

1 **AMERICAN INSTITUTE OF PARLIAMENTARIANS**  
2 **BYLAWS**

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5 **ARTICLE I - NAME**  
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7 The name of this Illinois not-for-profit educational corporation shall be the American  
8 Institute of Parliamentarians (hereinafter referred to as AIP).  
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11 **ARTICLE II - PURPOSE**  
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13 The general purpose of AIP shall be the improvement of parliamentary procedure.  
14 Specific objectives are codified in the AIP Action Program.  
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17 **ARTICLE III - MEMBERSHIP**  
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19 **Section 1. Membership.** Any individual, association, institution, or corporation that  
20 subscribes to the purpose of AIP shall be eligible to apply for membership.  
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22 **Section 2. Process.** An applicant for membership shall submit a completed application  
23 and the payment of annual dues to AIP headquarters.  
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25 **Section 3. Non-discrimination.** AIP shall not discriminate in any of its policies or  
26 practices on the basis of race, color, religious affiliation, sex, sexual orientation, age,  
27 marital status, physical disability or medical condition, national or ethnic origin, or  
28 citizenship.  
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30 **Section 4. Membership Categories.** There shall be two membership categories:  
31 Individual and Associate. The individual category shall include the following sub-  
32 categories: Regular, Certified Parliamentarian, Certified Professional Parliamentarian,  
33 Certified Parliamentarian-Teacher, Certified Professional Parliamentarian-Teacher, Full-  
34 time Student, and Retired.

35 **4.1 Regular.** Regular membership benefits shall include a single voting privilege at  
36 the annual session, when the required registration fee has been paid. Regular  
37 members shall be eligible for election or appointment to AIP leadership positions.

38 **4.2 Certified Parliamentarian.** A certified parliamentarian shall receive the benefits  
39 of regular membership, may receive referrals, and may use the title *Certified*  
40 *Parliamentarian (CP)*. This credential is earned by successfully completing a  
41 program developed and maintained by the accrediting department. The credential  
42 shall be awarded by the accrediting department on behalf of AIP.

43 **4.3 Certified Professional Parliamentarian.** A certified professional  
44 parliamentarian shall receive the benefits of regular membership, may receive

45 referrals, and may use the title *Certified Professional Parliamentarian (CPP)*. This  
46 credential is earned by successfully completing a program developed and  
47 maintained by the accrediting department. The credential shall be awarded by the  
48 accrediting department on behalf of AIP.

49 **4.4 Certified Parliamentarian-Teacher; Certified Professional Parliamentarian-  
50 Teacher.** A certified parliamentarian or a certified professional parliamentarian may  
51 be credentialed as a teacher of parliamentary procedure by successfully completing  
52 a program developed and maintained by the education department. The credential  
53 shall be awarded by the accrediting department on behalf of AIP. As appropriate, the  
54 individual so accredited may use the title *Certified Parliamentarian-Teacher (CP-T)*  
55 or *Certified Professional Parliamentarian-Teacher (CPP-T)*.

56 **4.5 Certified Parliamentarian Retired and Certified Professional  
57 Parliamentarian Retired.** A certified parliamentarian or certified  
58 professional parliamentarian wishing to be transferred to retired status may notify the  
59 board secretary and the accrediting director to request reclassification to  
60 retired membership. The member shall be reclassified as Certified Parliamentarian  
61 Retired (CP Ret. or CP-T Ret.) or Certified Professional Parliamentarian Retired  
62 (CPP Ret. or CPP-T Ret.) as of the effective date of the notice.

63 **4.5.1** Retired members shall always use the retired qualification when using the  
64 certified designation and will be excused from any continuing education  
65 requirements for maintenance of certified membership status. A retired member  
66 shall receive the privileges of regular membership.

67 **4.5.2** A retired member wishing to terminate retired status shall apply to the  
68 accrediting department for determination of eligibility for reinstatement to certified  
69 status.

70 **4.6 Full-time Student.** A full-time student, who has not been classified as a CP or  
71 CPP, may request this membership category. The application shall be accompanied  
72 by documentation indicating full-time student status. Membership in this category  
73 shall automatically cease at the end of the membership year in which there is a  
74 change in student status. A full-time student member shall receive all privileges of  
75 regular membership.

## 76 **Section 5. Requirements to Maintain Credentials**

77 **5.1** A credentialed member shall submit documentation of parliamentary continuing  
78 education activities to the accrediting department at least once each seven years, or  
79 the credential shall be revoked. The accrediting department must respond to  
80 submissions within 45 days. Acceptable activities shall be proposed by the  
81 accrediting department, approved by the AIP board of directors, and posted on the  
82 AIP website. If the accrediting department requests additional documentation, such  
83 documentation shall be submitted within thirty days of the request. The accrediting  
84 department shall respond with its determination within sixty days of receipt of the  
85 additional documentation. The accrediting department may extend a credential for  
86 up to 90 days, if necessary, during the verification process.  
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88 **5.2** The credential shall be extended for seven years from the date of verification.

89 **5.3** A Certified Professional Parliamentarian (CPP) or a Certified Parliamentarian  
90 (CP) who does not comply with the requirements to maintain credentials shall revert  
91 to the next lower category of membership. A member holding the Teacher (T)  
92 credential who does not comply with the requirements to maintain that credential  
93 shall lose that credential. Any credential that is lost shall only be restored by  
94 successfully completing a new application and examination process.

95 **5.4** A member whose credential has been lost may appeal the decision within thirty  
96 days after receipt of the decision. An appeals committee shall consist of three  
97 members who hold the same or higher credential, appointed by the executive  
98 committee. The appeals committee shall issue its decision within thirty days after  
99 receipt of the appeal. The decision of the appeals committee shall be final.

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101 **Section 6. Associate Member Category.** An association, institution, or corporation  
102 may apply for associate membership. Associate members shall receive no rights or  
103 privileges, but the associate member shall be entitled to receive or have online access  
104 to the *Parliamentary Journal* and *The Communicator*, and shall have online access to  
105 the *AIP Directory*.

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107 **Section 7. Dues.** Dues shall be payable on or before the annual membership renewal  
108 date. The dues for each class of membership shall be:

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110 Regular (first 2 years)	\$55. 00
111 Regular (after 2 years)	\$70. 00
112 Certified Parliamentarian (CP)	\$105. 00
113 Certified Professional Parliamentarian (CPP)	\$130. 00
114 CP or CPP Retired	\$70. 00
115 Full-time Student	\$20. 00
116 Associate	\$60. 00

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118 **Section 8. Termination.** Membership shall cease by resignation, non-payment of  
119 dues, expulsion, or death.

120 **8.1 Resignation.** A member may resign by sending a written resignation to  
121 headquarters. The resignation shall be effective upon receipt unless specified  
122 otherwise.

123 **8.2 Non-payment of Dues.** Membership and credentials shall be revoked if dues  
124 are not received within ninety days after the membership expiration date. The  
125 executive committee may, if the request is received by the AIP office before the due  
126 date, approve a payment accommodation in cases of hardship; such  
127 accommodation shall not cause the member's credentials to be revoked.

128 **8.3 Expulsion.** In addition to the provisions of Rules for Handling Complaints and  
129 Reporting Ethical Violations, a member may be expelled for cause by ballot vote of  
130 two-thirds of the entire membership of the board at a regular or special meeting. The

131 member may appear, present evidence, and be represented by an advocate at this  
132 meeting. Notice of a proposed expulsion shall be sent to all board members and  
133 shall be sent by a trackable means to the member whose expulsion is being  
134 considered. The notice shall be sent at least twenty days, but no more than sixty  
135 days, before the meeting is to convene.

## 136 137 138 **ARTICLE IV - OFFICERS AND DUTIES**

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140 **Section 1. Officers.** There shall be a president, vice president, secretary, and  
141 treasurer.

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143 **Section 2. Terms.** The terms for each officer shall be one year, beginning at the close  
144 of the annual session in the year of their election and continuing until their successor  
145 shall be elected. Terms shall begin at adjournment of the annual session in which  
146 elected. Officers shall not serve a fifth consecutive term in the same position.

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148 **Section 3. Eligibility.** Only members who have held membership for at least one year  
149 shall be eligible for election to office.

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151 **Section 4. Duties of the President.** The president shall have all of those duties and  
152 powers set forth for same in the parliamentary authority of AIP, and those duties and  
153 powers set forth under the statutes of Illinois. In addition, the president shall have such  
154 further duties and powers as are set forth in these bylaws, the standing orders, and the  
155 board policies.

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157 **Section 5. Duties of the Vice President.** The vice president shall preside in the  
158 absence of the president and shall succeed to the presidency upon the death,  
159 resignation, or incapacity of the president. Upon succession or designation by the  
160 board, the vice president shall succeed to all of the duties and powers of the president.  
161 The vice president shall have such other duties and powers as are set forth in these  
162 bylaws, the standing orders, and the board policies.

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164 **Section 6. Duties of the Secretary.** The secretary shall maintain the records of AIP  
165 other than the financial records. All documentation regarding contracts, awards,  
166 certifications, correspondence, minutes, and notices shall be filed with the secretary.  
167 Those original documents which are within the responsibility of the accrediting  
168 department and the education department shall be maintained therein. The  
169 recommendations of these departments shall contain appropriate copies of supporting  
170 documentation to be filed with the secretary. The board may designate a repository for  
171 this documentation with a contractual party, but the secretary shall retain control of and  
172 access to these filings and archives. The secretary shall have such other duties and  
173 powers as are set forth in these bylaws, the standing orders, and the board policies.  
174

175 **Section 7. Duties of the Treasurer.** The treasurer shall maintain the financial records  
176 of AIP. The treasurer shall compile the information with which to prepare the annual  
177 budget and the annual audit. The treasurer shall report current financial information at  
178 each regular meeting of the board and at the annual meeting of the membership; a  
179 written copy of this report must be filed with the secretary. The treasurer shall chair the  
180 budget and finance committee. The treasurer shall have such other duties and powers  
181 as are set forth in these bylaws, the standing orders, and the board policies.  
182

183 **Section 8. Death, Resignation, or Incapacity of Officers other than President.**  
184 Upon death, resignation, or incapacity of the vice president, secretary, or treasurer, the  
185 board shall fill the vacancy for the balance of the term. The president shall secure and  
186 transfer the records of the vacant office to the successor expeditiously.  
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## 189 **ARTICLE V - BOARD OF DIRECTORS**

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191 **Section 1. Composition.** The board of directors, herein referred to as the board, shall  
192 be composed of the officers of AIP, the accrediting director, the education director, the  
193 communications director, and eight directors elected at the annual session.  
194

### 195 **Section 2. Terms.**

196 **2.1 Elected Directors.** The terms of directors shall be for two years or until their  
197 successors are elected; with four elected in the odd years and four elected in the  
198 even years. The term of office shall begin at the adjournment of the annual session  
199 in which each is elected and shall end at the adjournment of the annual session in  
200 the next odd or even year. Directors shall not serve a third consecutive term.

### 201 **2.2 Accrediting Director, Education Director and Communications Director.**

202 The accrediting director, the education director, and the communications director  
203 shall be elected by the board for a term of three years with the term to begin at the  
204 close of the board meeting at which they are elected. Terms shall be staggered.  
205

206 **Section 3. Vacancies on the Board.** A vacancy in a position of director shall be filled  
207 by the board until the next annual session, and if the board filled a vacancy which has  
208 more than one year left in the term, the members shall elect a director to serve for the  
209 remainder of the term. No vacancy shall be filled in the period commencing thirty days  
210 prior to the annual session. If an action is taken at an annual session that will create a  
211 vacancy in the position of director upon adjournment, the vacancy shall be filled by  
212 election at that annual session.  
213

214 **Section 4. Duties of the Board.** The board shall have general operational control and  
215 responsibility for AIP. It shall have all of those duties and powers set forth for same in  
216 the parliamentary authority of AIP and those duties and powers set forth under the  
217 statutes of Illinois. In addition, the board shall have such further duties and powers as  
218 are set forth in these bylaws, the standing orders, and the board policies. The board

219 shall advise and consent as to the recommendation of the president for the position of  
220 editor of the *Parliamentary Journal*.

221  
222 **Section 5. Regular Meetings.** The board shall meet at least three times during the  
223 year at a time and by such means as is determined by the board. These regular  
224 meetings shall have thirty days' notice. One of the regular meetings shall be held on the  
225 day immediately following the close of the Annual Session, and shall be identified as the  
226 "post-annual session board meeting."

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228 **Section 6. Special Meetings.** Special meetings of the board may be called by the  
229 president and shall be called by the secretary on the request of any five board  
230 members. Notice may be sent by electronic mail. Fifteen days' notice shall be required  
231 for in-person meetings and 72 hours' notice shall be required for meetings conducted  
232 with electronic participation. Notice may be waived by any board member before,  
233 during, or after the meeting.

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235 **Section 7. Method of Meeting.** Meetings of the board may be held in person,  
236 telephonically, or electronically. Any meeting shall provide for communication among all  
237 members of the board synchronously and, excepting executive sessions, shall provide  
238 for attendance, but not participation, by any member of AIP. Anonymous votes  
239 conducted electronically shall be deemed to be a ballot vote, fulfilling any requirement in  
240 these bylaws and other AIP rules that a vote be conducted by ballot.

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242 **Section 8. Method of Notice for Meetings.** Meetings of the board shall be noticed to  
243 the membership of AIP by electronic mail a minimum of ten days prior to in-person  
244 meetings or a minimum of forty-eight hours prior to meetings conducted with electronic  
245 participation.

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## 248 **ARTICLE VI - NOMINATIONS AND ELECTIONS**

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250 **Section 1. Notice of Candidacy.** Those persons who declare to the AIP Secretary  
251 their candidacy for officer and director positions, and who give notice of intent to run at  
252 least seventy-seven days prior to the annual session shall have their names, along with  
253 the position for which they are candidates, listed in the call.

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255 **Section 2. Nominations and Elections at the Annual Session.**

256 **2.1 Officers and Directors.** Officers and directors shall be elected at the annual  
257 session by a majority vote by ballot except that when the number of nominees is  
258 equal to or less than the number of positions available, no ballot shall be required.

259 **2.2 Sequence of Elections.** The election of officers shall occur prior to the election  
260 of directors.

261 **2.3 Nominations from the Floor.** Candidates for officer and director positions shall  
262 be nominated from the floor.

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**Section 3. Election of Accrediting, Education, and Communications Directors.**

**3.1 Time of Election.** The accrediting, education, and communications directors shall be elected at the post annual session board meeting.

**3.2 Nominations for Accrediting, Education, and Communications Directors.**

Candidates for accrediting, education and communications directors shall be nominated from the floor at the board meeting.

**3.3 Election.** The accrediting, education, and communications directors shall be elected by majority vote of the board.

**ARTICLE VII - MEETINGS OF THE MEMBERSHIP**

**Section 1. Annual Session.**

**1.1 Regular Annual Meeting.** A regular annual meeting of the membership, herein referred to as the annual session, shall be held each year at a date between June 1 and August 31 at a location to be determined by the board.

**1.2 In the Event of Emergency.** In the event of an emergency, an annual session may be rescheduled by a two-thirds vote of the board. The date range in 1.1 may be waived by the same vote.

**1.3 Annual Session Held Electronically.** The annual session may be held electronically by a two-thirds vote of the board. Anonymous votes conducted electronically shall be deemed to be a ballot vote, fulfilling any requirement in these bylaws and other AIP rules that a vote be conducted by ballot.

**Section 2. Special Session.** A special session of the membership may be called by a majority vote of the board.

**Section 3. Notice.** The official notice of each session shall be distributed using mail service or electronic mail (e-mail) delivery systems to all members at least twenty days, but no more than sixty days before the session is to convene. Notices may be distributed to members by electronic means unless otherwise requested in writing to AIP.

**Section 4. Voting Members.** The record date for eligibility to vote at meetings of the membership shall be five days prior to the meeting. The roll of voting members shall be those members whose dues are current on that date, five days before the meeting.

**Section 5. Quorum.** Thirty members shall constitute a quorum for an annual session or special session.

**Section 6. Proxy Voting.** Proxy voting shall not be allowed at any meeting of the membership.

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**ARTICLE VIII - EXECUTIVE COMMITTEE**

**Section 1. Composition.** The executive committee shall be composed of the officers and two other board members, elected by the board at the post annual session board meeting.

**Section 2. Terms.** The membership of the executive committee shall have a term corresponding to that of the officers.

**Section 3. Duties and Powers.** The executive committee shall manage, negotiate, and approve all contracts of AIP, shall administer the annual budget and all contracts, shall appoint the auditor, and shall perform any other duties delegated to it by the board or the annual session. The executive committee may exercise the powers of the board between meetings of the board.

**Section 4. Meetings.** Meetings shall be at the call of the chair, with two days' notice given to the board, including a copy of the agenda for the meeting. Meetings may be held in person, telephonically, or electronically. Any meeting shall provide for communication among all executive committee members synchronously.

**Section 5. Reports.** Within thirty days of any meeting of the executive committee, minutes of the meeting shall be forwarded to each board member.

**ARTICLE IX - ACCREDITING DEPARTMENT**

**Section 1. Purpose.** The accrediting department shall coordinate and implement the certification program to classify members who demonstrate high standards of excellence in parliamentary procedure.

**Section 2. Composition.** The accrediting department shall consist of the accrediting director, the assistant accrediting director, and such division chairs as are deemed necessary by the accrediting director. The accrediting director and the assistant accrediting director shall have held the classification of CPP for at least two years at the time of appointment. The assistant accrediting director, and any division chairs as are deemed necessary by the accrediting director, shall be appointed by the accrediting director with the approval of the president. They shall serve a term concurrent with that of the accrediting director or until their successors are appointed. The assistant accrediting director and division chairs, if any, shall have such duties as are assigned by the accrediting director.



350 **ARTICLE X - EDUCATION DEPARTMENT**

351  
352 **Section 1. Purpose.** The education department shall coordinate and implement all  
353 aspects of the AIP Action Program pertaining to education.

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355 **Section 2. Composition.** The department shall consist of the education director, the  
356 assistant education director, teacher course coordinator, and such division chairs as are  
357 deemed necessary by the education director. The education director and the assistant  
358 education director shall hold a minimum of a CP credential and the teacher course  
359 coordinator shall hold the CP-T or CPP-T credential. The president and vice president  
360 shall serve as ex-officio members of the department. The assistant education director,  
361 teacher course coordinator, and the chairs of the divisions shall be appointed by the  
362 education director with the approval of the president. They shall serve a term concurrent  
363 with that of the education director or until their successors are appointed. The assistant  
364 education director, teacher course coordinator, and division chairs shall have such  
365 duties as are assigned by the education director.

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368 **ARTICLE XI – COMMUNICATIONS DEPARTMENT**

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370 **Section 1. Purpose.** There shall be a communications department to coordinate  
371 communications in AIP.

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373 **Section 2. Composition.** The communications department shall consist of the  
374 communications director, assistant communications director, and such division chairs as  
375 deemed necessary by the communications director. The assistant communications  
376 director and the division chairs shall be appointed by the communications director with  
377 the approval of the president. The president and vice president shall serve as ex-officio  
378 members of the department.

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380 **Section 3. Duties.** The communications department shall develop strategies to  
381 provide accurate and timely information to the public, potential members, members, and  
382 former members. The department shall plan and communicate the activities and  
383 benefits of AIP to the public, work with other AIP committees as appropriate to achieve  
384 their communications goals, and regularly review the AIP website to make  
385 recommendations to the executive committee.

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388 **ARTICLE XII - COMMITTEES**

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390 **Section 1. Purpose and Meetings of Standing and Special Committees.** The  
391 purpose of committees is to support the AIP Action Program by member involvement in  
392 AIP, and to provide for a strong and effective governance system. Committee meetings  
393 may be held in person, telephonically, or electronically. Any meeting shall provide for  
394 communication among all committee members synchronously.

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**Section 2. Standing Committees.** There shall be the following standing committees: Audit; Budget and Finance; Bylaws and Standing Orders; Member Services; Opinions; Professional Responsibility; Youth Activities.

**2.1 Audit Committee.** The audit committee shall secure an annual audit of all funds, an audit when there is a change in the office of treasurer, and at other times as deemed necessary by the committee and with the consent of the executive committee. The committee shall submit a report at each annual session for consideration by the membership.

**2.2 Budget and Finance Committee.** The budget and finance committee shall submit an annual budget at the beginning of the fiscal year for approval by the board. The budget shall contain funding for the annual session and for the practicums which portions of the budget shall be developed in consultation with the appropriate coordinators for the annual session and the practicums.

**2.3 Bylaws and Standing Orders Committee.** The bylaws and standing orders committee shall review all proposed amendments to the bylaws and standing orders, and shall make recommendations on these to the annual session. The committee may initiate proposed amendments to the bylaws and standing orders. The committee shall prepare and present proposed standing rules for the annual session. The committee shall review new chapter bylaws and amendments to chapter bylaws for compliance with AIP bylaws and other rules. The committee reviews new chapter bylaws and recommends acceptance or conditional acceptance to the member services committee.

**2.4 Member Services Committee.** The member services committee shall develop and implement a program or programs for the recruitment and retention of members. The committee shall assist in the formation of new chapters and provide assistance to all chapters as requested.

**2.5 Opinions Committee.** The opinions committee shall prepare opinions for publication in the *Parliamentary Journal*, and shall assist AIP members by answering written requests for parliamentary advice.

**2.6 Professional Responsibility Committee.** The professional responsibility committee shall process complaints received against members in accordance with the Rules for Handling Complaints and Reporting Ethical Violations.

**2.7 Youth Activities and Scholarship Committee.** The youth activities and scholarship committee shall develop and implement programs to encourage the membership, participation, and education of the youth members. The committee may provide: a) scholarships for practicums, annual sessions, and other AIP educational events; b) membership dues waivers as approved by the executive committee or the board of directors.

**Section 3. Membership of Standing Committees.** Except as otherwise provided in the bylaws, the president shall appoint committee chairs subject to approval by the

437 board; committee members shall be appointed by the president in consultation with the  
438 respective committee chair. All committees shall have a minimum of three members.

439 **3.1 Terms.** Except as otherwise provided in the bylaws, term of office shall begin  
440 upon appointment and conclude when a successor is appointed.

441 **3.2 Audit Committee.** The audit committee shall be appointed by the board. No  
442 person may serve simultaneously on both the audit committee and the budget and  
443 finance committee.

444 **3.3 Budget and Finance Committee.** The treasurer shall serve as chair of the  
445 budget and finance committee.

446 **3.4 Opinions Committee.** All members of the opinions committee must hold status  
447 as CPP members.

448 **3.5 Professional Responsibility Committee.** All members of the professional  
449 responsibility committee must hold status as CPP members. The committee shall  
450 consist of three members elected by ballot by the board at the post annual session  
451 board meeting to serve for a term of three years. The committee members shall  
452 select the chair from among the committee members. Members of the professional  
453 responsibility committee may serve two consecutive terms on the committee.

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455 **3.6 Vacancies.** Vacancies on a committee, except the professional responsibility  
456 committee, shall be filled in the same manner as the original selection of the  
457 members for the balance of the term. Vacancies on the professional responsibility  
458 committee shall be filled by the board at a regular or special meeting for the  
459 unexpired term of the vacating member and shall not require a ballot vote.

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461 **Section 4. Special Committees.** Except as otherwise provided in the bylaws or  
462 standing orders, special committees may be established by the annual session, the  
463 board, the executive committee, or the president.

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465 **Section 5. Ex Officio Committee Membership.** The president shall be an ex officio  
466 member of all committees except the professional standards committee, appeals  
467 committee, and opinions committee; the president shall not be counted in determining a  
468 quorum.

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## ARTICLE XIII - CHAPTERS

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473 **Section 1. Purpose.** The chapters shall promote the objectives and educational  
474 programs of AIP by providing leadership training and workshops in parliamentary law  
475 and procedure, providing an opportunity for chapters to discuss issues of mutual benefit  
476 to AIP, and enhancing membership retention and extension.

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478 **Section 2. Chapters.** A chapter shall be composed of those AIP members who have  
479 chosen to affiliate with it. A chapter shall promote the goals and objectives of AIP, meet  
480 at least twice a year, and elect officers. Electronic chapters are permitted.

481 **2.1 Compliance with AIP Governing Documents.** Chapter bylaws and any  
482 amendments thereto shall be in compliance with AIP governing documents, show  
483 the date of approval, and be filed with the permanent records of AIP.

484 **2.2 Chapter Charter.** A group of at least five AIP members may apply to organize a  
485 chapter.

486 **2.2.1** An organizing chapter must submit the name of the chapter, minutes of  
487 organizational meetings, officers, and adopted bylaws to the AIP Secretary.

488 **2.2.2** Bylaws and recognition as an AIP chapter shall become effective upon  
489 recommendation of the member services committee, bylaws and standing orders  
490 committee, and approval by the board.

491 **2.3 Chapter Bylaws Amendment.** When revised or amended, the new bylaws  
492 shall be submitted to the AIP Bylaws and Standing Orders Committee for review and  
493 filing.

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495 **Section 3. Chapter Dissolution.** A chapter may dissolve voluntarily or by revocation  
496 for non-compliance with these bylaws. A chapter that has dissolved shall return its  
497 charter, any funds or other assets, and the records to the AIP Secretary. Unless  
498 otherwise designated, the assets shall revert to the AIP general fund.

499 **3.1 Voluntary Dissolution.** A chapter may dissolve voluntarily, by a two-thirds vote  
500 with previous notice, at a special meeting stating the purpose; with the date, time,  
501 and place of the meeting given in a written notice to all chapter members, not less  
502 than thirty days prior to said meeting; copy of such notice to be provided to the AIP  
503 Secretary. Members living more than seventy-five miles from the meeting place shall  
504 be allowed to vote by mail.

505 **3.2 Dissolution of Inactive Chapters.** An inactive chapter, one that has not met for  
506 two consecutive years, may have its charter revoked by two-thirds vote of the AIP  
507 Board. At least sixty days written notice shall be sent by certified mail to the last  
508 known chapter officers and members, return receipt requested, prior to the vote to  
509 revoke the chapter charter.

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## ARTICLE XIV - INDEMNIFICATION

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513 Officers, directors, and employees of AIP shall be indemnified for any costs, expenses,  
514 or liabilities necessarily incurred in connection with the defense of any action, suit or  
515 proceeding in which they are made a part by reason of being or having been a member  
516 serving in an elected or an appointed capacity. No member or employee shall be  
517 indemnified when adjudged in the action or suit to be liable for gross negligence or  
518 misconduct in the performance of duty.

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## ARTICLE XV - PARLIAMENTARY AUTHORITY

The current edition of *American Institute of Parliamentarians Standard Code of Parliamentary Procedure* shall govern AIP so far as it is applicable and not inconsistent with the bylaws, standing orders and any special rules of order that AIP may adopt.

## ARTICLE XVI - AMENDMENT

**Section 1. Amendment of Bylaws, Action Program, and Code of Professional Responsibility.** The bylaws, the action program, and the code of professional responsibility may be amended by either of the following procedures:

**1.1 Amendment With Notice.** Following notice of amendment given to all members with the official notice of the annual session, a two-thirds vote of members present and voting at the annual session will be required.

**1.2 Amendment Without Notice.** If notice has not been given as in Section 1. 1, then:

**1.2.1** a member must propose the amendment in writing and notice shall be given at that time to the Annual Session.

**1.2.2** After the expiration of a minimum of twelve hours, a vote shall be conducted to determine whether the amendment shall be considered. Debate on the motion as to whether the amendment shall be considered shall be restricted to the merits of consideration.

**1.2.3** A vote to consider such an amendment shall require two-thirds in the affirmative to consider the proposal.

**1.2.4** If the vote on the motion as to whether the amendment shall be considered is adopted, the amendment shall require a four-fifths vote of members present and voting at the annual session to adopt.

**Section 2. Revision of Bylaws, Action Program, and Code of Professional Responsibility.** If a revision of the bylaws, action program, or code of professional responsibility is ordered by majority vote at an annual session, the next annual session shall not consider any other amendments proposed to that document as separate motions; amendments to the revision documents shall be allowed from the floor.

**Section 3. Amendment of Standing Orders.** The standing orders may be amended by either of the following procedures:

**3.1 Amendments With Notice.** Following notice of amendment given to all members with the official notice of the annual session, a majority vote of members present and voting at the annual session is required to adopt.

**3.2 Amendments Without Notice.** If notice has not been given as in Section 3. 1, a two-thirds vote of members present and voting is required to adopt.

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**Section 4. Origin of Amendments.** Amendments to the bylaws, action program, code of professional responsibility, and standing orders may be originated by one of the following methods: (1) an act of the board; (2) majority vote of the bylaws and standing orders committee; (3) petition signed by at least five members; or (4) motion at an annual session. All amendments shall be referred to the bylaws and standing orders committee.