



THE CALIFORNIA STATE ASSOCIATION OF PARLIAMENTARIANS

PROPOSED BYLAWS

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ARTICLE I – NAME

Section 1. Name. The name of this organization shall be CALIFORNIA STATE ASSOCIATION OF PARLIAMENTARIANS (hereinafter referred to as CSAP).

ARTICLE II – OBJECT

Section 1: Object and Purpose. The object and purpose of CSAP, organized as a non-profit public benefit corporation, shall be:

- A. To bring into closer cooperation the parliamentarians of the State of California.
- B. To promote interest in parliamentary law.
- C. To serve as a chartered State Association of the National Association of Parliamentarians (hereinafter referred to as NAP), and to further the purpose outlined in the Articles of Incorporation and Bylaws thereof.

ARTICLE III – MEMBERS

Section 1. Membership Eligibility.

- A. *Regular Member.* A CSAP member is a NAP member who is a member of a CSAP Unit or is a Member-at-Large, who resides in California, or who is otherwise determined to be a member of CSAP by the NAP Bylaws.
- B. *Provisional Member.* Any member of a CSAP Unit who is not yet a member of NAP and CSAP but is actively engaged in study to qualify for membership (in accordance with NAP Bylaws) is encouraged to participate as a guest in CSAP activities. Such an individual shall be referred to as a Provisional member.

Section 2. Classification.

- A. *Unit Member.* A unit member is a CSAP member who belongs to a CSAP unit.
 1. *Unit count restrictions.* For purposes of the count for CSAP Annual Meeting and NAP Convention delegate representation, a CSAP member may belong to only one Unit at a time; however, a Unit member may be an Affiliate member of other Units. Unit Affiliate members shall not be counted as members of the Unit for Convention delegate representation but shall have all other rights and privileges of Unit membership as provided by the Unit Bylaws.
- B. *Member-at-large (MAL).* A MAL is a CSAP member who does not belong to a CSAP unit.
- C. *Association Affiliate Member.* An Association Affiliate member is a CSAP member who is listed in NAP records as belonging to a different NAP State or Provincial Association for purposes of NAP Convention delegate representation. Any Association Affiliate member who is not a unit member is an MAL.
- D. *Provisional Member.* Provisional members shall be granted the status of guest.

Section 3. Member in Good Standing. A member of CSAP is in good standing if the member is in good standing with NAP, has paid current CSAP dues, and is not under disciplinary action.

Section 4. Dues.

- A. *Annual Dues.* CSAP Annual dues shall be:
 1. Thirty dollars (\$30) for Unit members.

2. Thirty-five dollars (\$35) for Members-at-large.
 3. Half of either of the above amounts, as appropriate, for a CSAP member who submits, with payment of dues, proof of enrollment as a full-time student at an educational institution.
- B. *Paying Dues.* Dues shall be payable to NAP, except that dues of Association Affiliate members shall be payable to CSAP.
- C. *NAP Regulations.* All rules and procedures for payment of dues, for forfeiture of membership, nonpayment, and membership reinstatement shall be the same for CSAP as for NAP.

ARTICLE IV – AREAS

Section 1. Definition. For the purpose of promoting intensified parliamentary study in order to better attain the objectives of CSAP, the State Association shall be divided into Areas, which shall be composed of Units and Members-at-large within practical traveling distance. The Board of Directors shall set Area boundaries, upon recommendation of the Units and Members-at-large involved. Areas shall be bound by policies established by the Board of Directors.

Section 2. Area Directors. The Director of each Area shall be an officer of CSAP and a member of the CSAP Board of Directors.

Section 3. Area Meetings. The Director of each Area shall arrange Area meetings.

Section 4. Area Rules. Areas shall adopt their own Standing Rules, which when amended, shall be reviewed by the CSAP Parliamentarian.

ARTICLE V – UNITS

Section 1. Minimum Members. CSAP Units shall consist of no fewer than five members of NAP and shall be organized in accordance with NAP Bylaws.

Section 2. Bylaw Review by Parliamentarian. Unit Bylaws shall be sent to the CSAP Parliamentarian for review.

Section 3. Notification of Elections. Units shall notify the President of the results of their election of officers within 30 days following the election.

Section 4. Provisional Members.

- A. *Unit obligations.* A Unit may provide for Provisional members, who shall be students of parliamentary procedure in accordance with NAP Bylaws. A Unit with Provisional members shall conduct a course of study to prepare them to qualify for individual membership in NAP.
- B. *Provisional Membership Rights.* Provisional members shall not serve as Unit President or Vice-president or as delegates or alternatives to meetings of CSAP.
- C. *Provisional Members exclusion from CSAP counts.* Provisional members shall not be counted in determining representation to meetings of CSAP.

Section 5. Unit dues. Each unit shall determine its Unit membership dues.

ARTICLE VI – OFFICERS

Section 1. Officers. The officers shall be a President, a Vice-president, a Secretary, a Treasurer, Area Directors, and a Parliamentarian.

Section 2. Officers. The President, Vice-president, Secretary, and Treasurer shall be elected at the Annual Meeting held in even-numbered years, and together may be referred to as the Annual Meeting-elected officers. The Area Directors shall be elected prior to the Annual Meeting by the individual Areas; they, together with the Annual Meeting elected officers, may be known as the elected officers. The Parliamentarian shall be appointed by the President.

Section 3. Eligibility for Office.

- A. *Date for Requirements.* Experience requirements for officers elected at the Annual Meeting shall be computed as of November 1 in the year of the election.
- B. *Eligibility for President and Vice President.* To be eligible for the office of President or Vice-president, a member shall have been in good standing for the past three years and shall be a Registered or Professional Registered member of NAP or have served as an elected officer of CSAP during at least one of the past three years.
- C. *Eligibility for Secretary and Treasurer.* To be eligible for the office of Secretary or Treasurer, a member shall have been in good standing for the past two years.
- D. *Eligibility for Parliamentarian.* To be eligible for the appointive office of Parliamentarian, a member shall have been in good standing for the past two years and shall be a Registered or Professional Registered member of NAP.
- E. *Prohibition on Multiple Unit Members Serving.* Not more than two members from a Unit shall serve concurrently as elected officers.

Section 4. Term of Office.

- A. *Terms.* Annual Meeting-elected officers shall serve a term of two years or until their successors take office. Except for Secretary or Treasurer, no Annual Meeting-elected officer shall serve more than one term consecutively in the same office.
- B. *Start of Terms.* The term of office for Annual Meeting-elected officers shall commence at the close of the Annual Meeting.
- C. *Regulations on Area Directors.* The terms and term limits of Area Directors shall be determined by the Areas in accordance with their Standing Rules.

Section 5. Duties of Officers.

- A. **General Duties.** In addition to the specific duties indicated below in this section, each officer shall:
 - 1. *Applicable Duties.* Perform the duties prescribed in these Bylaws, in the Standing Rules, in the Board Rules of Procedure, and in the parliamentary authority, when applicable.
 - 2. *Annual Report.* Prepare an annual report for the Annual Meeting.
 - 3. *Deliver Records.* Deliver to the successor all official records pertaining to the office within fifteen (15) days after close of the Annual Meeting or after leaving office for any other reason, with the exception of the Secretary and Treasurer, who shall deliver official records within forty-five (45) days.
- B. **The President.** The President shall:
 - 1. *Presiding.* Preside at all meetings of CSAP.
 - 2. *Supervision.* Supervise and coordinate the work of CSAP.
 - 3. *Appointments:*
 - a. Appoint the Parliamentarian.
 - b. Appoint Chairmen of all committees whose selection is not otherwise provided for,

subject to the approval of the Executive Committee.

- c. Appoint four (4) delegates, not Members-at-Large, prior to the NAP Convention and fill any vacancies that occur in the delegate categories to the NAP Convention.
 - d. Appoint four (4) delegates, not Members-at-Large, prior to the NAP Convention and fill any vacancies that occur in the delegate categories to the NAP Convention.
 - e. Appoint any staff and create staff policies as necessary, as approved by the Executive Committee.
4. *Attend the NAP Conference.* Along with the Vice President, serve as a representative to the NAP Convention and/or to the Leadership Conference, as provided in the NAP bylaws. Should the president be unable to attend, the president shall appoint an alternate(s).
 5. *Approve Payments.* Approve all vouchers for payment of budgeted items subject to ratification by the Board of Directors.
- C. **The Vice President.** The Vice President shall:
1. *Presiding in President's Absence.* Perform the duties of the President in the President's absence.
 2. *Committee Duties.* Serve as Chairman of the following committees:
 - a. Serve as Chairman of the Membership Committee.
 - b. Serve as Chairman of the Growth and Service Committee.
 - c. Serve as ex-officio member of the Budget and Finance Committee.
 3. *Line of Succession.* Succeed to the office of the President if a vacancy occurs.
 4. *Conference Representative.* Serve as representative to the NAP Convention and/or to the Leadership Conference, as provided in the NAP Bylaws.
- D. **The Secretary.** The Secretary shall:
1. *Maintain Records.* Keep a record of proceedings of the CSAP Annual Meeting, the Board of Directors, and the Executive Committee.
 2. *Distribution of Publications.* Distribute publications by mail to CSAP members, as needed.
 3. *Historian.* Using information available, compile a history of each year's activities and vital statistics and provide a written summary to the CSAP Annual Meeting.
- E. **The Treasurer.** The Treasurer shall:
1. *Custodian.* Be custodian of all funds belonging to CSAP.
 2. *Pay Bills.* Pay all bills by check for budgeted items; pay all bills by check of non-budgeted items upon authorization of the Board of Directors or the Executive Committee. All checks shall be signed by one of the following four officers: President, Vice president, Secretary, or Treasurer.
 3. *Committee Duties.* Serve ex officio as a member of the Budget and Finance Committee.
- F. **The Area Director.** Each Area Director shall:
1. *Meetings.* Arrange for not fewer than two area meetings each year with dates not conflicting with CSAP Board of Directors' meetings.
 2. *Notification of meetings.* Arrange for notification of the Area meetings to be mailed or e-mailed to all members of CSAP residing in that area.
 3. *Authority to Cancel Meetings.* Have the authority to cancel an Area meeting in the event of an emergency, with such notice as may be practical.
 4. *Presiding at Meetings.* Preside at all Area meetings.
 5. *Committee Duties.* Assist the Growth and Service Committee and the Membership Committee in membership recruitment and retention, Unit formation, promotion of CSAP, and interest in parliamentary procedure.
- G. **The Parliamentarian.** The Parliamentarian shall:
1. *Membership.* Serve as a member of the Board of Directors and the Executive Committee, with all membership rights.
 2. *Advise.* Advise the President, officers, chairmen of committees, and members when requested.
 3. *Review Rules.* Review Area Standing Rules when amended, or five years after the last review,

- for conformity to CSAP Bylaws and other applicable rules.
4. *Review Bylaws.* Review Unit Bylaws when amended, or five years after the last review, for conformity to CSAP and NAP Bylaws and other applicable rules.
 5. *Committee Duties.* Serve as an ex officio member of the Governing Documents Committee.

Section 6. Nominations and Elections.

A. Nominating Committee.

1. *Composition and Election.* A Nominating Committee of five members, including at least one from each Area but no more than one from any one Unit and no more than one MAL, shall be nominated from the floor and elected at the CSAP Annual Meeting held in odd numbered years. When more than five are nominated, election shall be by ballot, and a plurality vote shall elect, with tie votes decided by lot.
2. *Eligibility.* To be eligible to serve on the Nominating Committee, a member shall have been in good standing in CSAP for at least three years and shall not serve consecutive years.
3. *Vacancies.* The Executive Committee shall fill any vacancy occurring in the Nominating Committee.
4. *Duties.* The Nominating Committee shall nominate candidates for the offices of President, Vice-president, Secretary, and Treasurer.
5. *Notice to the President.* The names of the selected candidates and summary of qualifications shall be sent to the President for inclusion in the Call to Annual Meeting.

B. Nominations.

1. *Nominations.* Candidates may be proposed by a member, an area, a Unit, or the Nominating Committee.
2. *Nomination Information and period.* Names of proposed candidates, submitted by a member, an area, or a unit, accompanied by qualifications and written consent to serve, shall be submitted to the chairman of the Nominating Committee prior to May 1.
3. *Nomination from the floor.* Nominations may be made from the floor provided the nominee is eligible and has given written consent to serve.
4. *Nominee Communication.* All nominees shall be given a reasonable opportunity to communicate qualifications and reasons for candidacy.

C. Election of Officers.

1. *Ballot Election.* Election of officers shall be by ballot where there are two or more candidates for a single office. A majority vote shall elect.
2. *Runoff Elections.* If a particular office is not filled after three ballots, then the next ballot shall be a runoff election between the two candidates for that office who received the highest number of votes on the third ballot.

D. Elections Committee.

1. *Duties.* There shall be an Elections Committee, a special committee of the Annual Meeting, which shall make arrangements for voting in the election, supervise the voting, serve as tellers, and report the results of the election to the Annual Meeting.
2. *Appointment.* The CSAP President shall appoint the Elections Committee Chairman, and the Elections Committee Chairman shall appoint the other Elections Committee members.

ARTICLE VII – ANNUAL MEETING

Section 1. Date. CSAP shall hold an Annual Meeting annually between July 1 and November 30 each calendar year to elect officers or Nominating Committee, conduct educational workshops, issue earned certificates and transact CSAP business. The Annual Meeting may be held by electronic means.

Section 2. Approval of Annual Meeting. The Executive Committee shall approve the place, date, time, budget and registration fee of the Annual Meeting. The CSAP Annual Meeting may be combined with other official meetings of NAP within the boundaries of NAP District 8.

Section 3. Call to Meeting. The official Call to Annual Meeting shall be mailed at least forty-five days (45) prior to the Annual Meeting. The Call shall be sent by email or other electronic form; members who notify the CSAP Secretary in writing to use U.S. Mail, and include a current mailing address, will receive the Call by U.S. Mail.

Section 4. Appoint of Annual Meeting Coordinator. The President shall appoint an Annual Meeting Coordinator.

Section 5. Approval of Annual Minutes. At the first business meeting of the Annual Meeting, the President shall appoint a committee of three to approve the minutes of the Annual Meeting within thirty (30) days. Such approval may be done by mail or electronic means.

Section 6. Publication of the Annual Meeting Minutes. Annual Meeting minutes will be posted in the 'Members Only' area of the CSAP Website and available by U.S. Mail per request, at a price determined by the Executive Committee.

Section 7. Annual Meeting Quorum.

- A. *Quorum.* The quorum of the Annual Meeting shall be a majority of the members registered at the Annual Meeting.
- B. *Lack of Quorum.* If members withdraw, leaving less than a quorum as established in Paragraph A. the members may continue to do business with the proviso that any action taken is approved by at least a majority of that quorum.

Section 8. Prohibition on Proxy Voting. There shall be no proxy voting. Voting may be done by electronic means.

Section 9. Cancellation of Annual Meeting.

- A. *Canceling the Annual Meeting.* Should it become impossible to hold the CSAP Annual Meeting at the time specified, the Board of Directors shall have the power to transact any business that could come before the CSAP Annual Meeting, except amend the Bylaws or select members of the Nominating Committee.
- B. *Voting by Mail.* When necessary, the Board of Directors shall determine a method permitting Units and Members-at-large to vote by mail for officers, Bylaw amendments, and members of the Nominating Committee.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. Composition. The Board of Directors shall consist of all the officers, including the Area Directors and the Parliamentarian, and the chairmen of the following standing committees: Budget and Finance, Governing Documents, and Communications.

Section 2. Special Committees. The Board of Directors shall create such special committees as may be required to transact the business of CSAP.

Section 3. Vacancy. Any vacancy in the office of Vice-president, Secretary, or Treasurer shall be filled by the Board of Directors.

Section 4. Authority. The Board of Directors shall transact the business of CSAP between the Annual Meeting and perform duties set forth in the Standing Rules.

Section 5. Meetings. The Board of Directors shall meet at least four times annually at the call of the President or at the written request of any five members of the Board.

- A. *Authorization by Electronic Means.* The Board of Directors is authorized to meet by telephone

conference or through other electronic communications media, so long as all members may simultaneously hear each other and participate during the meeting.

- B. *Electronic Notice.* Meetings may be conducted by conference call with 36 hours notice. A quorum must be in attendance, “on line,” before the meeting may be called to order and must remain “on line” for any business to be conducted. Only business for which the meeting was called may be transacted.

Section 6. Quorum. The quorum of the Board of Directors shall be six members, three of whom shall be officers.

Section 7. Member Access. Meetings of the Board of Directors shall be open to all CSAP members, except when in executive session.

Section 8. Publication of Minutes. Board of Directors meeting minutes will be posted in the ‘Members Only’ area of the CSAP Website and available by U.S. Mail per request, at a price determined by the Executive Committee.

ARTICLE IX – EXECUTIVE COMMITTEE

Section 1. Composition. The Executive Committee shall consist of the President, Vice-president, Secretary, Treasurer, and Parliamentarian.

Section 2. Authority. The Executive Committee shall:

- A. *General Authority.* Transact urgent business of CSAP between meetings of the Board of Directors.
- B. *Request Resignations.* Request the resignation of any officer or chairman who fails to perform the duties of the office after written notification to that officer or chairman.
- C. *Approve Appointments.* Approve the appointment of the standing committee chairmen and committee members.
- D. *Approve Dates for Meetings.* Approve the date and location of the CSAP Annual Meeting.

Section 3. Appeals Committee. The Executive Committee shall act as an appeals committee. The duties shall be to serve in a judicial capacity for the members, Units, or Areas submitting questions of controversy that have not been reconciled, to render a decision (by ballot, if appropriate), and to inform the appealing member or members in writing that such decision shall stand as the decision of CSAP. Further appeal may be made in writing to the President for a hearing before the Annual Meeting body. The Executive Committee shall not consider any matter that arose during a meeting of a Unit or Area or concerning a particular Unit or Area until such Unit or Area has had a reasonable opportunity to decide the question by vote.

Section 4. Electronic Meetings. To the extent permitted by law, the Executive Committee is authorized to meet by telephone conference or through other electronic communications media, so long as all members may simultaneously hear each other and participate during the meeting. A report of any action taken shall be made to the next meeting of the Executive Committee and be included in the minutes.

Section 5. Call to Meeting. The Executive Committee shall meet at the call of the President or any two members of the committee.

Section 6. Quorum. The quorum of the Executive Committee shall be three members, one of whom shall be the President or Vice-president.

ARTICLE X - STANDING COMMITTEES

Section 1. Standing Committees. There shall be the following Standing Committees: Budget and Finance, Governing Documents, Annual Meeting Sites, Financial Review, Growth and Service, Membership, Communications, Recognition, Editorial, and Workshops.

Section 2. Electronic Meetings. All committees are authorized to meet by telephone conference or through other electronic means so long as all members may simultaneously hear each other and participate during the meeting.

Section 3. Term. The length of term for chair and members of the Standing Committees is one (1) year.

Section 4. Budget and Finance. A Budget and Finance Committee of three members, in addition to the Vice president and the Treasurer as members ex officio, shall prepare a recommended budget to present to the Annual Meeting for adoption.

Section 5. Governing Documents. A Governing Documents Committee of three members, in addition to the President and Parliamentarian as ex officio members, shall:

- A. *Annual Meeting Report.* Present to Annual Meeting, after consideration by the committee, amendments to the Bylaws, Special Rules of Order, and Standing Rules submitted to the committee no later than ninety (90) days prior to the Annual Meeting, if such amendments have been submitted by: a Unit, an Area, at least three members, the Executive Committee, or the Board of Directors.
- B. *Present Amendments.* Present amendments originating by two-thirds vote in the committee.
- C. *Conjoin Similar Amendments.* Have power to coordinate similar amendments.
- D. *Send Notices of Amendments.* Send copies of proposed amendments or revision to the Annual Meeting Coordinator and Editor for inclusion in the *Call to Annual Meeting*.
- E. *Conformity to NAP.* Incorporate Bylaw amendments mandated by NAP and inform the membership of such amendments.

Section 6. Annual Meeting Coordinators. One or more Annual Meeting Coordinators, who shall be responsible for planning and managing the annual meetings with the approval of the CSAP President. Coordinators may appoint co-coordinators or subcommittees.

Section 7. Annual Meeting Site. An Annual Meeting Site Committee of one or more members appointed by the President each year, shall search for and recommend to the Executive Committee one or more sites for annual meeting in the year after the year appointed.

Section 8. Financial Review Committee. A Financial Review Committee of one or more members shall:

- A. *Review Finances.* Review the books of the Treasurer two weeks prior to the CSAP Annual Meeting and at such other times as the Board of Directors shall order.
- B. *Supplemental Review.* Conduct a supplemental review of the books of the Treasurer at the close of the CSAP Annual Meeting before the records are released to the newly-elected Treasurer.
- C. *Annual Meeting Review.* Review the financial records of the CSAP Annual Meeting.

Section 9. Growth and Service. Growth and Service Committee, consisting of the Vice-president as chairman, the Area Directors and up to two other members shall:

- A. *Promote Parliamentary Procedure.* Promote the interest in parliamentary procedure in public and private

schools, colleges and universities.

- B. *Administer Funds.* Administer the Growth and Service Fund and encourage donations in honor of living persons or in memory of deceased persons.
- C. *Authorize Funds for Units.* In coordination with the Membership Committee authorize expenditures from the Growth and Services Fund for designated members to assist established Units needing help in stabilizing, to organize new Units, to promote membership, and to coordinate community projects.

Section 10. Membership. A Membership Committee consisting of the Vice-president as chairman, the Area Directors and up to two other members shall:

- A. *Promote New Units.* Assist and promote the formation of new Units.
- B. *Stabilize Units.* Help stabilize Units with declining membership.
- C. *Increase Membership.* Promote increased membership in CSAP.
- D. *Report Changes in Membership.* Report all changes in CSAP membership to each meeting of the Board of Directors.
- E. *Retain Members.* Investigate and encourage retention of members in CSAP.

Section 11. Communications. A Communications Committee consisting of appointed members as necessary that shall work to maintain functional communications through electronic and other means.

Section 12. Recognition. A Recognition Committee of at least three members shall plan and coordinate awards for recognition of members of CSAP in accordance with the Board Rules of Procedure.

Section 13. Editorial. An Editorial Committee with the CP Editor to serve as Chair for the purposes of the producing, editing, and other necessary functions to the California Parliamentarian (CP) publication.

Section 14. Workshops. An Educational Committee with members appointed as necessary to put together an annual educational program, invite and coordinate with speakers, and any necessary functions for the annual meeting.

ARTICLE XI – FINANCES

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

ARTICLE XII – DISSOLUTION

Section 1. Dissolution. In the event of dissolution of CSAP, the net assets of the corporation/association shall be applied and distributed as follows:

- A. *Liabilities and Obligations.* All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made for doing so.
- B. *Conditional Assets.* Assets held by the corporation/association upon condition requiring the return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- C. *Non-conditional Assets.* Assets held for charitable, religious, benevolent, educational, or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trust societies, or other

organizations engaged in charitable, religious, benevolent, educational, or similar activities, pursuant to a plan of distribution as provided by law, provided, however, that said organization shall qualify under Section 501(c)(3) of the Internal Revenue Code or current statutes.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the proceedings of CSAP in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Special Rules of Order that CSAP may adopt.

ARTICLE XIV – AMENDMENTS

Section 1. Amendments. These Bylaws may be amended as follows:

- A. *Vote and Notice.* At the CSAP Annual Meeting by a two-thirds ($\frac{2}{3}$) vote, provided notice has been given in the Call to the Annual Meeting.
- B. *Vote without Notice.* At the CSAP Annual Meeting an amendment to the bylaws may be considered if consent is given by three-fourths ($\frac{3}{4}$) vote of the registered members at the Annual Meeting.
- C. *Emergency Consideration.* In an emergency, the CSAP Annual Meeting may, without advance notice, consider an amendment arising out of the business of the Annual Meeting, if consent for its consideration is first given by three-fourths vote.

Section 2. Revision.

- A. *Vote and Notice.* These Bylaws may be revised at any Annual Meeting, provided a revision has been ordered at a previous Annual Meeting by a two-thirds ($\frac{2}{3}$) vote, and provided notice of the revision has been given.
- B. *Prohibition on other Amendments.* If a revision is authorized, there shall be no other amendments proposed to the existing Bylaws.

Section 3. Announcement of Changes. Any changes to these Bylaws mandated by NAP shall be announced at the next Annual Meeting and shall thereupon be adopted automatically.

Section 4. Compliance. Article I and Article II may not be amended to conflict with the Articles of Incorporation.