

San Jose Chapter Bylaws and Standing Rules

ARTICLE I – NAME AND LOCATION

The name of this Chapter shall be the San Jose Chapter of International Association of Administrative Professionals® (IAAP®). It shall be located in San Jose, California.

ARTICLE II – MEMBERSHIP AND DUES

A. Membership

There will be four classifications of membership as provided in the International Bylaws Article VI. Associate members shall have all the rights and privileges of Professional members except they may not hold Chapter office or represent the Chapter as a delegate or alternate at IAAP-sponsored meetings.

B. Dues

Annual dues for this Chapter shall be:

- | | | |
|----|-----------------------------|---------|
| 1. | Professional Member | \$15.00 |
| 2. | Professional-Merited Member | 7.50 |
| 3. | Student Member | 7.50 |
| 4. | Associate Member | 46.50 |

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

Section 1. Officers

The Chapter officers shall be a President and Treasurer. When qualified candidates are available, there will also be a President-Elect, First Vice President, Second Vice President, Recording Secretary, and Corresponding Secretary. The offices of Recording Secretary and Corresponding Secretary may be combined into one office, to be named Secretary, and will assume the duties as listed in Article III.6.E. and F.

Section 2. Qualifications

- A. A candidate for office shall preferably have completed one year as a Professional member in this Chapter by July 1 of the year seeking election.
- B. Candidates for the offices of President and President-Elect shall have served as officers of any IAAP Chapter for at least one term, at any time during their membership, prior to election.

Section 3. Nomination and Election

- A. The Committee on Nominations shall be activated at least three months prior to the Annual Meeting.
- B. At the April dinner meeting and with the notification of the Annual Meeting, the Committee on Nominations shall submit to the members a slate of one or more candidates for each office.
- C. Nominations may also be made from the floor at the Annual Meeting prior to the election.
- D. Ballot write-in nominations for any office will not be allowed. Any ballot with a write-in nomination will be considered a spoiled or void ballot in its entirety.

Section 3. Nomination and Election (Continued)

- E. All officers, except President, shall be elected by ballot by a majority of the members voting at the Annual Meeting.
- F. In the event a President is to be elected in accordance with Section 7 of this article, a majority vote by ballot shall be required.
- G. In the event no member is elected to the office of President-Elect, elections will be considered closed and the office will not be filled for the current term.

Section 4. Term of Office

- A. Officers shall be installed at the first regular meeting following the Annual Meeting and the term of office shall begin on July 1 and shall be for one year, ending on June 30.
- B. President and President-Elect shall serve one term only, except as provided in Section 7 of this article. In the event that there is no President-Elect, the President may serve no more than two consecutive terms.
- C. Officers shall serve no more than two consecutive terms in the same office. Six months or more in an office shall be considered one term.
- D. No member shall hold more than one Chapter office at a time. No member shall hold a Division or International office while serving as a Chapter officer except to allow for normal overlap in difference of installation time.

Section 5. Duties of the Board

- A. Chapter officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole. Chapter officers shall develop good public relations between this Chapter and other chapters, other organizations, and the community in general.
- B. By April 1, the Board of Directors shall appoint a Tellers Committee, which shall be responsible for distributing and collecting ballots and for tallying the vote at the Annual Meeting. No current officer or candidate for office shall be a member of this appointed committee.
- C. By the July Regular Meeting, the Board of Directors shall appoint committee chairmen as deemed necessary and assign Board Contact responsibilities.
- D. Each officer with signature authority shall be bonded for whatever amount may be prescribed by the Board of Directors, the premium for which shall be paid by the Chapter.
- E. Within 15 days after the close of the term of office, each outgoing officer (with the exception of the Treasurer) shall transfer to the incoming officer the files and records of the respective office. Within 15 days after the close of the term of office, the Treasurer shall deliver the files of the incoming officer and the financial records of the Chapter to the person or persons appointed to make the financial review.

Section 6. Duties of the Officers

- A. The **President** shall:
 - 1) Preside at all Chapter meetings and all meeting of the Board of Directors and perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by IAAP.
 - 2) Be a member ex officio of all committees except the Committee on Nominations and the Tellers Committee.
 - 3) Call meetings of the Board of Directors as necessary.
 - 4) In the event of a vacancy in the office of President-Elect, oversee the Bylaws and Standing Rules and Tellers Committee.
 - 5) Appoint a Parliamentary Advisor if needed.

Section 6. Duties of the Officers – A. President (Continued)

- 6) Countersign checks drawn on the Chapter's funds with the President-Elect, Treasurer or Recording and/or Corresponding Secretary.
- 7) Be knowledgeable about the International, Division and Chapter Bylaws and Standing Rules.
- 8) Keep the membership informed as to the official communications from International and Division concerning the Association.
- 9) Keep the Division President fully informed on all matters concerning the Chapter.
- 10) Perform other duties incident to the office of the President.

B. The President-Elect shall:

- 1) In the absence of the President, be the presiding officer of regular meetings of the Chapter or of the Board of Directors.
- 2) In the event of vacancy in the office of President, succeed to the office for the unexpired term.
- 3) Oversee the Standing Committees of the Chapter: Financial Review, Bylaws and Standing Rules, Committee on Nominations as well as Tellers Committee.
- 4) Perform duties as assigned by President and/or Board of Directors.
- 5) Countersign checks drawn on the Chapter's funds with the President, Treasurer or Recording Secretary.

C. The First Vice President shall:

- 1) Assume the powers of President-Elect in absence of that officer.
- 2) Lead the Chapter's efforts in the area of membership recruitment, retention, and record keeping. Shall oversee other membership services.
- 3) In the event of a vacancy in the office of President-Elect, oversee the Financial Review Committee and the Committee on Nominations.
- 4) Perform such other duties as may be assigned by the Board of Directors or a majority of the members.

D. The Second Vice President shall:

- 1) Assume the duties and powers of the First Vice President in the absence of that officer.
- 2) Lead the Chapter's efforts in the area of educational endeavors, including arranging for monthly meeting places and programs for dinner meetings and notifying the Corresponding Secretary accordingly, at least two weeks in advance of the monthly meeting date.
- 3) Perform such other duties as may be assigned by the Board of Directors or a majority of the members.

E. The Recording Secretary shall:

- 1) Keep an accurate record of all Chapter Regular and Board of Directors meetings.
- 2) Have custody of the Chapter Charter and other official documents.
- 3) Have available at all Chapter Regular and Board of Directors meetings up-to-date copies of the International, Division, and Chapter Bylaws and Standing Rules.
- 4) Countersign checks drawn on the Chapter's funds with the President, President-Elect or Treasurer.
- 5) Perform such other duties as may be assigned by the Board of Directors or a majority of the members.
- 6) In the event there is no Corresponding Secretary, the Recording Secretary shall also take over the responsibilities listed in Section 6.F.

F. The Corresponding Secretary shall:

- 1) Oversee the responsibility for and distribution of written notice of all regular meetings, as required in Article VI of these Bylaws.
- 2) Process the correspondence of the Chapter under the direction of the President and/or the Board of Directors.
- 3) Lead the Chapter's efforts in the area of internal and external communications. Shall oversee the maintenance of an accurate list of addresses for current members in a distributable format.
- 4) Perform such other duties as may be assigned by the Board of Directors or a majority of the members.
- 5) If there is no Recording Secretary, the Corresponding Secretary shall also take over the responsibilities listed in Section 6.E.

Section 6. Duties of the Officers (Continued)

- G) The **Treasurer** shall:
- 1) Have custody of all funds of the Chapter and for the records of its financial affairs.
 - 2) Make disbursements in a timely manner only as authorized by the Chapter, either by specific action or by adoption of a budget to be administered by the Board of Directors. A disbursement of more than \$500 on any one unbudgeted item must have prior approval of the membership.
 - 3) Lead the Chapter's efforts in the area of financial management. Shall oversee the collection of funds derived from regular and special Chapter activities.
 - 4) Countersign checks drawn on the Chapter's funds with the President, President-Elect, or Recording Secretary.
 - 5) When logistical hardships in acquiring two signatures occur and prevent timely disbursements, serve as primary sole signer on checks drawn on the Chapter's funds provided that, prior to issuance of said checks, documented approval by another established signer on the account is received and attached to corresponding Expense Vouchers.
 - 6) Keep the books up to date, posting all revenue and expense items in a timely manner, and make a written monthly report to the Chapter.
 - 7) Prepare and distribute a detailed financial report for the period of the term of office in conjunction with the presentation of the budget to the Board of Directors and the membership.
 - 8) Following the Annual Meeting, the incoming Treasurer shall notify International and Division of the names and addresses of the newly elected officers on the form provided by International, as well as keep International and Division informed of any changes in the officer roster which may occur during the year.
 - 9) Perform such other duties as may be assigned by the Board of Directors or a majority of the members.

Section 7. Vacancy

- A. **President.** 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. **President-Elect.** In the event of a vacancy of the office of President-Elect, the Board of Directors may appoint one of the Vice Presidents as acting President-Elect for the unexpired term. The acting President-Elect shall not automatically succeed to the office of President for the following term, but shall be eligible to seek election to the office of President.
- C. **First Vice President.** In the event of a vacancy in the office of President and President-Elect, the First Vice President shall succeed to the office of President for the unexpired term and shall be eligible to seek election to the office of President for the following year.
- D. **Any other office.** A vacancy in any other office may be filled by appointment from the membership by the Board of Directors to fill that office for the remainder of the term by appointment.
- E. Any officer unable to perform the duties of the office for any reason whatsoever for a period of 45 days shall submit a resignation in writing to the Board of Directors.
- F. In the event the Board of Directors determines in its sole judgment that any officer has failed to perform the duties of the respective office for a period of at least 45 days immediately prior to the taking of such vote, the Board of Directors shall request the resignation from such officer of the respective office. If the resignation is not received within 15 days after such resignation has been requested, the Board of Directors is empowered to declare such office vacant, and the Board of Directors in accordance with the provisions of this Section shall fill such office.
- G. Any officer (with the exception of the Treasurer) vacating office before the expiration date of the term shall, within 15 days, transfer all files and records of the office as instructed by the Board of Directors. Refer to Article VII, Section 2, in the event of a vacancy in the Office of Treasurer.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. **Composition**

The officers of this Chapter shall constitute the Board of Directors.

Section 2. **Meetings**

The Board of Directors shall meet once a month at a time and place designated by the Board of Directors. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors.

Section 3. **Quorum**

The quorum for any meeting of the Board of Directors shall be a majority.

ARTICLE V – COMMITTEES AND APPOINTEES

Section 1. **Standing Committees**

Standing Committees shall consist of a chairman and at least one member. Appointments shall become effective on July 1 for a term of one year.

Section 2. **Duties**

Standing Committees and their duties are as follows:

A. Financial Review:

Consisting of at least two members (neither of whom shall have served on the Board for the fiscal year for which the files are being reviewed), shall examine the books and financial records of the Office of Treasurer within 30 days of the fiscal year-end and report results as provided in Article VII.

B. Bylaws and Standing Rules:

- 1) Shall maintain conformity in Chapter Bylaws and Standing Rules with the International and Division Bylaws and Standing Rules.
- 2) May propose amendments and resolutions.
- 3) Shall edit and/or correlate all proposed amendments to the Bylaws and Standing Rules of this Chapter and submit them together with the committee's recommendations and the reasons for the recommendations to the membership in accordance with these Bylaws.
- 4) Shall submit Chapter Bylaws and Standing Rules and/or amendments thereto to the Division Bylaws and Standing Rules Committee for review as amended or at least every four years.
- 5) Shall assist the Board of Directors in preparing and submitting amendments and/or resolutions to the International and/or Division Bylaws and Standing Rules to the International and/or Division Bylaws and Standing Rules Committee on behalf of the Chapter.

C. Committee on Nominations:

Shall carry out the duties prescribed in Article III, Section 3 of these Bylaws.

Section 3. **Special Committees and Appointees**

Special committees and appointees may be designated when deemed necessary by the Board of Directors.

ARTICLE V COMMITTEE AND APPOINTEES (Continued)

Section 4. Responsibility

- A. All committees and appointees shall be directly responsible to the Board of Directors and, with the exception of the Committee on Nominations, shall submit all plans and expenditure requests, prior to execution, to the Board of Directors for approval.
- B. The Committee on Nominations shall submit all plans and expenditure requests, prior to execution, to the Board of Directors, as a courtesy.
- C. Within 15 days after the conclusion of their appointments, all committees and appointees shall transfer their files to their successors or as directed by the Board of Directors.

ARTICLE VI – MEETINGS

Section 1. Regular and Annual Meetings

- A. Regular meetings of this Chapter shall be held on the second Wednesday of each month, unless otherwise ordered by majority vote of the members or the Board of Directors. The regular meeting for one meeting per year shall preferably be suspended in order for area chapters to meet jointly.
- B. The May meeting of each year shall be the Annual Meeting of this Chapter.

Section 2. Special Business Meetings

Special Business meetings may be called by the President, by a majority of the Board of Directors, or by 30% of the membership, provided notice specifying the principal business of the meeting is given to all members at least 10 days prior to the date of the Special Business Meeting.

Section 3. Business of the Annual Meeting

A delegate and alternate of the Chapter to the International Convention and Education Forum, and the Annual Education Forum/California Division Meeting shall be named at either the March or April meeting.

ARTICLE VII – FINANCIAL REVIEW

Section 1. Annual Financial Review

The Chapter Financial Review Committee shall make a financial review of the Chapter financial records. Such financial review shall be completed within 30 days of the close of the fiscal year. Following the financial review, a written report shall be submitted to both the immediate past Board and the current Board of Directors, and the books and financial records transferred to the incumbent Treasurer. At the first Regular meeting following the conclusion of the financial review, an oral report will be made to the membership.

Section 2. Special Financial Review

In the event of a vacancy in the office of Treasurer, within 30 days the files of the office shall be transferred as instructed by the Board of Directors, and a financial review shall be performed of the Chapter's financial records by a person or persons appointed by the Board of Directors. Such financial review shall be completed within 30 days after receipt of the files and records, a written report covering the financial review submitted to the Board of Directors, and the files and records transferred in accordance with instructions from the Board of Directors.

ARTICLE VIII – DISSOLUTION

In the event of dissolution, abandonment, or termination of the San Jose Chapter of IAAP, no income, contributions, 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 as been paid, shall go and be delivered immediately equally between the IAAP Retirement Trust Foundation and the IAAP Research and Educational Foundation. All Chapter files, records and property shall be surrendered to the California Division Board of Directors.

ARTICLE IX – AMENDMENTS

Section 1. Bylaws

These Bylaws may be amended by any of the following methods:

- A. At any Regular meeting of the Chapter by a two-thirds vote of those members in attendance, provided the proposed amendments shall have been communicated to the members at least ten days prior to the meeting. The most efficient means of communication will be left to the discretion of the Board of Directors.
- B. By unanimous vote, if not distributed previously as required in A of this section.

Section 2. Standing Rules

- C. Standing Rules may be adopted by a majority vote at any meeting of the Chapter, previous notice not being required.
- D. Standing Rules may be amended or rescinded:
 - 1) By a majority vote, provided the proposed amendments shall have been communicated to the members at least ten days prior to the regular meeting date or have been read at the previous regular meeting.
 - 2) By a two-thirds vote without previous notice.

Section 3. Corrections

Automatic changes in grammar, punctuation, and correlation in these Bylaws, and Standing Rules, and/or amendments hereto which in no way alter the intent of the respective Bylaw or Standing Rule shall be effected by the Bylaws and Standing Rules Committee, subject to the approval of the Board of Directors.

Section 4. Enactment

These Bylaws and Standing Rules and/or revisions or amendments thereto adopted at a Chapter meeting shall become effective upon adjournment of such regular meeting, unless otherwise specified.

Bylaws Adopted:	1946		
Converted to Standing Rules:	08/77	Approved by CD R&BC:	01/16/78
4-year Review:	02/82	Approved by CD R&BC:	06/15/82
Standing Rules Amended:	04/10/85	Approved by CD R&BC:	05/20/85
Converted back to Bylaws:	10/12/88	Approved by CD B&SRC:	01/25/91
Bylaws Amended:	01/12/94	Approved by CD B&SRC:	03/24/94
Bylaws Amended:	09/14/94	Approved by CD B&SRC:	12/02/94
Bylaws Amended:	02/21/96	Reviewed by CD B&SRC:	1996
4-year Review/Bylaws Amended:	03/12/97	Reviewed by CD B&SRC:	1997
Bylaws Amended:	01/13/99	Approved by CD B&SRC:	03/04/99
Bylaws Amended	01/11/01	Approved by CD B&SRC:	02/19/01
Bylaws Amended	01/09/02	Approved by CD B&SRC:	2/4/03
Bylaws Amended	01/08/03	Approved by CD B&SRC:	2/4/03
Bylaws Amended	5/14/08 & 11/12/08	CD Approval no longer required	

STANDING RULES

1. The immediate past President of the Chapter may act in the capacity of advisor to the Board of Directors, with attendance at Board of Directors meetings desirable, but not obligatory, and in the case of a tie due to an unfilled President-Elect office, the past President shall be allowed the right to vote.
2. At the time of installation of officers, each officer shall be presented with a pin or guard emblematic of the office, which shall be passed on to the successor. If the officer wishes to keep the pin or guard, or loses it, it shall be replaced without cost to the Chapter.
3. The retiring President shall be presented with a suitable token of appreciation for services rendered to the Chapter.
4. The delegate to the International Convention and Education Forum and the Annual Education Forum/California Division Meeting preferably shall be the President, and the alternate preferably shall be another Chapter officer. The delegate shall be fully authorized to cast the Chapter's vote on all matters. If the delegate cannot attend, the alternate shall become the delegate and a new alternate shall be selected by the membership. The delegate will be sent instructed or uninstructed as determined by the membership.
5. The delegate to the International Convention and Education Forum and the Annual Education Forum/California Division Meeting shall be reimbursed for actual, necessary and reasonable expenses incurred to include hotel based on double occupancy, registration fee, automobile transportation not to exceed IRS Guidelines, or airline coach fare, whichever is the lesser, and per diem not to exceed \$75. If the Chapter does not incur any expenses for an alternate, the Delegate shall be reimbursed according to single occupancy. Such reimbursement or any part thereof shall be dependent upon the availability of Chapter funds.

Any Delegate or Alternate who has received reimbursement for expenses to the International Convention and Education Forum and the Annual Education Forum/California Division Meeting shall present an itemized account of expenses to the BOD within thirty (30) days after returning and the Delegate shall make a report of the proceedings to the membership at the first Chapter meeting following the relevant convention, conference, or meeting.
6. The delegate to the International Convention and Education Forum and the Annual Education Forum/California Division Meeting shall attend all regular meetings and shall represent the chapter in all matters coming before the assembly and furnish a written report of the proceedings to the members within 60 days.
7. The alternate to the International Convention and Education Forum and Annual Education Forum/California Division Meeting shall be reimbursed for actual, necessary and reasonable expenses incurred to include hotel based on double occupancy, registration fee, automobile transportation not to exceed IRS Guidelines, or airline coach fare, whichever is the lesser, and per diem not to exceed \$75. Such reimbursement or any part thereof shall be dependent upon the availability of Chapter funds.
8. Funds for Chapter representation at the International Convention and Education Forum and the Annual Education Forum/California Division Meeting shall be included each year in the Chapter budget.
9. If requested by the California Division, the Chapter will spend not more than \$25 on a door prize for the Annual Education Forum/California Division Meeting.
10. A set of Standing Rules of the San Jose Chapter Regular and Board of Directors Meetings shall be presented to the members at the June Regular and Board of Directors meetings for approval and shall appear on the back of each Regular meeting agenda.

Procedures Adopted:	08/77	Approved by CD R&BC:	01/16/78
4-Year Review:	02/82	Approved by CD R&BC:	08/09/82
Procedures Amended:	04/10/85	Approved by CD R&BC:	05/20/85
Converted to Standing Rules:	10/12/88	Approved by CD B&SRC:	01/25/91
Standing Rules Amended:	09/14/94	Approved by CD B&SRC:	12/02/94
Standing Rules Amended:	02/21/96	Approved by CD B&SRC:	1996
Standing Rules Amended:	01/13/99	Approved by CD B&SRC:	03/04/99
Standing Rules Amended:	01/11/01	Approved by CD B&SRC:	02/19/01
Standing Rules Amended:	01/08/03	Approved by CD B&SRC:	2/4/03
Standing Rules Amended:	05/14/08	CD Approval no longer required	
Standing Rules Amended:	09/09/09	CD Approval no longer required	