

**BYLAWS, STANDING RULES & PROCEDURES**  
**GADSDEN CHAPTER**  
**INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS**

**GADSDEN CHAPTER BYLAWS**

**ARTICLE I – NAME AND LOCATION**

The name of this Chapter shall be Gadsden Chapter of IAAP. It shall be located in Gadsden, Alabama.

**ARTICLE II – DUES**

Annual dues for this Chapter shall be:

Professional member	\$ 10.00
Professional-Merited member	\$ 7.00
Student member	\$ 7.00
Associate member	\$ 42.00 *

Refer to International Bylaws, Article VI – Membership for description of members.

\* Associate member dues are set by International.

**ARTICLE III – OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM AND DUTIES**

Section 1. Officers. The Chapter Officers shall be a President, a President-Elect, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

Section 2. Qualifications.

- A. A candidate for office shall have been a member for at least one year prior to the time of nomination.
- B. A candidate for the office of President and President-Elect shall have served as an officer of this Chapter at least one full year prior to nomination.
- C. No member shall hold more than one Chapter office at a time.
- D. No member shall hold a Division office while serving as a Chapter office, except to allow for normal overlap in difference of installation times.

### Section 3. Nomination and Election.

- A. At the May meeting, the Committee on Nominations shall submit to the membership a slate of one or more candidates for each office, except for the office of President. A slate of no less than five shall be submitted for the position of Director, representing the members, on the Board of Directors. Two directors will be elected. In the event there is no current President-Elect, or the President-Elect cannot succeed to the office of President, the Committee on Nominations shall also submit one or more candidates for the Office of President.
- B. Nominations may also be made from the floor prior to the elections and such nominees shall be entered on the slate, provided they have consented to the nomination.
- C. Elections shall be by a majority vote of the members present and voting, a quorum being present, at the May meeting. Elections shall be by ballot, except if there is but one candidate for each office, the nominees may be elected by voice vote.

### Section 4. Term of Office.

- A. Officers shall serve a one-year term beginning July 1 and ending June 30, and shall be responsible for all activities as of that date, (installation ceremony to take place at the June [Annual] meeting).
- B. The President and Vice President shall serve one term only, except in the case of a vacancy as provided for in Section 7. Other officers shall serve no more than two consecutive terms in the same office. Any officer serving six months or more in an office shall be deemed to have served one term.

Section 5. Duties. Chapter officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole.

#### **A. The President shall:**

- 1. Preside at all meetings of the Chapter and the Board of Directors.
- 2. Subject to the approval of the Board of Directors, appoint all Standing & Special Committees, unless otherwise specified.
- 3. Be a member ex-officio of all committees except the Committees on Nominations, Tellers, and APY.
- 4. Call meetings of the Board of Directors whenever such meetings are necessary.
- 5. Be familiar with International, Division and Chapter Bylaws and Standing Rules.
- 6. Keep the membership informed as to IAAP official communications.
- 7. Keep the Division President fully informed on all matters concerning the Chapter.
- 8. Be bonded, along with the Chapter Treasurer, in the amount of \$5,000 payable by the Chapter.
- 9. Approve all bills drawn on the Chapter's funds.
- 10. Have custody of the Chapter Charter and other official documents and properties.

**B. The President-Elect shall:**

1. Assist the President in all ways.
2. Assume the duties and powers of the presidency in the absence of the President.
3. In the event of a vacancy in the office of President, succeed to the office for the unexpired term.
4. Perform such other duties as may be assigned by the Board of Directors or the Chapter.
5. Succeed automatically to the office of President at the conclusion of the term as President-Elect.
6. In the absence of the President, approve bills drawn on the Chapter's funds.
7. Serve as Chairman of the Programs & Social Committee.

**C. The Vice President shall:**

- (1) Assist the President and President-Elect in all ways.
- (2) In the event of a vacancy in the office of both President and President-Elect, succeed to the office of President for the unexpired term.
- (3) Perform such other duties as may be assigned by the Board of Directors or the Chapter.
- (4) Serve as Chairman of the Publicity and Public Relations Committee.

**D. The Recording Secretary shall:**

1. Keep an accurate record of all Chapter and Board of Directors meetings; furnish approved copy of minutes to Chapter President.
2. Have available at all meetings up-to-date copies of International, Division and Chapter Bylaws and Standing Rules.
3. Perform such other duties as may be assigned by the Board of Directors or the Chapter.

**E. The Corresponding Secretary shall:**

1. Act as Chapter Reporter to the Alabama Division.
2. Conduct the correspondence of the Chapter in accordance with the direction of the President and/or the Board of Directors.
3. Perform such other duties as may be assigned by the Board of Directors or the Chapter.
4. Maintain a current mailing list of names, firms and addresses for use in connection with Administrative Professional Secretaries' Week, annual seminar and other Chapter activities.
5. Maintain an attendance record of each member and maintain and distribute an up-to-date roster of Chapter members to Chapter members and the Division as required.
6. Immediately following election of officers, submit to the Division Board of Directors, on the form provided by Headquarters, the names and addresses of newly elected officers for the official directory. Notify Headquarters and Division officers of any change which may occur in the officer roster during the year.
7. Serve as Chairman of the Membership Committee.

**F. The Treasurer shall:**

1. Have custody of all funds of the Chapter and make disbursements only as authorized by the Chapter, either by specific action or by adoption of a budget, and by vote of the Board of Directors (maximum amount to be expended by authorization of the Board is set forth in Standing Rules).
2. Pay all bills as approved by the President; the checks to be signed by the Treasurer or President.
3. Shall forward the membership processing fee, applicable International and Division dues and an executed copy of the membership application to Headquarters and the Alabama Division Treasurer.
4. Keep the books on a current basis and make monthly report to the Chapter.
5. Prepare a detailed financial report to present at the Annual Meeting to cover the period from the beginning of her/his term of office to one month prior to the Annual Meeting. In addition, a complete financial report for the period of her/his term of office shall be prepared and filed with the records to be submitted to the Auditing Committee within 30 days following the close of her/his term of office.
6. File with proper governmental agencies the annual income tax returns for a non-profit organization.
7. Furnish Recording Secretary data on personal properties purchased by the Chapter for its own use or for tokens of compensation for service rendered.
8. Be bonded, along with the Chapter President, in the amount of \$5,000, payable by the Chapter.
9. In the event of suspension, resignation or death of a member, notify the International Executive Director and the Division Treasurer immediately.
10. Order all supplies from Headquarters as requested.
11. Perform such other duties as may be assigned by the Board of Directors.
12. Serve as a member of the Finance/Ways & Means Committee.

Section 6. Non-Performance. Any officer unable to perform the duties of an office for any reason whatsoever shall submit a resignation in writing to the Board of Directors.

In the event the Board of Directors determines by a two-thirds vote that any officer has failed to perform the duties of the respective office for any reason whatsoever, the Board of Directors shall request the resignation of such officer from the respective office. If such resignation is not received by the Board of Directors within ten (10) days after such resignation has been requested, 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 in Section 7.

Section 7. Vacancy.

- A. 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.

In the event of a vacancy in the office of President-Elect, due to succession to the Presidency, the office shall remain vacant until the next regular election. In the event of a vacancy in the office of the 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.

- B. 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 election to the office of President for the following year.

A vacancy in any other office shall be filled for the unexpired term by a majority vote, by ballot, by the Board of Directors.

#### **ARTICLE IV- BOARD OF DIRECTORS**

Section 1. Composition. The Board of Directors shall consist of the officers of this Chapter, the immediate Past President and two Directors to be elected by the membership.

Section 2. Duties. The Board of Directors shall supervise the affairs of the Chapter in accordance with the provisions of these Bylaws, Standing Rules and Procedures.

Section 3. Meetings.

- A. The regular meeting of the Board shall be the Monday prior to the second Thursday of each month or at the discretion of the President.
- B. Meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors, whenever deemed necessary, due notice being given to all members of the Board of Directors.
- C. The outgoing Board of Directors shall meet with the incoming Board at a meeting to be held prior to the September Meeting.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for any meeting and a vote of the majority of those present and voting, shall constitute effective action.

#### **ARTICLE V – COMMITTEES**

Section 1. Standing Committees.

- A. Chairmen of Standing Committees, appointed by the President, unless otherwise specified, subject to approval of the Board of Directors, shall be composed of a chairman and two or more members. Appointments shall become effective at the close of the June meeting for a term of one year.
- B. All committees, with the exception of the Committees on Nominations, shall be directly responsible to the Board of Directors and shall submit all plans, prior to execution, to the Board of Directors for approval.
- C. Within fifteen (15) days after the conclusion of appointment, all committee chairmen shall transfer their files to their successors or as directed by the Board of Directors.

- D. Upon approval of the Board of Directors, the President may declare a committee chairmanship vacant because of non-performance of duties and appoint a successor.
- E. Each outgoing committee chairman shall submit an Annual Report of the committee's activities to the Chapter President, with a copy to the Recording Secretary, for inclusion in the President's report for the Division Annual Meeting.

Section 2. Duties.

- A. The Bylaws and Standing Rules Committee:
  - (1) Shall be responsible for maintaining conformity in Chapter Bylaws and Standing Rules and Procedures with International and Division Bylaws and Standing Rules.
  - (2) Shall furnish copies of the Chapter Bylaws, Standing Rules and Procedures and/or amendments thereto to the Division Bylaws and Standing Rules Committee for review and approval in accordance with International Bylaws and Standing Rules.
  - (3) Shall assist the Board of Directors and membership in preparing and submitting amendments to the International and/or Division Bylaws, Standing Rules and resolutions to the International Bylaws and Standing Rules Committee on behalf of the Chapter.
  - (4) Review all amendments to International and/or Division Bylaws, Standing Rules and Procedures proposed by other units of IAAP and make recommendations to the Board and membership.

B. The Committee on Nominations:

Shall consist of a Chairman and two members, none of whom shall be incumbent officers, who shall be elected by the membership at least two months prior to the Annual Meeting. This committee shall carry out the duties as prescribed in ARTICLE III, Section 3.

**ARTICLE VI – MEETINGS**

Section 1. Regular and Annual Meetings.

- A. Regular meetings of this Chapter shall be held on the second Thursday of each month, unless otherwise ordered by majority vote of the members present and voting, a quorum being present.
- B. The June meeting of each year shall be the Annual Meeting of this Chapter.

Section 2. Special Meetings. Special meetings may be called by the President, by a majority of the Board of Directors, or by one-third of the membership, provided notice specifying the principal business of the meeting is given to all members at least ten (10) days prior to the date of the Special Meeting.

Section 3. Quorum. A quorum of any meeting shall be one-third of the Chapter membership.

## **ARTICLE VII – DISSOLUTION**

In the event of dissolution, abandonment, or termination of the Charter of this Chapter, no income, contribution, or other revenue or funds shall accrue to the benefit of any individual or of any group not affiliated with IAAP, and any and all assets then possessed by the Chapter, after current indebtedness has been paid, shall go and be delivered forthwith to the Alabama Division.

## **ARTICLE VIII – AMENDMENTS**

Section 1. Bylaws. These Bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting of the Chapter, a quorum being present, provided the text of the proposed amendment has been submitted to the membership in writing at least ten (10) days prior to the meeting date.

### Section 2. Standing Rules and Procedures.

- A. Standing Rules may be adopted, without previous notice, by a majority vote of the members present and voting, a quorum being present.
- B. Standing Rules may be amended or rescinded:
  - (1) By a majority vote, provided the proposed amendments shall have been mailed to the members at least ten (10) days prior to the meeting date or have been read at the previous regular meeting.
  - (2) By a two-thirds vote without previous notice.

Section 3. Corrections. Automatic grammatical, punctuation, and correlation corrections in these Bylaws and Standing Rules which in no way alter the intent of the respective Bylaw or Standing Rule 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 Procedures and/or amendments thereto shall become effective upon adjournment of the meeting at which adopted, unless otherwise specified.

Bylaws Adopted: January 18, 1990

Bylaws Revised: August 8, 1991; March 11, 1999, November 16, 2000, October 1, 2004