

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

3  
4  
5 **ARTICLE I - NAME**  
6

7 The name of this Illinois not-for-profit educational corporation shall be the American  
8 Institute of Parliamentarians (hereinafter referred to as AIP).  
9

10  
11 **ARTICLE II - PURPOSE**  
12

13 The general purpose of AIP shall be the improvement of parliamentary procedure.  
14 Specific objectives are codified in the AIP Action Program.  
15

16  
17 **ARTICLE III - MEMBERSHIP**  
18

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.  
21

22 **Section 2. Process.** An applicant for membership shall submit a completed application  
23 and the payment of annual dues to AIP headquarters.  
24

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.  
29

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.  
87

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 board of  
98 directors. 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.

100

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*.

106

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:

109

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

117

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 board  
125 of directors may, if the request is received by the AIP office before the due date,  
126 approve a payment accommodation in cases of hardship; such accommodation shall  
127 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**

139  
140 **Section 1. Officers.** There shall be a president, vice president, secretary, and  
141 treasurer.

142  
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.

147  
148 **Section 3. Eligibility.** Only members who have held membership for at least one year  
149 shall be eligible for election to office.

150  
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.

156  
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.

163  
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.  
187

## 188 **ARTICLE V - BOARD OF DIRECTORS**

189  
190  
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."

227  
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.

234  
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.

241  
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.

246

247

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

249

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.

254

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.

263  
264  
265  
266  
267  
268  
269  
270  
271  
272  
273  
274  
275  
276  
277  
278  
279  
280  
281  
282  
283  
284  
285  
286  
287  
288  
289  
290  
291  
292  
293  
294  
295  
296  
297  
298  
299  
300  
301  
302  
303  
304  
305

**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.

306  
307  
308  
309  
310  
311  
312  
313  
314  
315  
316  
317  
318  
319  
320  
321  
322  
323  
324  
325  
326  
327  
328  
329  
330  
331  
332  
333  
334  
335  
336  
337  
338  
339  
340  
341  
342  
343  
344  
345  
346  
347  
348  
349  
350

**ARTICLE VIII - 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.

**ARTICLE IX- EDUCATION DEPARTMENT**

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

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

**ARTICLE X- COMMUNICATIONS DEPARTMENT**

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

**Section 2. Composition.** The communications department shall consist of the communications director, assistant communications director, and such division chairs as deemed necessary by the communications director. The assistant communications



351 director and the division chairs shall be appointed by the communications director with  
352 the approval of the president. The president and vice president shall serve as ex-officio  
353 members of the department.

354  
355 **Section 3. Duties.** The communications department shall develop strategies to  
356 provide accurate and timely information to the public, potential members, members, and  
357 former members. The department shall plan and communicate the activities and  
358 benefits of AIP to the public, work with other AIP committees as appropriate to achieve  
359 their communications goals, and regularly review the AIP website to make  
360 recommendations to the board of directors.

361  
362  
363  
364

## ARTICLE XI- COMMITTEES

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

370  
371 **Section 2. Standing Committees.** There shall be the following standing committees:  
372 Audit; Budget and Finance; Bylaws and Standing Orders; Member Services; Opinions;  
373 Professional Responsibility; Youth Activities.

374 **2.1 Audit Committee.** The audit committee shall secure an annual audit of all funds,  
375 an audit when there is a change in the office of treasurer, and at other times as  
376 deemed necessary by the committee and with the consent of the board of directors.  
377 The committee shall submit a report at each annual session for consideration by the  
378 membership.

379 **2.2 Budget and Finance Committee.** The budget and finance committee shall  
380 submit an annual budget at the beginning of the fiscal year for approval by the  
381 board. The budget shall contain funding for the annual session and for the  
382 practicums which portions of the budget shall be developed in consultation with the  
383 appropriate coordinators for the annual session and the practicums.

384 **2.3 Bylaws and Standing Orders Committee.** The bylaws and standing orders  
385 committee shall review all proposed amendments to the bylaws and standing orders,  
386 and shall make recommendations on these to the annual session. The committee  
387 may initiate proposed amendments to the bylaws and standing orders. The  
388 committee shall prepare and present proposed standing rules for the annual  
389 session. The committee shall review new chapter bylaws and amendments to  
390 chapter bylaws for compliance with AIP bylaws and other rules. The committee  
391 reviews new chapter bylaws and recommends acceptance or conditional acceptance  
392 to the member services committee.

393 **2.4 Member Services Committee.** The member services committee shall develop  
394 and implement a program or programs for the recruitment and retention of members.  
395 The committee shall assist in the formation of new chapters and provide assistance  
396 to all chapters as requested.

397 **2.5 Opinions Committee.** The opinions committee shall prepare opinions for  
398 publication in the *Parliamentary Journal*, and shall assist AIP members by answering  
399 written requests for parliamentary advice.

400 **2.6 Professional Responsibility Committee.** The professional responsibility  
401 committee shall process complaints received against members in accordance with  
402 the Rules for Handling Complaints and Reporting Ethical Violations.

403 **2.7 Youth Activities and Scholarship Committee.** The youth activities and  
404 scholarship committee shall develop and implement programs to encourage the  
405 membership, participation, and education of the youth members. The committee  
406 may provide: a) scholarships for practicums, annual sessions, and other AIP  
407 educational events; b) membership dues waivers as approved by the executive  
408 committee or the board of directors.

409  
410 **Section 3. Membership of Standing Committees.** Except as otherwise provided in  
411 the bylaws, the president shall appoint committee chairs subject to approval by the  
412 board; committee members shall be appointed by the president in consultation with the  
413 respective committee chair. All committees shall have a minimum of three members.

414 **3.1 Terms.** Except as otherwise provided in the bylaws, term of office shall begin  
415 upon appointment and conclude when a successor is appointed.

416 **3.2 Audit Committee.** The audit committee shall be appointed by the board. No  
417 person may serve simultaneously on both the audit committee and the budget and  
418 finance committee.

419 **3.3 Budget and Finance Committee.** The treasurer shall serve as chair of the  
420 budget and finance committee.

421 **3.4 Opinions Committee.** All members of the opinions committee must hold status  
422 as CPP members.

423 **3.5 Professional Responsibility Committee.** All members of the professional  
424 responsibility committee must hold status as CPP members. The committee shall  
425 consist of three members elected by ballot by the board at the post annual session  
426 board meeting to serve for a term of three years. The committee members shall  
427 select the chair from among the committee members. Members of the professional  
428 responsibility committee may serve two consecutive terms on the committee.

429  
430 **3.6 Vacancies.** Vacancies on a committee, except the professional responsibility  
431 committee, shall be filled in the same manner as the original selection of the  
432 members for the balance of the term. Vacancies on the professional responsibility

433 committee shall be filled by the board at a regular or special meeting for the  
434 unexpired term of the vacating member and shall not require a ballot vote.

435  
436 **Section 4. Special Committees.** Except as otherwise provided in the bylaws or  
437 standing orders, special committees may be established by the annual session, the  
438 board, or the president.

439  
440 **Section 5. Ex Officio Committee Membership.** The president shall be an ex officio  
441 member of all committees except the professional standards committee, appeals  
442 committee, and opinions committee; the president shall not be counted in determining a  
443 quorum.

444  
445 **ARTICLE XII- CHAPTERS**

446  
447  
448 **Section 1. Purpose.** The chapters shall promote the objectives and educational  
449 programs of AIP by providing leadership training and workshops in parliamentary law  
450 and procedure, providing an opportunity for chapters to discuss issues of mutual benefit  
451 to AIP, and enhancing membership retention and extension.

452  
453 **Section 2. Chapters.** A chapter shall be composed of those AIP members who have  
454 chosen to affiliate with it. A chapter shall promote the goals and objectives of AIP, meet  
455 at least twice a year, and elect officers. Electronic chapters are permitted.

456 **2.1 Compliance with AIP Governing Documents.** Chapter bylaws and any  
457 amendments thereto shall be in compliance with AIP governing documents, show  
458 the date of approval, and be filed with the permanent records of AIP.

459 **2.2 Chapter Charter.** A group of at least five AIP members may apply to organize a  
460 chapter.

461 **2.2.1** An organizing chapter must submit the name of the chapter, minutes of  
462 organizational meetings, officers, and adopted bylaws to the AIP Secretary.

463 **2.2.2** Bylaws and recognition as an AIP chapter shall become effective upon  
464 recommendation of the member services committee, bylaws and standing orders  
465 committee, and approval by the board.

466 **2.3 Chapter Bylaws Amendment.** When revised or amended, the new bylaws  
467 shall be submitted to the AIP Bylaws and Standing Orders Committee for review and  
468 filing.

469  
470 **Section 3. Chapter Dissolution.** A chapter may dissolve voluntarily or by revocation  
471 for non-compliance with these bylaws. A chapter that has dissolved shall return its  
472 charter, any funds or other assets, and the records to the AIP Secretary. Unless  
473 otherwise designated, the assets shall revert to the AIP general fund.

474 **3.1 Voluntary Dissolution.** A chapter may dissolve voluntarily, by a two-thirds vote  
475 with previous notice, at a special meeting stating the purpose; with the date, time,

476 and place of the meeting given in a written notice to all chapter members, not less  
477 than thirty days prior to said meeting; copy of such notice to be provided to the AIP  
478 Secretary. Members living more than seventy-five miles from the meeting place shall  
479 be allowed to vote by mail.

480 **3.2 Dissolution of Inactive Chapters.** An inactive chapter, one that has not met for  
481 two consecutive years, may have its charter revoked by two-thirds vote of the AIP  
482 Board. At least sixty days written notice shall be sent by certified mail to the last  
483 known chapter officers and members, return receipt requested, prior to the vote to  
484 revoke the chapter charter.

485  
486  
487

### ARTICLE XIII - INDEMNIFICATION

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

494  
495

### ARTICLE XIV- PARLIAMENTARY AUTHORITY

497

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

501  
502

### ARTICLE XV- AMENDMENT

504

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

508 **1.1 Amendment With Notice.** Following notice of amendment given to all members  
509 with the official notice of the annual session, a two-thirds vote of members present  
510 and voting at the annual session will be required.

511 **1.2 Amendment Without Notice.** If notice has not been given as in Section 1. 1,  
512 then:

513 **1.2.1** a member must propose the amendment in writing and notice shall be  
514 given at that time to the Annual Session.

515 **1.2.2** After the expiration of a minimum of twelve hours, a vote shall be  
516 conducted to determine whether the amendment shall be considered. Debate on  
517 the motion as to whether the amendment shall be considered shall be restricted  
518 to the merits of consideration.

519           **1.2.3** A vote to consider such an amendment shall require two-thirds in the  
520 affirmative to consider the proposal.

521           **1.2.4** If the vote on the motion as to whether the amendment shall be considered  
522 is adopted, the amendment shall require a four-fifths vote of members present  
523 and voting at the annual session to adopt.  
524

525 **Section 2. Revision of Bylaws, Action Program, and Code of Professional**  
526 **Responsibility.** If a revision of the bylaws, action program, or code of professional  
527 responsibility is ordered by majority vote at an annual session, the next annual session  
528 shall not consider any other amendments proposed to that document as separate  
529 motions; amendments to the revision documents shall be allowed from the floor.  
530

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

533           **3.1 Amendments With Notice.** Following notice of amendment given to all  
534 members with the official notice of the annual session, a majority vote of members  
535 present and voting at the annual session is required to adopt.

536           **3.2 Amendments Without Notice.** If notice has not been given as in Section 3. 1, a  
537 two-thirds vote of members present and voting is required to adopt.

538  
539 **Section 4. Origin of Amendments.** Amendments to the bylaws, action program, code  
540 of professional responsibility, and standing orders may be originated by one of the  
541 following methods: (1) an act of the board; (2) majority vote of the bylaws and standing  
542 orders committee; (3) petition signed by at least five members; or (4) motion at an  
543 annual session. All amendments shall be referred to the bylaws and standing orders  
544 committee.