

**FLORIDA STATE ASSOCIATION OF PARLIAMENTARIANS, INC.
BYLAWS**

ARTICLE I–NAME

The name of this corporation shall be the Florida State Association of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® also known as the Florida State Association of Parliamentarians (FSAP), a constituent division of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS® (NAP).

ARTICLE II–OBJECT

The object of this not for profit corporation shall be to:

1. cooperate with NAP and promote the principles of parliamentary law;
2. promote the study of parliamentary procedure and the educational programs of NAP;
3. bring into closer cooperation the parliamentarians of the State of Florida;
4. promote educational, literary and professional purposes of studying and teaching parliamentary law;
5. further the interest in and the teaching of parliamentary procedure in schools at all levels; and
6. be of service to the assembly life of Florida in promoting better understanding of parliamentary procedure.

ARTICLE III–MEMBERS

Section 1. The classes of members shall be:

A. Primary

A primary member is an NAP member and an FSAP member (unit members and members-at-large) who is counted in FSAP as of March 1 of the convention year for determining the number of delegates to which FSAP is entitled at NAP convention.

B. Member-at-Large

A member-at-large is an individual member of NAP and of FSAP who is not a member of a unit who is counted in FSAP as of March 1 of the convention year for determining the number of delegates to which FSAP is entitled at NAP convention.

C. Affiliate Member

An affiliate member is an NAP member who holds primary membership in another association and is not counted for the purpose of determining the number of delegates to which FSAP is entitled at NAP conventions.

D. Provisional

1. A provisional member is an FSAP member who is preparing for NAP membership who is not an NAP member and is not counted for the purpose of determining the number of delegates to which FSAP is entitled at NAP conventions.
2. A provisional member shall not be counted in determining representation to meetings of NAP.
3. A provisional member attending FSAP meetings may be permitted the privileges of the floor.

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. Resignation, Reinstatement, Forfeiture

- A. A member in good standing may resign by sending a letter of resignation to NAP headquarters and to the FSAP second vice-president before March 1.
- B. A former member who resigned in good standing may be granted reinstatement in accordance with NAP bylaws.
- C. A former member who forfeited membership for nonpayment of dues shall be granted reinstatement in accordance with rules established by NAP and FSAP.

ARTICLE IV–STRUCTURE

Section 1. Unit

A unit is a division of NAP. Its rights and responsibilities are specified in the NAP bylaws.

Section 2. FSAP Study Club

- A. An FSAP study club shall consist of not less than five (5) provisionals organized to study parliamentary procedure and to prepare for NAP membership.
- B. An application for recognition as an FSAP study club shall be submitted for approval to the executive board.
- C. FSAP study clubs shall elect officers, and write their own bylaws provided these bylaws do not conflict with NAP or FSAP bylaws and submit them to the FSAP bylaws committee for approval.
- D. FSAP study club bylaws shall contain a dissolution clause in compliance with federal and state laws.
- E. Members of FSAP study clubs who attend FSAP meetings shall have the privileges of the floor.

Section 3. Registered Section

- A. The purposes of the Registered Section shall be to:
1. promote the advanced study and practice of parliamentary procedure as a profession,
 2. provide for the exchange of educational media between professional parliamentarians; and
 3. assist in elevating the standards of the Association.
- B. The membership of the Registered Section shall:
1. consist of all the credentialed and retired credentialed members of FSAP.
 2. pay no dues other than those required by NAP and FSAP.
- C. The annual meeting of the Registered Section shall be held in conjunction with the FSAP annual meeting. Business of the annual meeting of the Registered Section shall include:
1. annual report of the Chairman.
 2. annual report of the Executive Committee.
 3. election of an Executive Committee consisting of a chairman, a vice chairman, and a secretary. The term of office for members of the Executive Committee shall be two years. Members of the Executive Committee shall be members of the Registered Section and shall be eligible for re-election.
 4. presentation of a workshop, which shall be open to any member of FSAP.
- D. The duties of the Executive Committee shall be to:
1. coordinate and administer Section workshops throughout the year.
 2. call meetings of the Registered Section, as necessary, with 30 days advance notice,
 3. prepare budget requests for consideration by the FSAP finance committee and possible inclusion in the FSAP budget. The FSAP finance committee shall include all requests of the Registered Section in its annual report whether or not these are recommended for inclusion in the FSAP budget.
 4. conduct other business related to the registered section as necessary.
- E. The Executive Committee may transact business by mail and electronic means.
- F. The Executive Committee shall have the authority to make rules for its own proceedings provided they do not conflict with those of the Association.

ARTICLE V–FINANCES

Section 1. Annual Dues

- A. Annual per capita dues shall be as stated in the Standing Rules.

- B. Student
An individual who is a full-time student qualifies for a 50% reduction in dues for the individual's membership classification.
- C. Dues for primary members and members-at-large who are concurrently NAP members shall be due and payable to NAP Headquarters by January 1.
- D. Units and study clubs with provisional members shall remit per capita dues to the FSAP treasurer by January 1.
- E. FSAP dues for affiliate members shall be paid by such affiliate members to the FSAP treasurer by January 1.
- F. Membership for all classes of members, both NAP members and provisional members, shall be delinquent if dues are not paid by February 1 and forfeited if dues are not paid by March 1.
- G. Units and study clubs shall submit to the FSAP second vice-president by September 1 a complete list of members with addresses and phone number noting membership class and NAP membership status.
- H. A member of FSAP may be a member of more than one unit or study club, but shall pay FSAP dues through only one unit/study club as designated by the member.
- I. The dues of a new member, or of a new provisional, joining FSAP between August 1 and January 1 shall be applied to the year beginning with January 1.
- J. Past presidents of NAP shall not pay any dues to FSAP as long as they are Florida residents.

Section 2. Budget

A proposed budget shall be submitted by the finance committee at the annual session.

Section 3. Fiscal Year

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

ARTICLE VI—OFFICERS

Section 1. Elected and Appointed Officers

- A. The elected officers of FSAP shall be a president, a first vice-president, a second vice-president, a recording secretary, and a treasurer.
- B. The corresponding secretary shall be an appointed officer.

Section 2. Election

- A. Officers shall be elected at the annual session held in odd-numbered years for a term of two years or until their successors are elected. The president shall serve no more than one term consecutively. No officer shall serve more than two consecutive terms in the same office.
- B. To be eligible for office, a nominee shall be a member in good standing. A nominee for the office of president or vice-president shall be a registered parliamentarian or a professional registered parliamentarian.
- C. The election of officers shall be by ballot and a majority vote shall elect. If there is but one nominee for any office to be filled, that election may be by voice.
- D. Elected officers, except the treasurer, shall assume their duties at the close of the annual session at which they are elected. The treasurer's term shall begin on August 1.
- E. In case of a vacancy in the office of president, the first vice-president shall become president and the second vice-president shall become the first vice-president. Vacancies in any other office shall be filled by the executive board until the next annual session when the office shall be filled for the unexpired term.

Section 3. Nominating Committee

- A. A nominating committee of five members shall be elected at the annual session held in even-numbered years. A member shall not serve a second consecutive time on the committee and no two members shall be from the same unit. A plurality vote shall elect. Vacancies on the nominating committee shall be filled by the executive board.
- B. The nominating committee shall:
 - 1. present one name for each office to be filled subject to the requirements for eligibility;
 - 2. prepare ballots for voting; and
 - 3. submit a report to be included in the call for the annual session at which the election is to be held.

Section 4. Duties of Officers

All officers shall perform the duties prescribed in the adopted parliamentary authority in addition to those specified in the bylaws and standing rules of FSAP and those assigned by the president or the executive board.

A. The president shall:

1. preside at all meetings of FSAP, and of the executive board;
2. appoint a corresponding secretary and a registered or professional registered parliamentarian;
3. appoint standing committees and their chairmen subject to the approval of the executive board;
4. sign warrants for funds drawn on the treasury and ensure that no part of the Association's net earnings inure to the benefit of members or officers;
5. serve as editor-in-chief of *The Florida Parliamentarian*;
6. appoint delegates and alternates from members-at-large to the NAP convention;
7. fill vacancies occurring in the delegations to NAP conventions;
8. prepare the report for the NAP biennial convention at the close of the administration;
9. send a copy of all lists received from NAP concerning NAP members in Florida to the treasurer, the second vice-president, and the yearbook chairman;
10. notify the membership chairman of the Florida unit of Registered Parliamentarians (FURP) of newly registered parliamentarians.

B. In the absence or inability of the president, the duties of the president shall be performed by the vice-presidents respectively in their order.

C. The first vice-president shall:

1. Assume the office of president for the unexpired term in the event of a vacancy in the office;
2. Sign warrants on the treasury in the president's absence or inability to sign;
3. Assist the president.

D. The second vice-president shall:

1. assume the office of first vice-president for the unexpired term in the event of a vacancy in the office;
2. serve as chairman of the membership committee;
3. maintain a current file of all members
4. by August 1, send a membership list to all units or study clubs for updating;
5. by October 1, send dues notices to units and study clubs for provisional members dues;
6. invoice affiliate members for FSAP dues no later than October 1.
7. annually invoice individuals who subscribe to *The Florida Parliamentarian* no later than October 1.
8. advise NAP of changes in FSAP elected offices, membership and addresses;

9. be responsible for maintaining membership records;
 10. maintain a list of members of approved units or study clubs;
 11. maintain a list of officers from each unit or study club;
 12. furnish the names and addresses of all members to the president, the treasurer, the yearbook chairman, and the editor of *The Florida Parliamentarian*, and submit supplementary lists as necessary of new and reinstated members, along with the changes of address.
 13. furnish an accurate list of voters to the chairman of the registration committee by at least three months prior to the date of each meeting;
 14. notify NAP of the names of deceased members.
- E. The recording secretary shall:
1. record the proceedings of the meetings of FSAP and of the executive board;
 2. notify officers, chairmen, delegates and alternates of their elections or appointments;
 3. furnish committees with materials referred to them.
- F. The corresponding secretary shall:
1. send notices of all meeting and other notices when previous notice is required;
 2. send a copy of the current FSAP bylaws to NAP headquarters annually;
 3. compile the annual report book.
- G. The treasurer shall:
1. serve as the financial officer and be custodian of all funds of FSAP;
 2. deposit funds in depositories approved by the executive board;
 3. pay authorized bills promptly;
 4. keep an accurate record of receipts and disbursements;
 5. serve as chairman of the finance committee;
 6. present a financial report at each meeting of the executive board and each meeting of FSAP;
 7. furnish the Herberta Ann Leonardy Scholarship Fund chairman with a record of all funds received;
 8. close the books at the end of the fiscal year and submit the accounts to the auditor.
 9. file all necessary forms with the IRS and the state of Florida.
 10. receive the names, addresses and fees of new members and provisionals upon their affiliation with a unit or study club and forward the names and addresses to the second vice-president.

ARTICLE VII—MEETINGS

Section 1. Meetings

- A. Two business meetings shall be held each year, one in the fall and one in the spring, at a time and place to be determined by the executive board.

- B. The spring meeting shall be the annual session meeting. The fall meeting shall be designated Henry M. Robert Day. Business meetings shall be followed by educational programs.
- C. The official call shall be sent to the members at least thirty days prior to the meetings.

Section 2. Voting Body

- A. The voting body shall be all NAP members of FSAP in attendance.

B. Quorum

A majority of the registered voting members of any meeting shall constitute a quorum.

Section 3. Special Meetings

- A. Special meetings shall be called by the president upon a majority vote of the executive board, or at the written request of a majority of the units.
- B. Notice shall be sent at least two weeks prior to the date of the meeting.

Section 4. There shall be no absentee voting or voting by proxy.

ARTICLE VIII–EXECUTIVE BOARD

Section 1. Membership

The executive board shall consist of the elected officers, the corresponding secretary, the editor of *The Florida Parliamentarian*, the education chairman, and the meetings coordinator. The parliamentarian shall attend as an advisor.

Section 2. Duties

- A. The executive board shall:
 - 1. transact the business of FSAP between meetings;
 - 2. report at each meeting;
 - 3. approve the admission of study clubs;
 - 4. approve the time and place of meetings of FSAP;
 - 5. approve the appointments of the president as required;
 - 6. transact business by mail and electronic means;
 - 7. approve depositories for all funds;
 - 8. approve items for sale and set the selling price for all items;
 - 9. approve the price of subscriptions to *The Florida Parliamentarian*;

10. designate those authorized to sign checks;
11. perform any task(s) required to meet the object of the corporation as stated in ARTICLE II - OBJECT.

Section 3. Meetings

The executive board shall meet at the call of the president or at the written request of a majority of the board.

Section 4. Quorum

A majority of the executive board shall constitute a quorum.

ARTICLE IX–COMMITTEES

Section 1. Standing Committees

The standing committees shall be as follows: auditing, bylaws, editor of *The Florida Parliamentarian*, education, finance, meetings coordinator, membership, registration, scholarship, unit presidents, yearbook, youth and such other committees as may be required with the approval of the executive board.

Section 2. Duties of Committees

- A. The auditing committee shall be responsible for auditing the books of FSAP at least annually and at other times as directed by the membership or executive board.
- B. The bylaws committee
 1. shall review new unit and study club bylaws and other unit and study club bylaws on a schedule determined by the executive board;
 2. may offer amendments to these bylaws according to established procedures and shall offer proposed amendments submitted to it by association officers, boards, committees or members;
 3. shall be responsible for proposing a bylaw revision if authorized by the membership.
- C. The editor of *The Florida Parliamentarian*
 1. the editor shall edit and publish at least four issues of *The Florida Parliamentarian* annually.
 2. the associate editor shall conduct the questions and answer column for *The Florida Parliamentarian*.
 3. the circulation manager shall assist the editor as required and mail *The Florida Parliamentarian* to the members of FSAP and to subscribers.

- D. The education committee shall be responsible for coordinating the educational programs to be offered at all FSAP meetings;
- E. The finance committee shall prepare a budget to be presented at the annual meeting for approval.
- F. The meetings coordinator shall arrange the meetings of FSAP.
- G. The membership committee shall consist of the second vice-president as chairman, and shall promote membership within the association.
- H. The registration committee shall:
 - 1. be responsible for registration for all meetings;
 - 2. verify the eligibility of each voter with the list of eligible voters;
 - 3. prepare the initial and supplementary registration reports.
- I. The scholarship committee shall:
 - 1. consist of the chairman, the chairman of the education committee and three members appointed by the president.;
 - 2. the committee shall select recipients of Dr. Herberta Ann Leonardy Scholarships.
- J. The unit presidents committee shall:
 - 1. develop methods of attracting and retaining members.
 - 2. share information.
 - 3. a unit president may select a unit NAP member to represent the unit at committee meetings.
- K. The yearbook committee shall prepare a biennial publication known as the Yearbook with an update at the end of the first year. The yearbook shall contain:
 - 1. FSAP Articles of Incorporation, Bylaws, and Standing rules;
 - 2. a listing of FSAP & NAP dues and dues dates;
 - 3. a listing of NAP officers and committees;
 - 4. a listing of FSAP officers and committees;
 - 5. a membership roster of each FSAP Unit;
 - 6. an alphabetical list of all members; and
 - 7. other items approved by the executive board.
- L. The youth committee shall:
 - 1. encourage the formation and support of youth groups;
 - 2. encourage activities aimed at providing parliamentary education to youth

Section 3. Special Committees

Special committees may be created or appointed by the president or as ordered by the executive board or the assembly.

Section 4. The president shall be ex officio a member of all committees except the nominating committee and the auditing committee.

Section 5. Committees may transact business by mail and electronic means.

ARTICLE X–DELEGATES

Section 1. NAP Representation. Delegate representation to NAP conventions shall be:

- A. The President. In the event that the president is unable to serve, the first vice-president shall represent the state, and the vacancy shall be filled by the second vice-president or alternate in their respective order.
- B. The First Vice-President. In the event that the first vice-president is unable to serve, the vacancy shall be filled by the second vice-president or alternate in their respective order.
- C. The Outgoing President. If the outgoing president is unable to serve, the vacancy shall be filled by an alternate.
- D. Three Delegates and Two Alternates

The delegates and alternates shall be elected at the FSAP annual session in the odd-numbered years. Nominations shall be from the floor, and a plurality vote shall elect. The three receiving the highest number of votes shall be the delegates, and the two receiving the next highest number of votes shall be the alternates.

- E. Members-at-Large

The president shall appoint the requisite number of members-at-large delegates. The requisite number shall be one additional delegate for up to the first five primary members-at-large and an additional delegate for each additional five primary members-at-large or fraction thereof for the association as of March 1 of the NAP convention year.

Section 2. Vacancies shall be filled by the president, except as stated in ARTICLE X, Section 1, A. and B.

ARTICLE XI– OFFICIAL PUBLICATION

The official publication of FSAP shall be *The Florida Parliamentarian* which shall be published at least quarterly.

ARTICLE XII—PARLIAMENTARY AUTHORITY

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the proceedings of this association in all cases to which they are applicable and in which they are not inconsistent with the bylaws of NAP, these bylaws, any special rules of order the association may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XIII—AMENDMENTS

Section 1. These bylaws may be amended by a two-thirds (2/3) vote at any annual or special meeting of FSAP, provided that any proposed amendment has been noticed with the call of the meeting at least thirty (30) days before the meeting. Without previous notice, these bylaws may be amended at any annual or special meeting by unanimous vote.

Section 2. A proposal for a bylaw revision may only be authorized at an annual session. The proposed bylaw revision shall be presented at the next annual session or special meeting and shall be adopted by a two-thirds (2/3) vote provided that the proposed revision has been noticed with the call of the meeting at least thirty (30) days before the meeting.

Section 3. Amendments to, or a revision of, these bylaws shall become effective at the adjournment of the annual session or special meeting at which they are adopted unless otherwise provided.

Section 4. Any amendment to these bylaws necessitated by amendments to NAP bylaws shall be effected by the executive board and reported to the membership in writing at least sixty (60) days following the adoption of such amendments by NAP.

ARTICLE XIV—DISSOLUTION

In the event of the dissolution of the association, the assets shall be liquidated and distributed to NAP, provided that, at the time of such dissolution, NAP is an exempt organization under section 501(c)(3) of the Internal Revenue Code. Otherwise, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No funds shall inure to the benefit of individual members. The association charter shall be returned to NAP headquarters.

Revised: June 7, 1992

Amended: June 6, 1993

Amended: June 3, 1995

Amended: May 30, 1997

Amended: May 29, 1998

Amended: June 1, 2002

Revised: May 21, 2005

Amended: October 24, 2009

Amended: May 22, 2010
Amended: October 20, 2012
Amended: May 3, 2014
Amended: October 18, 2014
Amended: May 30, 2015
Amended: May 6, 2017
Amended: October 21, 2017
Amended: May 19, 2018

FSAP STANDING RULES

GENERAL RULES

1. The use of the roster for commercial or political purposes shall not be permitted.
2. Official Forms
 - a. Application forms for NAP membership may be secured from NAP headquarters.
 - b. Affiliation forms for provisional members may be secured from the FSAP second vice-president
3. President's Pins
 - a. An official president's pin approved by NAP shall be presented to each retiring president of FSAP, and shall become the personal property of the recipient.
 - b. This pin shall be purchased by the treasurer, and shall be presented by the incoming president.
 - c. The 10-karat gold pin, in the shape of the State of Florida with the mace and gavel, shall be retained by FSAP to be worn by the president during the term of office.
4. A personal gift shall be presented to the retiring president, the cost not to exceed seventy-five dollars. It shall be the duty of the first vice-president to secure this gift, and to present it to the retiring president in appreciation from FSAP.
5. A remembrance in the amount of twenty-five dollars shall be given in the event of the death of a past president or a current officer of FSAP, as authorized by the president.
6. Annual state dues for incapacitated FSAP past presidents shall be paid by FSAP upon a majority vote of the executive board.
7. FSAP elected and officially appointed delegates and representatives to the NAP Convention, NAP Training Conference and/or NAP Leadership Conference shall be entitled to reimbursement as follows:
 - a. Delegates and representatives planning to attend the NAP events shall notify the FSAP president prior to August 1st of the event year.
 - b. The FSAP budget shall include funds for registration and travel expenses of the authorized delegates and representatives.
 - c. Receipts must be submitted for registration and travel expenses to the FSAP treasurer within four weeks following the conclusion of the event.
 - d. Funds that are budgeted for reimbursement shall be divided equally among those who attend and submit timely receipts, provided that;
 - i. no one shall receive more than the total amount for which receipts are provide and
 - ii. no one shall receive more than \$500.00 total per fiscal year for the event or combination of events.
8. All officers shall send copies of official correspondence to the president.
9. All officers shall deliver to their successors all material pertaining to their office within 10 days. Written committee reports shall be presented as requested by the president.
10. Chairmen of all committees, except the nominating committee, shall send copies of official correspondence and printed materials to the president.
11. The bylaws committee shall be authorized to correct article and section designations, punctuation and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of FSAP.
12. The time and place of the FSAP fall meeting shall be announced in the March issue of

The Florida Parliamentarian; the time and place of the FSAP spring meeting shall be announced in the December issue of *The Florida Parliamentarian*.

A notice is to be placed in *The Florida Parliamentarian* after the annual meeting that annual reports are available on the FSAP website.

13. The name of the maker of a motion shall be omitted from the minutes of all meetings.

14. The FSAP annual reports as published in the Annual Report Booklet be posted at FSAP “Members Only Portal” each year no later than 14 days after the close of the annual business meeting.

ANNUAL DUES

1. Annual dues per capita shall be:

1. Primary \$25.00
2. Members-at-large \$25.00
3. Affiliate \$25.00
4. Provisional \$25.00

STATE MEETINGS

1. The registration fee for the FSAP meetings shall be set by the executive board.
2. The hotel room for the president and meeting coordinator shall be paid by FSAP.
3. FSAP shall absorb the cost of the FSAP president's room, registration fee, and meals at state meetings.
4. With the approval of the president, the FSAP education committee chairman may waive the registration fee and pay an honorarium of \$100.00 to invite one non-FSAP workshop presenter per state meeting.
5. The registration fee shall be waived and the meals underwritten for the District III Director's biennial visit provided they do a workshop.

UNIT/STUDY CLUB

1. The names, addresses, and fees of new members and provisionals shall be forwarded to the second vice-president upon affiliation with a unit or study club.
2. Upon change of officers, the names and addresses of the new officers shall be forwarded to NAP headquarters, the District Three Director, the FSAP president, and membership chairman.
3. Each unit or study club shall submit a copy of the bylaws and substantive amendments to the parliamentarian for approval.
4. An application for a study club shall be forwarded to the second vice-president accompanied by a list of members and addresses, the annual dues, and two copies of its bylaws. The application shall be submitted to the executive board for approval.
5. Study clubs shall have five (5) years to prepare for unit status.

Revised: June 1993

Amended: May 30, 1997

Amended: May 29, 1998

Amended: June 1, 2002
Revised: May 21, 2005
Amended: June 3, 2006
Amended: October 2009
Amended: May 22, 2010
Amended: May 6, 2017
Amended: October 21, 2017
Amended: May 19, 2018