and submit them for audit to the Auditing Committee composed of two or more members appointed by the President with said audit report to be presented at the annual association meeting.

F. The Corresponding Secretary shall:

1. Conduct the general correspondence of the Association as directed by the President;

2. Send to the Executive Committee and Board of Directors notices of all Meetings and other notices where previous notice is required; and

3. Poll the members-at-large prior to the Annual Association Convention held in odd-numbered years to determine their interest and availability to serve as delegate(s) or alternate(s) to the NAP Convention.

4. Notify units and club to provide a current copy of the bylaws to NAP Headquarters on an annual basis.

G. The Editor shall perform the duties as described in Article XI.

H. The Historian shall:

1. Record the history of the activities of the Association yearly and shall present it for approval of the Annual Association Convention concluding the administration.

2. At the conclusion of each administration, the Historian shall send all material of historical significance to the Library of Virginia for deposit.

I. The Parliamentarian shall:

1. Serve as an advisor on parliamentary procedure to the President, the Board of Directors, the Executive Committee, and the Association.

## **Article VI** **Nominations and Elections**

Section 1. A Nominating Committee consisting of five (5) members, each from a different unit or club shall be elected at the Annual Association Convention in even-numbered years. The election shall be by ballot. A plurality shall elect and the member receiving the largest number of votes shall serve as chairman. In the event of a tie, the committee members shall meet prior to the adjournment of the Convention and elect the Chairman.

Section 2. To be eligible to serve on the Nominating Committee, a member shall have been a member of the Association for not less than three (3) years. No member shall serve two (2) consecutive terms on this committee.

Section 3. The Nominating Committee shall prepare a slate of one (1) nominee for each office, having secured the consent of the nominee to serve if elected, and submit it no later than March 1 to the President for inclusion in the Call to Convention.

Section 4. Eligibility for Office

To be eligible for office, a member shall have been member of the Association for not less than three (3) years. To be eligible for the office of President or First Vice-President, a member shall have served as a member of the Board of Directors for at least two (2) years and shall be a member of the Virginia State Association of Parliamentarians and a member of NAP.

Section 5. Election of Officers

A. Officers shall be elected by ballot at the annual association convention in odd-numbered years to serve a term of two (2) years or until their successors are elected. The term shall begin at the close of the convention at which the officers are elected.

B. No officer shall succeed himself/herself in the same office. An officer serving one (1) year of a term shall be considered to have a full term.

C. A vacancy in the office of president shall be filled by the First Vice-President. Vacancies in other elected offices shall be filled by ballot vote of the remaining members of the Executive Committee.

#### Section 6. Election of Delegates and Alternates

A. The President and First Vice-President or alternate shall represent the Association at the NAP Biennial Convention.

B. Delegate representation from each association for the NAP Biennial Convention shall be as follows: six delegates and one additional delegate for up to the first five primary members-at-large for the Association and an additional delegate for each individual five primary members-at-large or major portion thereof for the Association as of March 1 of the convention year. A number of alternates equal to the number of delegates shall be elected.

C. The President shall be authorized to fill vacancies in the elected delegates in the event there is no alternate.

### **Article VII** **Meetings**

#### Section 1. Annual Association Convention

A. The Annual Association Convention shall be held the last weekend of April or the first week in May, unless otherwise determined by the Executive Committee.

B. The Call to Convention shall be sent by the President to each member of the Association and to the Parliamentary Law Club of Richmond at least thirty (30) days prior to the convention.

C. Workshops which are a part of the Annual Association Convention shall be open to members of the Association, guests invited by individual members, and student members of units, provided that each one in attendance registers and pays the required registration fee.

Section 2. Special meetings may be called by the President and shall be called upon written request of ten (10) members from a majority of the units and the Parliamentary Law Club and may be held in a face-to-face setting or any electronic means.

Section 3. Association Voting Body. The voting body of the Association shall be:

A. The Officers and Chairmen of Standing Committees, the Corresponding Secretary, the Editor, and the Historian; Past Presidents of the Association who are members of the Association.

B. The delegates named by units and Law Club affiliated with the Association as follows:

1. One (1) delegate from each unit and Law Club for its first five (5) primary members or major faction thereof, one (1) delegate for each additional five (5) members or major fraction thereof. With Proviso, "Effective upon adoption." A unit may name as many alternates as it has delegates. The President may name from among the members-at-large as many alternates for delegates representing members-at-large as there are delegates representing members-at-large.

2. The delegates named by the President from among the members-at-large to represent members-at-large as follows: one (1) delegate for each five (5) members-at-large or major fraction thereof. The President may name from among the members-at-large as many alternates for delegates representing members-at-large as there are delegates representing members-at-large.

Section 4. The quorum for meetings of the Association shall be fifteen (15) members representing a majority of the units and two of whom shall be VSAP elected officers.

## **Article VIII** **Board of Directors**

Section 1. Board of Directors Composition.

The Board of Directors shall consist of the elected officers, Chairmen of Standing Committees, Presidents of Units and the Parliamentary Law Club of Richmond, the Corresponding Secretary, the Editor and the Historian provided they are members of the Association. The Parliamentarian shall attend in an advisory capacity. In the event the President of any Unit is unable to attend a meeting of the Board of Directors, the President of the unit may designate an elected officer of the Unit who is a member of the Association to represent the Unit with full voting rights at that meeting of the Board of Directors; this provision shall also apply to the President of the Parliamentary Law Club of Richmond.

Section 2. The Board of Directors shall meet at the call of the President or five (5) members of the Board from three (3) units.

Section 3. The Board of Directors shall be authorized to transact necessary business by telephone conference or through electronic communications media, so long as all members can simultaneously hear each other and participate during the meeting, in accordance with the objects of the Association between meetings of the Association.

Section 4. The quorum shall consist of nine (9) members, two (2) of whom shall be officers.

### **Article IX** **Executive Committee**

Section 1. The Executive Committee shall consist of the elected officers and appointed officers.

Section 2. The Executive Committee shall meet at the call of the President.

Section 3. Matters requiring action between meetings of the Executive Committee may be decided by mail, e-mail or fax vote or other electronic means. All such action shall be reported at the next meeting of the Executive Committee and shall be recorded in the minutes of that meeting.

Section 4. The Duties of the Executive Committee shall be:

1. To authorize any expenditure of funds not covered in the budget, between meetings, and to authorize the investment and reinvestment of the funds of the Association;
2. To fill vacancies in offices and on all committees, including the Nominating Committee, unless otherwise provided in these bylaws;
3. To select the time and place of all meetings of the Association and the Board of Directors; to establish the registration fee for the Annual Convention; and
4. To determine the amount of bond for the Treasurer, the cost to borne by the Association

### **Article X** **Committees**

Section 1. Standing Committees shall be Budget, Bylaws, Education, Lifetime Achievement Award, Membership, Publicity/Public Relations and Youth Development. The President shall serve as ex-officio a member of all committees except the Nominating Committee.



## Section 2. Duties

A. The Budget Committee, consisting of three (3) members, one (1) of whom shall be the Treasurer shall prepare and submit a budget for adopting at the annual convention in odd-numbered years, a biennial budget which shall cover the period concurrent with the term of office of the elected officers.

B. The Bylaws Committee shall present all proposed amendments at the Annual Association Convention with the exception of Article XIV, Section 3 and shall send a copy of the VSAP Bylaws to NAP Headquarters on an annual basis.

C. The Education Committee shall promote:

1. The study of parliamentary procedure by all members;
2. The instruction of adult non-members and youth in organizations and colleges, secondary, or elementary grades, in accordance with NAP standards;
3. Services as parliamentarians, consultants, counselors, and instructors in accordance with the objects and standards of NAP and the Association; and
4. The development, under the direction of the Association President, of workshops for presentation at the annual convention of the Association.

D. The Lifetime Achievement Award Committee shall perform the duties set out in the Lifetime Achievement Award Guidelines as adopted by the Board of Directors.

E. The Membership Committee shall promote the extension and retention of membership through the existing units and formation of new units in areas where there are none.

F. The Publicity/Public Relations Committee shall:

1. Provide publicity to local newspapers.
2. Prepare articles for publication in the National Parliamentarian; and
3. Provide information concerning membership, services, and activities of the Association for the public.

G. The Youth Development Committee shall:

1. Support the National Association of Parliamentarians (NAP) Youth Committee in carrying out its goals.
2. Encourage youth participation in NAP programs.
3. Promote partnerships and increase participation in youth organizations.
4. Provide training in coaching and judging youth competitions to VSAP units and the Parliamentary Law Club.
5. Assist youth organizations in providing effective instructions to members.
6. Develop and enhance leadership skills through the study and practice of parliamentary procedure.
7. Work cooperatively with the NAP Education Foundation.

Section 3. The President may establish special committees as the President deems necessary and appoint members of those special committees.

## **Article XI** **Official Publication**

Section 1. The official publication of the Association shall be called The Virginia Gaveletter. It shall be published quarterly and a copy shall be mailed or emailed to each member in good standing and to the President of the Parliamentary Law Club of Richmond.

Section 2. The policy of The Virginia Gaveletter shall be to publish such material as pertains to the activity of the Association in achieving its objectives and items of interest to the membership as a whole.

Section 3. The Editorial Staff shall consist of the President as Editor-in-chief, the Editor, and two (2) members appointed by the Editor as a Reviewing Committee to approve material before publication.

## **Article XII** **Dissolution**

In the event of the dissolution of the Association, the assets remaining after payment of all costs and expenses of such dissolution shall be transferred or conveyed to the National Association of Parliamentarians, and none of its funds shall inure to the benefit of, nor be distributed to, any individual member. The Charter shall be returned to NAP.

**Article XIII**  
**Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or those of NAP.

**Article XIV**  
**Amendment**

Section 1. Amendments to these bylaws may be proposed by the Bylaws Committee, by the Executive Committee, by the Board of Directors, or by a Unit. All amendments proposed in accordance with this section shall be submitted to the Bylaws Committee prior to January 1. The Bylaws Committee shall submit all amendments proposed in accordance with this section to the President prior to March 1 for inclusion in the Call to Convention.

Section 2. These bylaws may be amended by the voting body of the Association by a two-thirds vote at the Annual Association Convention, provided previous notice shall have been given in the Call to Convention.

Section 3. These bylaws may be amended by the voting body of the Association by a unanimous vote at the Annual Association Convention, provided previous notice shall have been given at the opening meeting of the Annual Association Convention.

Section 4. The drafting of a proposed revision of these bylaws may be authorized only by the voting body of the Association at the Annual Association Convention.

Section 5. No part of these bylaws shall ever be suspended.

Section 6. The Recording Secretary is authorized to correct article and section designation, punctuation, and cross-references, and to make such other technical and conforming changes as may be necessary to reflect the intent of the membership in connection with any amendments to these Bylaws.

Revision adopted: 05/01/82

Amended on the following dates: 05/04/1997; 04/26/1998; 05/01/1999;  
05/02/2001; 05/04/2002; 04/26/2003; 05/06/2006; 05/05/2007; 04/26/2008;  
05/03/2009; 04/28/2013; 05/02/2015; 05/06/2017; 05/05/2018; 05/04/2019

# VSAP Standing Rules

1. A five-year advance schedule on a rotating basis shall designate areas for location of the annual state convention, subject to the approval of the Executive Committee, with the current location automatically placed at the bottom of the schedule at the conclusion of each convention. (Roanoke, Northern Virginia, Charlottesville, Hampton Roads, Richmond.)
2. The funds, based on the budget shall be used to pay a portion of the cost of Association delegates that attend the biennial NAP convention.
3. The budget shall include a line item designated as the Convention Fund. A sum of six hundred dollars (\$600.00) shall be advanced annually from the Association to the Convention Arrangements Chairman to cover incidental costs of the annual convention of the Association. Checks for convention registration and meals shall be made payable to and deposited VSAP account. The hotel contract shall be signed by the president. When convention expenses exceed the advanced amount (\$600.00) additional monies may be requested, in writing, from this fund by the host unit, subject to the approval of the Executive Committee.
4. By July 1 of each year, each unit shall furnish a list of officers and members, with appropriate membership designation, full addresses, and telephone numbers, as well as dates of the unit meetings, to NAP Headquarters, and to elected and appointed Association officers. Changes in officers and membership shall be reported as they occur, to those stated above.
5. The treasurer shall purchase a State Association President's pin for the incoming President.
6. Units wishing to recommend a member as candidate for VSAP office shall send five (5) copies of the letter of endorsement with pertinent information to the Chairman of the Nominating Committee by November 1 in the even numbered year of an administration. A member wishing to make a recommendation shall follow the same procedure. A notice will be included in the fall issue of The Virginia Gaveletter reminding units and members to send letters of endorsement by November 1 to the Chairman of the Nominating Committee.
7. Separate tables shall be provided at the Annual Association Convention for the sale of: (1) parliamentary materials from NAP, (2) goods offered by the Ways

& Means Committee, and (3) parliamentary materials offered by the Virginia Alpha Unit of Registered Parliamentarians. Association members seeking to sell other goods or materials at Convention shall apply to the President, who may grant such requests if received not less than 60 days prior to the Convention and if appropriate space is available without additional expense to the Association.

8. Guests at the Annual Convention who wish to attend only meal functions shall register but shall not be required to pay the registration fee.

9. The financial records of VSAP shall be retained for four terms beyond the current term. Records older than four terms beyond the current term shall be destroyed by the Treasurer.