

These proposed bylaws amendments are available in the IAAP Web Community, community.iaap-hq.org.

To: Division and Chapter Presidents
Chapters-at-Large
Affiliates
Board of Directors
RTF Board of Trustees
Parliamentarian

and for distribution at the International Education Forum and Annual Meeting

To: Members and Affiliates



In accordance with Bylaws of the Retirement Trust Foundation Article VIII— Amendment, the following are the proposed amendments to be presented for consideration and action by chapter, division and international association delegates during the business session at the International Education Forum and Annual Meeting in Montreal, Quebec, Canada, July 24-27, 2011.

International Bylaws and Standing Rules Committee

- | | |
|----------------------------|----------------------|
| Melynda P. Porgés, CPS/CAP | Chair |
| Beth Turner | Canada District |
| Heather Thomas, CAP | Great Lakes District |
| Carol A. Hawkes, CPS/CAP | Northeast District |
| Joan Gatzmeyer, CPS/CAP | Northwest District |
| Judithann Lovely, CPS/CAP | Southeast District |
| Linda J. Williams, CPS/CAP | Southwest District |

RTF Proposed Amendment 1

ARTICLE III—BOARD OF TRUSTEES, QUALIFICATIONS, NOMINATION AND ELECTION, TERMS, page 1

Amend ARTICLE III—BOARD OF TRUSTEES, QUALIFICATIONS, NOMINATION AND ELECTION, TERMS Section 1. by inserting the word “vice” in front of the word “president.”

Present Wording

Section 1. General. The number of trustees to constitute the board of trustees shall be six (6). Four international trustees, no two of whom shall be from the same IAAP district, shall be elected from the professional and professional-merited membership of IAAP. Two international trustees shall be elected each year to serve for a term of two years. No international trustee shall serve more than two consecutive two-year terms. The president and treasurer of the International Association of Administrative Professionals (IAAP) shall each serve as a member of the board of trustees during their respective terms.

Submitted by: Board of Trustees

Reason: This will allow the vice president to serve as a trustee for succession planning purposes and allow the International President to focus on the affairs of IAAP.

Recommendation: Retirement Trust Foundation Board of Trustees recommends adoption. The International Board of Directors supports the proposed amendment.

Proposed Wording

(1) **Section 1. General.** The number of trustees to constitute the board of
(2) trustees shall be six (6). Four international trustees, no two of whom
(3) shall be from the same IAAP district, shall be elected from the
(4) professional and professional-merited membership of IAAP. Two
(5) international trustees shall be elected each year to serve for a term of
(6) two years. No international trustee shall serve more than two
(7) consecutive two-year terms. The vice president and treasurer of the
(8) International Association of Administrative Professionals (IAAP) shall
(9) each serve as a member of the board of trustees during their
(10) respective terms.

RTF Proposed Amendment 2

ARTICLE III—BOARD OF TRUSTEES, QUALIFICATIONS, NOMINATION AND ELECTION, TERMS, page 1

Amend ARTICLE III—BOARD OF TRUSTEES, QUALIFICATIONS, NOMINATION AND ELECTION, TERMS Section 1. by striking “international” in three places.

Present Wording

Section 1. General. The number of trustees to constitute the board of trustees shall be six (6). Four international-trustees, no two of whom shall be from the same IAAP district, shall be elected from the professional and professional-merited membership of IAAP. Two international trustees shall be elected each year to serve for a term of two years. No international trustee shall serve more than two consecutive two-year terms. The president and treasurer of the International Association of Administrative Professionals (IAAP) shall each serve as a member of the board of trustees during their respective terms.

Submitted by: The International Committee on Nominations

Reason: “International” is an identifier that is used when referencing IAAP to delineate the International Board from division or chapters. There is only one level of trustee thus the word “international” is not necessary.

Recommendation: Retirement Trust Foundation Board of Trustees and International Board of Directors recommend adoption.

Proposed Wording

(1) **Section 1. General.** The number of trustees to constitute the board of
(2) trustees shall be six (6). Four ~~international~~-trustees, no two of whom
(3) shall be from the same IAAP district, shall be elected from the
(4) professional and professional-merited membership of IAAP. Two
(5) ~~international~~-trustees shall be elected each year to serve for a term of
(6) two years. No ~~international~~-trustee shall serve more than two
(7) consecutive two-year terms. The president and treasurer of the
(8) International Association of Administrative Professionals (IAAP) shall
(9) each serve as a member of the board of trustees during their
(10) respective terms.

RTF Proposed Amendment 3

ARTICLE III—BOARD OF TRUSTEES, QUALIFICATIONS, NOMINATION AND ELECTION, TERMS, page 1

Amend ARTICLE III—BOARD OF TRUSTEES, QUALIFICATIONS, NOMINATION AND ELECTION, TERMS Section 2. by striking the words “IAAP International or” and inserting the words “Retirement Trust Foundation Committee or a,” by inserting the word “or” before (ii), and by striking “, or (iii) a member of an IAAP international standing committee.”

Present Wording

Section 2. Qualifications. To serve as a member of the Board of Trustees a candidate must have served at least one year as (i) a member of the IAAP International or Division Retirement Trust Foundation Committee, (ii) an IAAP division or international officer, or (iii) a member of an IAAP international standing committee and be registered to attend the annual IAAP International Education Forum and Annual Meeting at which such individual is a candidate for membership on the board of trustees. No member of the board of trustees (a) shall reside in any retirement center under the control of the Corporation, (b) shall have received any assistance from the Corporation in the preceding five years or be eligible to receive any assistance for two years following service as a trustee, nor (c) shall serve as an officer in any IAAP regular chapter or division.

Proposed Wording

(1) **Section 2. Qualifications.** To serve as a member of the Board of
(2) Trustees a candidate must have served at least one year as (i) a
(3) member of the ~~IAAP International~~ Retirement Trust Foundation
(4) Committee or a Division Retirement Trust Foundation Committee, or
(5) (ii) an IAAP division or international officer, ~~or (iii) a member of an~~
(6) ~~IAAP international standing committee~~ and be registered to attend the
(7) annual IAAP International Education Forum and Annual Meeting at
(8) which such individual is a candidate for membership on the board of
(9) trustees. No member of the board of trustees (a) shall reside in any
(10) retirement center under the control of the Corporation, (b) shall have
(11) received any assistance from the Corporation in the preceding five
(12) years or be eligible to receive any assistance for two years following
(13) service as a trustee, nor (c) shall serve as an officer in any IAAP
(14) regular chapter or division.

Submitted by: The International Committee on Nominations

Reason: The Retirement Trust Foundation Committee is appointed by the Retirement Trust Foundation and not IAAP. Serving on an international standing committee does not qualify one to serve as a Retirement Trust Foundation Trustee.

Recommendation: Retirement Trust Foundation Board of Trustees and the International Board of Directors recommend adoption.

RTF Proposed Amendment 4

ARTICLE III—BOARD OF TRUSTEES, QUALIFICATIONS, NOMINATION AND ELECTION, TERMS, page 1

Amend ARTICLE III—BOARD OF TRUSTEES, QUALIFICATIONS, NOMINATION AND ELECTION, TERMS Section 3., paragraph A. by striking the words “the same manner as nominations for IAAP international officers” and inserting the words “accordance with the procedures established in the IAAP Bylaws” and paragraph B. by striking the words “of the delegates and international officers voting at the IAAP annual meeting except as provided for in the IAAP International Bylaws” and inserting the words “at the IAAP annual meeting.”

Present Wording

Section 3. Nomination and Election.

- A. Nominations for trustees shall be processed by the IAAP International Committee on Nominations in the same manner as nominations for IAAP international officers.
- B. Trustees shall be elected by ballot by a plurality vote of the delegates and international officers voting at the IAAP annual meeting except as provided for in the IAAP International Bylaws.

Proposed Wording

Section 3. Nomination and Election.

- (1) A. Nominations for trustees shall be processed by the IAAP
- (2) International Committee on Nominations in ~~the same manner~~
- (3) as nominations for IAAP international officers accordance with
- (4) the procedures established in the IAAP Bylaws.
- (5)
- (6)
- (7) B. Trustees shall be elected by ballot by a plurality vote ~~of the~~
- (8) ~~delegates and international officers voting at the IAAP annual~~
- (9) ~~meeting except as provided for in the IAAP International Bylaws~~
- (10) at the IAAP annual meeting.
- (11)

Submitted by: Board of Trustees

Reason: This wording clearly defines that nominations for trustees follow the same procedures as set out under the IAAP Bylaws.

Recommendation: Retirement Trust Foundation Board of Trustees recommends adoption. The International Board of Directors supports the amendment.

RTF Proposed Amendment 5

ARTICLE V—DUTIES OF OFFICERS, page 2

Amend ARTICLE V—DUTIES OF OFFICERS, Section 4. by inserting the words “or designee” after secretary.

Present Wording

Section 4. Secretary. The secretary shall keep custody of a minute book containing minutes of all meetings of the board of trustees and the committees of the board of trustees, including a record of all votes taken at such meetings; and send (or arrange for sending) proper notices of all meetings of the board of trustees and committees of the board of trustees.

Submitted by: Board of Trustees

Reason: Currently, the secretary does not keep custody of a minute book, rather a designee has custody of the minute book.

Recommendation: Retirement Trust Foundation Board of Trustees recommends adoption. The International Board of Directors supports the amendment.

Proposed Wording

(1) **Section 4. Secretary.** The secretary or designee shall keep custody of
(2) a minute book containing minutes of all meetings of the board of
(3) trustees and the committees of the board of trustees, including a
(4) record of all votes taken at such meetings; and send (or arrange for
(5) sending) proper notices of all meetings of the board of trustees and
(6) committees of the board of trustees.