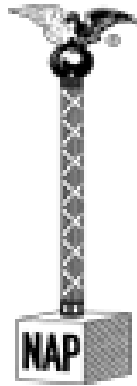


Maryland Association of Parliamentarians, Inc.



**A Division of the
National Association of
Parliamentarians®**

BYLAWS

Revised 28 October 2023

Maryland Association of Parliamentarians (MAP) Bylaws

Article I – Name

The name of this organization shall be the Maryland Association of Parliamentarians, Incorporated, hereinafter designated as MAP.

Article II – Object

The object of this Association shall be to bring into closer cooperation the units of the National Association of Parliamentarians in the State of Maryland, to promote the practices of parliamentary procedure, to promote the objects of the National Association of Parliamentarians, and to adhere to the ethics of that organization and carrying out such other activities as may be necessary or useful in the furtherance of these purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code.

Article III – Membership

Section 1. Members of NAP, current in their dues, who have identified Maryland as their state association, shall be members of MAP.

Section 2. A member in good standing shall be one whose current dues have been paid in accordance with the provision of these bylaws and who is not under disciplinary action.

Section 3. Membership in MAP shall be classified as Primary, Affiliate, Member-at-Large, Provisional, or Honorary.

Section 4. A primary member of MAP is one who is a primary unit member in good standing with a Maryland Unit affiliated with MAP. Primary members of MAP as of 1 March of the NAP convention year are counted in determining the number of delegates to which MAP is entitled at the NAP convention.

Section 5. Affiliate members are non-MAP members who are primary members of another NAP Association. Affiliate members shall not be counted for the purpose of determining the number of delegates to which MAP is entitled at NAP conventions. Affiliate members shall not serve as MAP delegates or alternates to the NAP convention.

Section 6. A Member-at-large is an NAP member who is not affiliated with an NAP unit in the state of Maryland, but who has selected Maryland as their association.

Section 7. Provisionals shall be individuals who are preparing for NAP membership. Provisionals are not NAP members and are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.

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Section 8. Honorary Membership. To qualify for honorary membership, an individual shall be a non-member of MAP who has demonstrated exceptional service to MAP or who has added distinction to the parliamentary profession. An individual shall be granted honorary membership by a two-thirds vote at the Annual Meeting upon recommendation by the MAP Board of Directors. Honorary members may attend meetings and speak in debate, but shall not pay dues, nor shall they have any of the other obligations, rights, or privileges of membership.

Section 9. Annual Dues.

- A. Dues for primary members and members-at-large shall be due and payable to NAP headquarters by January 1. Dues for new members shall be prorated monthly for the remaining calendar year of their initial membership and shall be based on the date of membership. The membership year shall be from January 1 through December 31.
- B. MAP dues for affiliate members shall be paid by such affiliate members to MAP treasurer by January 1. The fiscal year shall be from December 1 through November 30 inclusive.
- C. Membership for all classes of members shall be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.
- D. A member of MAP may be a member of more than one association but shall be a primary member of only one association, as designated by their NAP annual dues payment invoice.

Article IV - Officers

Section 1. The officers of MAP shall be President, Vice President, Secretary, Treasurer, and two Directors.

Section 2. Eligibility

- A. **Eligibility for President and Vice-President.** To be eligible to serve as president or vice president, a candidate:
 - 1. shall be a member in good standing of NAP
 - 2. shall be a member in good standing of an MAP Unit
 - 3. shall have served as an officer in an MAP Unit
 - 4. shall have served on the MAP Board of Directors for at least one term before the beginning of the term for which nominated
- B. **Eligibility for Secretary.** To be eligible to serve as secretary, a candidate:
 - 1. shall be a member in good standing of NAP
 - 2. shall be a member in good standing of an MAP Unit
 - 3. shall have a background and knowledge as an association or organization secretary or served as secretary in an MAP Unit

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- C. Eligibility for Treasurer.** To be eligible to serve as treasurer, a candidate:
1. shall be a member in good standing of NAP
 2. shall be a member in good standing of an MAP Unit
 3. shall have a background and knowledge in accounting, finance or management or served as treasurer in an association, non-profit organization, or MAP Unit
- D. Eligibility for Director.** To be eligible to serve as director, a candidate:
1. shall be a member in good standing of NAP
 2. shall be a member in good standing of an MAP Unit
 3. shall have a background and knowledge of what is required from the MAP Directors or served as a director in an association, non-profit organization, or MAP Unit.

Section 3. Nominations

- A.** In the even numbered years, a Nominating Committee of three members shall be elected by the Board of Directors. No unit shall be represented by more than one member of the Nominating Committee. Affiliate members may not represent units on the Nominating Committee.
- B.** It shall be the duty of the Nominating Committee to identify and present eligible candidates for the elected offices to be filled at the Annual Meeting held in the odd numbered years. The committee shall solicit nominations from members of MAP and present the slate of candidates at the Annual meeting.
- C.** In the event the Nominating Committee fails to identify an eligible candidate for any elected position, the Board of Directors will appoint an eligible member to fill that position for the full term.

Section 4. Election of Officers. Elections shall be by paper ballot or electronic balloting, unless the election is uncontested, in which case the chair shall declare the candidate elected. Installation of elected officers shall be conducted at the Annual Meeting where election was held.

Section 5. Term of Office. Officers shall assume office at the close of the Annual Meeting at which they are elected. The term of office shall be for two years, or until their successors are elected. The secretary, treasurer, and directors shall not serve more than two consecutive terms in the same office and may serve again after being out of office for at least one term.

Section 6. Vacancy in Office.

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

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- B.** A vacancy in any office other than president created by death, resignation, or incapacitation as determined by the MAP Board of Directors shall be filled by the MAP Board of Directors.

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

- A. President.** The President shall preside at meetings of the Association, appoint a Parliamentarian; appoint the chairs of committees, except those provided for; serve as ex officio a member of all committees except the Nominating Committee, and Audit Committee; and perform such other duties incident to the office as are prescribed in the parliamentary authority.
- B. Vice President.** The Vice President shall be an aide to the President; in the temporary absence of the President, perform the duties of that office make arrangements for the meetings of the Board of Directors with the approval of the President; and perform such other duties incident to the office as are prescribed in the parliamentary authority. The Vice President shall serve as chair of the MAP Membership Committee.
- C. Secretary.** The Secretary shall document the minutes; keep on file all committee reports; maintain the organization's current membership roll and call the roll when it is required; notify officers, committee members and delegates of their appointment; send out to the membership any required notice of each meeting; and in consultation with the President, prepare the meeting agenda. The Secretary shall serve as the chair of the Directory Committee. The secretary shall also be a member of the finance committee.
- D. Treasurer.** The Treasurer shall receive and have custody of all funds of the Association; deposit all funds in such bank or banks as are authorized by the Board of Directors; keep an itemized account of receipts and disbursements; disburse funds, not in excess of the amounts listed in each category of the approved budget; and perform such other duties incident to the office as are prescribed in the parliamentary authority. The treasurer shall be bonded.
- E.** Any officer having access to the MAP Bank account or who will be required to sign checks shall be bonded.

Article V - Meetings

Section 1 Annual Meeting. The Annual Meeting shall be held in October or November, on a date and at a time and in a place determined by the Board of Directors. The call to the Annual Meeting shall be sent to all members of MAP by the Secretary, at

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least thirty days before the Annual Meeting. When an in-person meeting cannot be held, an electronic meeting is authorized in accordance with RONR Newly Revised, current NAP guidelines, and State Laws.

Section 2 Voting Members. The voting members of the Annual Meeting shall be all Primary, Affiliate, and Members-at-Large in attendance. A voting member shall have but one vote.

Section 3 Attendance. The Annual Meeting shall be open to all MAP members, Provisional Members of units, and visitors. The privilege of making motions, debating, and voting shall be limited to the voting members.

Section 4 Delegates. The Annual Meeting in even-numbered years shall elect the delegates and the alternates of MAP to the NAP convention. The MAP President and Vice President shall be delegates without election. Election by plurality vote shall be conducted to select the following:

- A. Two delegates from among the unit members
- B. Two alternates from among the unit members, plus an alternate for the Vice President
- C. One delegate for each five members at large
- D. One alternate for each five members at large

Section 5 Delegate Elections. Elections shall be by ballot, or electronic balloting, except that, in cases where there are no more candidates than there are positions to be filled, balloting may be dispensed with. A vacancy among the delegates shall be filled by the President from among the available alternates. A vacancy among the alternates shall be filled by the Board of Directors.

Section 6 Quorum. Fifteen MAP members shall constitute a quorum.

Section 7 Special Meetings. Special meetings may be called by the President and shall be called if requested by seven or more members. Notice of the special meeting shall be 14 days.

Article VI – Board of Directors

Section 1 The elected officers of MAP and the Unit Presidents (or, in their absence, a unit representative), shall constitute the Board of Directors.

Section 2 The Board of Directors shall have full power and authority over the affairs of the Association between Annual Meetings, except that of modifying any action taken at an Annual Meeting. It shall make an annual report at the Annual Meeting.

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Section 3 Meetings of the Board of Directors shall be held at least quarterly on a date/time to be established by the Board. Special meetings may be called by the President or at the request of five members of the Board with 72 hours' notice. When an in-person meeting cannot be held, an electronic meeting is authorized in accordance with RONR Newly Revised, and current NAP guidelines.

Section 4 Five members of the Board of Directors shall constitute a quorum.

Article VII – Executive Committee

Section 1 The Executive Committee shall be comprised of all elected officers.

Section 2 The Executive Committee shall be responsible for the transaction of necessary business between meetings of the Board of Directors. It shall make a complete report at each meeting of the Board of Directors.

Section 3 The Executive Committee shall meet at the call of the President, or upon the request of two of its members. When an in-person meeting cannot be held, an electronic meeting is authorized in accordance with RONR Newly Revised, current NAP guidelines, and State Laws.

Article VIII – Committees/Duties

The standing committees shall be Finance, Education, Technology, Membership, Directory, Bylaws, Nominating, Annual Meeting, and Audit.

Section 1 Finance Committee A Finance Committee shall be composed of the Treasurer as chair, the secretary, and at least two members appointed by the President. This committee shall prepare a budget for the next fiscal year, submit it to the Annual Meeting for approval, and shall have general supervision of the finances of the Association. The committee shall submit a proposed budget 30 days prior to the Annual Meeting. The fiscal year shall be from December 1 through November 30 inclusive.

Section 2 Education Committee The President shall appoint the Education Committee composed of at least three members. The committee shall facilitate the delivery of educational presentations to MAP.

Section 3 Technology Committee The President shall appoint a Technology Committee composed of at least three members. The committee shall oversee the access, usage, and update of communication platforms including but not limited to the website, and access to the virtual meeting products such as Zoom or Microsoft Meetings as utilized by the Association.

Section 4 Membership Committee The President shall appoint the Membership Committee of at least three members. The Vice President shall serve as the chair of the committee. The committee shall serve as liaison to the units assisting in increasing

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membership participation and engagement in MAP. They shall ensure that MAP records match NAP records and coordinate for any discrepancy.

Section 5 Directory Committee The President shall appoint a Directory Committee consisting of the Secretary and at least three members. The Secretary shall be the chair. The Directory committee shall update the MAP directory and make it available to the membership.

Section 6 Bylaws Committee The President shall appoint the Bylaws Committee composed of at least three members. The committee shall receive, compile, and recommend proposed bylaws amendments and present any proposed amendments to the membership at least 30 days prior to the annual meeting.

Section 7 Nominating Committee In the even numbered years, a Nominating Committee of three members shall be elected by the Board of Directors. No unit shall be represented by more than one member of the Nominating Committee. Affiliate members may not represent units on the Nominating Committee. It shall be the duty of the Nominating Committee to nominate candidates for the elected offices to be filled at the Annual Meeting held in the odd numbered years. The committee shall solicit nominations from members of MAP and present the slate of candidates at the Annual meeting.

Section 8 Annual Meeting Committee The President shall appoint an Annual Meeting Committee composed of at least three members. The Committee shall be responsible for planning and executing the Annual Meeting including but not limited to creating the program, coordinating with the Education Committee for training, setting the agenda, investigating, and recommending a date, time, and venue, and if applicable, mode of execution; developing standing rules, and presenting a report to the Board of Directors prior to the Annual Meeting.

Section 9 Audit Committee The President shall appoint an Audit committee composed of at least two members. The committee shall audit the Treasurer's records at the close of the fiscal year, report to the Board of Directors at the first meeting of the Board or to the Annual Meeting and shall audit the books at such other times as may be determined by the Executive Committee.

Section 10 The President and/or the Board of Directors may establish such other committees as necessary, and appoint their chairs, and the president shall appoint the other members of the committees.

Article IX – Dissolution

Section 1 Upon the dissolution of the association, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If at the time of dissolution MAP meets the criteria under Section 1, the assets shall be liquidated and distributed to NAP.

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Section 2 The association charter shall be returned to NAP Headquarters

Article X - Parliamentary Authority

Section 1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern MAP in all cases to which they are applicable and in which they are not inconsistent, nor in conflict, with these Bylaws, NAP Bylaws, or Any Special Rules of Order MAP may adopt.

Article XI - Amendments

Section 1 These bylaws may be amended at any Membership Meeting, by a two-thirds vote, provided that the proposed amendments were submitted in writing to the Bylaws Committee at least 60 days prior to the meeting where the proposal(s) is (are) to be acted upon.