

**OKLAHOMA STATE ASSOCIATION OF PARLIAMENTARIANS
BYLAWS**

(AMENDED JUNE 23, 2018)

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ARTICLE I - NAME

The name of this organization shall be the OKLAHOMA STATE ASSOCIATION OF PARLIAMENTARIANS, hereafter referred to as OSAP, a constituent division of the National Association of Parliamentarians®, hereinafter referred to as NAP.

ARTICLE II - OBJECT

The object of OSAP shall be to promote and pursue the purposes and the educational programs of NAP, to study, teach, promote, and disseminate the fundamental principles and philosophies of Parliamentary Law in the State of Oklahoma; and to bring into closer cooperation all parliamentarians in the State of Oklahoma.

ARTICLE III - MEMBERS

SECTION 1 - CLASSIFICATION: The membership of OSAP shall consist of the following classes:

- A. Primary Member: shall be 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 or for whom OSAP has received association dues payment from NAP.
- B. Member-at-Large: A member of NAP and OSAP, who is not affiliated with a unit.
- C. Affiliate Member: A member of NAP and OSAP who is counted in another State Association for NAP representation.
- D. Honorary Member: An OSAP member upon whom honorary life membership is conferred by the OSAP in recognition of that person's contribution to the objectives of NAP and OSAP. Honorary Membership shall be conferred at annual OSAP Conventions only, in response to

recommendations of the OSAP Board of Directors, the OSAP Executive Committee, a unit or an individual member of OSAP. Honorary members shall retain the rights and privileges of Primary Members, but shall not pay OSAP dues.

- E. Provisional Member: An Oklahoma unit Provisional member who is preparing for NAP membership and desires to participate in OSAP and pays dues directly to the OSAP Treasurer. Provisionals are not NAP members and are not counted for the purpose of determining the number of delegates to which the association or unit is entitled at NAP conventions.

SECTION 2 - GOOD STANDING: A member in good standing is one whose current dues are paid.

SECTION 3 - REINSTATEMENT: A primary member or member-at-large shall be reinstated in accordance with NAP Bylaws including payment of current OSAP dues. Affiliate and provisional members may be reinstated in OSAP upon payment of current year's dues to the OSAP Treasurer.

ARTICLE IV - UNITS

SECTION 1 - UNIT AFFILIATION: Units eligible to affiliate with OSAP shall be those organized in the State of Oklahoma in accordance with the NAP Bylaws.

SECTION 2 - UNIT BYLAWS: It is requested that each unit provide the OSAP Secretary with a current copy of its bylaws.

ARTICLE V - DUES

SECTION 1 - DUES: OSAP Annual dues shall be \$12.00. The membership year shall be January 1 through December 31. If a member joins during a dues cycle, OSAP dues shall be prorated at \$1 per month. NAP and OSAP dues shall be due and payable to NAP Headquarters by January 1, delinquent if not paid by February 1.

SECTION 2 - PAYMENT: All primary members shall pay their NAP and OSAP dues directly to NAP. Affiliate and provisional members must pay their dues directly to the OSAP Treasurer.

SECTION 3 - FISCAL YEAR: The fiscal year of OSAP shall be from

December 1 through November 30.

ARTICLE VI - OFFICERS

SECTION 1 - OFFICERS: The elected officers of OSAP shall be a President, a Vice-President, a Secretary, and a Treasurer. The appointed officer shall be a Parliamentarian appointed by the President subject to approval by the Executive Committee.

SECTION 2 - QUALIFICATIONS: A candidate for elective office shall be a member of NAP and OSAP.

SECTION 3 - TERM OF OFFICE: The elected President, Vice-President and Secretary shall serve for one year or until their successors are elected. The elected Treasurer shall serve two years or until their successor is elected. No member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office. In an emergency, a member may serve an additional term.

SECTION 4 - VACANCY IN OFFICE: A vacancy in the office of the President shall be filled by the Vice-President. A vacancy in the office of the Vice-President, or Secretary, or Treasurer, shall be filled by a ballot vote of the Board of Directors within sixty (60) days. The vote may be taken by mail (defined as surface mail, e-mail or fax). In the event an incumbent in any office of OSAP is unable to fulfill her/his duties/term, the office shall be declared vacant by the Board of Directors and shall be filled in accordance with this article.

SECTION 5 - DUTIES: All officers shall perform the duties prescribed by these bylaws and by the Parliamentary Authority.

A. The President shall:

1. Be the Executive Officer of the OSAP in matters concerning its administration and shall be the official representative of the OSAP.
2. Preside at the OSAP convention and at all meetings of the Board of Directors and Executive Committee.
3. Be an ex-officio member of all committees, except the Nominating Committee.

4. Appoint a Parliamentarian subject to the approval of the Executive Committee; and
5. Appoint standing and special committees Chairmen, subject to the approval of the Executive Committee except as otherwise provided in these Bylaws.

B. The Vice President shall:

1. Assist the President in the performance of official duties;
2. Succeed to the office of President for the unexpired term, in the event of a vacancy in that office; and
3. Be Chairman of the Membership Committee.

C. The Secretary shall:

1. Record the minutes of each meeting of the Executive Committee;
2. Record the proceedings of the OSAP convention and of all meetings of the Board of Directors, sending a copy of the minutes to each member of the Board of Directors within Ninety (90) days following the convention/meeting;
3. Be custodian of all books and papers, except those specifically assigned to other officers; and
4. Conduct all business correspondence of OSAP that is not the responsibility of other officers, when requested by the President.

D. The Treasurer shall:

1. Have custody of all funds;
2. Keep an account of all moneys received and disbursed;
3. Disburse money only for approved items and only upon written request of the person/committee responsible for the item;
4. Prepare any interim financial report as requested by the President

including the Budget;

5. Close the financial books thirty (30) days prior to the OSAP convention for the annual audit; and
6. Prepare and file tax forms as directed by the NAP Bylaws.

E. The Parliamentarian shall:

1. Attend the OSAP convention and all meetings of the Executive Committee and the Board of Directors;
2. Serve as an advisor and consultant to the presiding officer, the Executive Committee, the Board of Directors, the standing and special committees, and the OSAP units, on matters of parliamentary procedures; and
3. Be permitted to exercise full membership rights and authority the same as any other member.

ARTICLE VII - NOMINATIONS AND ELECTIONS

SECTION 1 - NOMINATIONS:

- A. A Nominating Committee of three OSAP members shall be elected at the annual convention. Nominations shall be from the floor. Election of the Nominating Committee shall be by ballot and a plurality shall elect. If there are only three nominees, the vote may be taken *viva voce*. The member receiving the highest number of votes shall be the Chairman.
- B. A unit may not be represented by more than one member of the Nominating committee. Should there be more than one nominee from a unit, the one receiving the highest number of votes on the elective ballot shall be the representative from that unit to serve on the Nominating Committee. No members of the Nominating Committee shall succeed themselves.
- C. A vacancy occurring on this committee shall be filled with an appointment to fill the vacancy by the Board of Directors.
- D. Units or members of OSAP may, no less than 90 days preceding the

Convention, present to the Nominating Committee names of proposed candidates for office, together with qualifications and consent forms.

- E. It shall be the duty of the Nominating Committee to nominate at least one candidate for each elective office to be filled at the next annual meeting. A majority vote by ballot shall constitute the ticket. The Nominating Committee may vote by videoconference, teleconference (phone), or mail (defined as surface mail, e-mail or fax).
- F. The Nominating Committee shall consider all recommendations for nominations submitted to it by units or members of OSAP. Special attention shall be given to essential qualifications of each nominee and to a balanced representation of the membership of the State.
- G. The Nominating Committee shall secure the written consent of the nominee to serve if elected before submitting nominations for publication.
- H. The list of nominees with their qualifications and unit affiliation, or as members-at-large, shall be published with the call to the annual convention at least thirty (30) days before the convention.
- I. Additional nominations from the floor shall be in order following the Nominating Committee report and again immediately prior to the election of officers.

SECTION 2 - ELECTION OF OFFICERS: Election of officers shall be by ballot at the OSAP convention; a majority vote shall elect. If there is only one nominee for an office, the vote may be taken *viva voce*. Officers shall assume their duties at the close of the OSAP convention at which they are elected

ARTICLE VIII - CONVENTIONS

SECTION 1 - OSAP CONVENTIONS: The OSAP convention shall be held between March 1 and October 31 of each year and shall be for the purpose of electing officers, receiving reports, installing officers, and for other business that may arise. The time and place shall be determined by the Board of Directors. In years in which an NAP convention is held, the OSAP convention will be scheduled to precede it.

SECTION 2 - OFFICIAL CALL: The official call of the OSAP convention shall be distributed to all members at least thirty (30) days prior to the OSAP Convention.

SECTION 3 - REGISTRATION: The OSAP convention shall be open to all members and to guests. The registration fee shall be determined annually by the Board of Directors.

SECTION 4 - VOTING BODY: The voting body of the OSAP convention shall be OSAP members in good standing, whose OSAP membership is received at least thirty (30) days prior to the convention, and who are registered at the convention.

SECTION 5 - QUORUM: A quorum shall be thirty percent (30%) of the registered voting members.

SECTION 6 - UNIT REPORTS: The President of each unit shall submit a written report to the OSAP President at least ten days prior to the OSAP convention.

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 of OSAP.

SECTION 2 - DUTIES: The Board of Directors shall have full power to conduct the business of OSAP between OSAP conventions, except that it shall not change any action taken at the OSAP convention which shall be the governing body of OSAP.

SECTION 3 - MEETINGS: There shall be a regular meeting of the Board of Directors once in each calendar quarter, including one held immediately preceding the annual convention. Regular and other special meetings may be called by the President and shall be called upon the written request of at least three members of the Board of Directors. Notice of regular and special meetings shall be given at least ten days prior to the meeting.

SECTION 4 - QUORUM: Five members of the Board of Directors shall

constitute a quorum.

SECTION 5 - VOTING: The Board of Directors is authorized to meet by telephone conference or through other electronic communication media so long as all the members may simultaneously hear each other and participate during the meeting and shall be further authorized to vote by mail for such matters that need to be handled between meetings.

SECTION 6 - ANNUAL REPORT: An annual report of the Board of Directors shall be prepared and presented at the OSAP convention by the Secretary.

SECTION 7 - RECORDS: All files shall be forwarded to the newly elected officers within twenty-one (21) days after their election.

ARTICLE X - EXECUTIVE COMMITTEE

SECTION 1 - COMPOSITION: The Executive Committee shall be composed of the elected and the appointed officers of OSAP.

SECTION 2 - DUTIES: The Executive Committee shall:

- A. Be responsible for the transaction of necessary business between meetings of the Board of Directors and for business referred to it by the Board of Directors.
- B. Make a complete and timely report of its transactions to the Board of Directors.
- C. Be responsible for acting on Presidential appointments.
- D. Determine the amount of bond/insurance of personnel for whom coverage is required.
- E. In a national emergency, cancel the OSAP Convention and provide for the election of officers by mail; and
- F. May authorize OSAP fund raising projects.

SECTION 3 - MEETINGS: A regular post-convention Executive Committee meeting shall be held for the purpose of acting on President Appointments, approving the annual budget, and transacting any other business to come

before the meeting. Meetings of the Executive Committee shall be called by the President or any three members of the Committee with at least three days' notice.

SECTION 4 - QUORUM: Four members of the Executive Committee shall constitute a quorum.

SECTION 5 - VOTING: The Executive Committee is authorized to meet by telephone conference or through other electronic communications media so long as all of the members may simultaneously hear each other and participate during the meeting.

ARTICLE XI - DELEGATES TO NAP CONVENTION

SECTION 1 - NUMBER OF DELEGATES: The number of delegates to the NAP Convention shall be as prescribed by the NAP Bylaws.

SECTION 2 - ELECTION: Nominations shall be open from the floor for the OSAP convention. Elections shall be by ballot, except when there is no more than one nominee for each delegate position; election may be by voice vote.

SECTION 3 - VACANCIES: Vacancies in delegate positions shall be filled with appointments to the vacancies by the President.

ARTICLE XII - STANDING COMMITTEES

SECTION 1 - COMMITTEES: The Standing Committees of OSAP shall be the Audit, Bylaws, Communications, Convention, Education, Membership, Nominating, Historical, and Youth Committees. The Chairmen shall be members of the OSAP Board of Directors.

SECTION 2 - DUTIES:

A. The Audit Committee shall:

1. Audit the Treasurer's books prior to the OSAP Convention, and
2. Shall submit a report at the OSAP Convention.

B. The Bylaws Committee shall:

1. Receive, consider, edit for composition, and correct proposed

amendments to the OSAP Bylaws and standing rules, which have been submitted by the Executive Committee, Board of Directors, a unit, an OSAP member, or the Bylaws Committee;

2. Publish proposed amendments with recommendations in the official call of the OSAP convention; and
3. Review unit bylaws and amendments thereto and make recommendations to the OSAP President and the unit President for the compliance with OSAP Bylaws.

C. The Communications Committee shall:

1. Compile and have published the ***Oklahoma Parliamentarian***;
2. Send the ***Oklahoma Parliamentarian*** to all members and/or subscribers as directed by the OSAP Board of Directors;
3. Investigate and recommend methods of acquainting members and the general public with the functions and services of OSAP;
4. Be responsible for the OSAP Internet website and communications; and
5. Oversee OSAP publications and press contacts.
6. Upon receipt of amended bylaws from the Bylaws Committee Chairman, make changes to the bylaws on the OSAP website and publish in the ***Oklahoma Parliamentarian*** that the revised Bylaws are available online and will be mailed to members only upon request.

D. The Convention Committee shall:

1. Appoint at least three additional members to the Convention Committee, in addition to the chairman and the ex-officio President;
2. Plan the OSAP Convention in close cooperation with the President and submit a plan to the Board of Directors for approval;
3. Submit all funds collected to the Treasurer and all bills to the Treasurer for payment; and

4. Submit a report to the newly elected Treasurer not later than thirty (30) days after the convention.

E. The Education Committee shall:

1. Promote OSAP sponsored institutes for the study and teaching of Parliamentary Law;
2. Be responsible for the Educational Workshop in conjunction with the OSAP annual convention; and
3. Be responsible for the inventory and sale of NAP education materials at the annual OSAP convention and during the year as required.

F. The Membership Committee shall:

1. Assist units in developing programs to secure and retain members;
2. Assist units in administering the membership examination of NAP; and
3. Encourage and assist in forming new units.

G. The Nominating Committee shall perform the duties set forth in Article VII.

H. The Historical Committee shall:

1. Prepare a narrative account for the annual convention of OSAP activities during the current administration, subject to the approval of the Board of Directors, as the official history of OSAP;
2. Prepare a book of press releases and photographs;
3. Compile an annual yearbook for display at the OSAP convention.

I. The Youth Committee shall:

1. Encourage participation by young people in the programs of NAP, OSAP, and local units;

2. Develop methods of attracting and retaining youthful members in NAP, OSAP and local units;
3. Promote joint activities between youth organizations through parliamentary events of OSAP and local units;
4. Develop and maintain a networking system with contacts between youth advisors, OSAP, and local units; and
5. Encourage members of OSAP and local units to work with youth groups on a volunteer basis.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of ***Robert's Rules of Order Newly Revised*** shall govern OSAP in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order OSAP may adopt, or the Bylaws of NAP.

ARTICLE XIV - AMENDMENT OF BYLAWS

SECTION 1 - AMENDMENTS:

- A. These Bylaws may be amended by a two-thirds vote of the members present and voting at the OSAP convention, provided the proposed amendment(s) has been presented by the Bylaws Committee with the official call of the OSAP convention.
- B. Amendments to these bylaws necessitated by amendments to the NAP bylaws shall be effected by the Board of Directors and published on the OSAP web site and in the next issue of the ***Oklahoma Parliamentarian***.

SECTION 2 - SUBMISSIONS: Amendments may be submitted by the Executive Committee, the Board of Directors, any unit, the Bylaws Committee, or an OSAP member, provided the proposed amendment(s) is received by the Bylaws Committee at least sixty (60) days prior to the OSAP convention.

SECTION 3 - REVISION: These Bylaws may be revised only upon

authorization by a majority vote of the OSAP convention.

- A. The OSAP convention shall elect a special committee for the revision.
- B. The proposed revision shall be submitted to the membership with the official call of the OSAP convention at which the revision will be voted on.
- C. These Bylaws may be revised by a two-thirds vote of the members present and voting at the OSAP convention.

ARTICLE XV - DISSOLUTION

SECTION 1: OSAP funds shall be used only to accomplish the purposes specified in these Bylaws and no part of such funds shall inure or be distributed to the members of OSAP. Upon dissolution of OSAP, and funds remaining shall be forward to NAP Headquarters, as well as the OSAP Charter.

SECTION 2: Upon their dissolution, units shall notify and return the unit charter within sixty (60) days, to the NAP Headquarters office and shall notify the OSAP Vice-President of this action.

SECTION 3: This Article shall be in compliance with Section 501(c)(3) of the Internal Revenue Code.

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