

BYLAWS AND STANDING RULES

ALABAMA DIVISION, INC. INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS (IAAP)[®]

Adopted November 22, 1952 and as amended June 25, 2011

Reviewed for compliance by the International Bylaws and Standing Rules Committee, November 2011

ARTICLE I - NAME

The name of this Division shall be Alabama Division Incorporated of IAAP.

ARTICLE II - DUES

Section 1. Annual Division dues shall be:

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|--------------------------------|---|
| A. Professional Member | \$15.00 |
| B. Professional-Merited Member | \$ 7.00 |
| C. Student Member | \$ 2.00 |
| D. Associate Division Member | Associate member dues are set by International with appropriate portion remitted to the division. |

Section 2. Fiscal Year. The IAAP fiscal year shall be July 1 through June 30.

ARTICLE III OFFICERS, QUALIFICATIONS, NOMINATIONS AND ELECTION, TERM OF OFFICE, DUTIES, VACANCY

Section 1. Officers

The Division Officers shall be President, President-Elect, Vice President, Secretary, and Treasurer.

Section 2. Qualifications

- A candidate for office, at the time of nomination and election, shall be employed in accordance with the IAAP definition of an administrative professional.
- A candidate for office shall have been a member of IAAP for at least two years, and served one term as a chapter officer or division committee chairman/director.
- A candidate for the office of president or president-elect shall have served as a chapter president or as a division officer.

- D. While serving as a division officer, no member shall hold office in any chapter nor serve on an international committee. Preferably no more than one officer shall be elected from the same chapter.
- E. Changes in the employment status of any officer during a term of office shall not affect the member's status as an officer.

Section 3. Nomination and Election

A. Nomination

- (1) The Committee on Nominations shall notify all chapter presidents and Division Members-at-Large by January 15 that the Division Letter of Nomination must be completed for candidates for Division office and submitted no later than March 15.
- (2) Any chapter, by vote of its membership, may nominate any one of its qualified members as a candidate for division office.
- (3) A chapter may nominate one of its qualified members from the floor at the Annual Division Meeting, provided the member has consented to serve if elected. Nominations from the floor must receive one second.
- (4) A Delegate may nominate a Division Member-At-Large from the floor at the Annual Division Meeting, provided the member has consented to serve if elected. Nominations from the floor must receive one second.
- (5) Any nomination from the floor must provide all delegates with copies of the completed Division Letter of Nomination.
- (6) Nominees for Division office are required to attend the Division meeting to be eligible for election.

B. Election

Officers shall be elected by a majority vote at the Annual Division Meeting, by ballot. If there is but one candidate for each office, the ballot may be dispensed with the officers elected viva voce.

Section 4. Term of Office

- A. Term of office shall begin July 1 and shall be for one year ending June 30.
- B. The President and President-Elect shall serve one term only. Other officers shall serve no more than two consecutive terms in the same office. Six months or more in an office shall be considered one term.

Section 5. Duties

Division officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole. In addition to the duties detailed for each position in the Alabama Division Board Job Descriptions. Division officers shall perform the below listed duties.

A. The President shall:

- (1) Perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by IAAP.
- (2) Subject to the approval of the Board of Directors, appoint all Standing and Special Committees, unless otherwise specified.
- (3) Be a member ex-officio of all committees except the Committee on Nominations.
- (4) Subject to the approval of the Board of Directors, appoint a Division Board Contact for each Chapter.
- (5) With the approval of the Board of Directors, appoint a Parliamentary Advisor at the beginning of the fiscal year to act as Parliamentary Advisor for the Alabama Division Annual Meeting, Division Board Meetings and special meetings.
- (6) Keep the International Director of the District fully informed on all matters concerning chapters in the Division.
- (7) Countersign checks drawn on Division funds and be bonded on all Division accounts.

B. The President-Elect shall:

- (1) In the absence of the President, serve as presiding officer at all Division meetings or at meetings of the Board of Directors.
- (2) In the event of a vacancy in the office of President, succeeds to the office for the unexpired term.
- (3) Have the responsibility of maintaining and publishing the master calendar of the Division.
- (4) Perform such other duties as may be assigned by the Board of Directors.
- (5) Have the authority to countersign checks drawn on Division funds and shall be bonded on all Division accounts.

C. The Vice President shall:

- (1) In the absence of the President and President-Elect, serve as presiding officer at all Division meetings or at meetings of the Board of Directors.
- (2) In the event of a vacancy in the office of President and President-Elect, succeed to the office of President for the unexpired term.
- (3) Compile and maintain custody of the Division scrapbook.
- (4) Be responsible for the publication and distribution of the Alabama in Review.
- (5) Perform such other duties as may be assigned by the Board of Directors.

D. The Secretary shall:

- (1) Be responsible for the minutes of all Division and Board of Directors' meetings and for interim reports based on Board of Directors' decisions voted by mail.
- (2) Ensure that written notice of the Annual and Special Meetings has been communicated as required by Article VI.
- (3) Maintain a permanent record of the History of Alabama Division.
- (4) Perform other duties as may be assigned by the Board of Directors.

E. The Treasurer shall:

- (1) Be responsible for all funds of the Division and for the records of its financial affairs.
- (2) Keep a complete and accurate record of chapter membership and Division members-at-large within the Division.
- (3) Perform other duties as may be assigned by the Board of Directors.
- (4) Countersign checks drawn on Division funds and be bonded on all Division accounts.
- (5) Be responsible for bond renewal.

Section 6. Vacancy

In the event of a vacancy in the office of President, the President-Elect shall succeed to the office for the unexpired term and shall continue in the office of President for the following year. The office of President-Elect shall remain vacant until the next regular election. In the event of a

vacancy in the office of President-Elect for any other reason, the office shall remain vacant until the next regular election at which time both a President and President-Elect shall be elected. In the event of vacancies in the office of both President and President-Elect, the Vice President shall succeed to the office of President for the unexpired term. In addition, the individual shall be eligible to seek reelection to the office of President for the following year.

A vacancy in any other office shall be filled for the unexpired term by appointment by the Division Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the officers of this Division and the Immediate Past President and shall be the governing body on all matters requiring action between Annual and Special Meetings, other than amending the Bylaws. A Parliamentary Advisor shall also be appointed to the Board by the Division President.

Section 2. Duties

- A. The Board of Directors may transact business in person, by mail, e-mail, fax or by conference call when all board members are addressed at the same time. For adoption, any business shall require a majority vote of the Board of Directors.
- B. The Board shall adopt an annual budget for approval at the Alabama Division Annual Meeting and arrange for an annual audit of the financial records of the Division.
- C. The Board of Directors, by majority vote of its membership, may remove any officer or committee chairman for misconduct or neglect of duty. The resignation of such officer shall be requested; if not received by the Board of Directors within ten days after this request, the Board of Directors is empowered to and shall thereupon declare such office vacant and such office shall be filled in accordance with the provisions of Article III.
- D. The Board of Directors by majority vote shall have the authority to waive division dues for promotional purposes as an offer to nonmember administrative professionals for limited time period.

Section 3. Meetings

The Board of Directors shall meet as required to adequately conduct the business of the division. At least four meetings shall be held each year, one immediately following the Alabama Division Annual Meeting, prior to Leadership Advance, prior to Alabama Division Spring Conference, and one immediately prior to the Alabama Division Annual Meeting. Interim meetings shall be at the discretion of the president or at the call of a majority of the Board of Directors.

Section 4. Quorum

The quorum for any meeting of the Board of Directors shall be a majority.

ARTICLE V - COMMITTEES

Section 1. Standing Committees

The standing committees of this Division shall consist of a Chairman/Director, and where designated, two additional members. Appointment shall become effective July 1 for a term of one year.

Section 2. Duties

Standing committees and their duties are as follows:

A. The Committee on Nominations shall:

- (1) Consist of three members, no two of who shall be from the same chapter, who will prepare a slate of officers for election at the Alabama Division Annual Meeting, in accordance with the Provisions of Article III.
- (2) Review the qualifications of all candidates for office.
- (3) Notify the Board of Directors, chapter presidents, and Division members-at-large of the names and qualifications of all candidates for each Division office by April 15.
- (4) Once appointed to serve, members of this committee are not eligible to be a candidate for Division officer during the current election year.

B. The Bylaws and Standing Rules Committee:

- (1) Shall consist of three members.
- (2) Shall maintain conformity in Division Bylaws and Standing Rules with International Bylaws and Standing Rules.
- (3) Shall notify chapters and Division members-at-large of the February 15 deadline for submitting proposed amendments to these Bylaws and Standing Rules.
- (4) Ensures the Division Board meets the deadline of one week after Winter Division Board meeting for submitting reviewed and proposed amendments to the Bylaws and Standing Rules Committee.
- (5) May propose amendments and resolutions.

- (6) Shall edit/correlate all proposed amendments to the Bylaws and Standing Rules of this Division, and submit them together with the committee's recommendations and the reasons for the recommendations to the Board of Directors, the chapters, and members-at-large at least 45 days prior to the Alabama Division Annual Meeting.
- (7) Shall submit Division Bylaws and Standing Rules and/or amendments to the District Representative and the Chairman of the International Bylaws and Standing Rules Committee for review as amended or at least every four years.
- (8) Shall review Chapter Bylaws and Standing Rules as amended or at least every four years.

Section 3. Special Committees

Special committees may be appointed when deemed necessary by the Board of Directors.

Section 4. Responsibility

All committees shall be directly responsible to the Board of Directors and shall submit all plans, prior to execution, to the Board of Directors for approval.

ARTICLE VI - MEETINGS

Section 1. Scheduling

- A. This Division shall hold an Alabama Division Annual Meeting in June of each year with the Division officers in charge of the Meeting. The Meeting shall be hosted by regions on a rotating schedule. If a Region cannot host an Alabama Division Annual Meeting at the time scheduled, the Division Board of Directors shall designate the time and place at which it will be held.
- B. This Division shall hold the Alabama Division Spring Conference in February or March of each year. The host chapter will be selected by the Division President-Elect.
- C. This Division shall hold the Leadership Advance in August, September, or October and shall be hosted by the Division Board.

Section 2. Notification

- A. At least 45 days prior to the Alabama Division Annual Meeting, the Secretary shall furnish to all chapter presidents and Division members-at-large the draft of the proposed business agenda to be considered at the Alabama Division Annual Meeting and time and place of the Meeting.

- B. No later than May 1 of each year, the host region for the Alabama Division Annual Meeting the following year shall notify the Board of Directors in writing of the location and date for the meeting.
- C. At least 45 days prior to the Alabama Division Spring Conference, the Secretary shall ensure that written notice has been communicated to all chapter presidents and members-at-large the draft of the proposed agenda and time and place of the Alabama Division Spring Conference.
- D. No later than May 1 of each year, the host committee for the Alabama Division Spring Conference shall notify the Board of Directors in writing the location and date for the Alabama Division Spring Conference.
- E. At least 45 days prior to the Leadership Advance workshop, the President shall ensure that written notice has been communicated to all chapter presidents and members-at-large the draft of the proposed agenda and time and place of Leadership Advance.

Section 3. Representation

- A. The voting power of the members of the Division shall be exercised through properly accredited delegates to the Alabama Division Annual Meeting. Each chapter shall have the right to select from its Professional and Professional-Merited membership one delegate and one alternate. All elected Division officers shall be members, ex-officio, of the delegate assembly with full voting privileges.
- B. Division Members-at-Large elect one delegate and one alternate from and by those Division Members-at-Large at Alabama Division Annual Meeting, provided that three (3) or more Division Members-at-Large are in attendance.
- C. The delegate to the Education Forum and Annual Meeting shall be the current Division President and the alternate shall be Immediate Past Division President. In the event the President cannot attend, the current President-Elect, Vice President, Secretary, or Treasurer, in that order, shall be the delegate. If the Immediate Past President cannot attend, the alternate shall be the current President-Elect, Vice President, Secretary, or Treasurer, in that order. If a current officer cannot attend, the delegate shall be the Parliamentary Advisor.

Section 4. Special Meeting

Special meetings may be called by the Board of Directors or by one-third of the chapters of the Division whenever deemed necessary for the welfare of the Division, provided notice specifying the principal business of the meeting is given to all members at least 30 days prior to the date of the Special Meeting.

Section 5. Quorum

A quorum for any Annual or Special Meeting shall be two-thirds of the accredited delegates of the chapters within the Division and at least two officers of the Division.

ARTICLE VII - DISSOLUTION

In the event of dissolution, abandonment, or termination of the Division, no income, contribution, or other revenue, or funds shall inure to the benefit of any individual or of any group not affiliated with IAAP. Any and all assets then possessed by the Division, after current indebtedness has been paid, shall be forthwith divided equally among chapters of IAAP remaining in the State of Alabama who are a part of the Alabama Division of IAAP.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern IAAP in all matters of procedure not otherwise covered by the Division Bylaws and Standing Rules and/or International or Chapter Bylaws and Standing Rules.

ARTICLE IX - AMENDMENTS

Section 1. These Bylaws may be amended by any of the following methods:

- A. At any Annual or Special Meeting by a two-thirds vote, provided copies of the proposed amendment(s) have been distributed in accordance with Article V of these Bylaws.
- B. At any Annual or Special Meeting by a four-fifths vote, provided copies of the proposed amendment(s) shall have been distributed to the delegates, Division officers, and Chairman of the Bylaws and Standing Rules Committee at least one meeting of the session prior to taking the votes.
- C. At any Annual or Special Meeting by unanimous vote, if copies of the proposed amendment(s) were not distributed as required in items A and B of this section.
- D. By a referendum of the chapters and Division Board of Directors. A referendum may be ordered by a two-thirds vote of the Board of Directors or by a majority of the chapters. An affirmative vote by a majority of the chapters and Division officers shall be necessary for adoption.

Section 2. Standing Rules

Standing Rules may be adopted, amended, or rescinded at any Annual or Special Meeting by one of the following methods:

- A. By majority vote, provided previous notice shall have been distributed in accordance with Article V.
- B. By two-thirds vote, provided copies of the proposed amendments shall have been distributed to the delegates, Division officers, and Chairman of the Bylaws and Standing Rules Committee at least one session prior to taking the vote.

By a four-fifths vote, if not distributed previously, as required in items A and B of this section.

Section 3. Corrections

Automatic grammatical, punctuation, and corrections in Bylaws and Standing Rules or amendments thereto, which in no way alter the intent of the respective Bylaws and/or Standing Rules, shall be effected by the Bylaws and Standing Rules Committee, subject to the approval of the Board of Directors.

Section 4. Enactment

These Bylaws and Standing Rules, and/or amendments thereto, shall become effective upon adjournment of the Annual or Special meeting at which adopted, unless otherwise specified.

**STANDING RULES
ALABAMA DIVISION, INC.
INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE
PROFESSIONALS (IAAP)[®]**

Adopted May 15, 1966 and as amended June 25, 2011
International Bylaws and Standing Rules Committee Reviewed 7/23/09

I. THE ALABAMA IN REVIEW

The *Alabama in Review* shall be published as described in the Vice President's job description.

II. AUDIT

An audit shall be made of the Division financial records by a special committee of three qualified persons appointed by the Board of Directors. Such an audit shall be completed by July 31. A written report covering the audit shall be submitted to the Board of Directors and the records transferred to the incumbent Treasurer.

An audit shall be made of the Alabama Division Annual Meeting, and Alabama Division Spring Conference financial records within 15 days following receipt of the books and financial records. The Audit committee should receive the books no later than 30 days after conclusion of the event. A written report covering the audit shall be submitted to the Board of Directors and the records transferred to the upcoming Coordinator.

In the event of a vacancy in the office of Treasurer, an audit shall be made of the Division financial records by a special committee of three qualified persons appointed by the Board of Directors. Such audit shall be completed within 15 days after receipt of the records, and a written report covering the audit submitted to the Board of Directors and the records transferred as directed by the Board of Directors.

III. MEETINGS

- A. The Alabama Division Annual Meeting shall be self-sustaining by the host region. A bank account will be transferred to the hosting region with a balance of \$1,000. Should a profit result, it will be equally divided between the chapters in the region that participate, less the \$1,000 advance. When profits are less than the \$1,000 advance, the Region will be equally responsible for the deficit amount.
- B. The Alabama Division Spring Conference's purpose is two-fold, educational and a fundraiser for the Division. All profits that remain shall be for the Division. The Alabama Division Spring Conference shall be self-sustaining. A bank account will be transferred to the hosts with a balance of \$1,000. Should a profit result, it will be transferred to the Division, less the \$1,000 advance. When profits are less than the \$1,000 advance, the Division will be responsible for the deficit amount.
- C. Each officer shall submit a complete written report at the Alabama Division Annual Meeting to be included in the Minutes of the Alabama Division Annual Meeting. An oral report may be rendered at the Alabama Division Annual Meeting.
- D. Chapter Presidents, Directors/Chairmen of Committees shall submit a complete written report at the Alabama Division Annual Meeting to be included in the Minutes of the Alabama Division Annual Meeting. An oral report may be rendered at the Alabama Division Annual Meeting.
- E. Any Committee Chairman/Director, or respective representative, who is required to make an official report at the Alabama Division Annual Meeting shall be a member of the assembly for the purpose of reporting and moving adoption of such report, but shall not have voting privileges unless a delegate.
- F. Following the Alabama Division Annual Meeting, the Division Secretary will post the complete and accurate minutes of the Alabama Division Annual Meeting

to the Division website and will notify by email the outgoing Board of Directors, the incoming Board of Directors, each chapter president, each Division member-at-large, and the International Southeast District Director.

- G. The Division officers shall be installed at the Alabama Division Annual Meeting.
- H. The Outgoing Division President shall be presented a token of appreciation for service to the Division.
- I. The Board of Directors shall be advised in writing the date and place for all annual chapter institutes, seminars, and Alabama Division Spring Conferences. The Division President-Elect shall notify chapters promptly of any conflicts in dates.

IV. NOMINATING GUIDELINES

A chapter, in nominating one of its members as a candidate for a Division office, shall submit to the Division Committee on Nominations the Division Letter of Nomination.

V. RECORDS

All records pertaining to any office are the property of the Division. Each officer with the exception of Treasurer shall within 15 days after the end of the term of office transfer to the successor the files and records of the office. The Treasurer shall within 15 days following the close of the fiscal year deliver the books and records of the office to the person or persons appointed to make the audit. Any person vacating office at any time except at the regular expiration of the term of office shall transfer the records of office as directed by the Board of Directors.

VI. FINANCES

- A. The delegate to the Education Forum and Annual Meeting shall be reimbursed for all actual and necessary expenses incurred, to include registration fee, transportation, lodgings, and per diem expenses, in the amount designated in the Annual Division Budget if funds are available.
- B. The alternate delegate to the Education Forum and Annual Meeting shall be reimbursed in the amount designated in the Annual Division Budget if funds are available.
- C. Should the Division Delegate and Alternate agree to have a roommate other than each other when attending the Education Forum and Annual Meeting, funds designated in the Annual Division budget for lodging shall be split between the designated representatives.

- D. The registration fee shall be waived for the Division officers and Parliamentary Advisor attending the Annual Division Meeting and Alabama Division Spring Conference. They shall be reimbursed for actual and necessary expenses incurred in attending the Annual Division Meeting, the Alabama Division Spring Conference, and meetings of the Division Board of Directors, to include lodging and transportation in accordance with IRS current mileage rate. Should any Board Member elect not to stay in the Division-provided rooms, the Board Member will be responsible for their own lodging expenses.
- E. The registration fee shall be waived for the Coordinator and/or Co-coordinator of the Annual Division Meeting and the Alabama Division Spring Conference.
- F. When an International officer or an International Southeast District Committee Member attends the Annual Division Meeting or the Alabama Division Spring Conference, the registration fee shall be waived.

VII. MISCELLANEOUS

- A. Each chapter shall furnish to the Division officers a complete and accurate record of the chapter officers by July 1 of each year.

VIII. ROTATION SCHEDULES

- A. In accordance with Article VI, 1.A of these Bylaws, the rotation schedule for the Annual Division Meeting will be maintained by the Division Secretary.
- B. The Division Board will make revisions in the rotation schedule as necessary when chapters fold, new chapters are added, or in cases where chapters cannot perform responsibilities without its requiring prior approval from chapters, in that this is such required and routine. The revisions will be distributed to chapters.