

**BYLAWS**

**Of the**

**MEMPHIS**

**CHAPTER**

**OF THE AMERICAN PAYROLL ASSOCIATION**

An autonomous and independent chapter of the American Payroll Association.

# Memphis Chapter

## CONSTITUTION

Voted and adopted by the Memphis Officer Board on July 18, 2012.

of the

Memphis Chapter of the  
American Payroll Association

Amended and adopted by the Memphis Officer Board on September 8, 2014

Amendments: Updated membership dues amount and established a graduated fee structure  
Changed from September to August timeframe for membership to a calendar  
year

## MISSION STATEMENT

\* To **PROVIDE** economical, quality education and networking opportunities to Memphis, TN area Payroll Professionals.

\* **PROMOTE** excellence within our profession.

\* **MOTIVATE** and **EMPOWER** our members by providing the tools to be knowledgeable concerning the constantly changing and complex federal, state, and local regulatory issues.

# **CONSTITUTION Of the MEMPHIS CHAPTER of the APA**

## **ARTICLE I NAME**

This association shall be known as Memphis Chapter of American Payroll Association.

## **ARTICLE II OBJECTIVES AND PURPOSES**

The objective of this Memphis Chapter shall be to unite all payroll practitioners within greater Memphis Area and neighboring counties:

- a) to provide a forum to exchange information and experiences in the payroll environment for the benefit of its members;
- b) to provide education regarding legislative developments for federal, state and local regulatory requirements;
- c) to improve the quality of Payroll Professionals;
- d) to promote Payroll Professional Certification through the CPP and FPC programs.

## **ARTICLE III MEMBERSHIP**

- Section 1. The conditions for membership are:
- A local chapter member shall be a person actively engaged in or closely related to the payroll function within his/her organization.
  - Membership is open to any individual from any organization or corporation that wishes to participate and contribute.
  - The timely payments of dues.
  - Membership is defined as individual or corporation/organization
  - Regular Membership: Active Member of APA National
  - Associate Membership: Non-APA National Member  
An Associate should be sponsored by a Regular Member.  
A Regular Member cannot support more than 2 Associate Members.
- Section 2. Ownership of each Memphis Chapter membership is at the discretion of the paying party.
- Section 3. Memphis Chapter strongly suggests joining the National APA.

## **ARTICLE IV ELECTIONS**

- Section 1. The Chapter will hold elections of Officers in November to be effective January 1<sup>st</sup> of each year.
- Section 2. No officers shall hold the same office for more than two (2) consecutive years.
- For succession planning purposes, the office of President is a non-elected, voting position to be held for an automatic one (1) year term. The President-Elect will serve a one (1) year term. After which, the President-Elect will automatically become President and fulfill a one (1) year term. At the end of that period that outgoing President will become the Immediate Past President for one (1) year. Immediate Past President is a non-elected, non-voting advisory position. All positions, President-Elect, Secretary / APA Liaison, Treasurer, Director of Membership, Director of Education / Government Liaison, Director of NPW, Director of Chapter Events, and Director of Community Service / Fundraising shall be presented for election or re-election each year.
- Section 3. The President shall appoint a Nominating Committee by the regular October meeting consisting of three (3) voting members to carry out the process of nominating officers for the coming term. Nominees shall be presented at the November meeting. November 1<sup>st</sup> is the deadline for nominations to be submitted to the committee. Nominees must be active members of the Memphis Chapter.
- Section 4. All Officers, shall be voted upon via email or website ballot by the end of November. The Officers shall assume their duties on January 1st. (newly elected officers will attend the Dec. officers meeting for training and transition / they will not have voting power).
- Section 5. The chapter is required to publicize the nominations for the elections of Officers in writing to each member.
- Section 6. The Chapter is required to publish names of the newly elected Officers and Appointees as soon after the election, but no later than the December meeting.
- Section 7. In the event of a tie, the names of candidates will be resubmitted to the membership for a re-vote.
- Section 8. All members in good standing on the election date will have one vote to be counted for each position up for election.

### **ON NOMINATION:**

- a) Only eligible chapter members will receive an official nomination ballot via email.
- b) Nominees must be active members of the local chapter to be eligible for any officer position. (Note: Active membership expires on December 31st<sup>h</sup> of the current year)
- c) Nominees must be active and current members of the National APA for those positions that require such membership. If the nominee is not a member of the National APA, they must be willing to join National APA before assuming office on January 1<sup>st</sup>.
- d) Should there be a position on the ballot for which no one is nominated or for which all the nominees decline their nomination, the nominating committee will make recommendations. The committee will make contact with other chapter members and find at least one member who will be willing to run for the open position.
- e) Each position on the ballot must have at least one member listed on the ballot distributed.
- f) Nominees will be asked to choose or select a maximum of two positions that he/she would be mostly interested in and willing to accept if elected.

### **ON ELECTION:**

- a) Only eligible voting members of the Memphis Chapter will receive a voting ballot which must be turned in by the end of the November..
- b) A designated date and location for tallying the votes will be established. Nominees and others interested in observing the tallying of the votes are welcomed to view the election process.
- c) In the event of a tie, the names of the candidates will be resubmitted to the membership via email, or website ballot for a run-off election.
- d) Official results of the tallied votes will be validated. A complete report of the election results will be prepared and submitted at the December Officer's meeting.

## **ARTICLE V CHAPTER OFFICERS**

### **Section 1. PRESIDENT (requires APA National Membership)**

The President will be responsible for the adherence to Chapter's By-laws, Standards, as well as requirements dictated by the National Organization (APA). The President will preside over all Chapter and Officer's meetings or provide a replacement. The President will be an ex-officio member of all committees.

The President has full power to nominate Appointees.

The President has one vote in the ratification of Appointees.

The President's voting power on all other Chapter business is limited to tie breaking circumstances.

### **Section 2. PRESIDENT-ELECT (requires APA National Membership)**

The President-Elect will assist the President in all functions, and will fulfill/assume Presidential responsibilities in the event of the President's absence or inability to complete the term of office.

The President-Elect will maintain the Chapter mailing list.

The President-Elect will coordinate hotel and speaker needs for monthly meetings and ½ day seminars with the hotel staff.

The President-Elect has one vote in all Chapter elections and Chapter business. The President-Elect shall coordinate Chapter Volunteer recognition programs.

### **Section 2a. IMMEDIATE PAST PRESIDENT (requires APA National Membership)**

Attend all meetings (Officer's and Chapter)

Keep Chapter abreast of National APA activities

Act as support to the President and/or the President-Elect

Advise the Chapter as needed

Immediate Past President is a non-voting position

Section 3. **SECRETARY / APA Liaison (requires APA National Membership)**

The Secretary is responsible for recording minutes, resolutions, votes and other note worthy events.

The Secretary will be responsible for distributing documents required by other officers and re-certification certificates.

The Secretary is the custodian of the minutes and ballots.

The Secretary has one vote in all Chapter elections and Chapter business.

- Inform National APA of Chapter Activities
- Welcome attendees prior to each meeting

Section 4. **TREASURER (requires APA National Membership)**

The Treasurer is responsible for controlling the cash assets of the Chapter.

The Treasurer will deposit and disburse funds. Before monies can be disbursed, invoices must be approved by the President.

The Treasurer will publish financial statements quarterly at the monthly luncheon meetings and monthly at the Officer's meetings.

The Treasurer will balance each bank account monthly.

The Treasurer is responsible for notifying the President and/or Board of Officers immediately in the event of financial errors. The Treasurer will provide a budget based on a ratified annual 'Goals and Expense' statement from the Board of Directors by April.

The Treasurer will file all tax returns.

The Treasurer's records will be open at all times for inspection by any member of the organization.

The Treasurer will maintain records for and coordinate PayPal activities in conjunction with the Webmaster if a PayPal account is created.

The Treasurer has one vote in all elections and Chapter business.

Section 5. **DIRECTOR OF MEMBERSHIP (requires APA National Membership)**

The Director of Membership will encourage and solicit membership in the Chapter via informational and incentive programs as approved by the current Officer's Board.

The Director of Membership will be responsible for recording dues paid and unpaid and be able to notify the membership accordingly.

The Director of Membership will be responsible for receipting dues paid.

The Director of Membership will send out "new member" and distribute "welcome" packets and issue/renew Chapter Membership Certificates.

The Director of Membership has one vote in all Chapter elections and Chapter business

Section 6. **DIRECTOR OF EDUCATION / GOVERNMENT LIAISON (requires APA National Membership)**

The Director of Education is responsible for providing programs and presentation that meet the standards published under Article II.

The Director of Education shall select committee members to assist in recruiting qualified speakers and publicizing programs.

The Director of Education shall establish topics for the meetings. The Director of Education shall also make sure that each topic and speaker is approved by the National APA Recertification Board prior to publication of registration materials for each event. (RCH's)

The Government Liaison Officer is responsible for answering questions from the membership (verbal or written) within the limits of the officer's job, when it concerns Government regulations. The Government Liaison Officer is responsible for advising the membership of pending legislation, court decision, etc. impacting payroll.

In order to meet these responsibilities, the Government Liaison Officer will maintain resources of information at the Government level. These resources would include, but not be limited to, APA Government Liaison, Federal, State and Local Legislative changes, publications and newsletters.

The Director of Education / Government Liaison has one vote in all elections and Chapter business



Section 7.

**DIRECTOR OF NATIONAL PAYROLL WEEK**  
(Does not require National APA membership)

Attend all meetings (Officer's and Chapter)

Coordinate activities for National Payroll Week

Obtain Proclamations from Governor and Mayor

Welcome attendees prior to each meeting

Work with Chapter Treasurer to prepare NPW budget to be presented at the May Officer's meeting for approval.

The Director of NPW has one vote in all Chapter elections and Chapter business

Section 8.

**DIRECTOR OF CHAPTER EVENTS** (Does not require National APA membership)

This director will work closely with the Director of Membership to promote the Memphis Chapter to area payroll professionals.

The Director of Chapter Events will welcome attendees, guests and visitors prior to each meeting.

The Director of Chapter Events will maintain newspaper announcement and work with the Director of Education to obtain speaker and topics for newspaper ads.

The Director of Chapter Events will distribute the monthly luncheon invitation via email with a link to the website registration option.

The Director of Chapter Events has one vote in all elections and Chapter business

Will accept reservations and notify the President of the number of meeting attendees in advance.

Will record attendance and keep a record of the names and companies responding to the invitation.

Will accept registration for door prizes at each meeting.

Has one vote in all elections and Chapter business

Section 9. **DIRECTOR OF COMMUNITY SERVICE / FUNDRAISING**  
(Does not require National APA membership)

Attend all meetings (Officer's and Chapter)

Work with Charitable Organizations to coordinate Chapter assistance with fund raising events

Deliver Goods and/or giveaway items to community project of the month

Welcome attendees prior to meetings

Take pictures of all community service deliveries and activities

The Director of Community Service / Fundraising has one vote in all Chapter elections and Chapter business

Section 10. **DIRECTOR OF COMMUNICATIONS/PUBLIC RELATIONS**  
(Does not require National APA membership)

Work closely with all officers to promote the Memphis Chapter to area payroll professionals.

Welcome attendees, guests and visitors prior to each meeting.

Maintain the website.

Send emails to membership as requested by officers.

Maintain and distribute PayPal transactions in conjunction with the Treasurer  
Guide the activity of the Website Informational Committee and the online nomination/election activities.

Promote events using media such as newspaper announcements, social media, email, and any other media approved by the chapter's governing body.

Has one vote in all Chapter elections and Chapter business.

Monitor on-line "suggestion box" to present proposals, changes and situation updates to Officer's Board for approval and action plans.

Section 11. **NOMINATING COMMITTEE**  
The Nominating Committee will consist of three (3) chapter members who are not members of the Board. They will perform in accordance with Article IV of the By-Laws. If a member of the Nominating Committee receives a nomination to an officer position, he/she shall be allowed to accept or decline the nomination.

Section 12. **AUDIT COMMITTEE**  
The Audit Committee will consist of two (2) individuals who are not part of the Board. They will be appointed by the Board of Directors to perform a semi-annual audit of the books of the organization. The report of the Audit Committee will be presented to the full membership upon completion of the audit.

## **ARTICLE VII TERMS OF OFFICE**

Section 1. All Officers and Directors shall serve one (1) year term of office.

Section 2. In the event that the President cannot carry out the duties of his/her office during the official term, the President-Elect will immediately become President and the office of President-Elect would be re-opened by the Nomination Committee for election. Other officers may revoke their office and run for this position.

In the event that the President-Elect cannot complete his/her term of office, the position will be re-opened by the Nomination Committee for election. Other officers may revoke their office and run for this position.

## **ARTICLE VIII MEETINGS**

### Section 1. Officers Meetings

All board officers and those appointed to chair a committee are expected to be present at all board meetings unless excused and are expected to be physically present at no less than 75% of the monthly board meetings held during the year unless excused by President or President-Elect (whoever is chairing said meeting).

### Section 2. Membership Meetings

The minimum meeting events accorded in a calendar year will be ten (10). There is no maximum. Meetings will be held generally on the second (2nd) Thursday of each month unless voted on by attending membership at the meeting prior to adjusting the upcoming meeting. Officers are expected to be physically present at no less than 75% membership meetings during the year.

### Section 3. The standards for a Chapter meeting are:

- It is programmed – i.e. Agenda
- Publicized
- Accommodations are provided
- At least one chapter Officer must be present
- The presentation must meet the Chapter's purpose set forth in Article II
- The minutes from the prior meeting must be read or distributed to each member.

## **ARTICLE IX CONSTITUTION AND AMENDMENTS**

### Section 1. An amendment to the Chapter By-laws may be introduced by:

- Any Officer
- Any Member

### Section 2. A copy of the proposed change shall be presented and read at a regular meeting

### Section 3. In order for an amendment to become part of the Chapter By-laws, it must receive a "yes" vote from the majority Chapter membership at the next regular meeting.

## **ARTICLE X DUES**

- Section 1. The Officers of the Chapter may establish Dues to be paid by the members annually. Current annual dues are graduated as follows.
- |                    |      |
|--------------------|------|
| Jan. 1 to March 31 | \$50 |
| April 1 to June 30 | \$40 |
| July 1 to Sept. 31 | \$25 |
| Oct. 1 to Dec. 31  | \$15 |
- Section 2. The annual membership dues are in force from January thru December.
- Section 3. A change to annual membership dues are subject to ratification by the officers.
- Section 4. The ratified annual membership dues must be announced to the membership in writing no later than 60 days prior to the effective date.
- Section 5. The annual dues payment will be receipted by the Director of Membership and the receipt document will include the word "membership" in it's title. The Director of Membership will convey all membership payments to the Treasurer.
- Section 6. There will be no refund policy.
- Section 7. The Director of Membership will provide written reports to the membership that gives the results of the annual membership renewal and/or new membership drives.

## **ARTICLE XI REMOVAL OF OFFICERS**

- Section 1. Any officer who wishes to resign should do so by submitting a resignation letter to the Secretary in writing with a copy to the President (President-Elect, if the President is not available).
- Section 2. In the event an officer cannot fulfill a term of office (due to personal issues, professional conflicts or the officer is not complying to Article VIII, section 1 of the By-Laws), the President, with the concurrence of the Officers shall appoint a replacement as soon as possible unless the next election will occur within sixty days. If an officer is not complying to his/her duties as outlined in the By-Laws – all efforts will be made to assist that officer so they can complete their term.

## **ARTICLE XII OFFICERS**

- Section 1. The Officers of the Chapter will hold meetings as often as required but not less than quarterly.  
A quorum is 50% of the officers present.  
The President, or his/her replacement, will chair all officer's meetings.  
The Secretary, or his/her replacement, will be required to take minutes of all meetings.  
A reading of the minutes from the prior meeting will be required. Minutes for the current meeting must include an agenda and purpose.  
All minutes will include the names of the Officers present.
- Section 2. All minutes are the property of the Chapter and are available to the membership.  
Maintaining the minutes is the responsibility of the Secretary.  
Reading of the minutes can be waived provided the minutes have been documented and dispersed to the Officers prior to the current meeting and the quorum voted "YES" on the request.
- Section 3. An emergency meeting may be called by any Officer. The Officer calling an emergency meeting is responsible for the validity of the meeting and documenting and disbursement of minutes

## **ARTICLE X111 PARLIAMENTARY PROCEDURE**

- Section 1. Parliamentary procedure of business meetings shall be governed by Robert's Rules of Order Newly Revised Edition

## **CHAPTER FUNDS**

The Treasurer has full responsibility for the control of all funds of the Chapter described in the Chapter's By-laws.

The Chapter WILL NOT exceed the available funds in the checking account. The Treasurer will advise the President of the Chapter of available funds at least once a week by email.

All disbursements will be by check and will require dual signatures for amounts in excess of \$2,500.00 at all times. The individuals authorized to sign are the Secretary and the Treasurer. Disbursements must be approved by the President or President-Elect and documented prior to issuance.

The location of the funds will be in a financial institution as determined by the Board to insure the ability of the Treasurer to make deposits in a timely manner.

## **MAIL HANDLING**

The Treasurer has been designated to pick up the mail. However, the President or President-Elect has the ultimate responsibility to insure that all incoming mail is picked up from the designated postal box.

The material received is to be distributed to the proper individual or forwarded to the President or Secretary for further handling.

## **CHAPTER MAILINGS**

All normal mailings done by the Chapter will be sent to dues paid members during the year. The Secretary and Director of Membership will be responsible for insuring the Chapter Roster used for such mailing properly identifies the paid members.

The Chapter may do a special mailing for the TN Statewide Payroll Conference. Mailings will be performed through e-mail when possible.

Webmaster will post and send mail to the membership as requested and/or required.