

**INLAND NORTHWEST PARLIAMENTARY LAW UNIT  
OF THE  
NATIONAL ASSOCIATION OF PARLIAMENTARIANS®**

**BYLAWS**

**ARTICLE I: NAME**

The name of this unit is the Inland Northwest Parliamentary Law Unit (INPLU), a division of the National Association of Parliamentarians® (NAP) and affiliated with the Washington State Association of Parliamentarians (WSAP).

**ARTICLE II: OBJECT**

**Section 1. General Object.** INPLU is organized exclusively for educational purposes of studying, teaching, promoting and disseminating the philosophy and principles underlying the rules of deliberative assemblies, and carrying out such other activities as may be necessary or useful in the furtherance of these purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future tax code.

**Section 2. Specific Object.** The specific object of INPLU is to promote the object and educational programs of NAP on a local level and to cooperate with WSAP in the furtherance of that object in the State of Washington.

**ARTICLE III: MEMBERS**

**Section 1. Categories.** The categories of INPLU membership are primary, affiliate, and provisional, as those terms are defined in the NAP Bylaws.

**Section 2. Eligibility and Application.** Any member of NAP and any other person interested in the object of INPLU is eligible for membership in INPLU, and will be accepted as a member upon completion of the appropriate application process and payment of all applicable dues.

**A. Primary Membership.** Any person may become a primary member of INPLU by:

1. successfully completing the NAP membership application process, including payment of the applicable NAP and WSAP dues, listing INPLU as their unit, and paying the applicable INPLU dues; or
2. if already a member of NAP and WSAP, completing an INPLU membership application, indicating “primary” as the membership category, and paying the applicable INPLU dues.

**B. Affiliate Membership.** Any primary member of another unit may become an affiliate member of INPLU by completing an INPLU membership application, indicating “affiliate” as the membership category, paying the applicable INPLU dues, and either paying the applicable WSAP dues for forwarding to the WSAP treasurer or certifying that the applicable WSAP dues already have been paid.

**C. Provisional Membership.** Any non-NAP member may become a provisional member of INPLU by completing an INPLU membership application, indicating “provisional” as the membership category, and paying the applicable INPLU dues.

1. INPLU provisional members are not required to be provisional members of WSAP, but may elect to do so as provided in the WSAP Bylaws.

2. No person may maintain provisional membership in INPLU for longer than five years, nor may any previous provisional member be accepted for provisional membership again until the lapse of at least one year after resignation or forfeiture of provisional membership.

***PROVISO:** The provisions of Article III, Section 2C2, are not applicable to any person who is a provisional member on the date of adoption of this revision, so long as such person continues to maintain provisional membership with no break.*

3. No former member of NAP may be accepted for provisional membership during the time the former member is eligible for reinstatement of NAP membership.

**Section 3. Membership Rights.** Except as specifically restricted by other provisions of these bylaws, all membership categories have equal rights in INPLU.

**Section 4. Membership Year.** The INPLU membership year is January 1 through December 31.

## ARTICLE IV: DUES AND FINANCES

### Section 1. Dues.

**A. Dues amount.** The annual dues are as provided in the INPLU Standing Rules.

1. Dues for new members will be prorated every two months, beginning with full dues for members joining in January or February. Dues for members joining during the last four months of the year will include dues for the following year as well as for the remainder of the current year.
2. Dues for student members, as defined in the NAP Bylaws, will be one-half the otherwise applicable dues.

**B. Payment.** NAP and WSAP dues, if applicable, must be paid in accordance with the NAP and WSAP Bylaws. INPLU dues must be paid to the INPLU treasurer.

**C. Payment, Delinquency, and Forfeiture Dates.** The dates for dues payment, delinquency, and membership forfeiture are the same as provided for NAP dues in the NAP bylaws.

**Section 2. Budget.** At the annual meeting, the unit will adopt a budget for the following calendar year. All disbursements must be within the budget for a specifically identified line item or approved by the unit as an out-of-budget disbursement.

**Section 3. Audit Committee.** An audit committee of at least two members will be elected at the annual meeting. The audit committee will audit the unit's financial records for the calendar year and submit its report at the February unit meeting.

**Section 4. Fiscal Year.** The INPLU fiscal year is December 1 through November 30 of the following year.

**Section 5. No Personal Inurement.** No part of the net earnings of INPLU may inure to the benefit of or be distributable to its members, its officers, or any other private persons, except that INPLU may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II.

## ARTICLE V: OFFICERS

**Section 1. Officers.** The officers of INPLU are a president, a vice president, a secretary, and a treasurer. Except for the offices of secretary and treasurer, which may be combined at the unit's discretion, no member may hold more than one office.

**Section 2. Qualifications.** All officers must be INPLU members, and the president and vice president must be primary or affiliate members.

**Section 3. Nomination and Election.**

**A. Nominations.**

1. A nominating committee of three members will be elected at the last regular meeting preceding the annual meeting in each even-numbered year. If there are more than three candidates for the committee, election will be by ballot. The committee will select its own chair.
2. At the annual meeting in each even-numbered year, the nominating committee will nominate at least one eligible member, who has consented to serve if elected, for each office.
3. Additional nominations may be made from the floor, provided consent has been obtained from the nominee.

**B. Election.** The officers will be elected at the annual meeting in each even-numbered year. Election will be by ballot for any office for which there is more than one nominee.

**Section 4. Term of Office.** The officers will assume office on January 1 of each odd-numbered year and serve until December 31 of the next even-numbered year, or until their successors are elected and assume office.

**Section 5. Term Limits.**

**A. President and Vice President.** The president and the vice president may not serve consecutive terms in the same office.

**B. Secretary and Treasurer.** The secretary and the treasurer may serve no more than two consecutive terms in the same office.

**Section 6. Vacancy.** In the event of a vacancy in the office of president, the vice president will succeed to the office for the remainder of the term. In the event of a vacancy in any other office, the unit will elect an eligible member to serve for the remainder of the term.

**Section 7. Duties.** All officers will perform the duties prescribed for their offices in these bylaws, the special rules of order, the adopted parliamentary authority, and the standing rules, or as directed by the unit.

**ARTICLE VI: MEETINGS**

**Section 1. Regular Meetings.**

**A. Time and Location.** Except as otherwise ordered by the unit, regular meetings of INPLU will be held in each even-numbered month, at such day, time, and location as provided in the unit's standing rules.

**B. Emergency Cancellation.** The president, or if the president is unavailable, the vice president, may cancel a meeting if, in the president's or vice president's opinion, severe weather conditions contribute to hazardous driving conditions. All members must be notified of any such cancellation, by e-mail or telephone, no later than one hour prior to the scheduled start of the meeting.

**Section 2. Annual Meeting.** The regular meeting in October will be the annual meeting and will be for receiving written officer and committee reports and such other business as may arise. In each even-numbered year, the annual meeting also will include nomination and election of officers.

**Section 3. Special Meetings.** Special meetings may be called by the president or by any three members. Notice, including the purpose of the meeting must be sent to all members at least five days before the meeting.

**Section 4. Quorum.** The quorum for any meeting is four members or a majority of the membership, whichever is fewer.

## **ARTICLE VII: COMMITTEES**

**Section 1. Standing Committees.** The INPLU standing committees are education and membership.

**Section 2. Special Committees.** INPLU may create such special committees as deemed necessary to carry on the work of the unit.

**Section 3. Members and Chairs.**

**A. Appointment.** Except as otherwise provided in these bylaws, the chair and members of all committees will be appointed by the president or, for special committees that may be created in the absence of the president, by the unit.

**B. Ex-office Members and Chairs.**

1. The president will be an ex-officio member of all committees except the audit committee and the nominating committee.
2. The vice president will be an ex-officio member and chair of the education committee.
3. The secretary will be an ex-officio member and chair of the membership committee.

**Section 4. Duties of Standing Committees.** The duties of the standing committees are as set forth in the INPLU Standing Rules.

**Section 5. Conduct of Business.** All committees are authorized to conduct business at an in-person meeting, by teleconference, or by email. If any committee member objects to making a final decision by email, the final decision must be made at an in-person meeting or by teleconference.

## **ARTICLE VIII: ELECTRONIC COMMUNICATION**

Unless members indicate otherwise to the INPLU secretary, all communication required in these bylaws, including meeting notices, may be sent electronically.

## **ARTICLE IX: REPRESENTATION AT NAP AND WSAP**

**Section 1. NAP Convention Delegates and Alternates.**

**A. Number and Qualification of Delegates.** The number of delegates to which WSAP is entitled at the NAP convention, and the qualifications to serve, will be as specified in the NAP bylaws.

**B. Delegate Selection.** Delegates to the NAP Convention will be selected in the following order of precedence until all delegate positions are filled or there are no more candidates:

1. the president, if attending the convention and not filing another delegate position;
2. the vice president, if attending the convention and not filing another delegate position;
3. one or more INPLU members or other NAP members elected by the unit.

**C. Conduct of Election.** Election of delegates, if needed will be held at the unit meeting in June of the convention year. If there are more candidates than delegate positions to be filled, election will be by ballot, with a plurality sufficient to elect.

- D. Alternates.** If there are more candidates than delegate positions to be filled, the candidates not elected will serve as alternates in the order of number of votes received, with any ties broken by lot.
- E. Vacancies.** Vacancies will be filled first by the alternates, if any, in the order elected. Any remaining vacancies, including those resulting from an incomplete election, will be filled as follows:
1. If the vacancy becomes known prior to the convention, and a regular unit meeting is scheduled before the beginning of the convention, the vacancy will be filled by a new election. Otherwise, the president will fill the vacancy by appointment.
  2. If the vacancy becomes known at the convention, the president or the president's designee will fill the vacancy by appointment.

### **Section 2. Unit Representative to WSAP Board of Directors.**

- A. Eligibility.** The qualifications to serve as the unit representative to the WSAP board of Directors will be as set forth in the WSAP Bylaws.
- B. Election.** INPLU's representative to the WSAP board of directors will be elected at the unit meeting held in February of each odd-numbered year. Nominations will be from the floor. Unless there is only one nominee, election will be by ballot, with a majority necessary to elect.
- C. Term.** The term for the unit representative will be as specified in the WSAP Bylaws.
- D. Vacancy.** Any vacancy in the unit representative position will be filled by election, except that if the vacancy occurs within seven days prior to the next scheduled WSAP board meeting or cannot be completed due to the absence of a quorum at the unit meeting where the election was to be held, the president will appoint a member to fill the vacancy.

## **ARTICLE X: DISSOLUTION**

Upon the dissolution of INPLU, assets will be liquidated and distributed to WSAP unless at that time WSAP no longer meets the criteria for non-profit status under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If WSAP no longer meets the applicable criteria, the assets will be distributed to NAP or, if NAP no longer meets the applicable criteria, to one or more organizations that do meet those criteria. The INPLU charter will be returned to NAP Headquarters.

## **ARTICLE XI: PARLIAMENTARY AUTHORITY**

The rules in the current edition of *Robert's Rules of Order Newly Revised* will govern INPLU except as otherwise provided in the NAP bylaws, these bylaws, or any special rules of order adopted by INPLU.

## **ARTICLE X: AMENDMENT**

**Section 1. Who May Propose.** Amendments to these bylaws may be proposed by any two members, provided at least one of the members is a primary or affiliate member, or by any standing or special committee provided the amendment relates to the committee's structure or function.

### **Section 2. Adoption.**

**A. With Notice.** Amendments may be adopted by a two-thirds vote:

1. at any regular meeting, provided notice of the proposed amendment was given at the previous regular meeting or is included in the meeting notice at least five days prior to the meeting;
- or

2. at a special meeting, provided notice of the proposed amendment is included in the call of the meeting.

**B. Without Notice.** These bylaws may be amended at any regular meeting, without previous notice, by a nine-tenths vote or a majority of the entire unit membership.

**Section 3. Revision.** Revision of these bylaws may be considered only at an annual meeting, and only if authorized by the unit, and a revision committee is created, at a meeting held at least 120 days prior to the annual meeting. Authorization of a bylaws revision will automatically include consideration of a revision to the other INPLU governing documents. If a revision is authorized, no other amendments will be considered to the existing governing documents at the same meeting.

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