



International Association of

Administrative Professionals®

EASTERN CANADA DIVISION

BYLAWS & STANDING RULES

As Amended Through
MAY 14, 2011

ARTICLE I – NAME & LOCATION

- The name of this Division shall be the **EASTERN CANADA DIVISION of the INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS® (IAAP®)**.

ARTICLE II - MEMBERSHIP & DUES

MEMBERSHIP

- There shall be four classifications of membership as noted below and as provided in the International Bylaws Article VI.

Membership Classification & Annual Dues for this Division shall be:

Professional Member	\$15.00
Professional-Merited Member	\$ 7.00
Student Member	\$ 7.00
Associate Member	\$ - *1

Division Members at Large \$ - *2

*1 International rebate to the Division will be 10% of the International Associate Membership Fee.

*2 Dues for Division Members at Large will be in accordance with their membership status.

ARTICLE III – OFFICERS, QUALIFICATIONS, NOMINATION & ELECTION, TERM & DUTIES

SECTION 1. OFFICERS

- The Division Officers shall be a President, a President-Elect, a Secretary and a Treasurer.

SECTION 2. QUALIFICATIONS

- A. A candidate for Office shall have been a Professional or Professional-Merited Member for at least two years prior to the time of nomination, shall have served as a Chapter Officer or Chairman of an International or Division committee.
- B. A candidate for the Office of President shall have served as an Officer of this Division for at least one full year prior to the time of election.
- C. No member shall hold office in a regular Chapter, or serve on an International Committee, while serving as a Division Officer. No member shall hold more than one Division Office at a time.

SECTION 3. NOMINATION & ELECTION

- A. Any Chapter, by vote of its membership, may nominate a Professional Member(s) as candidate(s) for a Division Office.
- B. Any Chapter may nominate a Professional member from the floor at the Annual Meeting, provided the member has consented to serve if elected. Nominations from the floor must receive two seconds.
- C. Officers shall be elected by ballot at the Annual Meeting, except that if there is but one candidate for each office, the officers shall be elected by voice.

SECTION 4. TERM OF OFFICE

- A. The term of office shall begin July 1st and shall be for one year or until successors are elected.
- B. The President and President-Elect shall serve one term only; however, if the position of President is vacant the President may serve a second consecutive term. Other Officers shall serve no more than two consecutive terms in the same office, except as provided in Section 6 (Vacancy) of this Article.

SECTION 5. DUTIES

- Division Officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole.
- A. **The President shall** serve as chief executive officer of the Division; co-ordinates and oversees all Division affairs according to the Bylaws & Standing Rules; acts as a spokesperson for and promotes the mission and programs of IAAP; models, motivates and provides leadership and guidance to all members and chapters; and helps fulfill the purposes of the organization through membership growth and retention, including the retention of existing members, the recruitment of new members, the strengthening of weak or aging chapters, and the development of new chapters.

Specific Tasks:

1. Ensure that the Bylaws & Standing Rules and policies of IAAP are adhered to.
 2. Preside at all Division meetings and official activities.
 3. With Board approval, appoint members to, and serve as an ex-officio member of, all standing and special committees, except the Committee on Nominations.
 4. Work with the Treasurer and the Board of Directors to prepare a proposed budget for distribution and adoption at the annual meeting, and generally oversee the finances of the Division.
 5. Call all meetings of the Board of Directors.
 6. Communicate effectively with the Division's District Director.
 7. Co-ordinate the communication of necessary information from the Board and Headquarters to Chapters, and through distribution of Board Meeting Summaries, maintain liaison between the members-at-large and the Division Board of Directors.
 8. Represent the organization publicly as a spokesperson to promote the best interests of IAAP and to disseminate positive and accurate information about the office support profession, including Administrative Professionals Week® & Day®.
 9. Stimulate member interest in membership growth through the development of Division-wide incentive and recognition programs.
 10. Provide motivation and assistance to Chapters in developing new chapters in neighbouring communities.
 11. Consult with Chapter leaders to ensure regular use of IAAP leadership materials.
 12. Work with weak or aging Chapters to facilitate growth and viability.
 13. Encourage annual participation of all chapters in the **IMPACT®** program.
 14. Plan and direct the annual Division meeting and other official Division functions.
 15. Represent the Division at the International Convention, the Canada Divisions' Conference, and the Division Officers' leadership conferences, if funds permit. Prepare and distribute a delegate's report on the convention, conference(s) to the Division Board, Committee Chairs, Members at Large and the general membership via Chapter Presidents prior to the Chapters' September Meeting.
 16. Follow up on membership and new chapter inquiries forwarded from Headquarters.
 17. Maintain awareness of membership benefits and association programs and activities, and participate where possible.
 18. Countersign cheques drawn on Division funds, and be bonded.
 19. Submit a complete written report concerning the office of President to be included as a part of the annual meeting binder and annual meeting minutes.
 20. Keep all board members fully informed at all times regarding activities relevant to division business.
- B. **The President-Elect shall:**
1. In the absence of the President, serve as presiding officer at all Division meetings and at meetings of the Board of Directors.
 2. In the event of a vacancy in the Office of President, succeed to the Office for the unexpired term and shall continue in the Office of President for the following year. The Office of President-Elect shall remain vacant until the next regular election if there are only three or less months remaining in the unexpired term. Otherwise, an election shall be held to fill the vacancy of the Office of President-Elect.
 3. Have charge of the general details of the Annual Meeting unless the Board of Directors shall by resolution provide otherwise.
 4. Countersign all cheques in the absence of either the President or Treasurer, and shall be bonded.
 5. Act as a resource person to coordinate and make available, to the Chapter Membership, information in the area of communications and public relations on the International, Division, and Chapter levels.
 6. Act as Board contact with one or more Chapters in the Division, and through distribution of the Board Minute Summaries, maintain liaison between the Chapters and the Division Board of Directors.

7. Keep all board members fully informed at all times regarding activities relevant to division business.
8. Request chapter presidents and Members at Large to send to the President-Elect by a specified date nominee(s) for standing committees for the next fiscal year, giving the following information:
 - Members name, address and telephone number
 - Business affiliation, address and telephone number
 - IAAP background
 - Special talents and abilities.
9. Submit a complete written report concerning the office of president-elect to be included as a part of the annual meeting binder and annual meeting minutes.
10. Serve as the official alternate of the division at the International Convention, Canada Divisions' Conference and any other functions where division representation is required, funds permitting.
11. At the end of the term accede to the position of President.
12. Perform such other duties as may be assigned by the Board of Directors.

C. The Secretary shall:

1. Assume all duties of the Secretary at the meetings of the Division and the Board of Directors.
2. Be responsible for the minutes of all Division and Board of Directors' meetings and for interim reports based on the Board of Directors' decisions voted on between Division annual or special meetings.
3. A) Give written notice of the Annual, and any Special, meeting(s) as required in Article VI, Sections 1 & 4.
B) Serve as Secretary at the Annual Meeting; prepare and distribute Minutes of the Annual Meeting to the Division Board, Committee Chairs, Members at Large, District Director, and the membership via the Chapter Presidents.
4. Act as Board contact with one or more Chapters in the Division, and through distribution of the Board Minute Summaries, maintain liaison between the Chapters and the Division Board of Directors.
5. Have available at all meetings up-to-date copies of International Bylaws and Standing Rules, Division Bylaws and Standing Rules and the IAAP Leadership Portfolio.
6. Prepare and distribute to the Board of Directors interim minutes of the Board and decisions reached through correspondence.
7. Prepare correspondence as authorized by the Board of Directors with signature to be designated by the Board.
8. Prepare a Division directory of division officers, chapter officers, Members at Large, committee chairmen and committee members, division representatives serving on the international level and other information as determined by the Board of Directors and distribute to:
 - Division Officers
 - International Director of the District
 - Chapter Presidents
 - Division Members at Large
 - Division committee chairmen.
9. Be responsible for requesting and compiling reports from all division officers, division committee chairmen and chapter presidents to be submitted to the host chapter for distribution at the annual meeting.
10. Maintain records of the annual meeting as part of the permanent records of the Division.
11. Submit a complete written report concerning the office of Secretary to be included as a part of the annual meeting binder and annual meeting minutes.
12. Keep all Board members fully informed at all times regarding activities relevant to Division business.
13. Countersign cheques drawn on Division funds, in the absence of either the President or President-elect and shall be bonded.
14. Perform such other duties as may be assigned by the Board of Directors.

D. The Treasurer shall:

1. Sign all cheques drawn on Division funds and be bonded.
2. Process the invoice received from IAAP headquarters for bonding of the board members.
3. Ensure the books and records of this position are open to any member of the Board of Directors at all times.
4. Have custody of all Division funds, which shall be deposited in an accredited financial institution, making disbursements by cheque and only as authorized by the Division, either by specific action or by adoption of a budget to be administered by the Board of Directors.
5. Sign cheques to be countersigned by the President (in the absence of either one, the President-Elect).
6. Keep a complete and accurate record of Chapter membership and Members at Large within the Division.
7. A) Present at the Annual Meeting an interim financial statement covering the current year's operations; and shall present the audited statement for the previous year ending June 30.
B) Adjust all expenses/revenues incurred prior to June 30 into the current year's operations.
C) Close the financial books within thirty (30) days of the close of the fiscal year and deliver them to the auditor(s) within ten (10) days thereafter. Once the auditor's report is received, include it as an addendum

to the Minutes of the Division Annual Meeting; and transfer the records immediately to the incumbent Treasurer.

8. Keep a record of all income and expenses, and prepare a monthly financial report for distribution to the ECD Board.
9. Prepare along with the guidance of the board of directors a proposed budget for the following year, no later than April 30th for presentation at the Annual General Meeting.
10. The retiring treasurer shall forward dues and reports postmarked on or after the fiscal year end of June 30th to the newly elected treasurer.
11. Shall be responsible for membership reports.
12. Obtain division membership figures from Headquarters.
13. Keep the board of directors informed of any changes in the division's financial status.
14. The Finance Section, Section 5 of the IAAP Division Leadership Portfolio shall be the treasurer's authority for procedure and systems not specifically covered in the ECD Bylaws & Standing Rules under Duties of the Treasurer.
15. Submit a complete written report concerning the office of treasurer to be included as a part of the annual meeting binder and annual meeting minutes.
16. Act as Board contact with one or more Chapters in the Division, and through distribution of the Board Minute Summaries, maintain liaison between the Chapters and the Division Board of Directors.
17. 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 that 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 for any other reason, a new position of Acting President-Elect shall be created and filled by appointment from the membership of the Division to complete the term until the next regular election, at which time both a President and President-Elect shall be elected.
- C. A vacancy in any other office shall be filled for the unexpired term by appointment from the membership of the Division by the Division Board of Directors.

ARTICLE IV - BOARD OF DIRECTORS

- The Board of Directors shall be the governing body of all matters requiring action between Annual or Special meetings, other than amending the Bylaws & Standing Rules.

SECTION 1. COMPOSITION

- The Officers of this Division shall be the Board of Directors.

SECTION 2. DUTIES

- A. The Board of Directors may transact business in person, by mail, 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 may, by a three-fourths vote of its membership, remove any officer or committee chairperson for misconduct or neglect of duty. 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 ten days after such resignation has been requested, the Board of Directors is empowered to and shall there upon declare such office vacant, and such office shall be filled in accordance with the provisions of Article III, Section 6.
- C. Each outgoing officer, with the exception of the Treasurer, shall, within 15 days after the expiration of the term of office, transfer to the new officer the files and records of the respective office.
- D. The Board of Directors shall prepare an annual budget, which shall be presented for adoption at the Annual Meeting and shall arrange for an annual audit of the financial records of the Division.

SECTION 3. MEETINGS

- The Board of Directors shall meet as required to adequately conduct the business of the Division. At least two meetings shall be held each year. Interim meetings shall be at the call of the President or at the call of a majority of the Division Board of Directors.

SECTION 4. QUORUM

- The quorum for any meeting of the Division Board of Directors shall be two Directors.

SECTION 5. AUDIT

- A. The Board of Directors shall appoint a qualified person(s), in consultation with the Treasurer, to perform an annual financial review of the Division financial records. Such financial review shall be completed within thirty (30) days after receipt of records from the Division Treasurer, at which time the qualified person(s) shall submit a written report covering the financial review to the Board of Directors.
- B. A financial review committee composed of a qualified person or persons within the Division, who are familiar with the finances of the Division, shall be appointed on an annual basis. No member of this committee shall be a person who has had any involvement with the Division's finances during the period under review, e.g. members of the current board of directors. Should a division member not be available, an outside source (such as a public accountant) may be appointed to conduct the financial review. It is the responsibility of the financial review committee to test the accuracy and completeness of information which is presented in the division's financial statements.
- C. In the event of a vacancy in the office of Treasurer, a qualified person or persons appointed by the Board of Directors shall make a financial review of the Division's financial records. Such financial review shall be completed within 15 days after receipt of their records, a written report covering the financial review submitted to the Board of Directors, and the records transferred as directed by the Board of Directors.

ARTICLE V – COMMITTEES

SECTION 1. STANDING COMMITTEES

- A. The Standing Committees shall be: Bylaws and Standing Rules, and Nominations.
- B. The Standing Committees shall consist of a chairman and as many members as the Board of Directors may deem necessary.
- C. Appointments shall coincide with the IAAP fiscal year July 1 – June 30.

SECTION 2. DUTIES

- A. **The Bylaws and Standing Rules Committee:**
 - 1. Shall maintain conformity in Division Bylaws and Standing Rules with the International Bylaws and Standing Rules.
 - 2. By October 1st shall notify Chapters and Members at Large of the deadline of February 1st for submitting proposed amendments to these Bylaws and Standing Rules.
 - 3. May propose amendments and resolutions.
 - 4. Shall edit/correlate all proposed amendments to the Bylaws and Standing Rules of this Division and submit these together with the committee's recommendations and the reasons for the recommendations to the Board of Directors, the Chapters, and Members at Large by March 1st.
 - 5. Shall submit Division Bylaws and Standing Rules/amendments to the Canada District Representative and the Chairman of the International Bylaws and Standing Rules Committee for approval as amended or at least every four years.
 - 6.
 - A) Shall approve Chapter Bylaws and Standing Rules as amended, or at the least, every four years.
 - B) Shall approve proposed Bylaws & Standing Rules of newly formed Chapters within six (6) months of Chartering.
 - C) May assist newly formed Chapters in developing a set of Chapter Bylaws and Standing Rules.
 - 7.
 - A) Shall assist the Board of Directors in preparing proposed amendments and resolutions to the International Bylaws and Standing Rules.
 - B) Shall, after approval by the Board of Directors, submit the proposed amendments/resolutions to the International Bylaws and Standing Rules Committee by February 1st.
 - C) Shall submit such proposed amendments/resolutions to the Chapters and Members at Large sixty (60) days prior to the Division Annual Meeting.

B. The Committee on Nominations:

1. The position of Chairman of the Committee on Nominations shall normally be held by the immediate Past President.
2. Shall notify all Chapter Presidents that the names and qualifications of all candidates for each Division office must be submitted no later than March 1st.
3. Shall review the qualifications of all candidates for office.
4. Shall notify the Board of Directors, Chapter Presidents, and Members at Large of the names and qualifications of all candidates for each Division office no less than 45 days prior to the Annual Meeting.

SECTION 3. SPECIAL COMMITTEES

- Special committees may be appointed when deemed necessary by the Board of Directors.

SECTION 4. RESPONSIBILITY

- A. All committees, except the Committee on Nominations, shall be directly responsible to the Board of Directors and shall submit all plans, prior to execution, to the Board of Directors.
- B. All Committee Chairmen shall prepare and submit an Annual Report, to be included in the Annual Meeting Binder of Reports of the Eastern Canada Division.

ARTICLE VI - MEETINGS

SECTION 1. SCHEDULING

- A. This Division shall hold an Annual Meeting at a date and location selected two years in advance by majority vote at the Canada Divisions' Conference.
- B. If any Canada Divisions' Conference cannot be held at the time and place chosen, the Division Board of Directors, by majority vote, shall designate the time and place of the Division Annual Meeting with the consent of the Chapter concerned.
- C. If the holding of the Annual Meeting is impossible or impracticable, then all powers, functions, and duties of the Annual Meeting shall be and are hereby vested in the Chapters of the Division and shall be performed and decided by mail in such manner as the Board of Directors may prescribe.

SECTION 2. REPRESENTATION

- A. The voting power of the members shall be exercised through properly accredited delegates to the Annual Meeting. Each Chapter shall have the right to select from its Professional and Professional Merited membership, one delegate and one alternate. Division Officers shall be entitled to select one officer to represent them as a delegate at the Meeting.
- B. The Professional Members at Large assembled proceeding the opening of the Annual Meeting shall be entitled to select one delegate to represent them at the Annual Meeting.
- C. For those Chapters who do not have a delegate in attendance,
 - (i) Proxy voting shall be limited to the election of Division Officers;
 - (ii) A written proxy shall be executed by the Chapter President and Treasurer no later than ten (10) days prior to the Annual Meeting.

SECTION 3. BUSINESS

- A. A delegate and alternate of the Division to the International Education Forum and Annual Meeting (EFAM) and the Canada Divisions' Conference shall be selected at the first Board of Directors meeting.
- B. An annual budget, previously presented at the Annual Meeting of the Division, shall be approved at the first meeting of the Board of Directors.

SECTION 4. SPECIAL MEETINGS

- Special Meetings may be called by the Board of Directors, or by one-third of the Chapters of the Division whenever deemed necessary to the welfare of the Division, provided notice specifying the principal business of the meeting is given to all members at least thirty (30) days prior to the date of the Special Meeting.

BYLAWS AMENDED	May 25, 2002
BYLAWS APPROVED by the Canada District Representative on the International Bylaws & Standing Rules Committee	MARCH 28, 2003
BYLAWS AMENDED	May 31, 2003
BYLAWS AMENDED	May 30, 2005 (Correlative changes)
BYLAWS AMENDED	May 20, 2006
BYLAWS AMENDED	May 26, 2007
BYLAWS APPROVED by the Canada District Representative on the International Bylaws & Standing Rules Committee	JUNE 30, 2007
BYLAWS AMENDED	May 23, 2009
BYLAWS AMENDED	May 29, 2010
BYLAWS AMENDED	May 14, 2011

STANDING RULES

1. MEETINGS:

- A. The Board of Directors shall appoint a Parliamentarian or Parliamentary Advisor who is thoroughly versed in the Bylaws, Standing Rules & Procedures of the Association, and who shall be present and act in an advisory capacity at the Annual Meeting or Special Meetings of the Division.
- B. At the Annual Meeting, a Tellers Committee shall be appointed by the President, no member of which shall be a current officer, candidate for office, delegate or alternate. This Committee shall be responsible for distributing and collecting the ballots and for tallying the vote, following which the Chairman of the Committee shall report the results of the election to the assembly and request permission to destroy the ballots. The President shall then declare the officers of the Division duly elected.
- C. Division Annual Meetings shall be held in conjunction with the Canada Divisions' Conference. Bids to host such a combined conference shall be presented in writing, to the Canada District Director, and shall be voted upon by delegates to the Canada Divisions' Conference.
- D. Each retiring Division Officer shall be presented with a token of appreciation for services to the Division.
- E. The Board of Directors shall arrange for a Leadership Conference to be held annually, funds permitting.
- F. The ECD Past President, although not officially a member of the board of directors, may attend the board of directors meetings at the invitation of the serving president.

2. EXPENSES:

- Funds permitting, the following reimbursements shall be made:
 - A. The delegate to the Annual International Convention (EFAM) shall be reimbursed for expenses incurred to include registration fee, transportation, meals and hotel accommodations at the most economical and practical rate.
 - B. The alternate to the Annual International Convention (EFAM) shall be reimbursed for actual and necessary expenses to include registration fee, transportation, meals and hotel accommodations at the most economical and practical rate.
 - C. All Division Officers who attend the Canada Divisions' Conference shall be reimbursed for actual and necessary expenses to include meals, transportation and hotel accommodations at the most economical and practical rate. (Note: Registration fees for all Division Officers are waived.)
 - D. Each Division Officer shall be reimbursed for actual and necessary expenses incurred in making official visits, including Chapter visitations, to include transportation by the most practical means, hotel accommodations, and per diem expenses not to exceed \$50.00.

- E. The Division Committee Chairmen shall be reimbursed for actual expenses incurred in connection with the work of their committees within their approved budgets. Expenses for items not provided for in the budget shall have prior approval of the Board of Directors.
- F. All expenses must be submitted to the Division Treasurer within 30 days for reimbursement.

3. RECOGNITION

- A. A certificate shall be given to the Chapter with a membership showing the greatest percentage increase in membership as at April 30 in relation to the previous year, July 1.
- B. A certificate shall be given to the Chapter showing the greatest percentage of members participating in the CPS/CAP examinations for the current year.

4. DIVISION CORRESPONDENCE GUIDELINES

Corresponding To:

Send Copies To:

International Officers/Departments

International Director-Canada District,
Division Officers, Chapter Presidents

International Director, Canada District
Division Correspondence
Division Committee Chairmen
Chapter Officers

Division Officers
Division Officers
Division Officers
Division Officers, Chapter Presidents

5. Newly formed Chapters shall submit their proposed Bylaws and Standing Rules to the ECD Bylaws and Standing Rules Committee Chairman for approval within six (6) months of Chartering.

ORIGINAL ADOPTION:

May 20, 1978

ORIGINAL APPROVAL

December 8, 1978

by International Bylaws & Standing Rules Committee

STANDING RULES APPROVED:

March 31, 1999

By the International Committee on Bylaws & Standing Rules

STANDING RULES AMENDED:

May 25, 2002, October 27, 2002 & May 31, 2003

STANDING RULES APPROVED by the Canada District Representative on the International Bylaws & Standing Rules Committee:

March 28, 2003

STANDING RULES AMENDED:

May 30, 2005 (Correlative changes)

STANDING RULES AMENDED:

May 26, 2007

STANDING RULES APPROVED by the Canada District Representative on the International Bylaws & Standing Rules Committee

June 30, 2007

STANDING RULES AMENDED

May 14, 2011