\_\_\_\_\_\_\_\_\_[[1]](#endnote-1) [Electronic][[2]](#endnote-2) Chapter  
of the  
American Institute of Parliamentarians

**BYLAWS**

# Article I. Name

The name of this organization is the \_\_\_\_\_\_\_\_\_1 [Electronic]2 Chapter of the American Institute of Parliamentarians (hereafter “AIP”).

# Article II. Purposes

The purposes of this chapter are to promote the objectives and educational programs of AIP by providing leadership training and workshops in parliamentary law and procedure, providing an opportunity for chapters to discuss issues of mutual benefit to AIP, enhancing membership retention and extension, [and carrying out such other educational 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.][[3]](#endnote-3)

# Article III. Membership

1. **Eligibility**.Membership in this chapter is open to any AIP member who wishes to affiliate with the chapter.[[4]](#endnote-4)
2. **Application**. Any AIP member wishing to become a member of this chapter must submit an application to the secretary, on a form approved by the Board of Directors, accompanied by the applicable chapter dues. Membership will be effective immediately upon verification that the applicant is a member of AIP.[[5]](#endnote-5)
3. **Dues**. Annual dues for this chapter are \_\_\_\_.[[6]](#endnote-6)
4. **Termination of membership**.
   1. Any member may resign from membership in this chapter by submitting a signed letter of resignation to the secretary. The resignation will be effective upon receipt of the letter, and must be reported to the chapter at the next regular meeting.[[7]](#endnote-7)
   2. Membership in this chapter will terminate automatically if chapter dues are not paid within \_\_\_[[8]](#endnote-8) days after the due date, or upon the chapter’s receipt of notice that the member has been dropped from the rolls of AIP. The secretary must notify the member of such termination and report it to the chapter at the next regular meeting.

# Article IV. Officers

1. **List of officers**. The offices of this chapter are a president, a vice president, a secretary, and a treasurer.[[9]](#endnote-9)
2. **Nomination and election**.
   1. A nominating committee consisting of \_\_\_[[10]](#endnote-10) members will be elected \_\_\_\_\_.[[11]](#endnote-11)
      1. Election of the nominating committee will be by ballot, except that if there are no more candidates than positions to be filled, the candidates will be declared elected without a vote.
      2. The committee will select its own chair.
      3. At the annual meeting, the committee shall nominate at least one eligible member, who has consented to serve, for each office. Additional nominations from the floor will be allowed at the annual meeting.
   2. Officers will be elected at, and assume office at the conclusion of, the annual meeting. Election of the officers will be by ballot, except that, after the opportunity to make nominations from the floor, if there is only one nominee for an office, the sole nominee for that office will be declared elected without a vote.
3. **Officer term and term limits**. Officers will assume their offices at the at the close of the annual meeting and serve until the close of the next annual meeting or until their successors are elected. No officer may serve more than two consecutive terms in the same office.[[12]](#endnote-12)
4. **Duties**. The officers will perform all duties required by the bylaws and other rules of AIP, by this chapter’s parliamentary authority, and by the provisions of this section.[[13]](#endnote-13)
   1. **President**. The president will:
      1. preside at all chapter meetings when present;
      2. except as otherwise provided in the bylaws, appoint all standing and special committees;
      3. upon election of a new president, turn over all president’s records to the

incoming president within \_\_\_8 days after the election; and

* + 1. perform such other duties as may be delegated by the chapter.
  1. **Vice President**. The vice president will:
     1. preside in the absence of the president, unless also absent;
     2. succeed automatically to the presidency in the event of a vacancy in the office of president;
     3. upon election of a new vice president, turn over all vice president’s records to the incoming vice president within \_\_\_8 days after the election; and
     4. perform such other duties as may be delegated by the chapter.
  2. **Secretary**. The secretary will:
     1. record and keep permanent copies of the minutes of all meetings;
     2. conduct the correspondence of the chapter, except for any correspondence that may be delegated to another officer;
     3. keep a current roster and promptly notify members of any changes;
     4. upon election of a new secretary, turn over all secretary’s records to the incoming secretary within \_\_\_8 days after the election; and
     5. perform such other duties as may be delegated by the chapter.
  3. **Treasurer**. The treasurer will:
     1. receive all funds due to the chapter;
     2. notify members of the due date for chapter dues, at least thirty days before such date;
     3. keep the chapter’s financial records, and report at all regular meetings;
     4. submit a complete treasurer’s report at the annual meeting, and submit all financial records to the audit committee \_\_\_8 days after the end of the treasurer’s term;
     5. disburse funds only in accordance with the adopted budget or pursuant to an adopted motion;
     6. file all tax returns and other financial reports that may be required by applicable law;
     7. upon election of a new treasurer, turn over all treasurer’s records, except those delivered to the audit committee, to the incoming treasurer within \_\_\_8 days after the election; and
     8. perform such other duties as may be delegated by the chapter.

1. **Vacancies**.
   1. **Office of president.** Upon the death, resignation, or removal of the president, the vice president will become the president for the remainder of the term.
   2. **Other offices**. Vacancies in any office except president will be filled for the remainder of the term by \_\_\_\_\_\_\_\_\_\_[[14]](#endnote-14).
2. **Removal**.Any officer may be removed from office by a two-thirds vote, with previous notice, at any regular or properly called special meeting.[[15]](#endnote-15)

# Article V. Meetings

1. **Regular meetings**.Regular meetings will be held \_\_\_\_\_.[[16]](#endnote-16)
2. **Annual meeting of the membership**.
3. The Annual Meeting will be held \_\_\_\_\_[[17]](#endnote-17) at a date, time, and location determined by the Board of Directors, for the purpose of nomination and election of officers [and Directors],[[18]](#endnote-18) presentation of officer and committee reports, and any other business that may come before the society.
4. Notice of the Annual Meeting must be provided to all members by \_\_\_\_\_\_\_,[[19]](#endnote-19) at least \_\_\_8 days prior to the opening of the Annual Meeting.
5. **Special meetings**.
6. Special meetings may be called by the president, or by any \_\_\_\_\_[[20]](#endnote-20) members. Requests by the required number of members must arrive within \_\_\_8 days of the first request in order for the Secretary to set a meeting time.
7. Those who wish to call the meeting must notify the Secretary by email.
8. The Special meeting must be held prior to the next regular meeting. If the special meeting cannot meet this requirement, then the business for which the special meeting would be called may be placed on the agenda for the next regular meeting.
9. Notice of any special meeting, including the date, time, location, and purpose, must be sent to all members at least \_\_\_\_8 days in advance of the meeting. Only those items listed in the meeting notice may be considered at the meeting.
10. **Electronic meetings**.
    1. Any meeting of the membership may be held by an electronic medium, in lieu of an in-person meeting if authorized by the Board of Directors, and so long as any electronic meeting provides the opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.[[21]](#endnote-21)
    2. If a meeting initially scheduled to be held in person is rescheduled as an electronic meeting, notice of the rescheduled meeting must be provided to all members no less than \_\_\_\_\_\_[[22]](#endnote-22) before the beginning of the rescheduled meeting.
11. **Quorum**.The quorum for any meeting of the membership is \_\_\_\_\_\_\_.[[23]](#endnote-23)

# Article VI. Board of Directors

1. **Composition**. The Board of Directors consists of the elected officers.[[24]](#endnote-24)
2. **Duties and responsibilities of the Board of Directors**.[[25]](#endnote-25)
3. **Regular meetings.** Regular meetings of the Board will be held \_\_\_\_\_\_.[[26]](#endnote-26)
4. **Special meetings**.
5. Special Meetings may be called by the president or any \_\_\_\_[[27]](#endnote-27) Board of Directors members.
6. Notice for such meetings must be a minimum of \_\_\_\_[[28]](#endnote-28) hours electronic meetings or \_\_\_\_8 days for an in-person meeting.
7. **Electronic meetings**.Any meeting of the Board of Directors may be held by an electronic medium, in lieu of an in-person meeting, so long as any electronic meeting provides the opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area.
8. **Quorum**. The quorum for all meetings of the Board of Directors is \_\_\_\_.[[29]](#endnote-29)

# Article VII. Committees

1. **Standing committees**. The standing committees of this chapter are \_\_\_\_\_\_\_\_\_.[[30]](#endnote-30)
2. **Special committees**. The chapter may create such special committees as deemed necessary to carry on the work of the chapter.
3. **Appointment**. [Except as otherwise provided in these bylaws,][[31]](#endnote-31) 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 chapter.
4. **Duties of standing committees**. The duties of the standing committees are as set forth in the chapter’s Standing Rules.[[32]](#endnote-32)
5. **Conduct of business**. All committees are authorized to conduct business at an in-person or at an electronic meeting that provides the opportunity for simultaneous aural communication among all participating members equivalent to those of meetings held in one room or area. In addition, any committee may decide an issue by email, provided all committee members concur in the decision.
6. **Ex-officio membership**. The President will serve as an ex-officio member of all committees except the Nominating Committee and the Audit Committee. As such, the President has the right, but not the obligations, to attend and participate fully in committee meetings, and is not counted in determining the committee’s quorum.[[33]](#endnote-33)

# Article VIII. Finances

1. **Fiscal year**. The fiscal year for this chapter begins on \_\_\_\_\_\_.[[34]](#endnote-34)
2. **Budget**.**[[35]](#endnote-35)**
3. **Audit Committee**.The president, with the approval of the Board of Directors, will appoint an Audit Committee at the first Board of Directors meeting following the Annual Meeting, or following appointment of a new treasurer to fill a vacancy in the office of treasurer.[[36]](#endnote-36) The audit committee will review the financial records of the chapter since the most recent review, and report its finding and recommendations to the chapter upon conclusion of its review, but no later than \_\_\_8 days following appointment.

# Article IX. Parliamentary Authority

In all matters not covered by the Chapter’s charter from the American Institute of Parliamentarians, bylaws, and standing rules, and not covered by the Chapter’s articles of incorporation (if any) and any laws to which the Chapter is subject, the Chapter will be governed by the current edition of the *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*.[[37]](#endnote-37)

# Article X. Amendment

1. **Amendment with notice**. These bylaws may be amended by a two-thirds vote at any regular meeting provided written notice was given at the previous regular meeting. These bylaws also may be amended at any special meeting if notice of the pending amendment was included in the call of the meeting.
2. **Adoption without notice**. If notice has not been given as provided in Section A of this article, these bylaws may be amended by a nine-tenths vote representing at least a majority of the entire membership.
3. **Who may propose**. Any chapter member, the Board of Directors, or any committee may propose an amendment to these bylaws.
4. **Review by AIP**. No amendment to these bylaws shall go into effect until it has been reviewed and approved by the AIP Bylaws and Standing Orders Committee. Technical and conforming recommendations from the AIP Bylaws and Standing Orders Committee may be accepted without another vote by the chapter's membership.

# Article XI. Dissolution

Upon dissolution of this chapter, the chapter charter, any funds or other assets, and records shall be sent to the AIP secretary.

1. Name of chapter [↑](#endnote-ref-1)
2. It is recommended, but not required, that a chapter intending to meet exclusively by electronic media include this word as part of its name. [↑](#endnote-ref-2)
3. A chapter located outside the United States should omit the bracketed language or, if appropriate, substitute relevant language relating to that tax code of the country in which the chapter is located. [↑](#endnote-ref-3)
4. A chapter may choose to impose additional membership criteria, so long as any such criteria do not violate the non-discrimination policy in Article III, Section 3 of the AIP Bylaws. However, a chapter may not create additional membership categories that include non-AIP members. [↑](#endnote-ref-4)
5. A chapter may specify a different application process, so long as the process does not violate AIP’s non-discrimination policy. [↑](#endnote-ref-5)
6. Insert amount of annual dues, if any. As an alternative, the chapter may specify that the dues are as provided in the standing rules and place the details there. If dues are to be prorated, or are different for student members, those details must be included. A chapter may opt to not have dues or a treasurer. [↑](#endnote-ref-6)
7. A chapter may specify a different resignation process. [↑](#endnote-ref-7)
8. Insert desired number of days. [↑](#endnote-ref-8)
9. It is strongly recommended that a chapter have at least these four officers. A chapter may have additional officers, if desired, such as multiple vice presidents (1st VP, 2nd VP, etc.), a recording secretary and a corresponding secretary, a sergeant-at-arms, etc. A chapter also may combine certain offices, such as secretary and treasurer (secretary-treasurer), or specify that certain offices may be held by the same member. [↑](#endnote-ref-9)
10. Insert appropriate number. [↑](#endnote-ref-10)
11. Insert when the nominating committee will be elected. [↑](#endnote-ref-11)
12. This provision should be adapted to the needs of the individual chapter. [↑](#endnote-ref-12)
13. The duties of the officers may be placed in the chapter’s standing rules rather than in the bylaws, but if so, the bylaws must at least specify that the officers will perform the duties listed in the standing rules. The chapter may modify the list of duties to fit its own needs.. [↑](#endnote-ref-13)
14. Specify how the vacancy is to be filled (e.g., appointment by the Board of Directors, special election by the members, etc.). [↑](#endnote-ref-14)
15. A chapter is not required to specify a removal process, but if it chooses to do so, it should include at least what notice and vote is required. The chapter also may wish to specify what grounds justify removal. [↑](#endnote-ref-15)
16. Insert frequency of regular meetings and how they are to be scheduled. The scheduling details may be placed in the unit’s standing rules, of desired, with the bylaws referencing the standing rules. [↑](#endnote-ref-16)
17. Insert relevant time frame. [↑](#endnote-ref-17)
18. Include only if there are to be directors in addition to the officers. [↑](#endnote-ref-18)
19. Insert desired method of notification (e.g., postal mail, email, posting on the chapter-s website, etc.). [↑](#endnote-ref-19)
20. Insert desired number of members required to call a special meeting. [↑](#endnote-ref-20)
21. This provision may be customized as desired by the chapter, including the requirement for something other than a majority vote if the chapter wishes. However, it is recommended that the chapter include some provision for electronic meetings. [↑](#endnote-ref-21)
22. Insert desired time frame. [↑](#endnote-ref-22)
23. Insert desired number or members, or percentage of membership (or a combination of both, such as “tenmembers or twenty *p*ercent of the membership, whichever is less”). In no event should this prevision be omitted unless the chapter is so small that a majority of the membership (the default quorum) is likely to be present at every meeting. [↑](#endnote-ref-23)
24. The chapter may elect to have additional board members, such as the chair of each standing committee, or a specified number of directors in addition to the officers. If so, those details must be spelled out in this section. [↑](#endnote-ref-24)
25. This section should specify the duties and responsibilities of the board. If simple enough, this may consist of a single paragraph. For more complicated duties and responsibilities, a series of numbered subsections may be needed. [↑](#endnote-ref-25)
26. Insert details of the regular meeting schedule (e.g., quarterly at a date, time, and location determined by the president). [↑](#endnote-ref-26)
27. Insert number of members who may call a meeting. [↑](#endnote-ref-27)
28. Insert desired number of hours. [↑](#endnote-ref-28)
29. Insert desired number of members, or percentage of membership. This section may be omitted if the decided quorum is a majority, since that is the default quorum according to all major parliamentary authorities.. [↑](#endnote-ref-29)
30. List the standing committees the chapter will have. It is strongly suggested that the chapter have at least an education committee to be in charge of planning the chapter’s educational programs, and a membership committee to be in charge of the chapter’s membership recruitment and retention efforts. [↑](#endnote-ref-30)
31. This clause may be omitted if the chapter does not intend to provide that certain officers will chair specified committees, or otherwise specify any of the committee membership in the bylaws. [↑](#endnote-ref-31)
32. While it is recommended that committee duties be placed in the chapter’s standing rules, the chapter may instead elect to list them at this location in the bylaws. [↑](#endnote-ref-32)
33. Include this provision only if the chapter wishes the president to have the right to attend committee meetings. The second sentence is necessary under AIPSC (otherwise, the president will count toward the quorum and will have the same rights and obligations as other committee members), but may be omitted if the chapter adopts RONR or another parliamentary authority that contains similar provisions excluding the president from the quorum and from the obligation to attend committee meetings. [↑](#endnote-ref-33)
34. Insert month and day fiscal year begins. There is no requirement that the chapter’s fiscal year coincide with that of AIP, with the terms of officers, or with any other period specified in the bylaws. Its relevance is solely for accounting purposes. [↑](#endnote-ref-34)
35. Insert details about who prepares the budget, what period it is to cover, and when and how it is to be adopted. [↑](#endnote-ref-35)
36. If preferred, the audit committee may instead be elected by the chapter. [↑](#endnote-ref-36)
37. It is strongly recommended, but not required, that the chapter adopt AIPSC as its parliamentary authority. Reasons a chapter might wish to adopt a different parliamentary authority could include that the chapter wishes to focus on learning the procedures under that authority. [↑](#endnote-ref-37)