

**BYLAWS OF THE
AMERICAN COLLEGE OF PARLIAMENTARY LAWYERS, INC.**

ARTICLE I - Name

The name of this corporation shall be AMERICAN COLLEGE OF PARLIAMENTARY LAWYERS, INC. (“College”).

ARTICLE II - Purpose

The purpose of the College, organized as a non-profit corporation, shall be to conduct such activities and programs as may be carried out by a corporation organized under Massachusetts General Laws Chapter 180 and qualified under Section 501(c)(6) of the Internal Revenue Code, including, but not limited to, the following:

- a. to acknowledge attorneys who have distinguished themselves through contributions to the practice of parliamentary law and who have committed themselves to high standards of professional and ethical conduct;
- b. to provide a forum for the exchange of information among experienced legal professionals for the purpose of the advancement of parliamentary law;
- c. to provide educational opportunities for College members and non-members to discuss, advance, improve, learn about, and further the members’ and the public’s knowledge of parliamentary law;
- d. to facilitate the development of materials and programming concerning parliamentary law;
- e. to cooperate and consult with organizations, government agencies, and other groups having an interest in parliamentary law and practice;
- f. to advocate for democratic principles of self-governance in voluntary organizations through the use of parliamentary law and procedure; and
- g. to engage in such other activities as may be necessary to carry out the purpose of the College.

ARTICLE III - Members

Section 1. Eligibility. To be eligible for membership in the College, an individual must

- a. be a lawyer who is:
 1. admitted to practice law before the highest court of a state, province, or territory of the United States or Canada, or the highest court of any other nation; or
 2. retired from the practice of law in good standing and was admitted to practice law before the highest court of a state, province, or territory

- of the United States or Canada, or the highest court of any other nation; and
- b. support the purpose of the College.

Additionally, only lawyers who meet the following qualifications are eligible for membership:

- a. Designation as at least one of the following:
 - 1. Certified Parliamentarian or Certified Professional Parliamentarian with the American Institute of Parliamentarians; or
 - 2. Registered Parliamentarian, Professional Registered Parliamentarian, Retired Registered Parliamentarian, or Retired Professional Registered Parliamentarian with the National Association of Parliamentarians;
- b. Proof of significant service and contribution to the practice of parliamentary law through teaching and lecturing, authorship of books, articles, program materials or other scholarly publications, and/or substantial participation in or leadership of professional or industry organizations and committees concerned with the practice or application of parliamentary law; and
- c. Demonstration of the highest ethical and professional standards.

Section 2. Admission. Each candidate for membership shall be proposed by two sponsoring members of the College. A proposal for membership, signed by the two sponsors, shall be sent to the Clerk, who shall report it, together with the names of the sponsors, at the next meeting of the Board. Voting upon the admission may take place at the same or any following meeting of the Board. A two-thirds vote of Board members present shall elect to membership. A person so elected shall be a member of the Society upon payment of annual dues.

Section 3. Non-Members. The Board may permit individuals who do not qualify for membership, but who support the purposes of the College, to receive such benefits as determined by the Board upon such terms and qualifications as may be set by the Board. Such individuals, by whatever designation determined by the Board, shall not be members of the College and shall have no rights of membership.

Section 4. Dues. Annual dues shall be in such amount and payable as determined by the Board. The Treasurer shall notify members one month in arrears, and those whose dues are not paid within two months thereafter shall be automatically dropped from membership.

ARTICLE IV - Officers

Section 1. Officers. The officers of the Association shall be a President, Vice President, Clerk, and Treasurer.

Section 2. Duties. The officers shall perform the duties prescribed by these Bylaws, by the parliamentary authority adopted by the College, and by the Board.

Section 3. Elections. If there is more than one nominee for any office, election for that office shall be by ballot. If there is only one nominee for an office, election for that office may be by voice vote.

Section 4. Term. The officers shall be elected at the annual meeting of the membership to serve for one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 5. Office-Holding Limitations. All officers shall be members of the College. No individual shall hold more than one office at a time, and no individual shall be eligible to serve more than two consecutive terms in the same office.

Section 6. Resignation and Removal. Any officer may be suspended from office for cause by a two-thirds vote of the entire membership of the Board. Only the members may remove an officer from office. Any officer may resign at any time by communicating his resignation in writing to the President, the Clerk, or the Board of Directors. A resignation is effective when received unless the notice specifies a later effective date or subsequent event upon which it will become effective.

Section 7. Vacancies. A vacancy in any office may be filled by appointment of the Board for the unexpired portion of the term.

ARTICLE V - Meetings

Section 1. Annual Meetings. The annual meeting of the membership shall be held between July 1 and October 30 of each year at a place, date, and time determined by the Board of Directors for the purpose of electing officers, receiving reports, adopting a budget, and transacting such other business as may properly come before it. At least thirty days written notice shall be given for the annual meeting of the membership.

Section 2. Special Meetings. Special meetings of the College may be called by the President or by the Board of Directors, and shall be called upon the written request of the number of members equivalent to ten percent (10%) of the number of members that would constitute a quorum at a meeting of the members. The purpose of the meeting shall be stated in the call, and only business mentioned in the call can be transacted at such a meeting. At least thirty days written notice shall be given for any special meeting of the membership.

Section 3. Quorum. 20 percent (20%) of the members shall constitute a quorum for any action, except as otherwise provided in these Bylaws.

Section 4. Teleconference and Videoconference. The membership may transact business by teleconference or videoconference, provided that all members participating have the opportunity for simultaneous communication.

Section 5. Procedural Rules. The Board may choose to submit, and upon written request of 25 percent (25%) of the members shall submit, any question, except a disciplinary matter, that is required to be considered at a meeting to a vote of the membership by mail or electronic ballot.

Section 6. Conflict of Interest. As permitted by statute, the members of the College may adopt or amend a conflict of interest policy by a vote of a majority of the entire membership.

ARTICLE VI - Board of Directors

Section 1. Composition. The officers of the College shall constitute the Board of Directors.

Section 2. Powers. The Board of Directors shall have general supervision of the affairs of the College between its meetings, fix the hour and place of meetings of the membership and the Board, make recommendations to the membership of the College, prepare an annual budget, perform such other duties as specified in these Bylaws, and handle such other business as may be referred to it by the membership. The Board shall be subject to the orders of the membership of the College, and none of its acts shall conflict with action taken by the membership.

Section 3. Board Meetings. The Board shall hold a regular meeting immediately following the annual meeting of the membership. Additional regular meetings of the Board may be held pursuant to such schedule as the Board may from time to time adopt in advance. Special meetings of the Board shall be called by the President or upon the written request of any member of the Board. Except in the case of an emergency, at least seven days notice shall be given for any Board meeting. In case of emergency, twenty-four (24) hours telephone and e-mail notice shall be given. Meetings of the Board may take place within or outside the Commonwealth of Massachusetts. A majority of the members of the Board present may take any action on behalf of the Board, except to the extent that a larger number is required by these Bylaws.

Section 4. Action Taken Without a Meeting. Any action permitted to be taken at a meeting of the Board may be taken without a meeting by unanimous written consent of all members entitled to vote on the action, which shall include assent in electronic form. A consent under this section has the effect of a meeting vote and may be described as such in any document.

Section 5. Quorum. A majority of the members of the Board then in office shall constitute a quorum for any action, except as otherwise provided in these Bylaws.

Section 6. Teleconference. The Board may transact business by teleconference, provided that all Board members participating have the opportunity for simultaneous communication.

Section 7. Rules. The Board may adopt rules for its own proceedings, except to the

extent ordered otherwise by the membership of the College.

Section 8. Conflict of Interest. The Board may adopt a conflict of interest policy, which may provide that members of the Board in a conflict of interest may not vote on the issue as to which the conflict exists, although they may be counted towards the quorum.

ARTICLE VII - Committees

Section 1. Audit Committee. An Audit Committee, which shall not include the Treasurer, shall be appointed by the President before the end of the fiscal year, which shall run from June 1 through May 31. It shall be the duty of this committee to audit the Treasurer's accounts at the close of the fiscal year and to report at the annual meeting.

Section 2. Nominating Committee. A Nominating Committee of three members, not to include the President, may be appointed by the Board in advance of the annual meeting. If appointed, it shall be the duty of this committee to nominate candidates for the offices to be elected at the annual meeting.

Section 3. Other Committees. The College or the Board may create such additional standing or special committees as necessary to carry on the work of the College. All committees, except any Nominating Committee, shall be appointed by the President; provided, that if a committee is created at a meeting of the membership or the Board at which the President is not present, this provision may be suspended. Appointed committee members may commence work immediately upon appointment.

Section 4. Authority. Committees may adopt rules for their own proceedings, except to the extent ordered otherwise by the membership of the body that created the committee. Any committee delegated power to act by the Board shall consist solely of Board members.

ARTICLE VIII - Parliamentary Authority & Procedures

Section 1. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the College in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the College may adopt.

Section 2. Proxies. Members at membership meetings and Board members at Board meetings may not attend or otherwise act by proxy.

Section 3. Suspension of Rules. Any rule in these Bylaws in the nature of a rule of order cannot be suspended, unless the particular rule specifically provides for its own suspension.

Section 4. Notice. Unless otherwise specified, any required notice may be given electronically, provided that the individual so notified has assented to electronic notification by providing his or her e-mail address to the Clerk. Electronic and mail notification shall be deemed adequate if sent to the most recent e-mail or postal address provided to the Clerk.

ARTICLE IX - Amendment of Bylaws

These Bylaws may be amended at any meeting of the membership of the College by a two-thirds vote, provided that at least thirty days notice has been given to the members.