

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35  
36  
37  
38  
39  
40  
41  
42  
43  
44  
45

**BYLAWS OF THE  
NAP EDUCATIONAL FOUNDATION**

**ARTICLE I  
Name**

The name of this organization shall be the NAP EDUCATIONAL FOUNDATION, hereinafter referred to as the “Foundation.”

**ARTICLE II  
Object**

This Foundation is organized exclusively for educational and charitable purposes, as stated in Article V of the Foundation’s Articles of Incorporation: in support of developing, promoting, providing educational content, material, scholarships, and programs as well as conducting research that will enhance the parliamentary profession.

No part of the earnings shall inure to benefit any Foundation trustee.

**ARTICLE III  
Contributor Status**

**Section 1. Annual Contributor Status.** Any NAP member is eligible for Annual Contributor status in the Foundation upon the payment of a donation of twenty-five dollars (\$25.00). Contributor status becomes effective when the donation is processed. The Annual Contributor status expires December 31 of each year.

**Section 2. Life Contributor.** Any Foundation contributor who has donated a total of at least one thousand dollars (\$1,000) shall be a Life Contributor and shall not be required to make further contributions in order to maintain Life Contributor status during such contributor’s lifetime.

**Section 3. Organizational Donors.** Any group of persons, whether internal or external to the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®, shall be recognized, during the year of a contribution, as an Organizational Donor of the Foundation. Organizational Donors are not eligible for Life Contributor status.

**ARTICLE IV  
Officers**

**Section 1. Officers.** The officers of the Foundation shall be a president, a vice-president, a secretary, and a treasurer.

**Section 2. Duties.** These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Foundation.

A. The president shall appoint, subject to the approval of the board of trustees, committee chairmen and committee members. The president shall be ex officio, a member of all

46  
47  
48  
49  
50  
51  
52  
53  
54  
55  
56  
57  
58  
59  
60  
61  
62  
63  
64  
65  
66  
67  
68  
69  
70  
71  
72  
73  
74  
75  
76  
77  
78  
79  
80  
81  
82  
83  
84  
85  
86  
87  
88  
89  
90

committees

B. The vice-president shall serve as contributor committee chairman.

C. The treasurer shall serve as finance committee chairman.

**Section 3. Election.** The officers shall be nominated via open nominations by the board of trustees from among its trustees and shall be elected by ballot. If there is only one candidate for each office, election may be by voice vote.

**Section 4. Term.**

A. Officers shall serve for a term of two years or until their successors are elected, and their term shall begin at the close of the annual meeting at which they are elected.

B. No trustee shall hold more than one office at a time.

C. A trustee may serve for no more than two consecutive terms in the same office, but may serve in the same capacity after being out of office for at least one year.

**Section 5. Bond.** The board of trustees may require any officer to be bonded in an amount set by the board, the premium to be paid by the Foundation.

**ARTICLE V  
Board of Trustees**

**Section 1. The board of trustees shall be constituted as follows:**

**A. Elected.**

1. The board shall consist of eight trustees, seven of whom shall be elected by the board of trustees; and not more than one may be elected by the board of directors of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® (hereinafter referred to as the “NAP”).

2. The terms shall be staggered. The elections shall occur in even-numbered years. By June 1 in every fourth year, the NAP board of directors may elect a trustee on the Foundation’s board of trustees, provided that it elects such trustee from the list of three candidates offered by the board of trustees.

3. The elections by the Foundation’s board of trustees shall be completed by June 15 of the election year.

4. To qualify for election to and to remain a trustee, a candidate shall be an Annual Contributor or Life Contributor. No candidate is eligible for nomination and election who has not completed and returned timely the completed nomination packet as described in the Foundation’s Standing Rules.

5. At no time shall there be more than two elected trustees currently serving on the NAP board of directors.

**B. Non-elected.** The president of the NAP shall be an ex-officio, non-voting, trustee.

**C. Advisor.** The NAP Executive Director shall serve as a nonvoting advisor to the board of trustees.

**Section 2. Duties and Powers.** The board of trustees shall have all corporate power and authority over the affairs of the Foundation. The trustees shall perform such other duties as are prescribed in these bylaws.

**Section 3. Term of Office.** Elected trustees shall serve for a term of four (4) years or until their successors are elected and shall assume their board position at the close of the annual meeting following their election. They shall serve until the close of the annual meeting at the conclusion

91 of their term. A trustee shall be eligible to serve three full consecutive terms.  
92 **Section 4. Vacancies.** The board of trustees shall fill vacancies arising among the trustees  
93 provided that notice has been given at the previous meeting of the board of trustees or in the  
94 notice of the board of trustees meeting.

95 **Section 5. Meetings**

- 96 A. The annual meeting of the board of trustees shall be held at the time of the NAP  
97 convention and the Training Conference of the NAP and shall be for the purpose of  
98 electing officers, receiving reports from officers and committees, and any other business  
99 that may arise.
- 100 B. Regular meetings of the board of trustees shall be held periodically throughout the year.
- 101 C. Special meetings may be called by the president and shall be called upon the request of  
102 three members of the board of trustees on a date, place and time fixed by those requesting  
103 the meeting.
- 104 D. Written notice of all meetings of the board of trustees shall be sent not less than five days  
105 in advance of the meeting.
- 106 E. Any trustee who has more than two unexcused absences within the past 12 months shall  
107 be considered automatically resigning from the Foundation's board of trustees. The board  
108 of trustees shall determine which absences are unexcused.
- 109 F. Four members of the board of trustees shall constitute a quorum.
- 110 G. Notice of any meeting may be waived by a trustee by such trustee's signing a waiver of  
111 notice before or after the time of said meeting; and such waiver shall be deemed  
112 equivalent to the giving of said notice. Attendance of a trustee at a meeting for which the  
113 trustee did not receive notice as prescribed in these bylaws shall constitute a waiver of  
114 notice unless said attendance was for the express purpose of objecting to the holding of  
115 said meeting.

116 **Section 6. Electronic Meetings.** The board of trustees may meet and take action by electronic  
117 means provided that all trustees can simultaneously hear each other and participate during the  
118 meeting. Minutes shall be taken and be approved by a committee or at the next meeting of the  
119 board of trustees.

120

121

122 **ARTICLE VI**  
123 **Committees**

124

125

126

127

128

129

130

131

132

133

134

135

**Section 1. Committee Membership.** All committee chairmen shall be trustees.

**Section 2. Standing Committees.** The standing committees of the Foundation shall be Finance, Contributor, Scholarship, Public Relations, and Fundraising.

A. **Finance Committee.**

1. The finance committee shall consist of the treasurer, as chairman, and at least two other members, at least one of whom shall have experience in finance and investing.
2. The duties of this committee shall be to:
  - a) Supervise the investment portfolio and financial status of the Foundation.
  - b) Review financial and investment statements monthly. And report to the board of trustees with any concerns immediately;
  - c) Meet with the investment broker annually to determine long term goals,

- 136 performance, and available monies for distribution;  
137 d) Instruct the NAP office staff to forward balance sheets and income  
138 statements to all members of the board of trustees and the finance  
139 committee; and  
140 e) Present an annual financial report to the trustees and donors at the annual  
141 meeting.

142 **B. Contributor Committee.**

- 143 1. The contributor committee shall consist of the vice-president, as chairman, and  
144 one or more additional members.  
145 2. It shall be the duty of this committee to recruit and retain contributors of the  
146 Foundation. This committee shall send letters to every contributor who  
147 contributes at least \$25.

148 **C. Scholarship Committee.**

- 149 1. The scholarship committee shall consist of two or more members.  
150 2. It shall be the duty of this committee to prepare scholarship information and  
151 applications, promote the scholarship program, and select a recipient(s) of the  
152 Foundation scholarship each year from among the applicants.

153 **D. Public Relations Committee.**

- 154 1. The public relations committee shall consist of two or more members.  
155 2. It shall be the duty of this committee to promote the object of this Foundation and  
156 to work in cooperation with the NAP Communications Committee.

157 **E. Fundraising Committee.**

- 158 1. The fundraising committee shall consist of two or more members.  
159 2. It shall be the duty of this committee to oversee the fundraising activities of the  
160 Foundation.

161 **Section 3. Special Committees.** Special committees may be created as necessary by the board  
162 of trustees or the president as deemed necessary to carry on the work of the Foundation.

163  
164

165 **ARTICLE VII**  
166 **Fiscal Year**

167  
168 The fiscal year of the Foundation shall coincide with that of the NAP.  
169

170

171 **ARTICLE VIII**

172 **Seal**

173  
174 The seal of the Foundation shall be in the form of a disc and shall have inscribed thereon the  
175 name of the Foundation, the word Corporate Seal and designate the state of incorporation as  
176 Missouri.

177  
178 **ARTICLE IX**

179 **Parliamentary Authority**

180  
181 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern  
182 the Foundation in all cases to which they are applicable and in which they are not inconsistent  
183 with these bylaws and any special rules of order the Foundation may adopt.

184  
185 **ARTICLE X**

186 **Amendment of Bylaws**

187  
188 These bylaws may be amended by the board of trustees at any meeting of the board by a two-  
189 thirds vote, provided that the amendment has been submitted at the preceding meeting of the  
190 board or with the notice of the meeting.

191