

MANITOBA ASSOCIATION OF PARLIAMENTARIANS

A division of the NATIONAL ASSOCIATION OF PARLIAMENTARIANS®.

BYLAWS

MANITOBA ASSOCIATION OF PARLIAMENTARIANS

ARTICLE I: NAME

The name of this organization shall be the MANITOBA ASSOCIATION OF PARLIAMENTARIANS (MAP), 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 encourage the study and use of parliamentary procedure among its members and the community; to provide resources to members and groups desiring knowledge, instruction, and assistance in parliamentary procedure; and to promote the object and educational programs of NAP.

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.

- 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. Member-at-large: Members-at-large are primary or affiliate members of the Association who do not belong to a unit of this Association.

- D. Provisionals: Provisionals are MAP members who are preparing for NAP membership. They are not counted for the purpose of determining the number of delegates to which MAP is entitled at NAP conventions.

Section 2: Eligibility.

- A. Membership in the Association is open to all persons who express an interest in pursuing the objectives of the Association.
- B. Any member of NAP is eligible for membership in the Association.
- C. Upon payment of dues, as are applicable, a person will become a member in good standing of this Association.

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Section 3: Obligation.

It is the duty and responsibility of every member to ensure that their current contact particulars are recorded in the Association membership roster.

ARTICLE IV: DUES AND FINANCES

Section 1: Dues Payment.

- A. Association membership dues shall be paid annually and shall be an amount as adopted by the assembly.
- B. Primary members' dues (NAP and MAP) shall be paid directly to NAP Headquarters 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.
- C. Affiliate and Provisional members' dues shall be paid directly to the MAP Treasurer by January 1.
- D. NAP dues for new members shall be prorated monthly for the remaining calendar year of their initial membership and shall be based on the date of membership.
- E. The membership year shall be January 1 through December 31.

Section 2: Budget.

- A. A proposed budget shall be submitted by the Board at the Annual General Meeting.
- B. The Board of Directors may, from time to time, submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote.

Section 3: Fiscal Year.

The fiscal year shall be December 1 through November 30.

Section 4 No Personal Inurement.

No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE V: OFFICERS

Section 1: Officers.

- A. The officers of this Association shall be a President, a Vice-president, a Secretary, a Treasurer, and at least three (3) Directors.
- B. Each officer shall be a member in good standing throughout the term of office.

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Section 2: Term of Office.

- A. Officers shall assume their duties at the close of the meeting at which they are elected.
- B. Officers shall serve for a term of one year or until their successors are elected.
- C. No member shall be eligible to be elected more than two (2) consecutive terms in the same office, except a member serving in the Treasurer position.

Section 3: Vacancies.

A vacancy in any office, except President, shall be filled by the Board of Directors.

Section 4 Removal of Officer.

Where the conduct of a member of the Board of Directors inhibits or restricts the functioning of the Association, the member may be removed from office by a resolution of the Board requiring previous notice and a 2/3 vote of the entire Board of Directors.

Section 5: Duties. The duties of the officers shall be as follows:

A. The President shall

1. preside at all meetings of the Association and the Board of Directors;
2. appoint the parliamentarian;
3. appoint, subject to the approval of the Board, the Communications Chair, and Historian;
4. be the official spokesman of MAP and be responsible for liaison with NAP;
5. send bylaws to NAP on an annual basis and notify NAP of officer changes;
6. be one of the authorized signatories for MAP cheques; and
7. fulfill such other duties as may be assigned by the Association or the Board.

B. The Vice President shall

1. perform the presiding duties of the President in the absence of, or at the request of, the President;
2. fill the unexpired term if a vacancy occurs in the office of President;
3. be one of the authorized signatories for MAP cheques; and
4. fulfill such other duties as may be assigned by the Association, the Board of Directors, or the President.

C. The Secretary shall

1. record the minutes of all meetings of the Association and the Board;
2. be the custodian of all documents, including MAP and NAP bylaws, special rules of orders, and standing rules;
3. conduct correspondence as directed by the Association, the Board of Directors, or the President; and

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4. 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. deposit funds as the Board directs;
3. present a financial statement at each Association meeting, and as requested by the Board of Directors;
4. notify the NAP headquarters, when requested, of the dues structure for the Association;
5. prepare the financial records for audit before the end of the calendar year;
6. prepare a draft budget for presentation to the Board of Directors;
7. present the budget at each Annual General Meeting;
8. be one of the authorized signatories for MAP cheques; and
9. fulfill such other duties as may be assigned by the Association, Board of Directors, or the President.

E. Directors shall

1. Perform such duties as may be assigned by the Association, the Board of Directors, or the President.

Section 6: Nominating Committee.

At least two (2) months prior to the Annual General Meeting, the Board shall appoint a nominating committee of three (3) members, whose duty it shall be to present at the AGM a slate of at least one individual for each office, provided that consent has been obtained from each nominee.

Section 7: Election of Officers.

- A. The officers shall be elected at the Annual General Meeting.
- B. Nominations may be made from the floor, provided that consent has been obtained from each nominee.
- C. Elections shall be ballot, except when there is only one nominee for an office, in which case the election for that office may be held by show of hands.
- D. No member shall hold more than one office at a time.

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ARTICLE VI: MEETINGS

Section 1: Annual General Meeting.

- A. The Annual General Meeting (AGM) shall be held between March 15 and April 30, inclusive, of each year, at a time and place determined by the Board of Directors.
- B. The AGM shall be for the purpose of electing officers, receiving reports of officers and committees, adopting a budget, and for any other business that may arise.

Section 2: General Meetings.

General meetings shall be held each year at such time and place as shall be designated by the Board.

Section 3: Special Meetings.

- A. Special meetings may be called at any time by the Board.
- B. The Board shall, upon written request of ten (10) members, call a special meeting, for the consideration of any specified matter.

Section 4: Meeting Notice.

- A. Notice of membership meetings shall be sent to each member not less than 10 days prior to the date set for such meeting.
- B. Unless members indicate otherwise to the MAP Board, in writing, notice shall be sent electronically to the address provided in accordance with Article III, Section 3.

Section 5: Quorum.

Seven (7) members of the Association shall constitute a quorum, but at no time shall the lack of a quorum prevent the presentation of any planned program.

Section 6: Postponement.

In the event of an emergency declared by the Federal or Provincial government, the Board of Directors by a two-thirds vote may postpone any membership meeting, mentioned herein. All members shall be notified of the postponement in a manner determined by the Board of Directors to be fair and reasonable under the circumstances.

Section 7: Membership Meetings Held Electronically.

As determined by the Board of Directors by a two-thirds vote, any membership meeting, mentioned herein, may be held electronically, in accordance with the criteria mentioned in Article IX. A secret vote conducted through the designated electronic meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot.

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ARTICLE VII: BOARD OF DIRECTORS

Section 1: Composition.

- A. The Board of Directors shall be comprised of the elected officers of the Association.
- B. The parliamentarian shall serve as an advisor to the Board of Directors.

Section 2: Duties.

- A. 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.
- B. The Board of Directors shall
 - 1. constitute the administrative body of the Association and have general supervision of the affairs of MAP between meetings;
 - 2. fix the date, hour, and place of all meetings;
 - 3. make recommendations to the Association;
 - 4. adopt rules as needed to carry on the business of the Board, provided such rules are not in conflict with these bylaws, any special rules of order, or standing rules adopted by the Association;
 - 5. assume the duties of the standing committees if none are appointed; and
 - 6. perform such other duties as specified in these bylaws or ordered by the Association.

Section 3: Meetings.

- A. Meetings of the Board of Directors shall be held as often as necessary.
- B. Each Board member shall be given due notice of all meetings.
- C. Four (4) members of the Board of Directors shall constitute a quorum.

ARTICLE VIII: COMMITTEES

Section 1: Committees.

Standing or special committees shall be created as the Association shall, from time to time, deem necessary to carry on the work of the Association.

Section 2: Standing Committees.

The Standing Committees are the Education Committee and the Membership Committee.

Section 3: Duties.

- A. The Education Committee shall develop and coordinate educational programs for MAP, including informing units and members of NAP educational materials.
- B. 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.

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Section 4: Appointment.

The chairman and members of all committees shall be appointed by the President, except that in the absence of the President, the Board of Directors may appoint the chairman and members of a committee.

Section 5: Ex-officio Membership.

The President shall be ex-officio a member of all committees, except of the Nominating Committee.

ARTICLE IX: ELECTRONIC MEETINGS

The Board of Directors and committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously communicate with each other and participate during the meeting.

ARTICLE X: DELEGATE REPRESENTATION

Section 1: NAP Delegates.

- A. Delegate representation shall be based on the number of primary members in the Association as of March 1 of a convention year.
- B. The number of NAP Delegate positions available for this Association will be in accordance with NAP By-laws.
- C. Due notice of delegate opportunities shall be advertised to all primary members.
- D. The President will be given the first opportunity to be an Association delegate.
- E. Delegate and alternate positions are filled by the Board of Directors.
- F. Vacancies in delegate or alternate positions may be filled by the President.

ARTICLE XI: UNITS

Section 1: Units.

- A. All units chartered within the boundaries of Manitoba shall be divisions of MAP.
- B. Unit bylaws shall be reviewed periodically to ensure compliance with NAP and Association bylaws.

ARTICLE XII: DISSOLUTION

In the event of dissolution of the Association, any assets remaining after payment of all debts and liabilities will be 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 XIII: 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, or any special rules of order the Association may adopt.

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ARTICLE XIV: AMENDMENT

Section 1: Amendment procedure

These bylaws may be amended at any Annual or Special Meeting of the Association with previous notice and a 2/3 vote.

Section 2: Amendments caused by NAP Bylaws

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

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BYLAW HISTORY AND UPDATES

#1 = June 9, 2010-MAP bylaw revision adopted, with following provisos:

- A. MEMBERSHIP TRANSITION-CHARTER MEMBERS
 - (i) Members enrolled prior to chartering shall be deemed charter members of MAP*.
- B. BOARD OF DIRECTORS TRANSITION-TERM OF OFFICE & DUTIES
 - (i) The Board of Directors will continue to serve out their one-year term as the MAP* Board of Directors.
 - (ii) The Board of Directors shall assume the duties of the MAP* Board of Directors.
- C. MEMBERSHIP YEAR TRANSITION – ASSOCIATION DUES
 - (i) Dues paid for 2010 - 2011 (April 2010 - March 2011), shall extend to December 31, 2011.
 - (ii) MAP* association dues for the period of January 1, 2011 to December 31, 2011 shall be nil because of the transition clause mentioned above.
 - (iii) New members to MAP* between the chartering date and December 31, 2011 shall pay an amount as set by the Board of Directors.
- D. FISCAL YEAR TRANSITION – AUDITOR REPORT
 - (i) The first MAP* audited statement will cover the period of April 1, 2010 to November 30, 2010, inclusive.

Legend for Provisos:

*MAP = NAP Chartered Association

#2 = November 2, 2013-Report to Membership (Article XIV: Amendment, Section 2)

Based on a NAP bylaw amendment adopted on September 9, 2013 at NAP's 39th Biennial convention, a change to MAP Bylaw Article IV, Section 1, Item D, was required. On October 2, 2013, the MAP board effected this change, by substituting for the existing provision, the following: ARTICLE IV: DUES AND FINANCES, Section 1: Dues Payment. D. NAP dues for new members shall be prorated monthly for the remaining calendar year of their initial membership and shall be based on the date of membership.

#3 = April 12, 2014-Rescind Article III, Section 4 (Affirmative = 22; Negative = 0)

#4 = April 7, 2018-Amend Article V, Officer, Section 2, Term of Office, Subsection C, by adding the words, "except a member serving in the Treasurer position." (Affirmative = 12; Negative = 0)

#5 = Sept 12, 2020-Amend Article VII, BOARD OF DIRECTORS, Section 3, Meetings, Subsection C, by striking out the words: "A majority of the" and inserting the word: "Four (4)." (Affirmative 10; Negative 1)

#6 = Sept 25, 2021

1. To amend Article V; OFFICERS, Section 5. Duties. A.3, by striking out Newsletter Editor, and inserting Communications Chair; [Affirmative = 11; Negative = 0]
2. To amend Article VI; MEETINGS, Section 4. Due Notice; by substituting, the following: Section 4: Meeting Notice. A. Notice of membership meetings shall be sent to each member not less than 10 days prior to the date set for such meeting. B. Unless members indicate otherwise to the MAP Board, in writing, notice shall be sent electronically to the address provided in accordance with Article III, Section 3. [Affirmative = 11; Negative = 0]
3. To amend Article VI; MEETINGS, Section 5. Quorum; by striking out Eleven (11), & inserting Seven (7). [A; 10/N:0]
4. To amend Article VI; MEETINGS; by adding Sections 6, as follows: Postponement. In the event of an emergency declared by the Federal or Provincial government, the Board of Directors by a two-thirds vote may postpone any membership meeting, mentioned herein. All members shall be notified of the postponement in a manner determined by the Board of Directors to be fair and reasonable under the circumstances. [Affirmative = 11; Negative = 0]

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BYLAW HISTORY AND UPDATES (Continue)

#6 = Sept 25, 2021 (Continue)

5. To amend Article VI; MEETINGS; by adding Sections 7, as follows: Section 7. Membership Meetings Held Electronically. As determined by the Board of Directors by a two-thirds vote, any membership meeting, mentioned herein, may be held electronically, in accordance with the criteria mentioned in Article IX. A secret vote conducted through the designated electronic meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote be conducted by ballot. [Affirmative = 11; Negative = 0]

#7 = April 30, 2022-Amend Article IV: Dues and Finances, by adding a new Section 4, as follows:

Section 4: No Personal Inurement. No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. [Affirmative 16; Negative 0]