



**Two Rivers Chapter IAAP®  
Chapter ID 102290**

**TWO RIVERS CHAPTER  
BYLAWS AND STANDING RULES  
Adopted June 14, 2004  
Amended June 9, 2008**

# International Association of Administrative professionals®

## Two Rivers Chapter

### Bylaws and Standing Rules

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# **International Association of Administrative Professionals® Two rivers Chapter – Naperville, Illinois**

## **Bylaws**

### **ARTICLE I - NAME AND LOCATION**

The name of this Chapter shall be the Two Rivers Chapter of the International Association of Administrative Professionals (IAAP)®. It shall be located in Naperville, Illinois and the surrounding area.

### **ARTICLE II - DUES AND FEES**

Annual dues for the Chapter shall be: Professional, \$12.00; Professional-Merited, \$10.00; and Student, \$6.00

### **ARTICLE III - OFFICERS**

- A. Officers - The Chapter officers shall be a President, a Vice President, a Secretary, and a Treasurer.
- B. Qualifications
  - 1. A candidate for office shall have been a Professional or Professional-Merited member of this Chapter for at least one year prior to the time of nomination, and candidates for the office of President and Vice President shall have preferably served as an officer of this Chapter prior to nomination.
  - 2. No member shall hold more than one Chapter office at a time. No member shall hold an International office, a Division office, serve as a Division committee chairman or on an International committee or department while serving as a Chapter officer, except to allow for normal overlap in difference of installation time.
- C. Nomination and Election
  - 1. The Nominating Committee shall consist of a chairman and two members who shall be appointed by the President and approved by the membership at least two months prior to the Annual Meeting.
  - 2. The Nominating Committee shall submit a slate of one or more candidates for each office to the membership at least one month prior to the Annual Meeting.

3. Nominations may be made from the floor prior to the elections, and such nominated candidates shall be entered on the slate, provided they have consented to the nomination. Nominations from the floor must receive two seconds.
4. A majority vote of the members present at the Annual Meeting shall be required for election, which shall be by ballot; except that if there is but one candidate for each office, the ballot may be dispensed with and the officers elected viva voce.
5. If the voting results in no candidate receiving a majority of the votes cast on the first ballot, all but the two highest for such office shall be eliminated and the balloting continued. If the vote remains a tie after the second ballot, the election shall be determined by lot, the manner to be determined by the presiding officer (or the President).
6. A vacancy occurring among the officers-elect in the interim between the time of their election and prior to the time they take office shall be filled by a special election, said election to take place at the first meeting following creation of said vacancy. Nominations shall be made from the floor, and a majority vote of the eligible members present at said meeting shall be required for election, which shall be by ballot. All provisions previously outlined shall prevail.

#### D. Term of Office

The term of office shall begin following the installation at the June meeting and shall be for one year to coincide with the fiscal year for IAAP, July 1 – June 30, or until such time as successors have been elected and take office.

Officers shall preferably 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.

#### E. Duties - Chapter officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole.

1. The President shall:
  - a. Perform the duties prescribed by these Bylaws and by the Parliamentary Authority (Robert's Rules, Newly Revised) adopted by IAAP.
  - b. Preside at all meetings of the Chapter and Board of Directors.
  - c. Be a member ex officio of all committees except the Nominating Committee.
  - d. Call meetings of the Board of Directors whenever such meetings are necessary.
  - e. Subject to the approval of the Board of Directors, appoint a Parliamentarian and chairmen and members of all committees.
  - f. Sign checks if the Treasurer is not available.
  - g. Keep the Division President fully informed on all matters concerning the Chapter.
  - h. Keep the membership informed as to official communications concerning the Association, Division, and Chapter.

- i. Be familiar with the International, Division, and Chapter Bylaws and Standing Rules.
  - j. Perform other duties incidental to the office of President.
2. The Vice President shall:
  - a. Assist the President in all ways.
  - b. Assume the duties and powers of the Presidency in the absence of the President.
  - c. In the event of a vacancy in the office of President, succeed to the office for the unexpired term.
  - d. Serve as Education & Program Chairman.
  - e. Perform such other duties as may be assigned by the Board of Directors or the Chapter.
3. The Secretary shall:
  - a. Be responsible for the minutes of all Chapter and Board of Directors Meetings.
  - b. Give written notice of all meetings as directed by the President.
  - c. Conduct the correspondence of the Chapter in accordance with the direction of the President and/or the Board of Directors.
  - d. Have custody of the Chapter charter and other official documents.
  - e. Have available at all meetings up-to-date copies of the International, Division, and Chapter Bylaws and Standing Rules.
  - f. Immediately following the 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. The Treasurer also shall notify Headquarters and Division officers of any change which might occur in the roster during the year.
  - g. Perform such other duties as may be assigned by the Board of Directors or the Chapter.
4. The Treasurer shall:
  - a. Be responsible for all funds of the Chapter and for the records of its financial affairs.
  - b. Have custody of all Chapter funds, making disbursements only as authorized, either by specific action or by a budget adopted by the Chapter, and any non-budgeted disbursements authorized by the Board of Directors not exceeding \$50.
  - c. Pay all approved bills promptly, the checks to be signed by the Treasurer or President.
  - d. Keep the books on a current basis and make a monthly report to the Chapter.
  - e. Prepare an annual budget for approval of the membership at the September meeting.
  - f. Prepare a detailed financial report for presentation at the June Meeting and a complete financial report for the fiscal year, a copy of which shall be forwarded to the Audit Committee within 15 days following the close of the fiscal year. The annual financial report will be sent to the membership after the year-end audit.

- g. Perform such other duties as may be assigned by the Board of Directors or the Chapter.
5. The offices of President and Treasurer shall be bonded in the amount to be determined by the Board of Directors, the premium to be paid from Chapter funds.
6. Members of the Board of Directors will be appointed by the President to serve as Board Contacts for Standing and Special Committees. As Board Contact, the officer may participate, as a non-voting member, in all committee activities. The Board Contact is to act: (a) in lieu of the President's attending all committee meetings to keep the Board of Directors apprised of committee activities; (b) as a mentor and coach to committee chairmen and members; and (c) to train/inform committee chairmen and members on functions and duties of the Board of Directors.

F. Vacancy

1. In the event of a vacancy in the office of President, the Vice President shall succeed to that office for the unexpired term. A vacancy in any other office shall be filled for the unexpired term by vote of the Board of Directors. The election to fill such office shall be by ballot, a majority vote being required to elect.
2. Within 15 days after the close of the fiscal year, each outgoing officer, with the exception of the Treasurer, shall transfer to the successor the files and records of the respective office. Within 15 days after the close of the fiscal year, the Treasurer shall deliver the books and financial records of the Chapter to the Audit Committee.
3. Any officer, with the exception of the Treasurer, vacating an office before the expiration of the term, shall immediately transfer all records of the office as instructed by the Board of Directors. Should the office of Treasurer be vacated before the end of the fiscal year, the books and financial records of the Chapter shall be transferred to the Audit Committee within seven (7) days.

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

- A. Composition - The officers of this Chapter shall be the Board of Directors.
- B. Duties - It shall be the duty of the Board of Directors to carry out the policies and objectives of the International Association of Administrative Professionals and to supervise the affairs of the Chapter between its business meetings in accordance with the provisions of these Bylaws and Standing Rules and the wishes of the membership.

Any officer or committee chairman unable to perform the duties of the position, for any reason whatsoever, shall submit a written resignation to the Board of Directors. If the resignation is not received, the Board of Directors may declare the office vacant and name a successor in accordance with the provisions of Two Rivers Chapter Bylaws outlined in Article III F 1. If any officer shall, in the opinion of the Board of Directors, fail to perform the duties of the office satisfactorily, the Board of Directors shall have the authority to remove said officer; however, such action shall require ratification by a majority of the membership, the vote to be taken by mail or e-mail.. The Board of Directors may then declare the office vacant and name a successor in accordance with provisions outlined in Article III F 1.

- C. Meetings - Regular meetings of the Board of Directors shall be held between the regularly scheduled meetings, unless otherwise designated by vote of the Board of Directors. Special meetings may be called by the President or by a majority of the Board of Directors.
- D. Quorum
  - 1. The quorum of any meeting of the Board of Directors shall be a majority.
  - 2. A vote of the majority, a quorum being present, shall constitute effective action.

## **ARTICLE V - COMMITTEES**

- A. Standing Committees - Standing committees shall be composed of a chairman, and one or more Professional, Professional-Merited, Student or Associate members. Appointments shall become effective July 1, for a term of one (1) year to coincide with the fiscal year of IAAP.
- B. Duties - Standing Committees and their duties are as follows:
  - 1. The Audit Committee shall carry out its duties in accordance with provisions of Article VII of these Bylaws.
  - 2. The Bylaws and Standing Rules Committee:
    - a. Shall maintain conformity in the Chapter Bylaws and Standing Rules with the International and Division Bylaws and Standing Rules.

- b. May propose amendments and resolutions.
  - c. Shall receive; edit/correlate all proposed amendments to the Bylaws and Standing Rules of this Chapter; prepare them in proper form, together with the Committee recommendations and reasons for recommendation; and submit them to the membership for action in accordance with Article X of these Bylaws.
  - d. May submit Chapter Bylaws and Standing Rules and/or amendments thereto to the Division Bylaws and Standing Rules Committee for review.
  - e. Shall receive all suggestions for amendments to the International and Division Bylaws and Standing Rules and, with approval of the Board of Directors, present them to the membership for action.
  - f. Shall review and make recommendations to the Board of Directors on all proposed amendments to the International and Division Bylaws and Standing Rules.
3. The Education and Program Committee shall plan the programs for the Chapter meetings.
  4. The Membership Committee shall direct all activities of the Chapter having to do with the recruitment and retention of membership.
    - The Membership Committee chair shall keep a complete and accurate record of Chapter members.
  5. The Publicity Committee shall publicize the activities of the Chapter through releases to the press and other publicity media whenever possible.
  6. The Ways and Means Committee shall devise and promote projects for the purpose of raising necessary funds for the operation of the Chapter.
- C. Special Committees - The chairmen of special committees shall be appointed by the President, subject to the approval of the Board of Directors or the membership (Article III C 1), when deemed necessary for the efficient operation of the Chapter's activities.
- D. Responsibilities:
1. All committees, except Audit and Nominating, shall be directly responsible to the Board of Directors and shall submit all plans, prior to execution, to the Board of Directors for approval.
  2. All committees shall, within 15 days after the conclusion of their appointments, transfer their files to their successors or to the Board of Directors. A written annual report shall be submitted to the President.

## **ARTICLE VI - MEETINGS (Chapter, Division and International)**

- A. Regular meetings of this Chapter shall be held on the second Tuesday of each month, September through June, unless otherwise ordered by majority vote of the Chapter, the exception being the April meeting may be moved to coincide with Administrative Professionals Week. If deemed advisable, the date of the regular meeting may be changed at any preceding meeting upon majority vote of the members present and eligible to vote.
- B. The regular May meeting of each year shall be the Annual Meeting of this Chapter for the purpose of election of officers for the next fiscal year.
- C. Special Meetings - Special meetings may be called by the President, by a majority of the Board of Directors, or by one-third (1/3) 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.
- D. Quorum - A quorum for any meeting shall be the majority vote of the members present.
- E. The Chapter may be represented at the International Convention and Division Annual Meeting by a delegate and an alternate. The delegate, preferably, shall be the President; and the alternate, preferably, shall be the Vice President or other member of the Board of Directors. If any Board member cannot attend, election of Chapter representatives shall be made from the floor. The delegate shall be fully authorized to cast the vote of the Chapter on all matters submitted for vote. If the delegate elected cannot attend, the alternate shall be the delegate, and a new alternate shall be elected by the membership.
- F. It shall be the duty of the delegate to attend all meetings and to represent the Chapter in all matters coming before the Annual International Convention and the Division Annual Meeting and to report the proceedings to the Chapter at the first meeting following such convention or meeting.

## **ARTICLE VII - AUDIT**

- A. An audit shall be made of the Chapter books and financial records by the Audit Committee. Such audit shall be completed within forty-five (45) days of the close of the fiscal year, a written report covering the audit submitted to the Board of Directors, and the records transferred to the incumbent Treasurer.
- B. In the event of a vacancy in the office of Treasurer, an audit shall be made of the Chapter books and financial records by the Audit Committee. Such audit shall be completed within ten (10) days after receipt of the records, a written report covering the audit submitted to the Board of Directors, and the records transferred in accordance with instructions from the Board of Directors.

## **ARTICLE VIII - PARLIAMENTARIAN**

The Parliamentarian shall be present and act as Parliamentarian for all meetings of the Chapter and the Board of Directors.

Should the Parliamentarian be absent from any meeting, the President shall appoint, subject to the approval of the Board of Directors, a substitute Parliamentarian at the opening of such meeting.

The Parliamentarian shall serve as Advisor for the Audit Committee, Nominating Committee and Tellers Committee and shall be a member ex-officio of the Bylaws and Standing Rules Committee.

## **ARTICLE IX - 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 the Illinois Division. In the event of Illinois Division dissolution, all assets shall be delivered to the IAAP Retirement Trust Foundation.

## **ARTICLE X - AMENDMENTS**

- A. Bylaws - These Bylaws may be amended by a two-thirds (2/3) vote of the members present, provided the text of the proposed amendments has been submitted to the membership, either in writing at least ten (10) days prior to the meeting date or by reading at the previous regular meeting. An amendment not having been previously submitted to the membership may be adopted by a unanimous vote of those present.
- B. Standing Rules - Standing Rules may be adopted without previous notice by a majority vote of the members present. They may be amended or rescinded by a two-thirds (2/3) vote of the members present, without previous notice, and by a majority vote if notice was given at a previous regular meeting.
- C. Corrections - Automatic grammatical, punctuation, and correlation corrections in these Bylaws and Standing Rules or amendments thereto, which in no way alter the intent of the respective Bylaw or Standing Rule or amendment, shall be effected by the Bylaws and Standing Rules Committee, subject to the approval of the Board of Directors.
- D. Enactment - These Bylaws and Standing Rules and/or amendments thereto shall become effective upon adjournment of the meeting at which adopted, unless otherwise specified.

## STANDING RULES

1. The expense of the delegate to the Annual International Convention and Division Annual Meeting shall be reimbursed (provided that the Delegate/Alternate's company has not agreed to pay the fees) to the extent of registration, reasonable hotel room and transportation expenses (if the location of the Annual International Convention and Division Annual Meeting are more than 40 miles from the chapter meeting location, and per diem expense not to exceed \$25, such per diem expenses, or any part thereof, to be reimbursed only if funds of the Chapter are available.
2. The expense of the alternate to the Annual International Convention and Division Annual Meeting shall be reimbursed to the extent of registration only, if funds are available.
3. In the event of the death of a Chapter member or a death in the immediate family of a Chapter member, the Chapter shall make a donation to a charity of the member's family's choice in memory of the deceased, not to exceed \$25 for member or \$15 for spouse, son, daughter, mother, or father of the member. Proper notification of a donation made in memory of the deceased shall be made to the member or to the member's family.
4. At the Annual Meeting, a Tellers Committee shall be appointed by the President. This committee shall be responsible for distributing and collecting ballots and for tallying votes. After the votes are tallied, the Chairman of the Tellers Committee shall report the results of the balloting to the membership, and the President shall then declare the officers of the Chapter duly elected.
5. The retiring President may be presented with an appropriate token of appreciation from the Chapter if funds are available.
6. Debate on any issue shall be conducted as follows:
  - a. Debate on any one question shall be limited to a total of 20 minutes.
  - b. No member shall speak more than twice to a question, the second opportunity being granted only after other members desiring the floor have spoken for the first time.
  - c. Debate shall be limited to two (2) minutes per member on first opportunity to speak and limited to one (1) minute on second opportunity to speak.
7. IAAP membership lists, rosters, directories, and name/address records are confidential and are not to be released to any individual or organization outside IAAP without approval of the International or Division Board of Directors. Use of the roster materials is restricted to IAAP business only.