

**ARTICLES OF INCORPORATION**

**TEXAS STATE ASSOCIATION OF PARLIAMENTARIANS**

**ARTICLE I - NAME**

The name of this organization shall be the Texas State Association of Parliamentarians, hereinafter referred to as TSAP, a constituent division of the National Association of Parliamentarians, hereinafter referred to as NAP.

**ARTICLE II - OBJECT**

The object and purpose of TSAP is as stated in the charter of NAP, as follows:

The object and purpose of this association, organized as a non-profit corporation, shall be and it is exclusively for educational, scientific, literary and professional purposes of studying, teaching, promoting, and disseminating the philosophy and principles underlying the rules of deliberative assemblies; to further the growing interest in parliamentary rules in both public and private schools on all levels; to bring into closer cooperation the parliamentarians of the country; to inculcate and uphold the general principles of obedience to law and to lend moral aid and strength to parliamentary activities of its members; to award such certificates of proficiency as the bylaws may provide all within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE III - DURATION**

The corporation shall have perpetual existence under its corporate name.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The address of its registered office in the State of Texas is 3308 Grady, Fort Worth, Texas 76119, the name of its registered agent at said address Lilla Buck (Mrs. R. C.), who is a citizen of Texas and actually resides in the state. The names and addresses of the initial board of directors and incorporators are:

Mrs. Lilla Buck, President  
3308 Grady, Fort Worth, Texas 76119

Mrs. Donna L. Reed, First Vice President  
9318 Faircrest, Dallas, Texas 75238

Mrs. Betty S. Green, NAP District Director  
1601 Ederville Rd., Fort Worth, Texas 76103

## **ARTICLE V - NON-PROFIT**

The corporation shall not have, or issue shares of stock and no dividends shall be declared or paid the corporation. No part of the net income earnings of the Association shall inure to the benefit of any individual member or be distributable to its members, directors or officers.

## **ARTICLE VI - MEMBERSHIP**

Qualifications for membership in the Association shall be as provided in the bylaws.

## **ARTICLE VII - OFFICERS**

The officers of the Association shall be a President, Vice- Presidents, a Recording Secretary and such other officers as the bylaws may provide.

## **ARTICLE VIII - DIRECTORS**

The Directors of this corporation shall consist of the elected officers and such other members as the bylaws may prescribe.

A director is not liable to the corporation or its members for monetary damages for an act or omission in the director's capacity as a director, except for: a breach of the director's duty of loyalty to the corporation or its members; an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; an act or omission for which liability of a director is expressly provided for by statute; or an act related to an unlawful payment of a dividend.

## **ARTICLE IX - DISSOLUTION**

Funds shall be used only to accomplish the purposes specified in the bylaws and no part of such funds shall inure, or be distributed to, the members of TSAP. Upon dissolution of TSAP, any funds remaining shall be forwarded to the NAP, and the charter of TSAP shall be returned to the NAP office.

This article is in compliance with 501 (c) (3) of the Internal Revenue Code.

### **Registered Agent:**

**1985-2001 Lila Buck, 3308 Grady, Fort Worth, Texas 76119**

**2001–2009 Donna L. Reed, 9318 Faircrest, Dallas, TX 75238**

**2009–present Betty S. Green, 1601 Ederville Rd South, Fort Worth, TX 76103**

**BYLAWS**  
**TEXAS STATE ASSOCIATION OF PARLIAMENTARIANS**

**ARTICLE I – NAME**

The name of this organization shall be the Texas State Association of Parliamentarians, hereinafter referred to as TSAP, a constituent division of the National Association of Parliamentarians, hereinafter referred to as NAP.

**ARTICLE II – OBJECT**

The purpose and object of TSAP shall be to support the purposes and programs of NAP; promote the philosophy and principles underlying the rules of deliberative assemblies through the study, teaching, and dissemination of parliamentary law and procedure; advocate and encourage continuing education, maximum proficiency in parliamentary skills, and closer communication and cooperation among parliamentarians throughout Texas.

**ARTICLE III – MEMBERS**

**Section 1. Classification.** There shall be the following classes of members:

- A. **Primary Members.** Those persons in good standing with TSAP and NAP who declare membership in one single TSAP unit shall be known as primary members.
- B. **Members-at-Large.** Those persons in good standing with TSAP and NAP who are affiliated with any TSAP unit shall be known as members-at-large.
- C. **Provisional Members.** Those persons in a TSAP unit who have not passed the NAP membership examination and who pay the TSAP dues through membership in that unit shall be known as provisional members.
- D. **State Affiliate Members.** Those persons in good standing with NAP who declare primary membership in another association who wish to affiliate with TSAP shall be known as state affiliate members.
- E. **Honorary Members.** Those persons serving as parliamentarians of the Texas House and Texas Senate shall be invited to become honorary members of TSAP, who carry none of the obligations and rights of membership, but will receive the yearbook, Texas Parliamentarian, and relevant communications.

**Section 2. Charter Members.** Those persons affiliated with TSAP prior to May 1, 1955, shall be known as charter members.

**Section 3. Privileges of Provisional Members.** Provisional members may attend TSAP activities by paying the required registration fees, but may not vote, make motions, nor hold TSAP office, nor hold TSAP chairmanship.

**Section 4. Privileges of State Affiliate Members.** State affiliate members may attend TSAP activities by paying the required registration fees, but may not vote, make motions, nor hold TSAP office or TSAP chairmanship.

**Section 5. Good Standing.** A member in good standing shall be one whose current dues have been paid in accordance with the provisions of these bylaws and who is not under disciplinary action.

## ARTICLE IV – TSAP CONSTITUENT UNITS AND UNIT MEMBERS

**Section 1. Organization.** All units shall promote the study of parliamentary procedure and the educational programs of NAP on a local level. Applications for the unit charter shall be made directly to NAP Headquarters. Upon receipt of the unit charter, the unit shall send a list of all members to the TSAP treasurer and third vice-president.

**Section 2. Classification of Unit Members.** There shall be the following classes of members in TSAP units:

- A. **Primary Members.** Those persons who pay TSAP and NAP dues and declare membership in one single designated unit shall be known as primary members of that unit. The choice of a unit for representation in NAP and TSAP shall be declared by the member at the time of payment of annual dues.
- B. **Unit Affiliate Members.** Those persons in a unit who are not counted in the units for determining delegate representation to the TSAP convention shall be known as unit affiliate members of all units with which they are affiliated.
- C. **Provisional Members.** If the unit bylaws provide for provisional members, those persons who qualify shall be known as provisional members of that unit and TSAP. Provisional members shall not be counted in determining representation to NAP or TSAP conventions.

**Section 3. Privileges of Unit Affiliate Members and Provisional Members.**

- A. Unit affiliate members may exercise full membership rights and duties in any unit in which they pay unit dues. Units may select unit affiliate members as delegates to TSAP conventions unless unit bylaws prohibit such action.
- B. Provisional members of units may vote on unit matters only, and except for the office of president or vice-president, may hold any office unless unit bylaws deny such privileges.

**Section 4. Charter Units.** Units affiliated with TSAP before May 1, 1955 shall be known as Charter Units.

**Section 5.** Each unit shall send a list of unit officers to NAP Headquarters, TSAP corresponding secretary, TSAP treasurer and the chairman of the yearbook committee not later than June 1 of each year.

**Section 6. Youth Groups.** Youth groups, certified under NAP bylaws, Article IV. Section 7, shall be recognized by TSAP upon payment of a group fee.

## ARTICLE V – DUES, FEES, AND FINANCE

**Section 1. Dues and Fees.**

A. **Annual dues shall be as follows:**

primary member dues	\$15.00
member-at-large dues	\$20.00
provisional member dues	\$15.00
state affiliate member dues	\$20.00
youth group fee	\$ 5.00
academic student dues	\$10.00

- B. **Date Payable.** The membership year shall be from January 1 through December 31. Except for provisional and state affiliate members, NAP and TSAP dues shall be due and payable to NAP Headquarters by January 1, delinquent if not paid by February 1. Provisional members shall pay TSAP dues through their unit treasurer, to be forwarded to the TSAP treasurer. State affiliate members shall pay TSAP dues directly to the TSAP treasurer.
- C. **Current Members.** Members who change between unit and member-at-large status shall not owe additional association dues to NAP or TSAP for the dues period during which the status change occurs, nor shall they receive a refund from NAP or TSAP.

- D. **Publication Fee.** Individuals may obtain the *Texas Parliamentarian* and news releases for a fee determined by the TSAP board of directors.
- E. **Academic Students.** Those persons who pay the student dues reduction to NAP, as provided by NAP bylaws, Article III. Section 3.c. shall be eligible for the academic student dues amount in Section 1.a.

**Section 2. Termination and Reinstatement.**

- A. A member whose dues remain unpaid by March 1 shall automatically be dropped from membership.
- B. A member who has been reinstated to NAP may be reinstated to TSAP and to any applicable unit(s) by payment of the dues to TSAP and the applicable unit(s).

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

**ARTICLE VI – OFFICERS**

**Section 1. Elected and Appointed Officers.**

- A. **Elected Officers.** The elected officer of TSAP shall be: president, first vice-president, second vice-president, third vice-president, recording secretary and treasurer.
- B. **Appointed Officers.** The appointed officers of TSAP shall be a corresponding secretary, a historian, a parliamentarian, an editor, and such other officers as may be deemed necessary by the board of directors or the convention body. Officers appointed by the president, with the exception of the parliamentarian, shall be approved by the executive committee.

**Section 2. Qualifications for Office.**

- A. Except for the offices of president and first vice-president, any member of NAP in good standing who has been a member of TSAP for at least one year shall be eligible for election to any elected office.
- B. Only those members of NAP and TSAP in good standing who have served on the TSAP board of directors for at least one year, within a three-year period immediately preceding election, and have attained Registered Parliamentarian or Professional Registered Parliamentarian status, shall be eligible for election to the office of president or first vice-president.

**Section 3. Terms of Office.**

- A. All officers shall take office immediately following the convention at which they are elected. All officers shall serve for one year or until their successors are elected and take office.
- B. Elected officers shall be eligible to succeed themselves in the same office; however, in no case shall they serve more than two consecutive terms in the same office.
- C. No member shall hold more than one elected or appointed office concurrently.

**Section 4. Removal from Office.** The board of directors, by a two-thirds vote, may remove an officer or chairman from office for misconduct or neglect of duties.

**Section 5. Vacancies.** A vacancy in the office of president shall be filled by the first vice-president; a vacancy in any other elected office shall be filled for the unexpired term by a ballot vote of the executive committee. In the event vacancies occur, at the same time in the offices of both the president, and first vice-president, the second vice-president shall immediately notify all members of the executive committee and, within ten days, call a meeting or initiate a vote of the executive committee for the purpose of electing a new president.

**Section 6. Duties of Elected Officers.** In addition to their specified duties, elected officers shall perform other duties as may be directed by the president.

- A. **President.** The president shall:
1. preside at all regular and special meetings of TSAP, the board of directors, and the executive committee;
  2. appoint the parliamentarian and, with the approval of the executive committee, any other appointed officers;
  3. except as otherwise provided in these bylaws, appoint, with the approval of the executive committee, the chairman of all standing and special committees;
  4. appoint committees for the annual convention;
  5. be the official representative of TSAP in the activities of NAP;
  6. serve ex-officio as a member of all standing and special committees with the exception of the nominating committee;
  7. be authorized to sign checks in the absence of the treasurer;
  8. appoint delegates from members-at-large in accordance with Article VIII, Section 2;
  9. sign contract(s) with the recording secretary after board of directors' approval; and
  10. obtain the state membership roster from NAP as needed and furnish a copy to the membership chairman.
  11. ensure that all necessary physical arrangements are made for the mid-winter board events, to include the mid-winter board meeting, nominating committee meeting, and parliamentary institute.
- B. **First Vice-President.** The first vice-president shall:
1. serve as the presiding officer in the absence of the president;
  2. in the event of disability or resignation of the president, serve as president for the remainder of the unexpired term; and
  3. serve as chairman of the extension committee.
- C. **Second Vice-President.** The second vice-president shall:
1. serve as the presiding officer in the absence of the president and first vice-president;
  2. serve as chairman of the education committee; and
  3. serve as a member of the scholastic committee.
  4. provide to the treasurer a report of the NAP and TSAP materials sold detailing the sales and taxes for each day of the sales at the TSAP convention and any institutes where materials were sold annually.
- D. **Third Vice-President.** The third vice-president shall:
1. serve as the presiding officer in the absence of the president, first vice-president, and second vice-president; and
  2. serve as chairman of the membership committee.
- E. **Recording Secretary.** The recording secretary shall:
1. record the proceedings of all meetings of TSAP, the board of directors, and the executive committee;
  2. send a copy of the minutes of the board of directors' meetings and the convention to each member of the board within 45 days after such meetings;
  3. have custody of all books and papers except those specifically assigned to other offices and chairmen; and
  4. sign contract(s) with the president after board of directors' approval.
- F. **Treasurer.** The treasurer shall:
1. have custody of all TSAP funds, with the exception of those moneys designated for the convention account;
  2. notify the chairman of the board of trustees within ten (10) days of the receipt of any gift or donation, the name of the honoree and donor, the amount of the donation, and the current balance in the account;

3. collect TSAP dues from provisional and state affiliate members and other funds as directed by the board of directors;
4. keep an accurate account all money received and disbursed;
5. disburse money for approved budgeted items upon receipt of an invoice or other documentation from the person responsible for the budget item;
6. reconcile monthly bank statements in a timely manner and immediately upon reconciliation forward to the president a copy of the bank statement along with a listing of all deposit origins and disbursements for the period;
7. provide a quarterly financial report to the chairman of the Education Endowment Board of Trustees;
8. serve as a member of the finance committee;
9. furnish names and contact information of provisional and state affiliate members in good standing to the president, the extension chairman, the membership chairman, the yearbook chairman, and editor no later than March 30, and other times as necessary;
10. send renewal notices of TSAP provisional and state affiliate members' dues payable to unit treasurers by December 1 and notices of delinquencies by February 15.
11. present an interim report at TSAP convention;
12. submit an annual financial report and the completed treasurer's books and records for internal audit no later than 15 days after conclusion of the treasurer's term of office;
13. be bonded, the cost of bonding to be paid by TSAP; and
14. notify NAP Headquarters the amount of the current state dues by October 1 of each year.
15. pay any Texas State Sales Taxes by January 20 of each year to the Texas Comptroller's office.
16. file the 990N Form annually in the month of March.

## **Section 7. Duties of Appointed Officers and the Parliamentarian**

### **A. Corresponding Secretary.** The corresponding secretary shall:

1. serve as chairman of the procedure handbook committee;
2. compile a list of incoming unit officers;
3. conduct the business correspondence of TSAP under the direction of the president and/or the board of directors;
4. mail award forms with criteria for each to all unit presidents by September; and
5. perform other duties as directed by the president or as may be incident to this office.

### **B. Historian.** The historian shall:

1. prepare a narrative account of TSAP activities occurring during the historian's term of office, this narrative to be approved by the board after which it shall be published electronically to the TSAP website as the official history; and
2. prepare a book of press releases, photographs and other memorabilia.

### **C. Parliamentarian.** The parliamentarian shall:

1. attend all meetings of TSAP, the board of directors and the executive committee; and
2. advise on matters of parliamentary procedure upon request from members.

### **D. Editor.** The editor shall compile and have published the *Texas Parliamentarian* to be sent to all members.

## **ARTICLE VII – NOMINATIONS AND ELECTIONS**

### **Section 1. Nominating Committee**

- #### **A. Composition.** A nominating committee composed of nine members shall be elected by ballot at the annual TSAP convention. Nominations shall be made from the floor of the convention and election shall be at the same time as the election of officers. No unit may be represented by more than one member on the committee.

- B. **Election of Committee Members.** The results of the election shall be ranked from those candidates receiving the most votes to those candidates receiving the least. The nine candidates with the most votes shall be elected. The remaining candidates shall serve as alternates according to their rank. The committee member receiving the most votes shall serve as chairman. A tie in the results of the election shall be decided by lot drawn by the chairman of the tellers.
- C. **Eligibility of Committee Members.** Each member of the committee shall be a primary member of a different TSAP unit or a member-at-large, and no member shall be eligible to serve on the committee for two consecutive terms.
- D. **Duties of the Chairman and Committee Members.**
  - 1. The chairman of the nominating committee shall select the date and location of the nominating committee meeting and shall submit notice of this meeting to the editor of the *Texas Parliamentarian* for publication in an issue prior to the nominating committee meeting.
  - 2. Members have a duty to attend the committee meeting. Any member who cannot attend the meeting shall resign and notify the chairman at the earliest practicable time. The chairman shall fill any vacancies in the committee with alternates according to their rank.
  - 3. The committee shall consider the qualifications of all members endorsed by units, primary members, or members-at-large. All written endorsements must be received by the chairman no later than ten days before the nominating committee meeting.
  - 4. The nominating committee shall also be authorized to propose nominees for any elected office.
- E. **Reports.** Prior to making the nominating committee report, the chairman will contact each person whom it wishes to nominate, in order to obtain acceptance of nomination with an acceptance expected from the nominee. All deliberations of the nomination committee shall be confidential, but does not prohibit disclosing the names of the nominees. In its report to the membership, the nominating committee shall submit the names of at least one nominee for each office to be filled. This report shall be included in the Official Call to Convention and read on the first day of the convention. Nominations may also be made from the convention floor provided that the written consent of the nominee has been previously obtained.

**Section 2. Election of Officers.** Officers shall be elected by ballot at the annual convention. A majority shall elect. If there is but one nominee from any office, the vote may be viva voce.

## ARTICLE VIII – MEETINGS

### Section 1. Time, Place, and Notification.

- A. TSAP shall hold an annual convention for the purpose of electing officers, receiving reports, amending bylaws, and conducting such other business as may properly arise.
- B. The annual convention shall be held in April or May at a time and place to be determined by the president and convention committee chairman.
- C. The Official Call to the Convention, giving the time and place of the session, shall be mailed to the membership no later than 30 days prior to convention.
- D. The annual convention shall be open to, and may be attended by, all members of units, members-at-large, members of youth groups, state affiliate members and guests. Members of TSAP who are not delegates shall be afforded all the privileges of delegates except for the making of motions and voting.
- E. The amount of any registration fees for delegates, members and/or guests shall be determined by the board of directors.

### Section 2. Representation.

- A. The voting body of the convention shall be composed of:
  - 1. elected and appointed officers;



2. chairmen of standing committees;
  3. past president of NAP in good standing who reside in Texas;
  4. past presidents of TSAP in good standing;
  5. delegates representing units, based on unit membership as reported from the office of the National Association of Parliamentarians after March 10<sup>th</sup> but no later than March 31<sup>st</sup> to the TSAP President and determined by the Credentials Chairman as follows:
    - a) one for each primary member up to six primary members.
    - b) one additional delegate for each additional group of one to five primary members;
  6. delegates representing members-at-large and chosen by plurality vote of the board of directors, one delegate for each ten members-at-large based on membership at the time of the board of directors meeting at which these delegates are elected. In the event there are vacancies in the member-at-large delegation, the president shall be empowered to appoint delegates from members-at-large attending convention; and
  7. one delegate from each youth group.
- B. Alternates to the delegates representing units and members-at-large shall be selected in the same manner as delegates.
- C. No member shall have more than one vote, and no delegate shall represent more than one unit.

**Section 3. Quorum.** A majority of the registered voting members shall constitute a quorum for any meeting of TSAP.

**Section 4. Emergency Provision.** If circumstances, such as a national emergency, prevent the holding of the annual convention, the executive committee, voting at a meeting, by mail, or by telephone, shall be authorized to cancel or postpone the convention, and provide the conduct of necessary business including the election of officers by the method deemed most appropriate given the current situation.

## **ARTICLE IX – BOARD OF DIRECTORS**

**Section 1. Composition.** The board of directors shall be composed of the elected and appointed officers and the chairmen of standing committees.

**Section 2. Duties and Powers.** In accordance with these bylaws and subject to the orders of the convention body, the board of directors shall have authority to administer the affairs of, and act on behalf of, TSAP between conventions. Duties and powers of the board of directors shall include, but not necessarily be limited to, the following:

- A. adopt the budget;
- B. authorize the appointment of additional appointed officers;
- C. create special committees;
- D. provide general supervision for the collection and disbursement of TSAP money;
- E. determine an amount from TSAP funds to be advanced to the convention committee;
- F. elect delegates and alternates to NAP and TSAP conventions from among the members-at-large, as provided by these bylaws;
- G. determine the amount of all convention registration fees;
- H. approve the report of the auditing committee;
- I. approve the official narrative history of TSAP;
- J. approve the activities and events planned for the TSAP convention;
- K. approve the annual report of the board of directors presented to the convention body;
- L. be authorized to submit proposed bylaw amendments to the bylaws committee for editing and processing;

- M. adopt rules to govern its own proceedings; and
- N. approve all contracts to be signed by the president and recording secretary.

### **Section 3. Meetings.**

- A. **Regular Meetings.** Regular meetings of the board of directors shall be held immediately prior to the annual convention and at such other times as may be deemed advisable by the president or three members of the executive committee.
- B. **Special Meetings.** Special meetings may be called by the president or three members of the executive committee. Notice of special meetings shall be given to all board members no later than ten days in advance of the meeting.
- C. **Guests.** NAP/TSAP members and other invited guests may attend board of directors' meetings without voice, provided space is available.

### **Section 4. Annual Reports.**

- A. **Board Report.** An annual report reflecting the actions and activities of the board of directors shall be prepared and presented to the convention body by the recording secretary subsequent to its approval by the board of directors.
- B. **Reports of Board Members.** Prior to convention, each member of the board of directors shall submit an annual report to be filed with the recording secretary and read at convention upon request.
- C. **Unit Presidents' Reports.** The president of each unit shall submit a written report to the TSAP president at the annual convention.

**Section 5. Mail Ballot Vote.** In the interim between meetings of the board of directors, a mail ballot may be taken on an emergency matter at the request of the president or three members of the board of directors. Voting shall close after the date on the ballot specified by the president. A two-thirds vote shall be required to adopt any question submitted by mail. Mail ballots shall be sent to all board of directors' members using certified mail, and a complete account of the result of such voting shall be reported by the recording secretary and become a part of the minutes of the next board of directors' meeting.

**Section 6. Files.** All files shall be forwarded to the newly elected officers and newly appointed chairmen no later than 15 days after they have taken office.

**Section 7. Quorum.** Nine members of the board of directors shall constitute a quorum for any regular or special meeting of the board of directors.

## **ARTICLE X – EDUCATION ENDOWMENT FUND**

**Section 1. Education Endowment Fund.** The Education Endowment Fund shall be invested in a restricted interest-bearing account and shall be under the supervision of the board of trustees. The fund may be used for parliamentary education activities and projects approved by the board of trustees. Individuals, units and TSAP may submit grant applications to the board of trustees.

### **Section 2. Fund Administration.**

- A. **Assets.** The board of trustees shall manage two classifications of assets. For purposes of management and investment, all assets may be pooled.
- B. **Gifts.** The board of trustees may accept gifts from any donor as long as the restrictions imposed on the gift are according to one of the following classifications:
  - 1. **Permanently Restricted Gifts** shall be invested in the Education Endowment Fund.
  - 2. **Temporarily Restricted Gifts** shall be managed as funds available for education grants. A donor may designate all of or a portion of any gift for a specific grant or grants in general.
  - 3. **Undesignated Gifts** shall be managed as funds available for education grants.

- C. **Income.** All investment income shall accumulate as principal in the Education Endowment Fund.
- D. **Appropriations.** An amount of the Education Endowment Fund may be appropriated for grants, as long as the amount does not exceed five percent of fair market value as of the end of the last fiscal year and the fair market value does not fall below \$10,000.00.

**Section 3. Board of Trustees.** The board of trustees shall:

- A. be composed of three members elected by the TSAP board of directors;
- B. serve for a three-year term or until their successors are elected;
- C. have staggered terms, with one trustee rotating off the board of trustees following the annual convention and the election of a new member at the first meeting of the TSAP board of directors following the annual convention;
- D. have the TSAP treasurer as an ex-officio member;
- E. have vacancies filled by the executive committee;
- F. have as chairman the member serving the longest in their current term; and
- G. be subject to removal from the board of trustees by a two-thirds vote of the TSAP board of directors for misconduct or neglect of duties.

**Section 4. Duties and Powers.** The board of trustees shall:

- A. adopt an application form and establish a time for submission of the applications for grants;
- B. review applications and award grants to units and TSAP for special parliamentary educational activities or projects;
- C. be notified by the TSAP treasurer within ten (10) days of receiving any endowment contribution and acknowledgement be sent to both the donor and recipient;
- D. initiate and conduct fund raising projects to benefit the fund;
- E. develop promotional articles and brochures concerning the education endowment fund; and
- F. provide written reports to the president prior to the TSAP board of directors' meetings and an annual report to the convention.

## **ARTICLE XI – EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall consist of the elected and appointed officers.

**Section 2. Duties and Powers.** The executive committee shall:

- A. have the authority to conduct necessary or emergency business that may occur between meetings of the board of directors;
- B. approve presidential appointments of appointed officers, except the parliamentarian, and the chairmen of standing and special committees;
- C. determine the amount of bond and/or insurance required for TSAP personnel;
- D. fill vacancies in elected offices by ballot vote as prescribed in Article VI, Section 5;
- E. transact such business as may be referred by the convention body or the board of directors;
- F. be authorized to submit proposed bylaw amendments to the bylaws committee for consideration; and
- G. be authorized to cancel or postpone the annual convention and provide for the election of officers (Article VIII Section 4 and refer to Article IX, Section 5.)

**Section 3. Meetings.**

- A. Meetings of the executive committee may be called by the president and shall be called by the president upon the written request of three members of the executive committee.

- B. A meeting of the incoming executive committee may be called by the incoming president during the TSAP convention to approve appointments for the ensuing term.

**Section 4. Mail or Telephone Vote.** In the interim between meetings of the executive committee, a vote by mail or telephone may be taken at the request of the president on any emergency matter. Such action shall be reported at the next meeting of the executive committee and shall become a part of the minutes of that meeting.

**Section 5. Quorum.** Four members of the executive committee shall constitute a quorum for any meeting of the executive committee.

## **ARTICLE XII – STANDING AND SPECIAL COMMITTEES**

### **Section 1. Standing Committees.**

- A. The standing committees of TSAP shall be: auditing, bylaws, convention, education, extension, finance, membership, nominating, procedure handbook, public relations, scholastic, strategic planning, and yearbook.
- B. No member shall serve as chairman of more than one standing committee concurrently, nor shall any member serve on more than two standing committees and the nominating committee, if elected.

### **Section 2. Duties of Standing Committees.**

- A. **Auditing Committee.** The auditing committee who served during the term of immediate past president, shall conduct an internal audit of TSAP’s financial records, including a review of the annual IRS filing and Texas sales tax payments. The audit shall be completed no later than 30 days after the newly-elected treasurer takes office, and at such other times as may be requested by the executive committee. All audit reports shall be approved by the board of directors. The final audit shall be published in the *Texas Parliamentarian*.
- B. **Bylaws Committee.** The bylaws committee shall:
  - 1. receive, consider, and edit proposed amendments to the bylaws and standing rules submitted by the board of directors, executive committee, or units, provided that such proposed amendments shall have been received by the committee at any time prior to 90 days before the convention;
  - 2. be authorized to originate such proposed amendments to the bylaws and standing rules as the committee may deem appropriate or desirable;
  - 3. report proposed amendments, with any committee recommendations to the membership in the Official Call to Convention; and
  - 4. ensure all mandatory NAP bylaws changes that affect TSAP bylaws are incorporated in the TSAP bylaws and sent to the secretary and yearbook chairman.
- C. **Convention Committee.** The convention committee shall:
  - 1. plan and coordinate, in consultation with the president, the activities and events for the annual TSAP convention, submitting such plans to the board of directors for its approval;
  - 2. maintain a separate account for convention moneys and submit a final financial report and completed books and records to the auditing committee no later than 45 days after the convention;
  - 3. forward the TSAP convention advance, and any remaining funds, to the treasurer no later than 45 days after the convention; and
  - 4. be given an advance for convention expenses from TSAP funds, to be determined by the board.

- D. **Education Committee.** The education committee shall:
1. promote the study and teaching of parliamentary law and procedure through the development and support of TSAP sponsored institutes;
  2. develop new workshops and presentations that may be presented under the name of TSAP; and
  3. approve all workshops and presentations given under the name of TSAP and appoint qualified instructors.
- E. **Extension Committee.** The extension committee shall:
1. promote and assist in the formation of new units, supplying applications upon request;
  2. notify NAP within 60 days of dissolution of any unit; and
  3. assist the units in developing programs designed to attract and retain members.
- F. **Finance Committee.** The finance committee shall submit a proposed budget to the pre-convention session of the board of directors for recommendation. After any necessary amendment, the budget shall be adopted at the first meeting of the board of directors.
- G. **Membership Committee.** The membership committee shall:
1. verify and maintain state contact information as it is received, and send all corrections to the treasurer, yearbook chairman, editor, and NAP Headquarters; and
  2. maintain a complete list of active units, members of all units, and members-at-large.
- H. **Nominating Committee.** The nominating committee shall perform the duties as described in Article VII, Section 1.
- I. **Procedure Handbook Committee.** The procedure handbook committee shall:
1. maintain and/or replace procedure handbooks as needed, under the general supervision of the board of directors;
  2. incorporate into the handbook such changes as may be required as a result of amendment to the bylaws and/or standing rules; and
  3. recommend to the board of directors any other procedural changes which the committee deems advisable.
- J. **Public Relations.** The public relations committee shall:
1. acquaint the general public and the units with the functions and services of NAP and TSAP;
  2. assist with publicity for conventions and other TSAP meetings and events; and
  3. maintain the website.
- K. **Scholastic Committee.** The scholastic committee shall:
1. promote the study of parliamentary law in schools in cooperation with teachers, educators, and coordinators of youth related organizations;
  2. be responsible for the distribution, sales, and reprinting of the *TSAP Study Guide*; and
  3. coordinate the placement of NAP members to serve as judges for parliamentary youth competitions.
- L. **Strategic Planning Committee.** The strategic planning committee shall:
1. Identify critical strategic issues facing TSAP;
  2. Analyze membership status and growth; and
  3. Develop, implement, and monitor a five-year strategic plan with measurable goals and time targets.
- M. **Yearbook Committee.** The yearbook committee shall compile, have published, and mail a yearbook to each member.

**Section 3. Special Committees.** There shall be such special committees as may be deemed necessary by the board of directors or the convention body. The chairmen of special committees, with the exception of those chairmen selected by the board of directors or convention body, shall be appointed by the president with the approval of the executive committee.

**Section 4. Committee Members.**

- A. Each committee chairman shall select the members of that committee and submit them for approval at the post-convention board meeting or as soon thereafter as possible, except for the nominating committee, which is elected.
- B. The president shall be ex-officio member of all standing and special committees with the exception of the nominating committee.

**ARTICLE XIII – ELECTRONIC PROVISIONS**

**Section 1. Meetings.** The board of directors, executive committee, standing committees, special committees and the board of trustees of the education endowment fund shall be authorized to meet by telephone conference or through other electronic communications media, as long as all members may simultaneously hear each other and participate during the meeting. Notice of meetings may be sent by e-mail.

**Section 2. Mailings.** Mailings may be sent by e-mail, except where the bylaws require the use of postal mail or where a member does not have e-mail access.

**Section 3. Publications.** Publications may be in electronic format.

**Section 4. Postal Option.** Any member may formally choose to receive mailings and publications by postal means, by notifying the third vice president.

**ARTICLE XIV – NAP CONVENTIONS**

**Section 1. Convention Delegates.** Convention delegates from TSAP shall be:

- A. the TSAP president and first vice-president;
- B. four delegates, nominated from the floor of the TSAP convention immediately preceding the NAP convention, and elected by plurality ballot. If there are but four nominees, voting may be viva voce;
- C. one delegate for up to the first five primary members-at-large, and an additional delegate for each additional five primary members-at-large or major fraction thereof as of March 1 of the convention year, nominated and elected by plurality vote of the board of directors; and
- D. unit delegates selected by the individual units according to the provision of the NAP bylaws Article VII. Section 2 B.7.

**Section 2. Alternates to the Delegates.** Alternates to the delegates shall be appointed by the TSAP president, when necessary, to replace elected delegates. The first vice-president shall be authorized this responsibility in the absence or incapacity of the TSAP president.

**ARTICLE XV – PARLIAMENTARY AUTHORITY**

The rules contained in the current issue of *Robert's Rules of Order Newly Revised* shall govern the proceedings of TSAP in all cases in which they are not inconsistent with these bylaws of those of NAP.

**ARTICLE XVI – AMENDMENTS**

**Section 1. Amendment to Bylaws.**

- A. These bylaws may be amended by a two-thirds vote of the delegates present and voting at any annual convention, provided that the proposed amendments have been presented by the bylaws committee in the Official Call to the Convention.

- B. These bylaws may be amended by a nine-tenth vote of the delegates present and voting provided that written notice has been given at a previous meeting of the session.

**Section 2. Revision of Bylaws.**

- A. No revision of these bylaws shall be in order unless such revision has been previously authorized by majority vote at a TSAP convention. The convention body shall authorize the appointment of a special committee for the purpose of drafting such a revision. A proposed revision shall be submitted to the membership in the Official Call to the Convention at which the revision is to be considered.
- B. These bylaws may be revised by a two-thirds vote of the delegates present and voting at the annual convention at which the revision is to be considered.

**ARTICLE XVII – DISSOLUTION**

**Section 1. Funds.** Funds shall be used only to accomplish the purposes specified in the bylaws and no part of such funds shall inure, or be distributed to, the members of TSAP. Upon dissolution of TSAP, any funds remaining shall be forwarded to NAP, and the charter of TSAP shall be returned to the NAP office.

**Section 2. Unit Charters.** Upon dissolution, units shall notify and return the charter within sixty (60) days to the NAP office and shall notify the first vice-president of TSAP of this action.

**Section 3. Internal Revenue Code.** This article is in compliance with 501(c)(3) of the Internal Revenue Code.

Amended:

May 3-5, 1991	May 18, 2002	May 1, 2010	May 1, 2016
April 28-30, 1995	April 6, 2003	May 21, 2011	May 6, 2017
May 3, 1997	May 6, 2006	May 20, 2012	May 5, 2018
April 18-19, 1998	May 6, 2007	May 4, 2013	
April 17-18, 1999	May 3, 2008	May 30, 2014	
May 19, 2001	May 3, 2009	May 2, 2015	

## STANDING RULES

### A. GENERAL

1. President.
  - a. The president is custodian of and financially responsible for the emblem, president's pin, gavel, and official seal.
  - b. Prior to the adjournment of the annual convention, the retiring president shall transfer the president's pin, the emblem, the official seal, and the gavel to the newly elected president, and the newly elected president shall present a past president's pin or pendant to the retiring president.
  - c. The president shall send a congratulatory letter to each new primary member, Registered Parliamentarian, and Professional Registered Parliamentarian.
  - d. The president in office at the time of the NAP convention shall submit the TSAP association report, in accordance with guidelines provided by NAP.
2. Treasurer and Budget.
  - a. The treasurer may not change the accounting software without the approval of the board of directors.
  - b. The treasurer shall purchase a past president's pin or pendant in time for the annual convention.
  - c. The treasurer shall pay the TSAP dues for the past NAP presidents from Texas.
  - d. The budget shall include payment of registration (which may include some meals) and reimbursement up to \$1,000 per person for transportation and hotel expenses for two elected officers and one TSAP member selected to attend the annual NAP Leadership Conference.
  - e. The treasurer shall only pay expenses authorized by the bylaws, standing rules, and the budget as approved by the board of directors.
3. Recording Secretary and Minutes.
  - a. The retiring recording secretary shall send to each unit a copy of the convention minutes within forty-five days after the convention.
  - b. The recording secretary shall attach the reports of officers and committees to the minutes.
4. Historian. The history report shall be sent to the recording secretary within forty-five days after the convention.
5. Bylaws Committee. The retiring bylaws committee shall update the bylaws and standing rules as amended by the convention. A copy shall be sent within forty-five days after the convention to the recording secretary, yearbook chairman, and public relations chairman; and a copy shall be sent to NAP headquarters, designating the amendments.
6. Reports.
  - a. Board of Directors Meetings. Officers and committee chairmen shall provide written reports to be filed with the recording secretary at each meeting of the board of directors. The report to the post-convention meeting shall list members of the committee, provide a program outline of activities and include any expected expenses.
  - b. Annual Convention. Reports to the annual convention by officers and committee chairmen shall be published electronically in addition to the printed program. The report of the nominating committee shall also be given orally.
7. Scholastic Committee.
  - a. Any proposed publication by the scholastic committee shall be approved prior to printing by three Professional Registered Parliamentarians, appointed by the president, who are not members of the committee.
  - b. The member who signs for copies of the *Study Guide* on consignment is financially responsible for the copies. All money shall be sent to the scholastic chairman.
8. Records Depository. The Sam Houston Regional Library and Research Center is on the permanent mailing list to receive a hard copy of the yearbook and the *Texas Parliamentarian*.



9. Yearbook.
  - a. The yearbook shall be mailed to the membership no later than September 1; however, this date may move to another date no later than September 15, if given good cause and prior authorization by the TSAP president. Delays beyond September 1 shall be communicated to the unit presidents by the TSAP president.
  - b. The yearbook shall be mailed to the NAP president, the District VI Director, and NAP headquarters.
10. *Texas Parliamentarian*. The *Texas Parliamentarian* prior to the nominating committee meeting shall contain the adopted form for endorsement of candidates.
11. Campaign materials shall not be distributed in the assembly room during business meetings, or in voting areas.

**B. INSTITUTES**

1. Institutes, seminars or workshops held in cities where there are no affiliated units, shall be sponsored by TSAP.
2. State-sponsored institutes shall be under the direction of the education committee of TSAP.
3. All institutes shall be taught by NAP Professional or Registered Parliamentarians.
4. A registration fee, determined by the sponsoring group, may be charged.
5. If sufficient funds are available from the proceeds of the institute, the expenses of those credentialed parliamentarians serving as instructors may be paid.
6. A report shall be made on all institutes to the education committee and the TSAP president.
7. NAP and TSAP official publications may be sold at institutes. Individual or organizations wishing to have materials other than those of NAP and TSAP available for sale shall be charged a fee to be determined by the sponsoring group. The education committee shall be responsible for the sale of NAP and TSAP items at all TSAP sponsored events.
8. The education committee chairman and instructors shall not be required to pay registration fees when participating in institutes.
9. Registration fees for TSAP board members shall be waived for institutes held in conjunction with TSAP board meetings. Appropriate meal charges may be collected from TSAP board members.

Amended:

Apr 29-May 1, 1994	May 18, 2002	May 20, 2012
May 4, 1996	April 6, 2003	May 4, 2013
May 3, 1997	May 6, 2007	May 30, 2014
Apr 18-19, 1998	May 3, 2008	May 2, 2015
Apr 17-18, 1999	May 1, 2010	
May 19-21, 2001	May 21, 2011	