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**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

45 chairmen and committee members. The president shall be ex officio, a member of all
46 committees

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

48 C. The treasurer shall serve as finance committee chairman.

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

52 **Section 4. Term.**

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

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

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

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60 **ARTICLE V**
61 **Board of Trustees**

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

64 A. **Elected.**

65 1. The board shall consist of nine trustees. The terms shall be staggered. The
66 elections shall occur in even-numbered years.

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

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

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

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

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

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

83 **Section 4. Vacancies.** The board of trustees shall fill vacancies arising among the trustees
84 provided that notice has been given at the previous meeting of the board of trustees or in the
85 notice of the board of trustees meeting.

86 **Section 5. Meetings**

87 A. The annual meeting of the board of trustees shall be held at the time of the NAP
88 convention and the Training Conference of the NAP and shall be for the purpose of
electing officers, receiving reports from officers and committees, and any other business

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

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

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111 **ARTICLE VI** 112 **Committees**

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

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

117 **A. Finance Committee.**

- 118 1. The finance committee shall consist of the treasurer, as chairman, and at least two
119 other members, at least one of whom shall have experience in finance and
120 investing.
- 121 2. The duties of this committee shall be to:
- 122 a) Supervise the investment portfolio and financial status of the Foundation;
123 b) Review financial and investment statements monthly. And report to the
124 board of trustees with any concerns immediately;
125 c) Meet with the investment broker annually to determine long term goals,
126 performance, and available monies for distribution;
127 d) Instruct the NAP office staff to forward balance sheets and income
128 statements to all members of the board of trustees and the finance
129 committee; and
130 e) Present an annual financial report to the trustees and donors at the annual
131 meeting.

132 **B. Contributor Committee.**

- 133 1. The contributor committee shall consist of the vice-president, as chairman, and
134 one or more additional members.
135 2. It shall be the duty of this committee to recruit and retain contributors of the
136 Foundation.
- 137 **C. Scholarship Committee.**
138 1. The scholarship committee shall consist of two or more members.
139 2. It shall be the duty of this committee to prepare scholarship information and
140 applications, promote the scholarship program, and select a recipient(s) of the
141 Foundation scholarship each year from among the applicants.
- 142 **D. Public Relations Committee.**
143 1. The public relations committee shall consist of two or more members.
144 2. It shall be the duty of this committee to promote the object of this Foundation and
145 to work in cooperation with the NAP Communications Committee.
- 146 **E. Fundraising Committee.**
147 1. The fundraising committee shall consist of two or more members.
148 2. It shall be the duty of this committee to oversee the fundraising activities of the
149 Foundation.
- 150 **F. Grants Committee.**
151 1. The grants committee shall consist of two or more members.
152 2. It shall review grant proposals and make recommendations to the Board.
153 3. It shall Communicate and follow up with grant applicants and awardees.

154 **Section 3. Special Committees.** Special committees may be created as necessary by the board
155 of trustees or the president as deemed necessary to carry on the work of the Foundation.
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157 **ARTICLE VII**
158 **Fiscal Year**

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160 The fiscal year of the Foundation shall coincide with that of the NAP.
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162 **ARTICLE VIII**
163 **Seal**

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165 The seal of the Foundation shall be in the form of a disc and shall have inscribed thereon the
166 name of the Foundation, the word Corporate Seal and designate the state of incorporation as
167 Missouri.
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169 **ARTICLE IX**
170 **Parliamentary Authority**

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172 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern
173 the Foundation in all cases to which they are applicable and in which they are not inconsistent
174 with these bylaws and any special rules of order the Foundation may adopt.
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ARTICLE X
Amendment of Bylaws

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