

ROCHESTER CHAPTER  
INTERNATIONAL ASSOCIATION OF  
ADMINISTRATIVE PROFESSIONALS ®

2010 - 2011



International Association of  
Administrative Professionals™

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ROCHESTER CHAPTER

INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS ®

BYLAWS

ARTICLE I - NAME AND LOCATION

The name of this Chapter shall be the Rochester Chapter of the International Association of Administrative Professionals®. It shall be located in Rochester, Minnesota. The organization shall also be known and referred to by the letters IAAP® in capital letters.

ARTICLE II - MEMBERSHIP DUES

1. Membership:

There shall be four classifications of membership as provided by the International Bylaws Article VI. Associate members shall have all the rights and privileges of professional membership and will have one vote.

2. Annual Chapter dues:

Professional Members	\$ 5.00
Professional Merited Members	\$ 5.00
Student Members	\$ 5.00
Associate Members	\$ *

*\*Amount set by International Board of Directors*

ARTICLE III - OFFICERS, DIRECTORS-AT-LARGE, QUALIFICATIONS, NOMINATIONS AND ELECTION PROCEDURES, TERM AND DUTIES

Section 1. Officers

The Chapter officers shall be a President, a President-Elect, a Secretary, and a Treasurer, otherwise a minimum of President and Treasurer.

Section 2. Directors-at-Large

The General membership may be represented by two elected Directors-at-Large Board members.

Section 3. Qualifications

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- A. A candidate for office shall be a Professional or Professional Merited member in good standing of the International Association of Administrative Professionals.
- B. No member shall hold more than one Chapter office or Director-at-Large position at a time. No member shall hold an International Office, International Committee or Department appointment or Division office while serving as a Chapter officer or Director-at-Large, except to allow for normal overlap in difference of installation time.

Section 4. Nomination and Election Procedure

- A. No later than two months prior to the Annual Meeting, volunteers from the membership shall be appointed to serve on the Nominating Committee with the Immediate Past-President as chair. No later than four weeks prior to the Annual Meeting said Committee shall submit to the membership a slate of one or more candidates for each office or Director-at-Large, giving the qualifications of each candidate.
- B. Nominations may also be made and seconded from the floor and such nominees shall be entered on the slate, provided their qualifications are given at the time of nomination and provided they have consented to the nomination.
- C. The majority vote of the members present shall be required for election; this shall be by ballot, except if there is but one candidate for the office and Director-at-Large, the ballot may be dispensed with and the Secretary may be instructed to cast a unanimous ballot. Any member who is unable to attend the Annual meeting may cast an absentee ballot, to be provided by the Nominating Committee, by submitting it as instructed by the Chairman of that Committee no later than one week prior to said Annual Meeting.
- D. In the event that no candidate receives a majority vote on the first ballot, all but the two candidates receiving the most votes for such office shall be eliminated and the balloting continued. If the vote remains a tie after the second ballot, the election shall be decided by lot.

Section 5. Term of Office

- A. The term of office shall coincide with the fiscal year for IAAP, July 1 through June 30.
- B. Officers shall serve for a term of one year or until their successors are elected and take office. Director-at-Large Board members shall serve two-year terms, staggered so that one Director-at-Large Board member is elected each year.

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- C. The President and President-Elect shall each serve one consecutive term only, except as provided in Article III, Section 7C. Other officers shall serve no more than three consecutive terms in the same office. No Director-at-Large can serve more than two consecutive terms.

Section 6. Duties

A. The President shall:

- (1) Preside at all meetings of the Chapter and the Board of Directors.
- (2) Perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by IAAP.
- (3) Subject to the approval of the Board of Directors, appoint the Chairmen of all committees, unless otherwise specified.
- (4) Be a member ex-officio of all committees except the Nominating Committee.
- (5) Perform other duties incident to the Office of President.
- (6) Endeavor to serve the entire Chapter in a strictly impartial manner.
- (7) Be familiar with the International, Division and Chapter Bylaws and Standing Rules.
- (8) Keep the membership informed as to IAAP official communications.
- (9) Be bonded with premiums paid from Chapter funds.
- (10) Keep the Division President fully informed on all matters concerning the Chapter.
- (11) In the absence of the Treasurer, the President may disburse funds with the same authority as the Treasurer.
- (12) 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.

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) Succeed automatically to the office of President at the conclusion of the term as President-Elect.
- (4) Serve as Chairman of the Chapter Bylaws and Standing Rules Committee.
- (5) Shall have the privilege of coordinating, implementing, or being responsible for the Chapter Recognition Program as outlined in Standing Rules 18.
- (6) Perform such other duties as may be assigned by the Board of Directors or the Chapter.
- (7) Shall serve as liaison to Chapter Committees and will coordinate monthly reports prior to the board meeting.

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C. The Secretary shall:

- (1) Keep an accurate record of all Chapter and Board of Directors meetings as well as any business or voting which may be conducted between meetings.
- (2) Have custody of the Chapter Charter and other official documents.
- (3) Have available at all meetings up-to-date copies of the International, Division and Chapter Bylaws and Standing Rules.
- (4) Conduct the correspondence of the Chapter in accordance with the direction of the President and/or the Board of Directors.
- (5) Following the installation of officers, file the names and addresses of the President and Secretary with the local Chamber of Commerce, and Post Office, and keep such information up to date throughout the year.
- (6) Keep an attendance record of each member.
- (7) Perform such other duties as may be assigned by the Board of Directors or the Chapter.

D. The Treasurer shall:

- (1) 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.
- (2) Pay all approved bills promptly by check.
- (3) Keep the financial records current and make a monthly report to the Chapter.
- (4) Prepare a detailed financial report to present at the Annual Meeting and render a financial statement covering the preceding fiscal year, which shall be ready for audit within 15 days following the close of the Treasurer's term of office.
- (5) Prepare an annual budget and submit it to the Board of Directors for approval at the August Board of Directors meeting. After review by the Board of Directors, shall present the proposed annual budget to the membership in September for final approval.
- (6) Maintain appropriate reports regarding dues and membership.
- (7) File an income tax/sales report of the Chapter as required by law with the assistance of the Ways and Means Chair.
- (8) Serve as a member of the Ways and Means Committee.
- (9) Be bonded with premiums paid from Chapter funds.
- (10) Perform other duties as may be assigned by the Board of Directors.

E. The Director-at-Large Board Members shall:

- (1) Serve as board contacts as assigned by the President.
- (2) Carry out the policies and objectives of the chapter.

Section 7. Vacancies in Office

- 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.
- B. In the event of a vacancy in the office of President-Elect, due to succession to the Presidency, or any other reason, the office shall remain vacant until the next annual meeting, at which time both a President and a President-Elect shall be elected; or the vacancy may be filled by a special election held at a regular meeting.
- C. In the event of vacancies in the office of both President and President-Elect a special election to fill both vacancies shall be called by the Secretary. These individuals shall be eligible to seek election to the offices of President and President-Elect for the following year.
- D. In the event of a vacancy in any other office or Director-at-Large Board member, the Board of Directors shall appoint from the membership of the Chapter an officer to fill the vacancy for the unexpired term.
- E. In the event of a vacancy in the office of Treasurer, an audit shall be made of the Chapter financial reports by a qualified person or persons appointed by the Board of Directors as outlined in Article VII.2.
- F. Any officer or Director-at-Large unable to perform the duties of the office for any reason for a period of 60 days shall submit a resignation from the office in writing to the Board of Directors. In the event the Board of Directors determines that any officer or Director-at-Large has failed to perform the duties of the respective office for a period of 60 days, and after an official vote not more than 10 days after such determination, 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 10 days after such resignation has been requested, the Board of Directors is empowered to and shall declare such office vacant and such office shall be filled in accordance with the provisions of this section.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the officers of this Chapter, and two elected Director-at-Large Board members other than officers to serve for two years, staggering the terms so that one member is elected each year. The immediate Past President shall serve as the Chapter Parliamentary Advisor with no vote.

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Section 2. Duties

- A. The Board of Directors may transact business in person, by postal mail, courier service, electronic communication, or by conference call. For adoption, any business shall require a majority vote of the Board of Directors.
- B. The Board of Directors shall supervise the affairs of the Chapter in accordance with the provisions of these Bylaws and Standing Rules and the direction of the membership.
- C. The Board of Directors shall approve an annual budget, prior to the September regular meeting which shall be approved by the membership.
- D. The Board of Directors shall arrange of an annual audit of the financial records of the Chapter.
- E. The Board of Directors may, by a three-fourths vote of its membership, remove any officer, director-at-large or committee chair for misconduct or neglect of duty, and such office shall be filled in accordance with the provisions of Article III.7.

Section 3. Meetings

Regular meetings of the Board of Directors shall be held once monthly July-November and January-May approximately one week prior to the regular Chapter meeting unless otherwise designated by vote of the Board of Directors, the place to be designated by the President.

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 - CHAPTER MEETINGS

Section 1. Regular and Annual Meetings

- A. Regular meetings of this Chapter shall be held once monthly August-December and February-June. The schedule shall be set by chapter vote prior to the beginning of the IAAP year. If deemed advisable, the date of a regular meeting may be changed at any preceding meeting upon majority vote of the membership

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- B. The regular May meeting in each year shall be the Annual Meeting of this Chapter and shall be an open meeting.

#### 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 seven days prior to the date of the special meeting.

#### Section 3. Quorum

Twenty-five percent (25%) of the Chapter membership shall constitute a quorum for any regular or special meeting.

## ARTICLE VI - COMMITTEES

#### Section 1. Standing Committees

The Standing Committees shall be composed of a Chairman and two or more members who shall be appointed by the President, unless otherwise specified, subject to the approval of the Board of Directors, and shall be for one year and coincide with the fiscal year of IAAP, July 1 to June 30.

#### Section 2. Duties

- A. Standing Committees and their duties are as follows:

- (1) The Bylaws and Standing Rules Committee shall have as its Chairman the President-Elect and shall:
  - 1. Receive all suggestions for amendments to the Bylaws and Standing Rules of this Chapter, prepare them in proper form, and submit them for action by the membership in accordance with Article IX of these Bylaws and Standing Rules.
  - 2. Maintain conformity in Chapter Bylaws and Standing Rules with the International and Division Bylaws and Standing Rules.
  - 3. Furnish to each Chapter member a copy of the approved Chapter Bylaws and Standing Rules.
  - 4. Propose amendments.
  - 5. Submit Chapter Bylaws and Standing Rules and/or amendments thereto to the Division Bylaws and Standing Rules Committee for review and approval in accordance with the International and Division Bylaws and Standing Rules.

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6. Assist the Board of Directors and the membership in preparing and submitting amendments to the International and/or Division Bylaws and Standing Rules on behalf of the Chapter.
  7. Review all amendments to the International and/or Division Bylaws and Standing Rules proposed by other units of IAAP and make recommendations to the Board of Directors.
- (2) The Certification Committee shall stimulate and encourage interest in the CPS and CAP programs, and shall organize and conduct review classes for the CPS and CAP examinations if there is interest.
  - (3) The Education Committee shall plan the programs for the regular Chapter meetings and shall publicize the activities of the Chapter through releases to the press and other publicity media.

The Education Committee shall also be responsible for meeting coordination by:

    - Sending the meeting notice and meeting agenda to all members and potential guests one week prior to the meeting; requesting and recording all RSVPs
    - Arranging for meals if catering is required
    - Reserving the room location
  - (4) The Membership Committee shall direct all activities of the Chapter concerned with the recruitment, application for and retention of membership. It shall furnish an up-to-date roster of members to each Chapter member at the September meeting and to other persons as required.
  - (5) The Newsletter Committee will establish a publication schedule for the IAAP year and shall publish at least six bulletins each year.
  - (6) The Nominating Committee shall have as its Chairman the Immediate Past-President and one or more members, who shall be selected by the membership at least two months prior to the Annual Meeting. This Committee shall carry out the duties prescribed in Article III, Section 4A and C, of these Bylaws and Standing Rules.
  - (7) The Public Relations (PR) Committee is responsible for developing and coordinating methods to increase the Chapter's visibility to the public, employers, students, and others as a means of promoting membership.

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- (8) The Social Committee will be responsible for planning and organizing two to five social events during each IAAP year, and publicizing these events to the members.
  - (9) The Fundraising Committee shall prepare and submit a budget to the Board of Directors at its August meeting, shall devise and promote projects for the purpose of raising supplemental funds for the use of the Chapter, and shall devise and promote projects for the purpose of raising funds for the Retirement Trust Foundation. The Fundraising Committee will handle collecting and coordinating funds from all fundraising events.
- B. Special Committees may be appointed when deemed necessary by the Board of Directors.
  - C. All committees shall be directly responsible to the Board of Directors and, with the exception of the Nominating Committee, shall submit all plans, prior to execution, to the Board of Directors for approval. Each committee chairman shall submit a report of progress and activities to the President elect prior to or at each monthly Board of Directors meeting.
  - D. The Chairman of each committee shall make an annual report of the activities and expenditures of the committee, such report to be included in the minutes of the Annual Meeting.

## ARTICLE VII - AUDIT

1. An audit shall be made of the Chapter financial records by qualified persons appointed by the Board of Directors. Such audit shall be completed within 30 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.
2. In the event of a vacancy in the office of Treasurer, an audit shall be made of the Chapter financial records by qualified persons appointed by the Board of Directors. Such audit shall be completed within two weeks 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 Charter of this 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

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indebtedness has been paid, shall go and be delivered forthwith to the Minnesota-North Dakota-South Dakota Division Treasury.

ARTICLE IX - AMENDMENTS

1. The Bylaws and Standing Rules Committee shall receive all suggestions for amendments, prepare them in proper form, and propose them for action by the membership.
2. These Bylaws may be amended by a 2/3 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 either in writing at least ten (10) days prior to the meeting date or by reading at the previous regular meeting. An amendment not previously submitted to the membership may be adopted by a unanimous vote of the members present and voting, a quorum being present.
3. Standing Rules 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 2/3 vote of the members present and voting, a quorum being present, without prior notice, and by a majority vote if notice was given at a previous meeting.
4. 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, Standing Rule or Procedure or amendment shall be effected by the Bylaws and Standing Rules Committee, subject to the approval of the Board of Directors.
5. These Bylaws and Standing Rules, and/or amendments thereto, shall become effective upon adoption, unless otherwise specified, subject to review and approval by the Division Bylaws and Standing Rules Committee.

Bylaws Adopted: March, 1958  
Bylaws Revised: September, 2009  
Approved: Division Bylaws and Standing Rules Committee: March, 2010

## CHAPTER STANDING RULES

### MEETINGS

1. Regular meetings shall be held at a site selected by a majority of the membership and shall begin at 5:30 p.m., unless otherwise designated by the membership.
2. The retiring Board of Directors shall meet with the incoming Board at the first Board meeting held after election of officers.
3. The rates for Chapter meetings are as follows:
  - There will be no charge for meeting attendance. Exception will be made for special occasions as agreed upon by chapter membership. Example: December (Christmas celebration) and May (Annual) Meetings.
  - Meals will be the responsibility of each member/guest.
4. Guests are invited to attend one Chapter meeting without charge prior to membership. Subsequent visits will cost \$10.00 per visit, in addition to meal charges if a meal is provided. Guests will be encouraged to become a member.

### INSTALLATION

1. Officers shall be installed and assume office at the regular June meeting.
2. The retiring officers shall pass on to the incoming officers the guard emblematic of their respective offices.

### RECORDS

1. All records pertaining to any office are the property of the Chapter and must be transferred as directed by the Board of Directors within 30 days by the person vacating the office.
2. It shall be the responsibility of the Historian to maintain up-to-date records of IAAP and the professional activities of individual members, and to maintain an up-to-date record of the Chapters activities in a "scrapbook".
3. Within 15 days after the conclusion of their appointments, all committee chairmen shall transfer their files to their successors or as directed by the Board of Directors.

### REPRESENTATION

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1. It shall be the duty of the delegate to attend all meetings and to represent the Chapter in all matters coming before the International Education Forum and Annual Meeting and/or Division Meeting. The delegate shall be the President, and the alternate shall be the President-Elect. In the event of the inability of either of the above members to attend the above meetings, the delegate and/or alternate shall be selected from the Chapter membership by the Board of Directors or by the membership prior to the respective meeting. The delegate shall be fully authorized to cast the vote of the Chapter on all matters submitted for vote. The delegate is also responsible for reporting the proceedings to the Chapter at the first regular meeting following such convention, conference or meetings.

### EXPENSES

1. The expenses of the delegate to the International Education Forum and Annual Meeting and Division meetings shall be reimbursed to the extent of registration, transportation by the most practical and economical means, hotel accommodations, and meal and miscellaneous incidentals per diem (amount to be determined by the U.S. Government General Services Administration M & MI per diem table), if funds are available. It is expected that the delegate would make every effort to share a room or other expenses when possible.
2. The expense of the alternate to the International Education Forum and Annual Meeting and Division Meetings shall be considered by the Board of Directors as each occasion arises, which in turn shall make recommendations for reimbursement to the regular membership.
3. The Chapter shall purchase one name badge for new members. If a member requests another name badge due to a name change, CPS/CAP designation, etc. the member will purchase their own name badge.
4. When a member is financially unable to pay for their own membership and wishes to remain active in the Rochester Chapter, the Chapter President and Treasurer, after reviewing the circumstances, may authorize payment of the member's dues for that year. A repayment plan will be established per individual situation.

### RECOGNITION

1. The Chapter shall purchase a Past President's pin for each outgoing President.
2. Chapter Recognition Program
  - a. The Chapter shall recognize any new professional or educational certification or recertification; events of significant accomplishment in promoting IAAP; service as an officer, committee chair or co-chair, or committee member. Recognition should be made at the final meeting of the year in which they serve, receive said degree or certification, or in which significant accomplishment occurs.

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- b. The Chapter will show recognition by a certificate and/or small gift. The Chapter will also recognize a new certification of CPS or CAP with the presentation of a rose.

BONDING OF THE TREASURER AND PRESIDENT

1. The Chapter shall purchase position bonds on the Chapter's President and Treasurer.

Standing Rules adopted: March, 1968  
Standing Rules revised: March 1, 2011

Approved: Division Bylaws and Standing Rules Committee: March 1, 2011