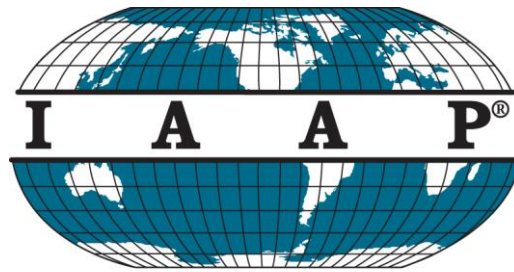


Bylaws And Standing Rules



**International Association of
Administrative Professionals®**
Cincinnati Chapter

Cincinnati, Ohio

June 2010

BYLAWS AND STANDING RULES
CINCINNATI CHAPTER
INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS®
CINCINNATI, OHIO

ARTICLE I – NAME

The name of this open Chapter shall be the Cincinnati Chapter of International Association of Administrative Professionals®. It shall be located in Cincinnati, Ohio.

ARTICLE II – OBJECTIVES

The objectives shall be in accordance with the International Bylaws of International Association of Administrative Professionals® (IAAP®).

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Dues

A. Annual dues for this Chapter shall be:

- | | |
|--------------------------------|---------|
| 1. Professional member | \$25.00 |
| 2. Professional-Merited member | \$10.00 |
| 3. Student member | \$ 6.00 |
| 4. Associate member | \$42.00 |

B. Dues shall be due and payable as invoiced. Membership shall be forfeited if dues are not paid within 30 days of invoice due date.

C. Dues of members transferring in and out of the Chapter shall be prorated on a semiannual basis.

D. Professional, Professional-Merited, Student, and Associate members shall be defined in accordance with International Bylaws ARTICLE VI, except an Associate member may not run for office and shall have only one vote per individual, member firm, or educational institution.

Section 2. Resignation

No dues shall be refunded to a member who resigns during the year for which dues have been paid.

Section 3. Reinstatement

- A. A member who resigned in good standing may be reinstated by payment of the current year's dues.
- B. A member who has forfeited membership by nonpayment of dues shall reapply as a new member.

ARTICLE IV - OFFICERS, QUALIFICATIONS, NOMINATION, ELECTION, TERM, VACANCIES, AND DUTIES

Section 1. Officers

The officers shall be a President, a President Elect, a Vice President, a Secretary, and a Treasurer.

Section 2. Qualifications

- A. A candidate for office of President-Elect and Vice President shall have been a Professional or Professional-Merited member of this Chapter for at least one year prior to the time of nomination, and it is preferable that a candidate for the office of President-Elect shall have served as an officer of this Chapter for at least one full term prior to nomination. After one year as President-Elect, that officer shall automatically become President.
- B. Candidates for the office of Secretary shall be a Professional or Professional-Merited member of this chapter. Candidates for the office of Treasurer shall have been a Professional or Professional-Merited member of this chapter for at least one year prior to the time of nomination.
- C. All candidates shall have demonstrated prior or current involvement and/or regular attendance at monthly meetings.
- D. No member shall hold more than one Chapter office at a time. No member shall hold a division office while serving as a Chapter officer, except to allow for normal overlap in difference of installation time.
- E. It is preferable that no more than one officer shall be elected from the same company.

Section 3. Nomination

- A. At the January meeting each year, a Nominating Committee composed of a minimum of three Professional-Merited members shall be named with no more than one from the same company. The President, with approval of the Board, shall select the Nominating Committee Chair, and the Chairperson shall solicit volunteers for at least two committee members. If volunteers do not come forth, the Chairperson shall make the selection. With the announcement of the March meeting, the Nominating Committee shall present in writing to the membership, one or more candidates for each office. In the event there is an incomplete slate of candidates, it is the responsibility of the membership to complete the slate by nomination(s) from the floor at the March meeting.
 - 1. Additional nominations may be made from the floor at the March meeting, and such nominees shall be entered on the slate. Nominations from the floor shall have two seconds.
 - 2. It is preferable that not more than one candidate shall be nominated from the same company.

- B. When nominations result in a multiple slate, voting shall be by ballot, either in person or by absentee ballot. At least ten days before the Annual Meeting, (May) the Chair of the Nominating Committee shall prepare and post on the Chapter website or mail to the membership: (a) a ballot, and (b) an IAAP[®] resume for each candidate.
- C. When nominations result in a single slate, no ballots shall be prepared or mailed, and resumes of the candidates shall be mailed or posted on the Chapter Web site at least ten days before the Chapter's Annual Meeting (May). The election may be by voice vote at the Chapter's Annual Meeting.

Section 4. Election

- A. The annual election shall be held at the May Meeting. The candidate receiving a plurality vote for each office shall be elected.
- B. The President shall appoint three tellers to conduct the election via ballot. The tellers shall select a Chair who will report the results of the election before adjournment of the meeting. The Chair shall retain the ballots for at least two months following the election.

Section 5. Vacancies

- A. A vacancy occurring among the officers-elect between the time of their election and 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 at said meeting shall be required for election, which shall be by ballot. All other provisions previously outlined in this Section and Section 4 shall prevail.
- B. In the event of a vacancy in the office of President, the Vice President shall succeed to that office for the unexpired term. The Board of Directors, through appointment of a qualified chapter member, shall fill any vacancy occurring in any other office during the fiscal year for the unexpired term.
- C. If any officer shall, in the opinion of the Board of Directors, fail to perform the duties of the respective office satisfactorily for a period of 30 days, the Board of Directors shall have the authority to request the resignation of such officer; however, such action shall require ratification by a majority of the membership, the vote to be taken by mail. If the resignation is not received within ten days, the Board of Directors may declare the office vacant and such office shall be filled in accordance with the provisions of Paragraph A of this Section.
- D. All records pertaining to any office are the property of the Chapter and shall be transferred as directed by the Board of Directors within 15 days by the person vacating the office for any reason whatsoever. An audit of the Treasurer's books and records shall be mandatory.

Section 6. Term of Office

- A. Officers shall assume office following their installation and shall serve for a term of one year, or until their successors are elected and take office.
- B. No officer shall serve 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 7. Duties

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

CHAPTER PRESIDENT JOB DESCRIPTION

The President shall serve as Chief Executive Officer of the Chapter, coordinate and oversee all Chapter affairs according to the Bylaws and Standing Rules, act as spokesperson for and promote the mission and programs of IAAP®; models, motivates and provides leadership and guidance to all members in the Chapter and helps fulfill the purposes of the Organization through membership growth and retention, including the retention of existing members, recruitment of new members and development of new chapters.

1. Preside at all meetings of the Chapter and Board of Directors.
2. Ensure observance of International, Division, and Chapter Bylaws and Standing Rules.
3. Appoint the Chair of all Standing and Special Committees, including Nominating, subject to the approval of the Board of Directors.
4. Be empowered, with approval of the Board of Directors, to appoint a Professional or a Professional-Merited member of the Chapter, to act as Parliamentary Advisor.
5. Be empowered, with approval of the Board of Directors, to appoint not more than two Professional or Professional-Merited members of the Chapter to serve as Board Assistants.
6. Serve as Board Contact for Chapter Committees, if necessary.
7. Perform the duties prescribed by these Bylaws and Standing Rules, as well as by the Parliamentary Authority, adopted by IAAP®.
8. Call special meetings of the Board of Directors whenever necessary.
9. Vote at meetings only to break a tie or to constitute a quorum.
10. Be an ex officio member of all Committees except Nominating.
11. Keep the membership informed of all IAAP® official communications.
12. Keep the Ohio Division Board Contact fully informed on all matters concerning the Chapter.
13. Be the first choice to represent the Chapter at the International Education Forum and Annual Meeting and at the Ohio Division Annual Meeting.
14. Maintain awareness of membership benefits, Association events and programs, and participate whenever possible.
15. Represent the Organization publicly as a spokesperson to promote the best interest of IAAP® and

disseminate positive and accurate information about the office support profession, including Administrative Professional Week and Day.

16. Follow up with Membership Chair on membership and new chapter inquiries forwarded from International Headquarters or Ohio Division.
17. Ensure that the Chapter conducts at least one membership recruitment program during the year.
18. Coordinates any requests to the chapter for speakers.
19. Represent the Chapter as a Board Member at all IAAP[®] functions, when possible.
20. Perform other duties as assigned by the Board of Directors or the Chapter.

CHAPTER PRESIDENT-ELECT JOB DESCRIPTION

1. Serve as Board Contact for the Program Committee and at least one other Committee if necessary.
2. In the absence of the President, serve as presiding officer at Chapter or Board of Directors meetings.
3. In the event of a vacancy in the office of President, succeed to the office of President, for the unexpired term.
4. Be alert to all International, Division, and Chapter activities to be adequately prepared to serve as the presiding officer.
5. Represent the Chapter as a Board Member at all IAAP[®] functions, when possible.
6. Perform other duties as assigned by the Board of Directors or the Chapter.

CHAPTER VICE PRESIDENT JOB DESCRIPTION

1. Serve as Board Contact for the Membership Committee and at least one other Committee if necessary.
2. Be alert to all International, Division, and Chapter activities to be adequately prepared to serve as the presiding officer.
3. Represent the Chapter as a Board Member at all IAAP[®] functions, when possible.
4. Perform other duties as assigned by the Board of Directors or the Chapter.

CHAPTER SECRETARY JOB DESCRIPTION

1. Prepare Chapter meeting minutes, submitting a draft to Board for corrections and approval. Prepare final draft to be signed by the President and Secretary; send copies to Board members, Newsletter Committee, and Web site for distribution to membership. A statement is then posted on the Web site that the minutes are available for review by the members. Any corrections should be sent to the

Secretary to be approved at the next Program meeting. File original copy in Chapter Meeting Minute Book.

2. Prepare Board Meeting Minutes, submitting them in draft to Board members for correction or approval. Distribute copies of final draft, signed by President and Secretary to Officers for their use in performing Board business. This should be done as promptly as possible. Minutes will be approved at the next Board meeting. File original in Board Meeting Minute Book.
3. All Board and Program Meeting Minutes are retained permanently.
4. Read Board Recommendations for matters requiring a vote of the members at meetings.
5. Serve as Board Contact for at least one or two committees.
6. Have custody of the Chapter Charter and other official documents.
7. Maintain an inventory of Chapter physical assets and their location.
8. Have available at all meetings current copies of the International, Division and Chapter Bylaws and Standing Rules.
9. Conduct the correspondence of the Chapter in accordance with the direction of the President and/or Board of Directors.
10. Be prepared at Chapter meetings to read communications to attendees at the request of the President.
11. Represent the Chapter as a Board Member at all IAAP[®] functions, when possible.
12. Perform other duties as assigned by the Board of Directors or the Chapter.

CHAPTER TREASURER JOB DESCRIPTION

1. All receipts of the chapter shall be deposited in the Chapter's general accounts in banking institutions approved by the Board of Directors.
2. Post receipts and disbursements to appropriate committees and/or account.
3. Pay invoices received from vendors as approved by the Board of Directors.
4. Pay bills presented on Chapter's Request for Check Form, which has been approved by the appropriate member and Board Contact.
5. Balance Checkbook monthly.
6. Prepare monthly Receipt and Disbursement Report for Board approval.
7. Facilitate annual budget meeting in April of each year. After the budget meeting, the Treasurer shall prepare and present to the Board of Directors the budget for the following year. After approval by the Board of Directors, the budget shall be presented to the membership for approval at the Annual Meeting (May).

8. Any requests for additional funds over \$300, which were not approved in the annual budget, shall be brought before the membership for approval prior to incurring the expense. Before any such expenditure may be brought to a motion, all members of the Chapter shall be notified in writing at least ten days prior to the meeting at which such expenditure shall be discussed and voted on.
9. The Board of Directors shall approve expenses under \$300 that were not approved in the annual budget.
10. Receive payments for registration at all meetings and events for deposit.
11. Coordinate handling of registration monies with Education/Certification Committee for education/certification seminars.
12. Ensure the best financial institution for the Chapter's monies (i.e. interest, fees, services, etc).
13. Forward monthly financial reports to Webmaster to be posted on Chapter Web site in Members Place.
14. Serve as Board Contact for at least one or two Committees.
15. Represent the Chapter as a Board Member at all IAAP® functions, when possible.
16. Perform other duties as assigned by the Board of Directors or the Chapter.

CHAPTER PARLIAMENTARY ADVISOR JOB DESCRIPTION

1. Appointed by the President, with Board approval, as a non-voting member of the Board of Directors.
2. Assist the President at all meetings to focus on the business of the Chapter.
3. Know and update the Chapter Bylaws and Standing Rules as needed.
4. Assist the President and Board of Directors at all meetings regarding all interpretations of Roberts' Rules of Order.
5. Chair the Bylaws and Standing Rules Committee.
6. Represent the Chapter as a Board Member at all IAAP® functions, when possible.
7. All other duties as assigned by the Chapter Board of Directors.

CHAPTER BOARD ASSISTANT JOB DESCRIPTION

1. Appointed by the President, at the Board's discretion, as a non-voting member of the Board of Directors.
2. Represent the Chapter as a Board Member at all IAAP® functions.

3. Serve as Board Contact for at least one or two Committees.
4. Perform other duties as assigned by the Board of Directors or the Chapter.

ARTICLE V - AUDIT

Section 1. Procedure

An audit shall be made of the Cincinnati Chapter books and financial records by a qualified person or persons appointed by the Board of Directors at the Annual Meeting. The auditor(s) shall complete all appropriate tax forms and submit to the Treasurer. Such audit shall be completed within 60 days of the close of the fiscal year, a written report covering the audit submitted to the Board of Directors, and the books and records transferred immediately to the incumbent Treasurer.

Section 2. Vacancy

In the event of a vacancy in the office of Treasurer, a qualified person or persons appointed by the Board of Directors shall make an audit of the Chapter's books and financial records. Such audit shall be completed within 15 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 VI - 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 indebtedness has been paid, shall go and be delivered forthwith to the International Association of Administrative Professionals Retirement Trust Foundation.

ARTICLE VII - AMENDMENTS

Section 1. Bylaws

These Bylaws may be amended by any of the following:

- A. At any meeting of the Chapter, by a one-fourth vote of eligible members present, provided the text of the proposed amendments shall have been submitted to the membership in writing, or electronically, at least ten days prior to the regular meeting date, or by electronic vote where the proposed amendments are available on the Chapter Web site under Members. Place and the membership was notified in writing, or electronically, at least ten days prior to a designated deadline, or have been read at the previous regular meeting.
- B. By two-thirds vote of eligible members present if not distributed previously as required in paragraph A of this section.

Section 2. Standing Rules

- A. Standing Rules may be amended or rescinded:

1. At any meeting of the Chapter by a one-fourth vote of eligible members present, provided the text of the proposed amendments shall have been submitted to the membership in writing, or electronically, at least ten days prior to the regular meeting date, or by electronic vote where the proposed amendments are available on the Chapter Web site under Members. Place and the membership was notified in writing, or electronically, at least ten days prior to a designated deadline, or have been read at the previous regular meeting.
 2. By two-thirds vote of eligible members present if not distributed previously as required in number one of this section.
- B. Standing Rules may be adopted without previous notice by a majority vote of eligible members present at a regular meeting of the Chapter.

Section 3. 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 made by the Bylaws and Standing Rules Committee, subject to the approval of the Board of Directors.

Section 4. Editing

- A. Editing changes in the Bylaws and Standing Rules necessitated by amendments to the International and/or Division Bylaws and Standing Rules shall be made by the Bylaws and Standing Rules Committee, subject to:
1. Approval of the Board of Directors.
 2. Approval of the Ohio Division Bylaws and Standing Rules Committee.
 3. Notification to the membership.

Section 5. Enactment

These Bylaws and Standing Rules and/or amendments thereto, shall become effective upon adjournment of the meeting at which adopted, unless otherwise specified subject to review and approval by the Ohio Division Bylaws and Standing Rules Committee.

Bylaws adopted: May 1955

Bylaws revised: March 1979

Bylaws approved: by Ohio Division B&SRC November 1979

Bylaws amended: February 1984

Bylaws approved: by Ohio Division B&SRC November 24, 1984

Bylaws revised: February 1988

Bylaws revised: February 1989 (at Ohio Division B&SRC request and resubmitted)

Bylaws approved: by Ohio Division B&SRC February 13, 1990

Bylaws revised: May 1993

Bylaws revised: September 1993

Bylaws approved: by Ohio Division B&SRC April 14, 1994

Bylaws revised: February 1997

Bylaws approved: by Ohio Division B&SRC April 28, 1997

Bylaws revised: December 2000

Bylaws approved: by Ohio Division B&SRC April 2001

Bylaws revised September 2001

Bylaws revised February 2002

Bylaws revised May 2005

Bylaws revised January 2008

Bylaws revised January 2009

Bylaws revised June 2010

CHAPTER STANDING RULES

1. The offices of President, President-Elect and Treasurer shall be bonded in the amount of not less than \$5,000, the premium for such bond to be paid from Chapter funds.
2. In the event of the death of a Chapter member, the Chapter shall make a contribution, not to exceed \$50, in memory of the deceased member to one of the following: the IAAP[®] Retirement Trust Foundation, the IAAP[®] Research and Educational Foundation, or one of the Chapter Scholarship funds. Upon the death of a Chapter member, a Memorial Resolution shall be prepared immediately and presented to the membership for approval at the next Chapter meeting. A copy shall be mailed to the family.
3. The Cincinnati Chapter prohibits the use or sale of its Chapter Directory for solicitation for any purpose by any form of communication.
4. The Cincinnati Chapter will not engage in any chapter or community activity that may prove to be personally or professionally liable for the chapter or its members not covered by its insurance policy obtained through International Headquarters. The Board of Directors will determine the appropriateness of any potential activity after consultation with IAAP headquarters executive staff and legal counsel.

5. Chapter property is to be loaned only for use at IAAP® events with a Board Member present.
6. Retention of Chapter records shall be in accordance with the IAAP® Records Retention Guidelines or as follows, whichever is longer:
 - A. President
 - International Board of Directors Releases 3 years
 - Correspondence of historical nature..... 3 years, then to archives
 - Correspondence referencing special problems
that form basis for establishing policies 3 years
 - Committee Reports 3 years
 - Board of Directors, Special, and Chapter Meeting minutes 3 years
 - B. Secretary
 - Board of Directors, Special, and Chapter Meeting minutes Permanently
 - Correspondence (for guidelines) 1 year
 - D. Treasurer
 - Tax returns (Form 990), checks, journals, ledgersCurrent plus previous 6 years
 - E. Bylaws and Standing Rules Committee Current plus previous 5 years
 - F. All other Committee files 2 years

It is necessary to keep only the current copy of International Bylaws and Standing Rules.

Standing Rules adopted: May 1955

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