



International Association of
Administrative Professionals®

MODEL CHAPTER BYLAWS

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This model presents basic material which must be included in the Bylaws of a Chapter. This model contains all the elements required to operate effectively within the framework of the International Bylaws and the directions of *Robert's Rules of Order Newly Revised (RONR)*. Indented, italicized items are intended as additional information in adapting this model to a Chapter's needs.

No effort has been made to provide model Standing Rules or Procedures since each Chapter has its own needs and should develop these to fit its respective requirements. Standing Rules apply to administrative matters in preparing for or conducting meetings. Procedures concern other administrative aspects of the organization.

May be reproduced as needed.

ARTICLE I—NAME AND LOCATION

The name of this (open/corporate) Chapter shall be _____ Chapter of the International Association of Administrative Professionals (IAAP). It shall be located in ____.

Note: A Chapter name must convey a positive professional image and must be representative of the area. (Guidance provided by the Membership Department). Changes must be cleared through the Membership Department.

ARTICLE II—MEMBERSHIP AND DUES

A. Membership

There shall be four classifications of membership as provided in the International Bylaws Article VI. Associate members shall have all the rights and privileges of Professional members except ____.

Note: Chapters may grant Associate and Student members all the rights and privileges of a Professional member or they may withhold certain rights.

B. Dues

Annual dues for this Chapter shall be:

Professional member \$ _____
Professional-Merited member \$ _____
Student member \$ _____

Associate Member \$**

**Amount to insert is contained in the International Bylaws and Standing Rules

*Note: *No other dues amount may be charged by divisions/chapters in this category.*

ARTICLE III—OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM AND DUTIES

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

Note: Each chapter must have a minimum of a presiding officer and a treasurer. President-Elect is preferred, but is not required. Other Chapter officers may be included such as Vice Presidents or Secretaries. Paragraphs on duties of such officers should be added in the appropriate places in Section 5 of this Article and changes made in the paragraphs suggested in the model as required.

Section 2. Qualifications.

A. A candidate for office shall have been a member for at least one year prior to the time of nomination.

Note: Chapters may prefer to eliminate this requirement if the number of eligible members is small.

- B. A candidate for the office of President or President-Elect shall have served as an officer of this Chapter for at least one full year prior to the time of election.

Section 3. Nomination and Election

- A. At least thirty days before the Annual Meeting, the Committee on Nominations shall submit to the members a slate of one or more candidates for each office.
- B. Nominations may also be made from the floor prior to the election.
- C. Officers shall be elected by ballot at the Annual Meeting, except that if there is but one candidate for each office, the officers may be elected viva voce (voice vote).

Note: Officers may be elected at the Chapter's annual meeting, or any other regular meeting and nominations may be made from the floor.

Section 4. Term of Office.

- A. The term of office shall coincide with the fiscal year for IAAP, July 1 through 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.

Note: If the Chapter does not have a President-Elect, the following paragraph should be substituted for paragraph B:

Officers shall serve no more than two consecutive terms in the same office.

Section 5. Duties. Chapter officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole. Chapter officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by IAAP.

A. The President shall:

1. Serve as the presiding officer at Chapter Meetings and Meetings of the Board of Directors.
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. Call meetings of the Board of Directors to adequately conduct the business of the Chapter. At least two meetings shall be held each year.
5. Keep the Division President fully informed on all matters concerning the Chapter.

B. The President-Elect shall:

1. In the absence of the President, serve as the presiding officer at Chapter meetings or meetings of the Board of Directors.
2. Shall submit the Chapter Avery-Dennison Chapter Achievement Award application.
3. Enroll their Chapter in the "Chapter of Excellence" program and keep abreast of the qualifications for their chapter to achieve the "Chapter of Excellence" category.
4. Perform such duties as may be assigned by the Board of Directors.

Note: List the President-Elect position/duties only if the office exists.

C. The Vice President shall:

1. In the absence of the President and President-Elect, serve as presiding officer at Chapter meetings or meetings of the Board of Directors.
2. Shall submit the Chapter Avery-Dennison Chapter Achievement Award application.
3. Enroll their Chapter in the "Chapter of Excellence" program and keep abreast of the qualifications for their chapter to achieve the "Chapter of Excellence" category.
4. Perform such other duties as may be assigned by the Board of Directors.

Note: List the Vice President position/duties only if the office exists. List 3 and 4 only if no President-Elect exists.

D. The Secretary shall:

1. Be responsible for the minutes of all Chapter and Board of Directors' meetings.
2. Give written notice of the Annual and Special Meetings as required in Article VI.
3. Perform such other duties as may be assigned by the Board of Directors.

Note: If the Chapter has a Recording and a Corresponding Secretary, the Recording Secretary would assume the duties in subparagraphs 1 and 3; the Corresponding Secretary the duties in subparagraphs 2 and 3. These should be listed as separate paragraphs in the Bylaws.

E. The Treasurer shall:

1. Be responsible for all funds of the Chapter and for the records of its financial affairs.
2. Keep a complete and accurate record of Chapter membership.

3. Be bonded with premiums paid from Chapter funds.
Note: Any officer authorized to sign or co-sign checks for the Chapter should be bonded.
4. Perform such other duties as may be assigned by the Board of Directors.

Section 6. 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. 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 a President-Elect shall be elected.
- B. In the event of a vacancy in the offices 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 re-election to the office of President for the following year.
- C. A vacancy in any other office shall be filled for the unexpired term by appointment from the membership of the Chapter by the Chapter Board of Directors.
Note: If the Chapter does not have a President-Elect, the following would replace Section 6. A. and B.
In the event of a vacancy in the office of President, the Vice President shall succeed to that office for the unexpired term. In addition, the individual shall be eligible to seek re-election to the office of President for the following year.

ARTICLE IV—BOARD OF DIRECTORS

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

Note: The Board of Directors may include others (e.g., elected Directors, committee chairmen).

Section 2. Duties.

- A. The Board of Directors shall prepare an annual budget which shall be adopted at the first meeting after the beginning of the new Association fiscal year and shall arrange for a mid-year and an annual audit of the financial records of the Chapter.
Note: Although the Board of Directors can prepare an annual budget, a "Finance Committee" can also be appointed by the current Board of Directors to prepare the budget for consideration to bring before membership for adoption.

- B. The Board of Directors may, by a three-fourths vote of its membership, remove any officer or committee chairman for misconduct or neglect of duty. Before such an action, the officer in question should be given reasonable notice and an opportunity to be heard. 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 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 of Article III.6.

Section 3. Meetings.

- A. The Board of Directors shall meet as required to adequately conduct the business of the Chapter. At least two meetings shall be held each year.
- B. The Board of Directors may transact business in person, by postal mail, courier service, electronic communications, or by conference call.

Section 4. Quorum. The quorum for any meeting of the Board of Directors shall be a majority.

ARTICLE V—COMMITTEES

Section 1. Standing Committees. Standing Committees shall be composed of a chairman and any number of members. Appointments shall be for one year and coincide with the fiscal year of IAAP, July 1 to June 30.

Section 2. Duties.

Note: Only those committees essential to the operation of the Chapter should be appointed. The Bylaws and Standing Rules Committee and the Committee on Nominations are required in accordance with the International Bylaws & Standing Rules.

Standing Committees and their duties are as follows:

- A. The Bylaws and Standing Rules Committee:
 1. Shall maintain conformity in Chapter Bylaws and Standing Rules with the International Bylaws and Standing Rules and the Division Bylaws and Standing Rules.
 2. May propose amendments and resolutions.
 3. May edit proposed amendments to the Bylaws and Standing Rules of this Chapter as necessary to ensure clarity and conformity and shall submit them together with the committee's recommendations and the reasons for the recommendations to the membership.
 4. Shall submit Chapter Bylaws and Standing Rules and/or amendments thereto to the Division Bylaws and Standing Rules Committee for review as amended or at least every four years.

5. Shall assist the Board of Directors in preparing and submitting amendments to the International and/or Division Bylaws and Standing Rules and resolutions to the International Bylaws and Standing Rules Committee on behalf of the Chapter.

B. The Committee on Nominations shall submit to the members a slate of one or more candidates for each office at least thirty days before the Annual Meeting in accordance with Article III, Sections 1, 2 and 3.

Section 3. Special Committees. Special committees may be appointed when necessary by the Board of Directors.

Section 4. Responsibility. All committees, except the Committee 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.

ARTICLE VI—MEETINGS

Section 1. Regular and Annual Meetings.

A. Regular meetings of this chapter shall be held on ____ of each month, unless otherwise ordered by majority vote of the membership or the Board of Directors.

B. The ____ meeting of each year shall be the Annual Meeting of this Chapter.

Note: All meetings may be open to students and prospective members and the Annual Meeting can be held at a time when any regular meeting is held

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 ____ days prior to the date of the Special Meeting.

Note: It is suggested that 10 to 14 days notice be required.

Section 3. Business of the Annual Meeting. A delegate and alternate of the Chapter to the Education Forum and Annual Meeting and the Division Annual Meeting shall be selected at the Annual Meeting.

Section 4. Quorum. A quorum for any meeting shall be "X" members .

Note: The quorum should be as large a number of members as can reasonably be depended on to be present at any meeting.

ARTICLE VII—AUDIT

Section 1. An audit shall be made of the Chapter's financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within thirty days of the close of the fiscal year; a written report covering the audit shall be submitted to

the Board of Directors, and the records shall be transferred immediately to the incumbent Treasurer.

Section 2. In the event of a vacancy in the office of Treasurer, an audit shall be made of the Chapter's financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within fifteen days after receipt of the records, a written report covering the audit submitted to the Board of Directors, and the records transferred as directed by the Board of Directors.

ARTICLE VIII—DISSOLUTION

In the event of dissolution, abandonment, or termination of the Chapter, no income, contribution, or other revenue or funds shall inure 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 ____.

Note: This Article was prepared under direction of the attorney for IAAP and should be used exactly as presented here. Suggested beneficiaries to be inserted include: International Association of Administrative Professionals, IAAP Research and Educational Foundation, or IAAP Retirement Trust Foundation.

ARTICLE IX—AMENDMENTS

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

A. At any meeting of the Chapter by a two-thirds vote, provided the proposed amendments shall have been communicated to the members at least ten days prior to the meeting date or have been read at the previous regular meeting.

B. By unanimous vote, if not distributed previously as required in paragraph A of this section.

Section 2. Standing Rules.

A. Standing Rules may be adopted without previous notice by a majority vote at any meeting of the Chapter.

B. Standing Rules may be amended or rescinded:

1. By a majority vote, provided the proposed amendments shall have been communicated to the members at least ten 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/or amendments thereto shall become effective upon adjournment of the meeting at which adopted, unless otherwise specified.

Bylaws Adopted:

Note: (This is the original date bylaws for this chapter was adopted.)

Revised:

Note: (This is the date of the TOTAL REVISION of this chapter's bylaws. Revisions that are so extensive and general that they are scattered throughout the bylaws and should be viewed as an entirely new set of bylaws.)

Amended:

Note: (Date of last time these bylaws were amended in any way.)

Reviewed for compliance by Division Bylaws and Standing Rules Committee: