

California State Association of Parliamentarians
BYLAWS
(Last amended 08-13-22)

ARTICLE I – NAME

The name of this organization shall be CALIFORNIA STATE ASSOCIATION OF PARLIAMENTARIANS (“CSAP”).

ARTICLE II – OBJECT

The object and purpose of CSAP, organized as a non-profit public benefit corporation, shall be:

1. To bring into closer cooperation the parliamentarians of the State of California.
2. To promote interest in parliamentary law and procedure.
3. To serve as a chartered State Association of the National Association of Parliamentarians (“NAP”), and to further the purposes outlined in the Articles of Incorporation and Bylaws thereof.

ARTICLE III – MEMBERS

Section 1. Membership Eligibility

A. A CSAP member shall be a member of NAP who is also 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. A Provisional member is a Unit member who plans to take the NAP membership exam and to join NAP. Provisional membership expires after three (3) years, but expiration is subject to appeal.

Section 2. Classification

A. A Unit member is a CSAP member who belongs to a CSAP Unit.

B. A Member-at-Large (MAL) is a CSAP member who does not belong to a CSAP Unit.

C. 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. 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.

E. A Provisional member shall be granted the status of a guest.

Section 3. Member in Good Standing

A member is in good standing if the member is in good standing with NAP and has paid the current dues.

Section 4. Dues

A. CSAP annual dues shall be:

1. Thirty dollars (\$30) for Unit members.
2. Thirty-five dollars (\$35) for Members-at-large.
3. One-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. Dues shall be payable to NAP, except that dues of Association Affiliate members shall be payable to CSAP.

C. 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. For the purpose of promoting intensified parliamentary study in order to better attain the objects 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. The Director of each Area shall be an officer of CSAP and a member of the CSAP Board of Directors.

Section 3. The Director of each Area shall arrange Area meetings in accordance with Article VI, Section 5, Paragraph F.

Section 4. Areas shall adopt their own Standing Rules, which when amended, shall be reviewed by the CSAP Parliamentarian in accordance with Article VI, Section 5, Paragraph G #3.

ARTICLE V – UNITS

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

Section 2. Unit Bylaws shall be sent to the CSAP Parliamentarian for review as required by Article VI, Section 5, Paragraph G #4.

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

Section 4. Provisional Members may be recognized as follows:

A. 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 Members shall not serve as Unit President or Vice-President or as delegates or alternates to meetings of CSAP.

C. Provisional Members shall not be counted in determining representation to meetings of CSAP.

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

ARTICLE VI – OFFICERS

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

Section 2. 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. Experience requirements for officers elected at the Annual Meeting shall be computed as of November 1 in the year of the election.

B. 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, or a CSAP Unit President for at least two years within the past three years.

C. To be eligible for the office of Secretary or Treasurer, a member shall have been in good standing for the past two years.

D. 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. Not more than two members from the same Unit shall serve concurrently as elected officers.

Section 4. Term of Office

A. 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. The term of office for Annual Meeting-elected officers shall commence at the close of the Annual Meeting.

C. 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. In addition to the specific duties indicated below in this section, each officer shall:

1. 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. Prepare an annual report for the Annual Meeting.

3. 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** shall:

1. Preside at all meetings of CSAP.

2. Supervise and coordinate the work of CSAP.

3. Appoint the Parliamentarian.

4. Appoint chairmen of all committees whose selection is not otherwise provided for, subject to the approval of the Executive Committee.

5. 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.

6. Along with the Vice President, serve as a representative to the NAP Convention and/or Leadership Conference, as provided in the NAP bylaws. Should the President be unable to attend, the President shall appoint an alternate.

7. Approve all vouchers for payment of budgeted items subject to ratification by the Board of Directors.

8. Contract with consultants and create related policies as necessary, as approved by the Executive Committee.

C. The **Vice-President** shall:

1. Perform the duties of the President in the President's absence.

2. Serve as Chair of the Membership Committee.

3. Serve as Chair of the Growth and Service Committee.

4. Serve as an ex-officio member of the Budget and Finance Committee.

5. Succeed to the office of the President if a vacancy occurs.

6. Serve as representative to the NAP Convention and/or Leadership Conference, as provided in the NAP Bylaws.

D. The **Secretary** shall:

1. Keep a record of proceedings of the CSAP Annual Meeting, the Board of Directors, and the Executive Committee.

2. Distribute publications by mail to CSAP members, as needed.

3. Using available information, compile a history of each year's activities and vital statistics and provide a written summary at the CSAP Annual Meeting.

E. The **Treasurer** shall:

1. Be custodian of all funds belonging to CSAP.

2. 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. Serve ex-officio as a member of the Budget and Finance Committee.

F. Each **Area Director** shall:

1. Arrange for not fewer than two area meetings each year with dates not conflicting with CSAP Board of Directors' meetings.

2. Arrange for notification of the Area meetings to be mailed or e-mailed to all members of CSAP residing in that area.
 3. Have the authority to cancel an Area meeting in the event of an emergency, with such notice as may be practical.
 4. Preside at all Area meetings.
 5. 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** shall:
1. Serve as a member of the Board of Directors and the Executive Committee, with all membership rights.
 2. Advise the President, officers, chairmen of committees, and members when requested.
 3. Review Area Standing Rules when amended, or five years after the last review, for conformity to CSAP Bylaws and other applicable rules.
 4. Review Unit Bylaws when amended, or five years after the last review, for conformity to CSAP and NAP Bylaws and other applicable rules.
 5. Serve as an ex-officio member of the Governing Documents Committee.

Section 6. Nominations and Elections

A. Nominating Committee

1. A Nominating Committee of three (3) Unit members, one from each Area and one MAL shall be nominated from the floor and elected at the CSAP Annual Meeting held in odd-numbered years. When more than three are nominated, election shall be by ballot, and a plurality vote shall elect, with tie votes decided by lot.
2. 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. The Executive Committee shall fill any vacancy occurring in the Nominating Committee.
4. The Nominating Committee shall nominate candidates for the offices of President, Vice-president, Secretary, and Treasurer.
5. 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. Candidates may be proposed by a member, an area, a Unit, or the Nominating Committee.
2. 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 chair of the Nominating Committee prior to May 1.
3. Nominations may be made from the floor provided the nominee is eligible and has given written consent to serve.
4. All nominees shall be given a reasonable opportunity to communicate qualifications and reasons for candidacy.

C. Election of Officers

1. Election of officers shall be by ballot where there are two or more candidates for a single office. A majority vote shall elect.

2. 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. 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. The CSAP President shall appoint the Elections Committee Chair, and the Elections Committee Chair shall appoint the other Elections Committee members.

ARTICLE VII – ANNUAL MEETING

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

Section 2. 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. The official Call to the Annual Meeting shall be mailed at least forty-five days (45) prior to the Annual Meeting. The Call may be sent by e-mail or other electronic form; members who notify the CSAP Secretary in writing that they request the Call by U.S. mail, and include a mailing address, will be sent the Call by U.S. mail.

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

Section 5. 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. Annual Meeting minutes will be posted in the ‘Members Only’ area of the CSAP website, and be available by U.S. mail upon request at a price determined by the Executive Committee.

Section 7. Annual Meeting Quorum

A. The quorum of the Annual Meeting shall be a majority of the members registered at the Annual Meeting.

B. 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. There shall be no proxy voting. Voting may be done by electronic means.

Section 9. Cancellation of Annual Meeting

A. 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. When necessary, the Board of Directors shall establish a method permitting Units and Members-at-Large to vote by mail for officers, bylaw amendments, and for members of the Nominating Committee.

ARTICLE VIII – BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of all the officers, including the Area Directors and the Parliamentarian, and the chairs of the following Standing Committees: Budget and Finance, Governing Documents, and Communications.

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

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

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

Section 5. 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.

Section 6. The Board of Directors is authorized to meet by telephone conference or through other electronic communication media, so long as all members may simultaneously hear each other and participate during the meeting.

Section 7. 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 8. The quorum of the Board of Directors shall be six members, three of whom shall be officers.

Section 9. Meetings of the Board of Directors shall be open to all CSAP members, except when in executive session.

Section 10. Board of Directors meeting minutes will be posted in the ‘Members Only’ area of the CSAP Website and available by U.S. mail upon request, at a price determined by the Executive Committee.

ARTICLE IX – EXECUTIVE COMMITTEE

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

Section 2. The Executive Committee shall:

- A. Transact urgent business of CSAP between meetings of the Board of Directors.
- B. Request the resignation of any officer or committee chair who fails to perform the duties of the office after written notification to that officer or committee chair.
- C. Approve the appointment of the Standing Committee chairs.
- D. Approve the date and location of the CSAP Annual Meeting.

Section 3. 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. 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. The Executive Committee shall meet at the call of the President or any two members of the committee.

Section 6. 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. 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. 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. The length of term for the chair and members of the Standing Committees is one (1) year.

Section 4. A Budget and Finance Committee of three members, in addition to the Vice-President and the Treasurer as ex-officio members, shall prepare a recommended

budget to present to the Annual Meeting for adoption.

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

A. 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 originating by two-thirds vote in the committee.

C. Have power to coordinate similar amendments.

D. Send copies of proposed amendments or revision to the Annual Meeting Coordinator and Editor for inclusion in the *Call to Annual Meeting*.

E. Incorporate bylaw amendments mandated by NAP and inform the membership of such amendments.

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

Section 7. 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. A Financial Review Committee of one or more members shall:

A. 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. 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. Review the financial records of the CSAP Annual Meeting.

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

A. Promote the interest in parliamentary procedure in public and private schools, colleges and universities.

B. Administer the Growth and Service Fund and encourage donations in honor of living persons or in memory of deceased persons.

C. 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. A Membership Committee consisting of the Vice-President as chair, the Area Directors and up to two other members shall:

A. Assist and promote the formation of new Units.

B. Help stabilize Units with declining membership.

C. Promote increased membership in CSAP.

- D. Report all changes in CSAP membership to each meeting of the Board of Directors.
- E. Investigate and encourage retention of members in CSAP.

Section 11. A Communications Chair shall be appointed by the President. The Chair shall appoint committee members as necessary. The Chair shall report at each Board of Directors meeting on the status and needs of the CSAP Editor and CSAP Webmaster.

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

Section 13. An Editorial Committee comprised of the CP Editor as chair and the Editor's appointed members shall assemble and prepare the California Parliamentarian for scheduled publication to the website via the CSAP Webmaster, and direct mail per member request via the CSAP Secretary. A final draft shall be provided to the President prior to publication.

ARTICLE XI – FINANCES

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

ARTICLE XII – DISSOLUTION

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

Section 1. All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made for doing so.

Section 2. Assets held by the corporation/association upon conditions requiring their return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

Section 3. 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

The rules contained in the then-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. These Bylaws may be amended as follows:

A. At the CSAP Annual Meeting by a two-thirds (2/3) vote, provided notice has been given in the Call to the Annual Meeting.

B. At the CSAP Annual Meeting an amendment to the bylaws may be considered if consent is given by three-fourths (3/4) vote of the registered members at the Annual Meeting.

C. 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. These Bylaws may be revised at any Annual Meeting, provided a revision has been ordered at a previous Annual Meeting by a two-thirds vote, and provided notice of the revision has been given in accordance with Article VII, Section 2.

B. If a revision is authorized, there shall be no other amendments proposed to the existing Bylaws.

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

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

Revised: Oct. 26, 2010.

Amended: Oct. 20, 2001; Oct. 2, 2004; Oct. 14, 2005; Oct. 19, 2007; Oct. 25, 2008; Sept.12, 2009, Oct. 2, 2010; Oct. 15, 2011, August 5, 2012, August 10, 2013, September 6, 2014, August 8, 2015, September 10, 2016, August 26, 2017, September 29, 2018, October 3, 2020, October 23, 2021

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