

# PROPOSED AMENDMENTS TO NAP BYLAWS TO ELIMINATE DISTRICT CONFERENCES AND RENAME DISTRICT DIRECTORS

***PROPOSERS’ NOTE:** Amendments 1 through 1.5 are part of a single plan and should be considered together. The crux of the plan is contained in Amendment 1 and its conforming amendments. While Amendments 1.1 through 1.5 are not, strictly speaking, “conforming amendments” as defined in RONR, they are necessary for proper implementation the implementation of Amendment 1.*

**AMENDMENT 1—REDEFINE DISTRICTS** Amend Article IV, Divisions, Section 2, Districts, by striking Subsections A through C and inserting the following new subsections A & B, with the proviso that all persons elected as district directors in accordance with the current provisions of this section shall serve as district liaisons for the 2019-2021 biennium:

**A. District Liaison.** There shall be a liaison for each district. District liaisons shall be registered or professional registered members who have their principal residence in the district at the time of appointment.

**B. Duties of the District Liaisons.** The district liaison shall:

1. promote NAP programs through associations and unchartered states, provinces, or countries;
2. assist in the organization of associations and units within the district;
3. encourage states, provinces, and countries to conduct classes for preparation for membership and assist them in their organization;
4. promote educational programs for the general public especially in unchartered areas;
5. appoint, with the approval of the NAP Board of Directors, a chairman of an unchartered state, province, or country within the district in accordance with Article IV, Section 4A; and
6. perform such other duties as may be designated in these bylaws or as directed by the NAP Board of Directors or the NAP President.

Current Wording	Proposed Amendment	If Adopted Will Read
<p><b>Section 2. Districts.</b> The districts shall promote membership recruitment and retention, leadership training, and the educational programs of NAP. There shall be eight (8) geographical districts in North America. After consultation with the membership extension and retention committee and affected associations, the NAP Board of Directors shall determine the boundaries of each district. The NAP Board of Directors is authorized to establish electronic districts or districts outside North America. Each district outside North America shall be comprised of one or more countries. Electronic associations and associations outside of North America shall be assigned to a district. After consultation with the membership extension and retention committee and affected associations, the NAP Board of Directors shall assign</p>	<p><b>Section 2. Districts.</b> The districts shall promote membership recruitment and retention, leadership training, and the educational programs of NAP. There shall be eight (8) geographical districts in North America. After consultation with the membership extension and retention committee and affected associations, the NAP Board of Directors shall determine the boundaries of each district. The NAP Board of Directors is authorized to establish electronic districts or districts outside North America. Each district outside North America shall be comprised of one or more countries. Electronic associations and associations outside of North America shall be assigned to a district. After consultation with the membership extension and retention committee and affected associations, the NAP Board of Directors shall assign</p>	<p><b>Section 2. Districts.</b> The districts shall promote membership recruitment and retention, leadership training, and the educational programs of NAP. There shall be eight (8) geographical districts in North America. After consultation with the membership extension and retention committee and affected associations, the NAP Board of Directors shall determine the boundaries of each district. The NAP Board of Directors is authorized to establish electronic districts or districts outside North America. Each district outside North America shall be comprised of one or more countries. Electronic associations and associations outside of North America shall be assigned to a district. After consultation with the membership extension and retention committee and affected associations, the NAP Board of Directors shall assign</p>

electronic associations and associations outside North America to a district.

**A. District Conferences.**

1. Each district shall hold at least one conference in each biennium. District conferences may be scheduled as provided in the policies of NAP and may be called by the district director, a district conference, or a majority of the association presidents within the district.
2. Each district director shall send the written call of the district conference no fewer than forty-five and no more than sixty days before the district conference.
3. A quorum for a district conference shall be ten members entitled to vote at the conference in accordance with Article IV, Section 8B1.
4. Districts may adopt special rules of order and standing rules for the conduct of business at district conferences provided they do not conflict with these bylaws.

**B. District Director.** There shall be a director for each district.

1. District directors shall be registered or professional registered members who have their principal residence in the district at the time of election and who are entitled to vote at the district conference at which they are elected in accordance with Article IV, Section 8B1.
2. Each district shall adopt, at a conference, procedures for the election of a district director. The election shall

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- ~~2. Each district director shall send the written call of the district conference no fewer than forty-five and no more than sixty days before the district conference.~~
- ~~3. A quorum for a district conference shall be ten members entitled to vote at the conference in accordance with Article IV, Section 8B1.~~
- ~~4. Districts may adopt special rules of order and standing rules for the conduct of business at district conferences provided they do not conflict with these bylaws.~~

~~**B. A. District Director Liaison.**~~

- ~~There shall be a director liaison for each district.~~
- ~~1. District directors liaisons shall be registered or professional registered members who have their principal residence in the district at the time of appointment election and who are entitled to vote at the district conference at which they are elected in accordance with Article IV, Section 8B1.~~
  - ~~2. Each district shall adopt, at a conference, procedures~~

electronic associations and associations outside North America to a district.

**A. District Liaison.** There shall be a liaison for each district. District liaisons shall be registered or professional registered members who have their principal residence in the district at the time of appointment.

**B. Duties of the District Liaisons.** The district liaison shall:

1. promote NAP programs through associations and unchartered states, provinces, or countries;
2. assist in the organization of associations and units within the district;
3. encourage states, provinces, and countries to conduct classes for preparation for membership and assist them in their organization;
4. promote educational programs for the general public especially in unchartered areas;
5. appoint, with the approval of the NAP Board of Directors, a chairman of an unchartered state, province, or country within the district in accordance with Article IV, Section 4A; and
6. perform such other duties as may be designated in these bylaws or as directed by the NAP Board of Directors or the NAP President.

<p>be completed before the opening of the NAP convention.</p> <ol style="list-style-type: none"> <li>3. District directors shall assume office at the close of the NAP convention and serve until the close of the next convention or until their successors assume office.</li> <li>4. District directors shall serve for no more than two terms consecutively and may serve again after being out of office for at least one term.</li> <li>5. A vacancy in the office of district director shall be filled for the unexpired term by a special committee comprised of the association presidents in that district. The special committee shall be authorized to meet by teleconference at the call of any two of its members with at least three days' notice. If the special committee fails to elect a new district director within sixty days after the vacancy, the vacancy may be filled by the NAP Board of Directors.</li> </ol> <p><b>C. Duties of the District Director.</b> The district director shall:</p> <ol style="list-style-type: none"> <li>1. promote NAP programs through associations and unchartered states, provinces, or countries;</li> <li>2. assist in the organization of associations and units within the district;</li> <li>3. encourage states, provinces, and countries to conduct classes for preparation for membership and assist them in their organization;</li> <li>4. preside at the district conference;</li> </ol>	<p><del>for the election of a district director. The election shall be completed before the opening of the NAP convention.</del></p> <ol style="list-style-type: none"> <li><del>3. District directors shall assume office at the close of the NAP convention and serve until the close of the next convention or until their successors assume office.</del></li> <li><del>4. District directors shall serve for no more than two terms consecutively and may serve again after being out of office for at least one term.</del></li> <li><del>5. A vacancy in the office of district director shall be filled for the unexpired term by a special committee comprised of the association presidents in that district. The special committee shall be authorized to meet by teleconference at the call of any two of its members with at least three days' notice. If the special committee fails to elect a new district director within sixty days after the vacancy, the vacancy may be filled by the NAP Board of Directors.</del></li> </ol> <p><del><b>C. B. Duties of the District Director <u>Liaison</u>.</b></del> The district director <del>liaison</del> shall:</p> <ol style="list-style-type: none"> <li>1. promote NAP programs through associations and unchartered states, provinces, or countries;</li> <li>2. assist in the organization of associations and units within the district;</li> <li>3. encourage states, provinces, and countries to conduct classes for preparation for membership and assist them in their organization;</li> </ol>	
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<p>5. promote educational programs for the general public especially in unchartered areas;</p> <p>6. appoint, with the approval of the NAP Board of Directors, a chairman of an unchartered state, province, or country within the district in accordance with Article IV, Section 4A; and</p> <p>7. perform such other duties as may be designated in these bylaws or as directed by the NAP Board of Directors or the NAP President.</p>	<p>4. <del>preside at the district conference;</del></p> <p>5. promote educational programs for the general public especially in unchartered areas;</p> <p>6. <del>5.</del> appoint, with the approval of the NAP Board of Directors, a chairman of an unchartered state, province, or country within the district in accordance with Article IV, Section 4A; and</p> <p>7. <del>6.</del> perform such other duties as may be designated in these bylaws or as directed by the NAP Board of Directors or the NAP President.</p>	
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**PROVISO:** All persons elected as district directors in accordance with the current provisions of this section shall serve as district liaisons for the 2019-2021 biennium.

**CONFORMING AMENDMENTS:** At all locations where “district director” appears, strike “director and insert “liaison.”

**PROPOSED BY:** To be determined

**RATIONALE:** The districts, as currently structured, have outlived their purpose. District conferences generally are sparsely attended, especially when held in the same year as the NAP biennial convention. The title “director” is no longer apropos, since (except for the two elected from among the eight) the district directors no longer serve on the NAP Board of Directors. Retaining the districts as geographical divisions, changing the titles of the district directors to district liaisons (or something similar), and eliminating the requirement of a district conference, will allow the districts to continue serving the function of providing a resource for the assigned associations, without having to plan for and conduct a sparsely attended conference.

**AMENDMENT 1.1—DROP DISTRICT MEMBERSHIP:** Amend Article III, Members, Section 1, Classification, Subsection C, Membership in Districts, Associations, and Units, by striking “districts” each place it appears, and adjusting punctuation as needed.

Current Wording	Proposed Amendment	If Adopted Will Read
<p><b>C. Membership in Districts, Associations, and Units.</b> Membership in districts, associations, and units shall be as provided in Article IV, Section 8.</p>	<p><b>C. Membership in <del>Districts,</del> Associations, and Units.</b> Membership in <del>districts,</del> associations, and units shall be as provided in Article IV, Section 8.</p>	<p><b>C. Membership in Associations and Units.</b> Membership in associations and units shall be as provided in Article IV, Section 8.</p>

**PROPOSED BY:** To be determined

**RATIONALE:** Necessary for full implementation of Amendment 1.

**AMENDMENT 1.2—DROP CRITERIA FOR DISTRICT MEMBERSHIP:** Amend Article IV, Divisions, Section 8, Section 8. Membership in Districts, Associations, and Units, Subsection B , Criteria, by striking Paragraph 1 and renumbering the succeeding paragraphs.

Current Wording	Proposed Amendment	If Adopted Will Read
<p><b>B. Criteria.</b></p> <ol style="list-style-type: none"> <li>1. A member of NAP, who is registered as in attendance, has paid the appropriate registration fee, and meets either of the following requirements may vote at the district conference:               <ol style="list-style-type: none"> <li>a) primary member of an association in the district; or</li> <li>b) member whose principal residence is in an unchartered state or province in the district and who is not a primary member of any association.</li> </ol> </li> <li>2. A member of NAP whose principal residence is in a state or province with an association shall belong to at least one association which may be a different association than that of the state or province in which the member resides. A member of NAP may belong to any number of associations. A member of NAP whose principal residence is in an unchartered state or province shall not be required to belong to an association</li> <li>3. A member of NAP may belong to any number of units. A member of NAP who is a member of a unit shall be a member of the association, if any, with which the unit is affiliated .</li> </ol>	<p><b>B. Criteria.</b></p> <ol style="list-style-type: none"> <li><del>1. A member of NAP, who is registered as in attendance, has paid the appropriate registration fee, and meets either of the following requirements may vote at the district conference:</del> <ol style="list-style-type: none"> <li><del>a) primary member of an association in the district; or</del></li> <li><del>b) member whose principal residence is in an unchartered state or province in the district and who is not a primary member of any association.</del></li> </ol> </li> <li><del>2.</del><u>1.</u> A member of NAP whose principal residence is in a state or province with an association shall belong to at least one association which may be a different association than that of the state or province in which the member resides. A member of NAP may belong to any number of associations. A member of NAP whose principal residence is in an unchartered state or province shall not be required to belong to an association</li> <li><del>3.</del><u>2.</u> A member of NAP may belong to any number of units. A member of NAP who is a member of a unit shall be a member of the association, if any, with which the unit is affiliated .</li> </ol>	<p><b>B. Criteria.</b></p> <ol style="list-style-type: none"> <li>1. A member of NAP whose principal residence is in a state or province with an association shall belong to at least one association which may be a different association than that of the state or province in which the member resides. A member of NAP may belong to any number of associations. A member of NAP whose principal residence is in an unchartered state or province shall not be required to belong to an association</li> <li>2. A member of NAP may belong to any number of units. A member of NAP who is a member of a unit shall be a member of the association, if any, with which the unit is affiliated .</li> </ol>

**CONFORMING AMENDMENT:** In the title for Article IV, Section 8, strike “Divisions ” and the comma after “Associations.”.

**PROPOSED BY:** To be determined

**RATIONALE:** Necessary for full implementation of Amendment 1.

**AMENDMENT 1.3—APPOINTMENT OF DISTRICT LIAISONS:** Amend Article V, Officers, Section 8, Duties of Officers, Subsection A, Duties of the President, Paragraph 2, by inserting a new Subparagraph e to read as follows, and relettering Subparagraph e as f, with the provision that this amendment shall be effective with the appointments for the 2021-2023 biennium:

e) the liaison for each district;

Current Wording	Proposed Amendment	If Adopted Will Read
<p>2. shall appoint, subject to the approval of the NAP Board of Directors, the following:</p> <p>a) the editor, the assistant editor, the parliamentary research editor, the parliamentary research team, the parliamentary consultant, and the parliamentary review committee for the <i>National Parliamentarian</i>®;</p> <p>b) the chairman of each standing committee except the ethics committee;</p> <p>c) the members of each standing committee and subcommittee except the membership extension and retention committee and the ethics committee;</p> <p>d) the chairman and members of each special committee; and</p> <p>e) the convention coordinator and workshop coordinator, and NAP Training Conference coordinator and workshop coordinator;</p>	<p>2. shall appoint, subject to the approval of the NAP Board of Directors, the following:</p> <p>a) the editor, the assistant editor, the parliamentary research editor, the parliamentary research team, the parliamentary consultant, and the parliamentary review committee for the <i>National Parliamentarian</i>®;</p> <p>b) the chairman of each standing committee except the ethics committee;</p> <p>c) the members of each standing committee and subcommittee except the membership extension and retention committee and the ethics committee;</p> <p>d) the chairman and members of each special committee;</p> <p>e) <u>the liaison for each district</u>; and</p> <p>e) f) the convention coordinator and workshop coordinator, and NAP Training Conference coordinator and workshop coordinator;</p>	<p>2. shall appoint, subject to the approval of the NAP Board of Directors, the following:</p> <p>a) the editor, the assistant editor, the parliamentary research editor, the parliamentary research team, the parliamentary consultant, and the parliamentary review committee for the <i>National Parliamentarian</i>®;</p> <p>b) the chairman of each standing committee except the ethics committee;</p> <p>c) the members of each standing committee and subcommittee except the membership extension and retention committee and the ethics committee;</p> <p>d) the chairman and members of each special committee;</p> <p>e) the liaison for each district; and</p> <p>f) the convention coordinator and workshop coordinator, and NAP Training Conference coordinator and workshop coordinator;</p>

**PROVISO:** *This amendment shall be effective with the appointments for the 2021-2023 biennium.*

**PROPOSED BY:** To be determined

**RATIONALE:** Necessary for full implementation of Amendment 1.

**AMENDMENT 1.4—CHANGE DISTRICT DIRECTOR TITLE:** Amend Article VII, NAP Board of Directors, Section 2, Duties, Subsection B, Duties of the NAP Board of Directors, Paragraph 20, by striking “director of” and inserting “liaison for.”

Current Wording	Proposed Amendment	If Adopted Will Read
<p>20. consider and resolve the question of revocation of the charter of an association or unit, when revocation of an association’s charter is recommended by the NAP President or the director of the district in which the association is located, or when revocation of a unit’s charter is recommended by the NAP President or the president of the</p>	<p>20. consider and resolve the question of revocation of the charter of an association or unit, when revocation of an association’s charter is recommended by the NAP President or the <del>director of</del> <u>liaison for</u> the district in which the association is located, or when revocation of a unit’s charter is recommended by the</p>	<p>20. consider and resolve the question of revocation of the charter of an association or unit, when revocation of an association’s charter is recommended by the NAP President or the liaison for the district in which the association is located, or when revocation of a unit’s charter is recommended by the NAP</p>

association, if any, with which the unit is affiliated;	NAP President or the president of the association, if any, with which the unit is affiliated;	President or the president of the association, if any, with which the unit is affiliated;
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**PROPOSED BY:** To be determined

**RATIONALE:** Necessary for full implementation of Amendment 1.

**AMENDMENT 1.5—SUBMISSION OF AMENDMENTS:** Amend Article XVI, Amendment of Articles of Incorporation and Bylaws, Section 1, Convention Action. Subsection A, Amendment with Notice Before Convention, Paragraph 1, by striking “a district conference.”

<b>Current Wording</b>	<b>Proposed Amendment</b>	<b>If Adopted Will Read</b>
1. has been submitted by the bylaws committee, the NAP Board of Directors, a standing or special committee, a district conference, two associations or their board of directors, three units, or at least ten NAP members-at-large;	1. has been submitted by the bylaws committee, the NAP Board of Directors, a standing or special committee, <del>a district conference,</del> two associations or their board of directors, three units, or at least ten NAP members-at-large;	1. has been submitted by the bylaws committee, the NAP Board of Directors, a standing or special committee, two associations or their board of directors, three units, or at least ten NAP members-at-large;

**PROPOSED BY:** To be determined

**RATIONALE:** Necessary for full implementation of Amendment 1.

