

***Bylaws of the  
Toledo Area Chapter of  
The American Payroll Association  
A Not for Profit Association***

**ARTICLE I  
NAME**

The name of this organization shall be the *Toledo Area Chapter* of the American Payroll Association.

**ARTICLE II  
PLACE OF BUSINESS**

The location of the principal office of the Toledo Area Chapter of the APA shall be in the State of Ohio at such location as shall be determined by the Board of Directors.

**ARTICLE III  
PURPOSE**

The purposes of the Chapter shall be:

1. To increase the skill level of the Payroll Professional through education.
2. To promote and enhance the image of the payroll profession throughout the state of Ohio.
3. To provide Payroll Professionals with networking opportunities and to provide a forum for the effective exchange of payroll knowledge, trends and ideas.
4. To promote the highest standards of professional practice and payroll ethics.

**ARTICLE IV  
MEMBERSHIP**

**Classes of Membership and Qualifications**

- A. Regular Member – All individuals must be an active member of the American Payroll Association (APA National Member). It is a condition of membership that members are expected to share their

knowledge and experiences and to make a positive contribution to the chapter. Only Regular members may be elected as Executive Officers.

- B. Associate Member – Individuals who are not an active member of the American Payroll Association may be Associate Members. The associate must be invited and sponsored by a Regular Member. As with the Regular Member, the Associate Member is expected to share their knowledge and experiences and to make a positive contribution to the chapter. Associate Members may not be elected or appointed as Executive Officers.

### **Admission to Membership**

- A. Regular Membership – To be admitted to membership, a candidate must be actively engaged in, or closely related to, the payroll function within his/her organization, file a membership application and accompany it with the first year's dues.
- B. Associate Membership – To be admitted to membership, a candidate must be actively engaged in or closely related to, the payroll function within his/her organization. The candidate must file a membership application and accompany it with the first year's dues.

### **Termination of Membership**

- A. Revocation of Membership –Members may be reprimanded, suspended or expelled by the Board of Directors for violations of these Bylaws or the Code of Ethics or any other conduct that discredits the Chapter or the payroll profession.
- B. Reinstatement of Membership – Any persons whose membership has been terminated may, upon written request and explanatory statement to the Board of Directors, have their membership reinstated upon a majority vote of the Board of Directors.

### **Voting**

- A. Regular Members – Each Regular and Associate Member shall have one vote in the affairs of the Chapter.
- B. Quorum – At least 25 percent of the members of the Association shall constitute a quorum. A majority of those present will determine all matters requiring a vote of the membership.

## **ARTICLE V DUES and FEES**

### **Dues Schedule**

The annual dues schedule for each class of membership shall be determined by the Board of Directors.

### **Dues Payment**

Regular & Associate Membership – The first annual dues of a new member shall be payable and submitted in full with the Membership Application.

### **Removal for Non-payment**

Members who fail to pay their prescribed dues and other obligations shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership. Upon payment of delinquent dues or obligations, the member shall be reinstated.

### **Dues and Fees**

The Board of Directors shall have the authority to set dues and fees for any class membership.

## **ARTICLE VI MEMBERSHIP MEETINGS**

### **Regular**

There shall be regular meetings of the general membership held at least eight times per year.

### **Special**

Special meetings of the chapter may be called by the President or the Board of Directors upon the written request of 25 percent of the voting members of the Chapter.

## **ARTICLE VII BOARD OF DIRECTORS**

### **Power and Responsibilities**

The Board of Directors shall have supervision, control and direction of the affairs of the Chapter; shall determine its policies or changes therein within the limits of the Bylaws; shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

## **Composition**

The Board of Directors shall be composed of the Executive Committee and up to 5 at-large Directors. The Executive Committee shall be comprised of the following officers: President, Vice President, Secretary and Treasurer. All members of the Board of Directors shall be elected from the general membership. All members of the Executive Committee shall be Regular Members in good standing.

## **Election**

The Board of Directors shall be elected by a majority vote of Regular and Associate Members in good standing. The election process can be online or paper ballot – whichever the board decides.

## **Term of Office**

Election for Officers will be held annually, staggering the titles as listed below:

- Odd years, beginning in 2017: Secretary, Treasurer, Membership Coordinator, National Liaison
- Even years, beginning in 2018: President, Vice-President (succession planning to President), Chapter Coordinator, Meeting Coordinator, Government Liaison

Holding elections annually will assure there is always experienced members on the board therefore making the knowledge transfer and the transition to roles more simplified.

New Officers/Directors shall take office July 1 following elections and serve through June 30 of the second following year and shall serve a term of two years.

## **Meetings**

The Board of Directors shall meet as deemed necessary between regularly scheduled Membership meetings upon the call of the President at such times and places as he/she may designate and shall be called to meet upon demand of a majority of its members. Board of Directors meetings shall be open to Chairpersons of all active committees.

## **Quorum**

A simple majority of the Board of Directors shall constitute a quorum.

## **Absence**

Any member of the Board of Directors unable to attend a duly called meeting of the Board shall be required to notify the President of the Chapter 2 days prior to the meeting. The President may deem the resignation of the Director effective upon 2 consecutive unauthorized absences without notification by the Director to the President.

### **Resignation and Removal**

Any Board of Directors member may resign at any time by giving written notice to the President, the Secretary or to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if not time specified, at the time of acceptance thereof as determined by the President or Board of Directors. A member of the Board of Directors may be removed from his or her position upon 2/3 vote of the Board at a legally called meeting. Any Officer or Director subject to such a vote shall be granted the privilege to represent him/herself in person or in writing, either prior to or at the time of the vote.

### **Vacancies**

Any vacancies that may occur on the Board of Directors by reason of death, resignation or otherwise, may be filled by appointment of the President and confirmed by a majority of the Board of Directors. Appointed members of the Board shall serve the remainder of the unexpired term of the position on the Board for which they are appointed.

### **Voting**

Any decision of the Board of Directors shall be a majority vote of the Directors voting, provided that a quorum participates in the vote.

## **ARTICLE VIII OFFICERS**

### **Officers**

The officers of the Association who shall be regular members of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. Any two or more offices may be held by the same person, except the offices of the President and Secretary. The following officers must also be members of the National American Payroll Association: President, Vice-President, Treasurer, and Secretary

### **Election and Term of Office**

The officers of the Association shall be elected in a staggered pattern each year through online method or paper ballot means at a regularly stated meeting. New officers may be filled at any meeting of the members. Each officer shall hold office until the end of the chapter year.

## **Removal**

Any officer elected or appointed by the members may be removed by the members whenever in their judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Removal of any officer, with or without cause, shall be immediately effective upon presentation of a petition demanding such removal at any regular or special meeting of the members. Such petition shall contain not less than 50 percent of the then current regular members of the Association. Any officer absent from three consecutive meeting of members or three consecutive meetings of officers without good cause, shall upon majority vote of the Board of Directors, be removed from office and so notified by the Board.

## **Vacancies**

A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

## **President**

The President shall be an active member in good standing and have served at least one year on the Board of Directors.

### Responsibilities:

1. Preside over meetings.
2. Be a member, ex officio, of all committees.
3. Coordinate the establishment of goals for the chapter each year.
4. Provide leadership to the chapter.

## **Vice President**

The Vice President shall be an active member in good standing.

### Responsibilities:

1. In the event that the president becomes unable to finish the term for which he is currently serving, accept position of president and finish the current presidential term.
2. Preside over meetings in the absence of the president.
3. Coordinate annual election process.

## **Secretary**

The Secretary shall be an active member in good standing

### Responsibilities:

1. Take minutes of each meeting and load to google drive.

2. Preside over meetings in the absence of the president and the vice president.

### **Treasurer**

The Treasurer shall be an active member in good standing

#### Responsibilities:

1. Maintain accurate checkbook.
2. Disburse all chapter funds and collects dues.
3. Report financial status of chapter at each meeting and prepare annual report for November meeting.
4. Prepare annual budget.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

#### **Contracts**

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

#### **Checks and Drafts**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and/or Assistant Treasurer and countersigned by the President or Vice President of the Association. All checks issued in the amount greater than \$500 must be authorized by the President or Vice President. Any checks issued directly to the Treasurer must be authorized by the President or Vice President.

#### **Budget**

A budget shall be compiled by the Treasurer and presented to the Board of Directors. After the Board of Directors has approved the Treasurer's recommendations, the Budget for the upcoming year shall be presented to the membership at the May meeting and voted on by the active membership.

**Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select. An annual report of all receipts and expenditures shall be presented at the November meeting and be made a part of the minutes of this Association.

**Gifts**

The Board of Directors may accept on behalf of the Association any contributions, gift, bequest or devise for the general purpose or for any special purpose of the Association.



## **ARTICLE X AMENDMENTS**

These bylaws may be amended by a 2/3 vote at any meeting of the Chapter.

## **ARTICLE XI CODE of ETHICS**

1. To be mindful of the personal aspect of the payroll relationship between employer and employee and to ensure that harmony is maintained through constant concern for the Payroll Professional's fellow employees.
2. To strive for perfect compliance, accuracy and timeliness of all payroll activities.
3. To keep abreast of the state of the payroll art with regard to developments in payroll technologies.
4. To be current with legislative developments and actions on the part of regulatory bodies, insofar as they affect payroll.
5. To maintain the absolute confidentiality of the payroll within the procedures of the employer.
6. To refrain from using Association activities for one's personal self-interest or financial gain.
7. To take as one's commitment the enhancement of one's professional abilities through the resources of the American Payroll Association.
8. To support one's fellow Payroll Professionals, both within and outside one's organization.

**ARTICLE XII  
DISSOLUTION**

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these by-laws, and no part of said funds shall inure, or be distributed, to the members of the Chapter. On dissolution of the Chapter any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational or philanthropic organization to be selected by the Board of Directors.

In witness whereof, the board has set their hands and date below:

*Annette Clark* 3/16/17  
President Date

*Alvin J. Lopez* 3/16/17  
Vice-President Date

*Corey Hall* 3-16-17  
Board Member Date

*John Hallach* 3/16/17  
Board Member Date

*Lisa Went* 3/16/17  
Board Member Date

*Angela Smith* 3/16/17  
Board Member Date

*Wanda Brown* 3/16/17  
Board Member Date

\_\_\_\_\_  
Board Member Date

EXECUTED on this 16 day of MARCH in the County of LUCAS in the State of Ohio.

Secretary: *Brian*

Date: 3-16-17