

**SAINT PAUL CHAPTER
INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS®**

2009 – 2010 Chapter Bylaws

ARTICLE I. - NAME AND LOCATION

Section 1. The name of this Chapter shall be the Saint Paul Chapter of the International Association of Administrative Professionals®. The organization shall also be known and referred to by the letters IAAP® in capital letters ("IAAP").

Section 2. The Saint Paul Chapter shall be located in Saint Paul, Minnesota, or the surrounding area.

ARTICLE II. - MEMBERSHIP AND DUES

A. Membership

There shall be four (4) classifications of membership as provided in the International Bylaws Article VI. Associate members shall have all the rights and privileges of Professional members except holding the office of president-elect and/or president.

B. Annual dues for this Chapter shall be:

a.	Professional Member	\$22.00
b.	Professional-Merited Member	7.00
c.	Student Member	3.00
d.	Associate Member	\$ *

(*Amount set by International Board of Directors)

ARTICLE III. - OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION PROCEDURE, TERM, AND DUTIES

Section 1. Officers

The Chapter Officers shall be its President, President-Elect, Secretary, Treasurer, and Directors.

Section 2. Qualifications

- A. A candidate for office shall be a Professional or Professional-Merited member of IAAP.
- B. No member shall hold more than one Chapter office at a time. No member shall hold a Division or International office while serving as a Chapter officer except to allow for normal overlap in difference of installation time.
- C. A candidate for the office of President-Elect shall have served on any IAAP Board of Directors for a full twelve-(12) month term within the last five years, whether elected or

appointed. A member who is appointed to the office of President-Elect does not automatically succeed to the office of President.

- D. In the case of a vacancy in the office of President-Elect who would otherwise succeed to the office of President, a candidate for the office of President shall have served on any IAAP Board of Directors for a full twelve-(12) month term within the last five years, whether elected or appointed.

Section 3. Nomination and Election Procedure

- A. At least four (4) weeks prior to the Chapter Annual Meeting, the Nominating Committee shall submit to the membership a slate of one or more candidates for each office to be elected at the Chapter Annual Meeting.
- B. Nominations for office may be accepted from the floor prior to the election, provided the nominee has consented to the nomination. Nominations from the floor require a second.
- C. All officer terms shall be one (1) year. Any officer shall be eligible for re-election, however, shall not serve more than two (2) consecutive terms.

No member shall be nominated for any office unless the candidate has, prior to nomination, consented to serve.

- D. The general membership shall be represented by one (1) elected Director for every twenty-five (25) Chapter members, never to be less than four (4). No member shall be nominated for the position of Director unless the candidate has, prior to nomination, consented to serve.
- E. A majority vote of the chapter members casting ballots at the Chapter Annual Meeting shall be required for election, which shall be by ballot, except that if there is but one (1) candidate for each office, the ballot may be dispensed with and the officers elected by motion for unanimous ballot. Any chapter member who is unable to attend the Chapter Annual Meeting may cast an absentee ballot by mail to be received by the Chairman of the Nominating Committee one (1) full week prior to said Chapter Annual Meeting.
- F. In the event that no candidate receives a majority vote on the first ballot, the two (2) candidates with the highest number of votes will proceed into the second ballot. If the vote remains a tie after the second ballot, the election shall be decided by lot.

Section 4. Term of Office

- A. The term of all offices shall be one (1) year and shall coincide with the IAAP fiscal year following election. In the case of a vacancy, see Article III, Section 6. Vacancy.

Section 5. Duties

- A. The President shall:
 - 1) Preside at all meetings of the Chapter and the Board of Directors.
 - 2) Be bonded with premiums paid from Chapter funds.
 - 3) Serve as alternate signer on all Chapter bank accounts

- 4) Serve as a member ex officio of all committees except the Nominating Committee.
- 5) Provide a copy of the monthly International membership reports to Committee leaders and the Board of Directors.
- 6) Keep the membership informed as to IAAP official communications.
- 7) Keep the Division President fully informed on all matters concerning the Chapter.
- 8) Upon approval of the Board of Directors, declare a committee leadership position vacant because of nonperformance of duties and appoint a successor.
- 9) Perform other duties incidental to the office of the President.
- 10) Confirm meeting place as selected by membership. Confirm meeting dates and plan monthly menu with meeting facility.

B. The President-Elect shall:

- 1) Assist the President in all ways.
- 2) Assume the duties 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 as President.
- 4) Automatically succeed to the office of President at the end of term.
- 5) Serve as member of the Bylaws, Standing Rules and Procedures Committee.
- 6) Accept notices of available career opportunities and post in Bulletin and on Website.

C. The Secretary shall:

- 1) Keep an accurate record of all Chapter and Board of Directors meetings.
- 2) Have available at all meetings up-to-date copies of the Bylaws and International Procedures, and Division and Chapter Bylaws, Standing Rules and Procedures, and minutes of meetings for the current fiscal year.
- 3) Conduct the correspondence of the Chapter in accordance with the direction of the President and/or Board of Directors.
- 4) Have readily available at each Chapter and Board of Directors meeting blank motion slips and guidance materials for parliamentary procedure.
- 5) Serve as timekeeper at Chapter and Board of Director meetings.
- 6) Provide the President with all Chapter and Board of Directors meeting minutes for review and editing. Distribute Board meeting minutes to all board members for approval at next Board of Directors meeting, and have a copy of Chapter meeting minutes ready for members to approve at the Chapter meeting.
- 7) Submit a summary of the minutes of the monthly Board of Directors meeting to the chapter newsletter editor for publication after approval by the President.

D. The Treasurer shall:

- 1) Be bonded with premiums paid from Chapter funds.
- 2) Have custody of all Chapter funds, making disbursements only as authorized by the Chapter, either by specific action or by adoption of a budget to be administered by the Board of Directors.
- 3) Pay all approved bills by check within ten (10) days of receipt of the bill. Approval procedure for expenses is outlined in the Standing Rules and Procedures. In the event clarification is needed, it should be brought to the attention of the President and/or Board of Directors for approval.

- 4) Keep the books on a current basis and prepare a monthly written report for the Chapter membership.
- 5) Notify all Committee Leaders and the Board of Directors of all new members.
- 6) Serve as chairman of the Finance Committee.
- 7) Prepare monthly and current year cumulative reports of regular meeting no-shows to present at the Board meeting each month.
- 8) After each Chapter meeting send a list of Chapter meeting guests and their addresses to the Membership/Mentoring Committee.
- 9) Prepare Change of Address form for membership changes as appropriate and send to International Headquarters. Notify all Committee Leaders and the Board of Directors of changes.

E. The Directors shall:

- 1) Represent the general membership at Chapter and Board meetings.
- 2) Be a voting member of the Board of Directors.
- 3) Serve as Board Liaison between the Board of Directors and committees as assigned.

F. The Immediate Past President shall:

- 1) Serve in an advisory capacity with no vote on the Board of Directors.
- 2) Serve as Chair of the Nominations Committee (see committee description in Article VI, Section 2. I).

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 the President for the following year.
- B. In the event of a vacancy in the office of President-Elect for any reason, the office of President-Elect may be filled by one of the following methods: appointment by the board of Directors for the remainder of the IAAP fiscal year; special election to fill the position for the remainder of the IAAP fiscal year; or, shall remain vacant until the next regular election. In the case of appointment by the Board of Directors, the appointee does not automatically succeed to the position as President. The appointee must run as a candidate at the next general election.
- C. In the event of a vacancy in the offices of both President and President-Elect, the Nominating Committee shall seek nominations from the membership to fill the vacancies for the unexpired terms. Additional nominations may be made from the floor provided candidates have consented to the nomination. An election shall be held at the next regular meeting.
- D. In the event of a vacancy in any other office, said office shall be filled for the unexpired term by appointment from Chapter membership by the Chapter Board of Directors until the next Annual Meeting where the position will be filled through the normal election process.
- E. In the event of a vacancy in the office of Treasurer, the Finance Committee will audit the Chapter financial records within fifteen (15) days after receipt of the records. A written

report covering the audit shall be submitted to the Board of Directors, and the records transferred as directed by the Board of Directors.

- F. Any officer unable to perform the duties of the office for any reason whatsoever for a period of thirty (30) days shall submit a resignation in writing to the Board of Directors. In the event the Board of Directors determines in its sole judgment that any officer has failed to perform the duties of the respective office for a period of at least thirty (30) days, the Board of Directors may 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 provision of this section.

ARTICLE IV. - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the Officers and Directors of this Chapter. The Immediate Past President shall serve in an advisory capacity with no vote.

Section 2. Duties

The Board of Directors shall:

- A. Act on behalf of the Chapter in accordance with the provisions of Chapter Bylaws, Standing Rules and Procedures, and submit appropriate matters to the attention of membership for further action.
- B. Transact business in person, by postal mail, courier service, electronic communication, or conference call. For adoption, any business shall require a majority vote of the Board of Directors. Only Board members may present and vote on motions at a meeting of the Board of Directors.
- C. Prepare a proposed annual budget for the current fiscal year for approval by the membership at the September Chapter meeting.
- D. Assign a photographer.
- E. Serve as committee liaison as appointed.
- F. Transfer a complete file, including a status report and any recommendations for the next fiscal year, to successor within thirty (30) days of end of term or when vacating the office for any reason whatsoever.
- G. Appoint the committee leader and co-leader of all standing committees.
- H. Be familiar with the Bylaws and International Procedures and Division and Chapter Bylaws, Standing Rules and Procedures.
- I. Serve the chapter in a strictly impartial manner.

- J. Perform other duties as may be assigned by the Board of Directors or the Chapter membership.

Section 3. Meetings

Regular meetings of the Board of Directors shall be held on the third Tuesday of each month, except July and December, unless otherwise designated by vote of the Board of Directors. Members of the Board of Directors will be expected to attend at least 70% (seventy percent) of the regular meetings of the Board of Directors. Members not in compliance with the attendance provision may be asked for their resignation. Special meetings may be called by the President or by majority of the Board of Directors.

Board meetings are open to all chapter members.

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, a quorum being present, shall constitute effective action.

ARTICLE V. - COMMITTEES

Section 1. Standing Committees

Standing Committees shall be composed of a Committee Leader and one or more members. Appointments shall become effective at the start of the IAAP fiscal year for a term of one (1) year.

Section 2. Duties

The Standing Committees and their duties are as follows:

- A. The Finance Committee shall audit the Chapter books and financial records within fifteen (15) days of the close of the fiscal year and any other time necessary and shall submit its report to the Board of Directors.
- B. The Bylaws and Standing Rules and Procedures Committee shall provide overall governance of the Saint Paul Chapter consistent with the MN-ND-SD Division Bylaws and Standing Rules and Procedures and the International Bylaws and Procedures. This committee shall carry out the duties as prescribed in Section 1 of the Standing Rules and Procedures.
- C. The Certification Committee shall stimulate and encourage interest and participation in the Certified Professional Secretary® (CPS®), Certified Administrative Professional (CAP), Microsoft Office Specialist (MOS) programs, and any other appropriate certification programs.
- D. The Communications Committee shall provide pertinent information in a timely manner to all Chapter members and non-members. This includes the sub-committees for the Chapter newsletter – Saint Paul Connections – and the Chapter website (www.iaap-saintpaul.org).

- E. The Marketing/Publicity Committee shall inform the public of International Association of Administrative Professionals and the Saint Paul Chapter's activities through newspaper, radio, and television coverage, and educate the Saint Paul community about IAAP.
- F. The Membership/Mentoring Committee shall promote and encourage membership in IAAP and direct all membership activities of the Chapter, including orientation of new members, member recruitment, member retention and chapter survey.
- G. The Nominating Committee shall consist of up to three (3) chapter members, approved by membership at the Chapter Annual Meeting. The Chairman of this Committee shall be the Immediate Past President. This Committee shall carry out the duties as prescribed in Article III, Section 3, of these Bylaws.
- H. The Program/Education Committee shall provide education programs at monthly Chapter meetings to enhance the professional development and personal growth of IAAP members, as well as promote local educational opportunities outside the Chapter meetings.

This includes the sub-committees for Administrative Professionals Week/Day and Executive Event. Such events will be held based on interest, and the majority vote of the Board of Directors.
- I. The Promotion\$ and Innovation\$ Committee shall develop projects that will generate additional income for the Chapter treasury.
- J. The Reservations Committee shall serve as a central point of contact for making Chapter monthly meeting reservations.
- K. The Student Chapter Program Committee shall direct all activities of the IAAP Chapter having to do with development of student chapters, and mentoring of student members.

Section 3. Special Committees

Special Committees (ad hoc) may be appointed where deemed necessary by the President with the approval of the Board of Directors.

Section 4. Responsibility

- A. 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.
- B. Transfer a complete file, including a status report and any recommendations for the next fiscal year to successor within thirty (30) days of end of term or when vacating the committee leader position for any reason.

ARTICLE VI. - MEETINGS

Section 1. Chapter Regular and Annual Meetings

- A. Regular meetings of this Chapter shall be held on the first Wednesday of each month, September through June with the exception of January. The date of a regular meeting may be changed at any preceding meeting upon majority vote of the members present.
- B. The regular May meeting in each year shall be the Chapter Annual Meeting with only Chapter members voting. A light program is optional.
- C. Business of the Annual Meeting
 - 1. The election of officers for the next fiscal year.
 - 2. Appointment of Nominating Committee members.
 - 3. Selection of meeting location for the upcoming fiscal year.

Section 2. 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.

Section 3. Quorum

The quorum shall consist of a majority of the total registered members in attendance at any regular or special meeting. Voting will continue as long as 50 percent of the quorum remains.

ARTICLE VII. - AUDIT

Section 1. An audit shall be made of the Chapter's financial records by the Finance Committee within fifteen days (15) 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 incoming Treasurer.

Section 2. In the event of a vacancy in the office of Treasurer, the Finance Committee will audit the Chapter financial records within fifteen (15) days after receipt of the records. A written report covering the audit shall be submitted to the Board of Directors, and the records transferred as directed by the Board of Directors.

Section 3. The Board of Directors may request an audit of the Chapter financial records at any time.

ARTICLE VIII. - DISSOLUTION

In the event of dissolution, abandonment, or termination of the Charter of this Chapter, no income, contribution, or other revenue or funds shall inure to the benefit of any individual or to any group not affiliated with IAAP, and any and all assets possessed by the Chapter, after current indebtedness has been paid, shall be delivered to the Minnesota-North Dakota-South Dakota Division treasury.

ARTICLE IX. - AMENDMENTS

Section 1. Bylaws

These Bylaws may be amended by either of the following methods:

- a) a two-thirds (2/3) vote of the members present and voting at any regular meeting of the Chapter, a quorum being present, provided the proposed amendment(s) has/have 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;

or

- b) a unanimous vote of the members present and voting, a quorum being present, if not previously submitted to membership in any form.

Section 2. Standing Rules and Procedures

Standing Rules and Procedures may be adopted without previous notice by a majority vote of the members present and voting, a quorum being present. They may be amended or rescinded by a two-thirds (2/3) vote of the members present and voting, a quorum being present, without previous notice, or by a majority vote if notice was not given prior to the meeting where voting will take place.

Section 3. Corrections

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

Section 4. Enactment

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

Bylaws adopted: May 5, 1965

Bylaws revised: March 4, 2009

Approved by Division Bylaws and Standing Rules Committee: August 27, 2008

Next Division Bylaws and Standing Rules Committee Review: May 2012

**SAINT PAUL CHAPTER
INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS®**

STANDING RULES AND PROCEDURES

1. Bylaws and Standing Rules and Procedures
 - a. Receive all suggestions for amendments to the Bylaws, Standing Rules and Procedures of this Chapter, prepare them in proper form, and submit them for action by the membership in accordance with Article X of these Bylaws.
 - b. Maintain conformity between the Chapter Bylaws, Standing Rules and Procedures, the International Bylaws and Standing Rules, and the Division Bylaws and Standing Rules.
 - c. Submit 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 Bylaws and International Procedures and Division Bylaws, Standing Rules and Procedures.
 - d. Assist the Board of Directors and the membership in preparing and submitting amendments to the Bylaws and International Procedures and/or Division Bylaws, Standing Rules and Procedures on behalf of the Chapter.
 - e. Review all amendments to International Bylaws and Procedures and/or Division Bylaws, Standing Rules and Procedures on behalf of the Chapter.
2. Representation
 - a. The Board of Directors shall select the Delegate and Alternate to the International Annual Meeting in the following order: President, President-Elect, Secretary, Treasurer. In the event of special circumstances (such as awards or presentations), the board would select a delegate appropriate to the circumstances.
 - b. The Delegate and Alternate to the Division Annual Meeting and Division Professional Conferences shall be selected by the Board of Directors in the following order: President, President-Elect, Secretary, Treasurer. In the event of special circumstances (such as awards or presentations), the board would select a delegate appropriate to the circumstances.
 - c. The delegate and/or alternate shall make a report of the proceedings to the membership at the first Chapter Meeting following the relevant Conference or Meeting.
3. Expenses
 - a. Expenses of the Delegate to International Annual Meeting, Division Professional Conferences, and Division Annual Meeting shall be reimbursed to the extent of registration, transportation by the most practical and economical means, and such other actual, reasonable, and necessary expenses, only if funds are

available, and if approved by the Board of Directors prior to incurring of the expenses.

- b. Expenses of the Alternate to the International Annual Meeting, Division Professional Conferences, and Division Annual Meeting shall be reimbursed to the extent of registration and transportation by the most practical and economical means, only if funds are available, and if approved by the Board of Directors prior to incurring of the expenses.
- c. Any Delegate or Alternate who has received any reimbursement for expenses to any International meeting or Division Meeting shall present an itemized account of expenses to the Board of Directors within thirty (30) days after returning.
- d. The President of this Chapter shall be reimbursed for expenses incurred during the term of office in a total amount not to exceed \$100. Such expenses shall be other than those incurred by the regular members and shall be in addition to any expenses incurred as a delegate or alternate as authorized in these Standing Rules and Procedures.
- e. All expense requests must have written approval (a form is available from the Treasurer) before the Treasurer may issue a check. Expenses incurred by committee members, committee leaders, directors, or other officers shall be approved as follows:
 - Committee members must have expense requests (relating to a specific committee) approved in writing by the Committee Leader before the Treasurer may issue a check.
 - Committee Leaders must have expense requests (relating to their committee) approved in writing by the President or Board of Directors (the minutes of the appropriate meeting shall be sufficient and the Treasurer should indicate on the form the date of the meeting at which approval was given), before the Treasurer may issue a check.
 - Directors and officers must have expense requests approved in writing by the Board of Directors (the minutes of the appropriate meeting shall be sufficient and the Treasurer should indicate on the form the date of the meeting at which approval was given), before the Treasurer may issue a check.

4. Meetings

- a. Regular chapter monthly meetings for the upcoming IAAP® fiscal year shall be held at a location in Saint Paul, Minnesota, or the surrounding area, selected by membership at the Chapter Annual Meeting. In case of an emergency, meetings will be scheduled at an alternate place designated by the Board of Directors.
- b. Regular meetings of the Board of Directors shall be held at a place and time selected by the Board of Directors.

- c. At the Chapter Annual Meeting, a Tellers Committee shall be appointed by the President, and shall be responsible for distributing and collecting the ballots and for tallying the vote. After the vote is tallied, the chairman of this committee shall, before the meeting is adjourned, report the results of the election to the President who shall then declare the officers of the Chapter duly elected, and the monthly meeting location for the upcoming IAAP fiscal year selected by membership.
 - d. All incumbent and newly elected officers and outgoing and newly appointed committee leaders shall attend the June Board of Directors meeting at which time the new officers and committee leaders will be presented with the written reports and files of the previous year's activities, unless otherwise specified herein.
5. Metro Lakes Council (MLC)
- a. The mission of the MLC is to provide communication among the IAAP chapters in the Twin Cities area. The goals of the Council are to provide a forum for all chapters to work together, communicate ideas and goals of each chapter, coordinate selected activities and/or events to maximize attendance and eliminate duplication of efforts and provide a network of written and/or published information.
 - b. MLC participation and representation by any chapter is optional. If the Chapter chooses to participate, representatives shall preferably be the president and president-elect; however, any chapter member may be appointed as the representative, and as such, shall report back to the Board of Directors.
 - c. The Chapter shall provide current IAAP fiscal year meeting information and programs for inclusion in an MLC brochure.
6. Installation
- a. Officers shall be considered installed upon election at the May Chapter Annual Meeting.
 - b. An installation ceremony is optional. At the time of installation, each officer shall be presented with a pin emblematic of their office, which shall be passed on to the successor. If any officer wishes to keep the pin, or loses it, it shall be the responsibility of that officer to replace the pin without cost to the Chapter.
7. Meeting Fees
- a. Meeting fees for IAAP members and guests shall be in an amount set each year based on the decision of membership of where meeting will be held, and shall include the meal and program/speaker.
 - b. The fee for guests attending the program/speaker without dinner shall be \$10.
 - c. The fee for guests attending the program/speaker with dinner shall be \$25.
8. Member Anniversary recognition

- a. Members reaching 25, 30, 40, 50 or 60 years of membership shall be recognized by the chapter with a certificate (may be a certificate plaque if desired).

9. Chapter Member Survey

- a. The Membership/Mentoring Committee, with Board of Directors approval, shall develop a chapter member survey and distribute at least every other IAAP year. The content of the survey shall be for the purpose of future planning for member needs and chapter direction.

Standing Rules and Procedures Adopted: April 6, 1966

Standing Rules and Procedures Revised: March 4, 2009

Approved by Division Bylaws and Standing Rules Committee: August 27, 2008

Next Division Bylaws and Standing Rules Committee Review: May 2012