



# Ontario Association of Parliamentarians

A division of the National Association of Parliamentarians®

## **BYLAWS**

# Bylaws: Ontario Association of Parliamentarians

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# Bylaws: Ontario Association of Parliamentarians

## ARTICLE I: NAME

The name of this association shall be the Ontario Association of Parliamentarians, hereinafter referred to as the Association, a division of the National Association of Parliamentarians (NAP).

## ARTICLE II: OBJECT

The object of the Association shall be to promote the study and use of parliamentary procedure and the educational programs of NAP at the provincial level; to assist in the organization of units within Ontario and to assist in arranging district conferences.

## ARTICLE III: MEMBERS

### Section 1: Classification

There shall be the following classes of members:

- A. Primary: Primary members are NAP members who are counted in the association as of March 1 of the convention year for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.  
  
A primary member-at-large is an NAP member who is a primary member of the association who is not a member of a unit belonging to that association.
- B. Affiliate: Affiliate members are NAP members who are primary members of another association and who are not counted for the purpose of determining the number of delegates to which the association is entitled at NAP conventions.
- C. Provisionals: Provisionals are 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.

### Section 2: Eligibility

- A. Any member of NAP is eligible for membership in this Association and shall become a member upon payment of Association dues.
- B. Any individual preparing for NAP membership is eligible for provisional membership in this Association and shall become a provisional member upon payment of Association provisional dues.

### Section 3: Dues

- A. Membership dues shall be paid annually, and shall be an amount set at the Annual General Meeting.
- B. Full-time students, as defined by NAP, shall have their membership dues reduced by 50%.
- C. NAP and Association dues are payable directly to NAP Headquarters, except for those of affiliate members. Affiliate members' Association dues are payable directly to the Treasurer.

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- D. Dues shall be payable by January 1. Membership shall be delinquent if dues are not paid by February 1, and shall be forfeited if dues are not paid by March 1.
- E. Dues of individuals admitted to the Association after July 1 of a calendar year shall extend through the next calendar year.

### **ARTICLE IV: OFFICERS**

#### **Section 1: Officers**

The elected officers of this Association shall be a president, a vice-president, a secretary, and a treasurer.

#### **Section 2: Term of Office**

Officers shall assume their duties at the close of the Annual General Meeting at which they are elected. Officers shall serve for a term of two years or until their successors are elected. No officer shall serve more than two consecutive terms in the same office.

#### **Section 3: Vacancies**

- A. A vacancy in the office of President shall be filled by the Vice President for the remainder of the unexpired term.
- B. A vacancy in any other office shall be filled by the Board of Directors until the next Annual General Meeting, at which time a by-election shall be held if necessary to fill the remainder of the unexpired term. A vacancy occurring at an Annual General Meeting shall be filled by a by-election at that meeting, if necessary.

#### **Section 4: Duties**

Officers shall perform the duties provided in these bylaws and the adopted parliamentary authority. Officers shall fulfill other duties as may be assigned by the President or the Board of Directors.

- A. The President shall:
  - 1. preside at all meetings of the Association and the Board of Directors;
  - 2. be the chief executive officer and official spokesman of the Association;
  - 3. appoint the parliamentarian;
  - 4. appoint committees, except as otherwise laid out in the bylaws, with the approval of the Board of Directors;
  - 5. be an ex-officio member of all committees except the Nominating Committee;
  - 6. be an authorized signatory on Association cheques; and
  - 7. fulfill such other duties as may be assigned by the Association or the Board of Directors.
- B. The Vice President shall:
  - 1. perform the duties of the President in the absence of or at the request of the President;
  - 2. chair the membership committee; and
  - 3. fulfill such other duties as may be assigned by the Association, the Board of Directors or the President.

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- C. The Secretary shall:
1. record the minutes of all meetings of the Association and the Board of Directors;
  2. be the custodian of all documents, including Association and NAP bylaws, special orders and standing rules;
  3. conduct correspondence as directed by the Association, the Board of Directors, or the President;
  4. send a call of meeting to each Association member, including a copy of the previous meeting's minutes;
  5. send a copy of the minutes of each Board of Directors meeting to the board members within 14 days of the meeting; and
  6. fulfill such other duties as may be assigned by the Association, the Board of Directors or the President.
- D. The Treasurer shall:
1. be custodian of all funds, disbursing them as directed by the Association;
  2. present a financial statement at each Association meeting, and as otherwise requested by the Board of Directors;
  3. notify the NAP headquarters by October 1 of each year of the dues structure for the Association;
  4. be an authorized signatory on Association cheques;
  5. present a budget at each Annual General Meeting; and
  6. fulfill such other duties as may be assigned by the Association, Board of Directors or the President.

### Section 5: Nominating Committee

A Nominating Committee of three members shall:

- A. be elected by ballot at the Annual General Meeting following the Election of Officers except when there are no more than three nominees, in which case they may be elected by vote;
- B. select its Chairman;
- C. fill any vacancies occurring within its membership; and
- D. at the Annual General Meeting, present a slate of one individual for each office to be elected, provided that consent has been obtained from each nominee. The Committee's report is to be included into the official call to the meeting.

### Section 6: Election of Officers

- A. The officers shall be elected at the Annual General Meeting.
- B. In odd-numbered years, the President and Vice-President shall be elected. In even-numbered years, the Treasurer and Secretary shall be elected.
- C. Nominations may be made from the floor, provided that consent has been obtained from each nominee.
- D. Elections shall be by ballot, with a majority vote required to elect.
- E. When there is only one nominee for an office, the election for that office may be held by any of the regular voting methods.
- F. Any by-elections at an Annual General Meeting shall be held immediately following the regularly scheduled elections.

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## ARTICLE V: MEETINGS

### Section 1: General Meetings

General meetings shall be held once per year, unless otherwise ordered by the Association. Regular meetings shall normally include educational presentations.

### Section 2: Annual General Meeting

The first general meeting of each calendar year shall be the Annual General Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, approving a budget and for any other business that may arise.

### Section 3: Special Meetings

Special meetings may be called by the President, a majority of the Board of Directors, or at the request of at least three members of the Association. The purpose of the meeting shall be stated in the call and at least fourteen (14) days' written notice shall be given.

Section 4: Five members shall constitute a quorum for all meetings of the Association. The lack of a quorum shall not prevent the presentation of any planned program.

Section 5: Notice for general meetings shall be sent by mail or e-mail at least thirty (30) days prior to the date of the meeting. Notice sent by e-mail shall be sent to the members' last known e-mail address. If a notice sent by e-mail is returned as undeliverable, or the member has no e-mail address, then notice shall be sent by regular mail.

## ARTICLE VI: BOARD OF DIRECTORS

### Section 1: Composition

The Board of Directors shall be composed of the officers and the President of each unit within the Association. The parliamentarian shall serve as a non-voting member of the Board of Directors.

### Section 2: Duties

The Board of Directors shall be subject to the orders of the Association and none of its acts shall conflict with action taken by the Association. The Board of Directors shall:

- A. have general supervision of the affairs of the Association between meetings;
- B. fix the date, hour and place of meetings;
- C. declare an office vacant by a two-thirds vote, when the officer becomes unable and/or unwilling to perform duties as required by the bylaws;
- D. review the budget before its presentation at the Annual General Meeting;
- E. adopt rules as needed to carry on the business of the board, provided such rules are not in conflict with these bylaws or any special rules of order or standing rules adopted by the Association; and

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- F. perform such other duties as specified in these bylaws or ordered by the Association

### **Section 3: Meetings**

- A. The Board of Directors shall meet quarterly. Thirty (30) days notice of a Board Meeting shall be given.
- B. Special meetings may be called by the President, or upon the written request of two officers. At least seven days' notice of the meeting shall be given.
- C. A majority of the members of the Board of Directors shall constitute a quorum, provided that at least two are elected officers.
- D. The Board of Directors may meet by telephone conference or via other electronic means, so long as all members may simultaneously hear each other and participate during the meeting.

## **ARTICLE VII: COMMITTEES**

### **Section 1: Standing Committees**

The Standing Committees shall be the Bylaws Committee, the Education Committee and the Membership Committee.

### **Section 2: Composition**

Chairmen and members of all standing committees shall be appointed by the President (except where otherwise set out), with the consent of the Board of Directors. All committees should consist of at least three persons. The President shall be an ex-officio member of all committees, except the nominating committee.

### **Section 3: Duties**

- A. The Bylaws Committee shall review all amendments submitted in accordance with Article XII; edit them for composition; and consolidate similar amendments for joint proposal subject to acceptance by the proponents.
- B. The Education Committee shall develop and coordinate educational programs for the Association, including informing units and members of NAP educational materials.
- C. The Membership Committee shall assist units in maintaining and increasing membership; promote and assist in the formation of new units; and promote membership in any areas not covered by a unit.

### **Section 4: Special Committees**

- A. Special committees may be created as necessary by the membership or by the Board of Directors
- B. Unless otherwise stated, Special Committees shall be appointed by the President.

### **Section 5: Meetings**

- A. Committees shall meet at the call of the Chairman.

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- B. Committees may meet by telephone conference or via other electronic means, so long as all members may simultaneously hear each other and participate during the meeting.

### **ARTICLE VIII: DELEGATE REPRESENTATION**

#### **Section 1: Representation**

Delegate representation at NAP conventions shall be based on the number of primary members as of March 1 of a convention year, and shall be as follows:

- A. The President;  
B. Five additional delegates; and  
C. One delegate for up to the first five primary members-at-large of the Association, and one additional delegate for each additional five primary members-at-large or major fraction thereof, said delegate(s) to be selected by and from the members-at-large.

#### **Section 2: Election of Delegates**

The delegates, aside from the President, shall be elected by ballot at the Annual General Meeting in the convention year. If there are only as many (or fewer) nominees as positions available, then they may be elected by any of the regular voting methods.

#### **Section 3: Vacancy**

Vacancies in delegate or alternate positions may be filled by the President.

### **ARTICLE IX: UNITS**

Section 1: All NAP units chartered within the boundaries of Ontario shall be divisions of the Association.

Section 2: Unit bylaws shall be reviewed periodically to ensure compliance with NAP and Association bylaws.

### **ARTICLE X: DISSOLUTION**

In the event of dissolution of the Association, the assets shall be liquidated and distributed to NAP in accordance with government regulations. No funds shall inure to the benefit of individual members. The Association charter shall be returned to NAP Headquarters.

### **ARTICLE XI: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases in which they are not inconsistent with these bylaws or those of NAP, or any special rules of order the Association may adopt.

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## ARTICLE XII: AMENDMENT

Section 1: **Amendment procedure**

These bylaws may be amended at any regular meeting of the Association, or at any special meeting called for that purpose, by a two-thirds vote. Any proposed amendments must first have been submitted in writing to the Bylaws Committee, and included in the call of the meeting at which it will be considered.

Section 2: **Amendments caused by NAP Bylaws**

Any amendment to these bylaws necessitated by amendments to NAP Bylaws shall be effected by the Bylaws Committee and reported to the membership at the next general meeting following the adoption of such amendments by NAP.

### PROVISOS:

1. *Provided*, That until otherwise set, the membership fee shall be set at \$10 US.
2. *Provided*, For the purposes of Article IV, Section II, the officers first elected to a one-year term shall be deemed to have served one-half of a term.
3. *Provided*, that in 2003 there shall be only one meeting of members required.

Approved July 19, 2003  
Amended April 30, 2005