



BIRMINGHAM CHAPTER

BYLAWS AND STANDING RULES

Adopted March 16, 1966 and as amended 05/15/12

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ARTICLE I - NAME AND LOCATION

The name of this Chapter shall be Birmingham Chapter of International Association of Administrative Professionals. It shall be located in Birmingham, Alabama.

ARTICLE II - MEMBERSHIP AND DUES

Section 1. Classification of Membership
There shall be four classifications of membership as provided in the International Bylaws Article VI.

Section 2. Dues - Annual dues for this Chapter shall be:

- A. Professional Member\$40.00
- B. Professional Merited Member..... Waived
- C. Student Member.....\$5.00
- D. Associate Member *

Associate Members shall have all the rights and privileges of Professional Members.

*Associate Member dues are set by International with appropriate portion remitted to the Chapters.

Section 3. Renewal and Reinstatement of Membership shall be in accordance with International Bylaws Article VII.

Section 4. The IAAP Fiscal Year shall be July 1 through June 30.

Section 5. Waiving of Chapter Dues - The Chapter dues of any Professional member may be waived in the event of the member's becoming physically incapacitated, at the discretion and approval of the Board of Directors under the following provisions.

- A. Such member does not meet the qualifications for Professional-Merited Membership.
- B. Such member shall have been a member of the Birmingham Chapter for at least ten (10) years.
- C. Such member's physical status shall be reviewed annually and Chapter dues waived until the qualifications for Professional-Merited Membership are met.

Section 6. Membership and Dues – The Board of Directors by majority vote shall have the authority to waive Chapter dues during IAAP International or Division membership promotions.

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

Section 1. Officers

The Chapter officers shall be the President, President-Elect, Vice President, Administrative Secretary, Membership Secretary and Treasurer.

Section 2. Qualifications

- A. A candidate for office, at the time of nomination and election, shall be employed in accordance with the IAAP definition of an administrative professional.
- B. A candidate for office shall have been a member of IAAP for at least one year prior to the election.
- C. A candidate for the office of president-elect shall have served as an officer of this chapter prior to nomination.
- D. No member shall hold more than one Chapter office at a time. No member shall hold a division office, serve as a division committee chairman, or serve on an international department or committee while serving as a Chapter officer, except to allow for normal overlap in installation times.
- E. Changes in the employment status of any officer during a term of office shall not affect the member's status as an officer.

Section 3. Nomination and Election

- A. The Nominating Committee shall consist of a chairman and four members. The Board of Directors shall appoint the chairman and may appoint one other member to this committee. The balance is to be elected by the membership.
- B. At least two weeks prior to the May Meeting the Nominating Committee shall submit to the membership a slate of one or more candidates for each office, giving the qualifications of each candidate.
- C. Nominations may also be made from the floor prior to the election and such nominees shall be entered on the slate, provided they have consented to the nomination. Nominations from the floor must receive one second.
- D. A majority vote of the members present at the May 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.

- E. If no candidate receives a majority vote on the first ballot, all but the two receiving the highest number of votes for each 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 4. Term of Office

- A. The term of office shall begin on July 1 and continue through June 30.
- B. The President and President-Elect shall serve one term only, except as provided in Section 6. Other officers shall 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.

Section 5. Duties

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

- A. The President shall:
 - 1. Preside at all meetings of the Chapter and the Board of Directors.
 - 2. Subject to the approval of the Board of Directors, appoint the Chairmen of all Committees, unless otherwise specified, within thirty (30) days after installation.
 - 3. Be a member ex-officio of all committees except the Nominating Committee.
 - 4. Call meetings of the Board of Directors when deemed necessary.
 - 5. Approve all invoices to be paid by the Treasurer.
 - 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. Keep the Division President fully informed on all matters concerning the Chapter.
 - 10. Perform other duties incidental to the Office of President, or as may be assigned by the Board of Directors.

- B. The President-Elect shall:
1. Assist the President in all ways.
 2. Assist the President in appointing committee chairmen and committee members.
 3. Be a member ex-officio of all committees except the Nominating Committee.
 4. Maintain contact with committees to determine if chairmen and members are performing duties of the committees.
 5. Furnish each committee chairman a list of the duties of that committee at the committee chairman's meeting
 6. Furnish each committee chairman and each officer a list of newly-appointed chairmen with contact information.
 7. Prepare a schedule of reports due from each committee with copy to the President and Secretary.
 8. Request mid-year and end-of-year reports from committee chairmen.
 9. Perform such other duties as may be assigned by the Board of Directors.
 10. Assume the duties and powers of the presidency in the absence of the President.
 11. In the event of a vacancy in the office of President, succeed to the office for the unexpired term.
 12. Be alert to all Chapter, Division, and International activities so as to be adequately prepared to serve as the presiding officer.
 13. Succeed automatically to the office of President at the conclusion of the term as President-Elect.
 14. Serve as Chairman of the Strategic Planning Committee.

- C. The Vice President shall:
1. Assist the President and President-Elect in all ways.
 2. Assume the duties and powers of the presidency in the absence of the President and President-Elect.
 3. Be alert to all Chapter, Division, and International activities so as to be adequately prepared to serve as the presiding officer.

4. Serve as Chairman of the Program and Publicity Committee.
5. Perform such other duties as may be assigned by the Board of Directors.

D. The Secretary shall:

1. Keep accurate minutes of all Chapter and Board of Directors meetings and of such other meetings as may be called.
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. Give notice of all special meetings as directed by the President.
5. Conduct the correspondence of the Chapter in accordance with the direction of the President and/or the Board of Directors.
6. Bring to the attention of the Board of Directors all correspondence received.
7. Following the installation of officers, file the names and addresses of the President and Administrative Secretary with the local Chamber of Commerce and keep such information up to date throughout the year.
8. Perform such other duties as may be assigned by the Board of Directors.

E. The Membership Secretary Shall

1. Maintain at all times an accurate roster of the Chapter membership as furnished by the Treasurer.
2. Acknowledge letters of resignation from membership upon acceptance by the Board of Directors, over the signature of the President, and the Board of Directors
3. Serve as chairman of the Membership Committee
4. Perform such other duties as may be assigned by the Board of Directors.:

F. 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 books on a current basis and make a monthly report to the Chapter.
4. Prepare a mid-year analysis of the budget for the Board of Directors and the membership.
5. Prepare a detailed financial report for presentation at the Annual Meeting and a complete financial report for the fiscal year.
6. Be bonded as stipulated by the International Board of Directors, with the premiums to be paid from Chapter funds.
7. Serve as Chairman of the Finance Committee.
8. Notify International Headquarters and the Division immediately regarding a change in address or membership status or in the event of the death of a member.
9. 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. In this case, the office of President-Elect shall remain vacant until the next regular election.
- B. 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 President-Elect shall be elected.
- C. In the event of vacancies 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 election to the office of President for the following year.
- D. In the event of a vacancy in any other office, the Board of Directors shall appoint from the membership of the Chapter a member to fill the vacancy for the unexpired term.
- E. Any officer unable to perform the duties of the office for any reason whatsoever for a period of more than sixty (60) days shall submit a resignation in writing to the Board of Directors. If the Board of Directors determines that any officer has failed to perform the duties of the

respective office for a period of at least sixty (60) days immediately prior to the taking of an official vote, 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 fifteen (15) days after 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 this Section.

- F. All records pertaining to any office are the property of the Chapter. Each officer, with the exception of the Treasurer, shall within thirty (30) days after the end of the term of office, transfer to the successor the files and records of the office. The Treasurer shall, within fifteen (15) days following the close of the fiscal year, deliver the books and records of the office to the person(s) appointed to make the audit. Any person vacating office at any time except at the regular expiration of the term of office shall transfer the records of office as directed by the Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Composition

The Board of Directors shall be composed of the officers of this Chapter and the Immediate Past President.

Section 2. Duties

It shall be the duty of the Board of Directors to carry out the policies and objectives of IAAP and to conduct the business of the Chapter between regular meetings in accordance with the provisions of these Bylaws and Standing Rules and the wishes of the membership.

Section 3. Meetings

- A. Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Board of Directors. The Board of Directors may transact business in person, by mail, e-mail, fax or by conference call when all board members are addressed at the same time. Special meetings may be called by the President or by a majority of the Board of Directors.
- B. The outgoing Board of Directors shall meet with the incoming Board of Directors within 30 days after the Annual Meeting of the Chapter.

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 Chairman and two or more members who shall be appointed by the President, subject to approval by the Board of Directors.

Section 2. Duties

Standing Committees and their duties are as follows:

- A. The Nominating Committee shall consist of a Chairman and four members and shall function in accordance with Article III, Section 3, of these Bylaws.
- B. The Bylaws and Standing Rules Committee shall:
 - 1. Receive all suggestions for Amendments and/or proposed 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 these Bylaws.
 - 2. Maintain conformity in Chapter Bylaws and Standing Rules with the International and Division Bylaws and Standing Rules, respectively.
 - 3. 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, respectively.
 - 4. Assist the Board of Directors and the membership in preparing and submitting Amendments and/or Resolutions to the International and/or Division Bylaws and Standing Rules on behalf of the Chapter.
 - 5. Review all Amendments to International and/or Division Bylaws and Standing Rules proposed by other units of IAAP and make recommendations to the Board of Directors.

Section 3. Special Committees

Special Committees may be appointed by the President, subject to approval by the Board of Directors, when deemed necessary for the efficient operation of the Chapter.

Section 4. Responsibility

- A. All committees, except the Nominating Committee, 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. Within thirty (30) days after the conclusion of their appointments, all committees shall transfer their files to their successors or as directed by the Board of Directors.

Section 5. Vacancy in Committee Chairmanship

- A. Upon approval of the Board of Directors, the President may declare a committee chairmanship vacant because of nonperformance of duties and appoint a successor.
- B. In the event of a vacancy for any other reason, the President shall appoint from the membership of the Chapter a Chairman to fill the vacancy, subject to approval of the Board of Directors.

ARTICLE VI - MEETINGS

Section 1. Regular and Annual Meetings

- A. Regular meetings of this chapter shall be held the third Tuesday of each month.
- B. The regular June meeting of each year shall be the Annual Meeting of this Chapter.
- C. Officers shall be installed at the Annual Meeting.

Section 2. Special Meetings

- A. Special meetings may be called by the President, by a majority of the Board of Directors, or on the written petition of twenty-five percent (25%) of the membership submitted to the Board. Notice specifying the principal business of the meeting shall be given to all members at least fifteen (15) days prior to the date of the Special Meeting.

Section 3. Quorum

Twenty percent (20%) of the Chapter Professional membership shall constitute a quorum for the conduct of any business at a regular or special meeting.

ARTICLE VII - REPRESENTATION

- Section 1. The Delegate to the Education Forum and Annual Meeting (EFAM) shall be the Immediate Past President and the Alternate, if desired, shall be the President. In the event the Immediate Past President is unable to attend, the President shall become Delegate and the President-Elect shall become the Alternate. In the event neither the Immediate Past President, the President, nor the President-Elect is able to attend, the Delegate and Alternate shall be selected by the board.
- Section 2. The Delegate to the Alabama Division Annual Meeting (ADAM) shall be the President and the Alternate, if desired, shall be the President-Elect. In the event the President is unable to attend, the President-Elect shall become Delegate and the Vice President shall become the Alternate. In the event neither the President, the President-Elect, nor the Vice President is able to attend, the Delegate and Alternate shall be selected by the board.
- Section 3. It shall be the duty of the Delegate and Alternate to attend all meetings and represent the Chapter in all matters coming before the Education Forum and Annual Meeting (EFAM) and the Alabama Division Annual Meeting (ADAM). A report of the proceedings shall be made to the Chapter.
- Section 4. Other Division Meetings
- A. Representatives to the Annual Alabama Division Spring Conference (ADSC) shall be determined by the Board of Directors.
 - B. Representatives to the Annual Alabama Division Leadership Advance shall be determined by the Board of Directors.

ARTICLE VIII - AUDIT

- Section 1. Audit
- An audit shall be made of the Birmingham Chapter financial records by a qualified person or 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.
- Section 2. Vacancy in the office of Treasurer
- In the event of vacancy in the office of Treasurer, an audit shall be made of the Chapter financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within 30 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 IX - 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. Any and all assets then possessed by the Chapter, after current indebtedness has been paid, shall go and be delivered forthwith to the IAAP® Alabama Division.

ARTICLE X – PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern IAAP in all matters of procedure not otherwise covered by the Chapter Bylaws and Standing Rules, Division Bylaws and Standing Rules and/or International Bylaws and Standing Rules.

ARTICLE XI - AMENDMENTS

Section 1. Bylaws

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 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 previously submitted to the membership may be adopted by a unanimous vote of the members present and voting, a quorum being present.

Section 2. Standing Rules

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 previous notice, and by a majority vote 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.

Section 3. Corrections

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

Section 4. Changes

Changes in the Bylaws and Standing Rules necessitated by amendments to the International and/or Division Bylaws and Standing Rules shall be effected by the Bylaws and Standing Rules Committee, and the membership shall be promptly notified.

Section 5. Enactment

These Bylaws and Standing Rules and/or amendments shall become effective upon adoption, unless otherwise specified.

CHAPTER STANDING RULES

1. The expenses of the delegate to the Education Forum and Annual Meeting (EFAM) and Alabama Division Annual Meeting (ADAM) shall be reimbursed to the extent of registration, transportation by the most practical and economical means, lodging, and other actual, reasonable and necessary expenses within the Chapter budget. Substantiating receipts shall be submitted to the Treasurer.
2. If the Board of Directors determines that sufficient funds are available to send an Alternate Delegate to any of the above meetings, reimbursement shall be made to the extent of Registration and other expenses, as available, and stated above. Substantiating receipts shall be submitted to the Treasurer.
3. Two representatives will be selected by the board of directors to attend the Alabama Division Spring Conference (ADSC) and Alabama Division Leadership Advance. Expenses will be reimbursed to the extent that the chapter budget allows.
4. The Chapter Delegate and Alternate or Chapter Representatives will share a room when attending the Education Forum and Annual Meeting (EFAM) or any other meeting where the Chapter pays their expenses. Should the Chapter Delegate and Alternate or Chapter Representatives wish to have a roommate other than each other, the funds designated in the Annual Chapter budget for lodging shall be split between the designated representatives.
5. Regular meetings of the Chapter shall be held in Birmingham, Alabama, at a place designated by the membership and shall begin at 5:45 p.m. Regular meetings may be suspended during the months of July, August and December.
6. Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Board of Directors. Regular meetings may be suspended during the months of July, August and December.
7. At the May Meeting, the President shall appoint a Tellers Committee, which shall be responsible for distributing and collecting the ballots and for tallying votes. After votes are tallied, the Chairman of this committee shall, before the meeting is adjourned, report the results of the election to the membership, and the President shall then declare the officers of the Chapter duly elected.
8. Immediately following election of officers, the President shall submit to the Division President, on the form provided by Headquarters, the names and addresses of newly elected officers for the official directory. The President shall notify Headquarters and the Division President of any changes in any office during the year.

9. The Chapter shall sponsor an annual Scholarship Program, named The Margaret H. Dillon CPS Scholarship Fund, to be funded by proceeds from the Annual Seminar. Scholarships may be awarded to students in need of funds to pursue an appropriate business career at the college level. All expenses incidental to scholarships and scholarship recipients shall be paid from the Scholarship Fund.

A review of the Scholarship Program shall be made each year by the Scholarship Committee, which may make recommendations to the Board of Directors for scholarships to be awarded. The Board will submit its recommendations for approval by the membership at a regular Chapter meeting. At no time shall the Scholarship Fund be depleted by more than one-half of the funds available on January 31 of that year.

10. The retiring President may be presented with an appropriate token of appreciation from the Chapter.

Bylaws and Standing Rules

Adopted: 03/16/66

Amended: 10/20/87, 03/15/89, 10/17/89, 05/19/92, 06/20/95, 05/18/99, 03/20/01, 06/19/01, 05/18/04, 06/21/05, 04/17/07, 6/19/07, 4/15/08, 5/20/08, 5/19/09, 5/18/2010, 5/17/2011, 9/20/2011

Approved by Division Bylaws and Standing Rules Committee: 10/20/87, 09/08/99

Reviewed for compliance by the Alabama Division Bylaws and Standing Rules Committee, March 2012