



BY- LAWS OF THE COLUMBUS AREA CHAPTER OF THE AMERICAN PAYROLL ASSOCIATION

ARTICLE I – NAME

The name of this organization shall be the Columbus Area Chapter of the American Payroll Association (CAC-APA).

ARTICLE II – PLACE OF BUSINESS

The location of the principle office of the CAC-APA shall be in the City of Columbus, 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 promote the common business interests of those engaged in the payroll profession.
2. To provide a forum for the effective exchange of payroll knowledge, trends, ideas and innovations.
3. To promote and enhance the image of the payroll profession throughout the State of Ohio.
4. To promote the highest standards of professional practice and payroll ethics.
5. To promote a cooperative liaison with other related professional groups.



ARTICLE IV – MEMBERSHIP

Section 1. Classes of Membership and Qualifications

- A. Regular Member – All individuals must be an active member of the American Payroll Institute (i.e. a member of the “National APA”). 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.
- B. Associate Member – Individuals who are not active members of the American Payroll Institute (APA) may be Associate Members. The Associate Member must be sponsored by a “regular” member. As with the “regular” member, the Associate Member is expected to share their knowledge and experience and to make a positive contribution to the Chapter. Associate members are subject to the following provision:
 - 1. Only Regular Members may be elected or appointed as Chapter Officers

Section 2. Admission To Membership

- A. Regular Member – To be admitted to membership, a candidate must be actively engaged or closely related to, the payroll function within his or her organization. New Regular Members are requested to complete a Columbus Area Chapter Membership Form on-line that is available on the Chapter web site, www.apacolumbus.org. Membership information must be obtained by the third consecutive meeting attended.
- B. Associate Member - To be admitted to membership, a candidate must be actively engaged or closely related to, the payroll function within his or her organization. New Associate Members are requested to complete a Columbus Area Chapter Membership Form on-line that is available on the Chapter web site, www.apacolumbus.org. Membership information must be obtained by the third consecutive meeting attended.

Section 3. 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 any other conduct that discredits the Chapter or the payroll profession.
- B. Reinstatement – Any person 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.



ARTICLE IV – MEMBERSHIP (cont.)

Section 4. Voting

A. Each Regular and Associate member shall have one vote in the affairs of the Chapter.

ARTICLE V – DUES AND FEES

Section 1. Dues Schedule

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

Section 2. Dues Payment

The first annual dues for each class of membership shall be payable within 30 days of the application for membership.

Section 3. 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.

Section 4. Dues and Fees

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

ARTICLE VI – MEMBERSHIP MEETINGS

Section 1. Regular

There shall be Regular Meetings of the general membership typically held on the third Thursday of every month with exception of January, alternating (at the discretion of the Board of Directors) between breakfast, lunch, and dinner meetings. A meeting in the same month as the Ohio Statewide Conference is also subject to the discretion of the Board of Directors. Notice of such meeting shall be sent to the last recorded address of each member at least ten (10) days before the time designated for the meeting.



ARTICLE VI – MEMBERSHIP MEETINGS (cont.)

Section 2. Special Meetings

Special meetings of the Chapter may be called by the President of the Board of Directors upon the written request of twenty-five percent (25%) of the voting members of the Chapter. Notice of the time, date and location shall be mailed to each member at his or her last recorded address at least ten (10) days before the time appointed for the meeting, together with a list of the subject(s) to be considered.

Section 3. Quorum

For meetings of the Chapter, ten (10) voting members in good standing shall constitute a quorum.

Section 4. Order of Business

All meetings of the membership shall be conducted according to Robert's Rules of Order. Unless a different order of business is adopted by the Chapter, the following is the order:

- (1) Distribution and approval of Minutes of the previous meeting(s)
- (2) Reports of standing committees
- (3) Unfinished business
- (4) New business

Section 5. Board of Directors Meetings

Board of Directors meetings shall be held at a time and place at the discretion of the President. Participation will be consistent with the provisions set out in Article VII, Section 5 below.



ARTICLE VII – BOARD OF DIRECTORS

Section 1. 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.

Section 2. Composition

The Board of Directors shall be comprised of the following elected officers: President, Vice-President, Treasurer, Membership Secretary, and Recording Secretary; and the following appointed officers: National Coordinator, Media Officer, and Government Liaison. These appointed officers, to be appointed by the President, may not be from the same employer as the President unless approved by a two-thirds vote of elected officers. Each officer (elected or appointed) shall hold one vote in all voting matters of chapter business. All Board of Directors members shall be Regular Members in good standing.

Section 3. Election

The elected officers of the Board of Directors shall be elected by a majority vote of Regular and Associate members either present at a regularly scheduled meeting, or by voting on-line at the Chapter's web site, www.apacolumbus.org. Election of officers is to be held in June for the following terms beginning in January. All members of the Board of Directors shall serve by virtue of their respective elected or appointed position.

Section 4. Term Of Office

- A. The terms of office for elected officers will be for two years. The terms will run from January of the first year through December of the second year. The Vice-President shall have the option, without election, of becoming the President-Elect and succeeding the President upon completion of the current term should the President desire not to serve the second term. If the President cannot complete the term of office, the Vice-President shall immediately assume office and appoint a new Vice-President approved by a two-thirds majority of all officers.



ARTICLE VII – BOARD OF DIRECTORS (cont.)

- B. Incumbent officers, including the President, are eligible for re-election. The President may not serve more than two consecutive two year terms. The President may serve more than two terms, but the terms cannot be concurrent.
- C. Elected officers may be removed from office by a two-thirds majority vote of voting members. A two-thirds majority vote of elected officers may remove appointed officers from office. Failure to carry out responsibilities of their respective office warrants removal. A replacement may be appointed by the President for any officer who for whatever reason cannot complete the term of office subject to majority approval by the Board of Directors.

Section 5. Meetings

The Board of Directors shall meet at regular intervals between regularly scheduled Membership Meetings upon the call of the President at such times and places as he or she may designate and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or other mode of transmittal to each officer at their last recorded address at least ten (10) days in advance of such meetings. Board of Directors meetings are open to Chairpersons of all active committees.

Section 6. Quorum

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

Section 7. Absence

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

Section 8. Resignation and Removal

Any Officer may resign at any time by giving written notice to the President, the Membership Membership Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President of the Board of Directors.



ARTICLE VII – BOARD OF DIRECTORS (cont.)

Section 9. Vacancies

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

Section 10. Voting

Any decision of the Board of Directors shall be by a majority vote of the Officers voting, provided that a quorum participates in the vote. The President shall not vote, except in the case that his or her vote is material to the outcome of a particular vote.

ARTICLE VIII – OFFICER ROLES

Section 1. President

The President shall be the Chief Executive Officer of the Chapter and shall preside at meetings of the Chapter and Board of Directors and shall be a member ex-officio, with a right to vote in case of ties only, of all committees except the Nominating Committee. The President shall assist the Vice President in planning topics for the monthly meetings and help arrange for speakers if necessary. The President serves as backup if any of the other officers need assistance or help. He or she shall serve as, or appoint, a Chairperson of the CPP Workshop (arrange for place to study, instructors, and set agenda for the class). The President shall serve as, or appoint, a Chairperson for the Annual Statewide Committee when held in Columbus, and the National Payroll Week Committee. In addition, the he or she may also designate representative(s) from the Columbus Area Chapter to serve on both committees. The President monitors Chapter funds and approves all bills. He or she may also communicate to the Board of Directors or the Chapter such matters and make suggestions as may, in his or her opinion, tend to promote the welfare and business of the Chapter and shall perform other such duties as may be prescribed by the Board of Directors on matters of policy in conducting the affairs of the Chapter.



ARTICLE VIII – OFFICER ROLES (cont.)

Section 2. Vice-President

The Vice-President shall assist the President in all administrative functions, and will fulfill/assume presidential responsibilities in the event of the President's absence or inability to complete the term of office. Should this event occur, a new Vice-President shall be elected. Responsibilities may include but are not limited to serving as the Chairperson for the Educational Committee. The Vice-President shall choose topics, speakers and meeting places for the Columbus Area Chapter monthly meetings. This includes selection of all meals, speaker gifts, and arranging for any equipment needs for the speakers. He or she shall assist the President and/or Chairperson with the Ohio Statewide Committee as designated by the President.

Section 3. Treasurer

The Treasurer works directly with the President to ensure that information provided protects the integrity and the intent of the Chapter and the institution. The Treasurer sends confirmation of membership dues paid and collects dues and other receivables of the Chapter. He or she shall learn the necessary administrative functions of the web site in order to record payments received, and run reports of receivables. The Treasurer shall collect all unpaid receivables including membership dues and registration fees. He or she reviews and pays bill of the Chapter and maintains records of the financial activity of the Chapter. The Treasurer submits monthly financial reports to the President and assists and prepares proposals and cost estimates for programs and activities for the Chapter. He or she shall safeguard and maintain the permanent records of the Chapter and submits regular reports of activities and project statuses to the President.

Section 4. Membership Secretary

The Membership Secretary shall be responsible for distributing the monthly meeting notices at least fourteen (14) days prior to the meeting. This notice needs to be coordinated with the Vice-President for location, meals, and speaker information, and also needs to check with the President for any additional information to be included in the meeting notice. He or she must learn the necessary administrative functionality of the web site to perform this and other responsibilities. The Membership Secretary shall be responsible for distributing membership applications or membership renewal notices (via the web site) with or before the February monthly meeting notice. He or she shall sign in members and guests at all meetings. This includes the distribution of nametags (and preparing nametags as needed). The Membership Secretary shall be responsible for the distribution of the Certificates of Membership to each member. He or she shall be responsible for collecting and balancing any monies for monthly meeting and membership dues. Monies collected are submitted to the Treasurer after each meeting. The Membership Secretary shall chair the Membership Committee.



ARTICLE VIII – OFFICER ROLES (cont.)

Section 5. Recording Secretary

The Recording Secretary shall be responsible for receiving and maintaining all reservations for the monthly meetings. He or she will prepare the membership and guest sign-in sheet and distribute it to the Membership Secretary prior to the meeting. The Membership Secretary must learn the administrative functionality of the web site to accomplish this responsibility. He or she shall keep the minutes of all meetings of the members of the Columbus Area Chapter as well as the meetings of the Board of Directors. The business meeting Minutes shall be available for distribution to members no later than the next business meeting. The Recording Secretary shall also be responsible for communication of Chapter matters to the American Payroll Association. The Recording Secretary shall perform other miscellaneous duties as assigned by the President.

Section 6. National Coordinator

The National Coordinator coordinates communications between the American Payroll Association and the Columbus Area Chapter officers and members. He or she distributes the National Association news releases and informational fliers to Chapter members. The National Coordinator promotes local Chapter member participation on a National level. He or she informs the APA of our achievements and prepares articles/clips for National APA publications. The National Coordinator designs and maintains the APA promotional table at meetings and designs and maintains the local Chapter promotional table at meetings. He or she coordinates the preparation and issuance of Recertification Credit Hours certificates for members certified as CPP's and FPC's. The National Coordinator attends all Board of Director meetings.

Section 7. Media Officer

The Media Officer shall be primarily responsible for administration and content building of the Chapter web site. He or she will work in conjunction with the President (or the President's designee) in all matters and issues that pertain to the administration of the web site. The Media Officer will serve as the primary point of contact for all incoming and outgoing Chapter communications that arise outside the course of the normal affairs of the Chapter (i.e. meeting notices, etc.). He or she will assume responsibility for photographing all Chapter events and meeting and providing Chapter promotional materials to the National Coordinator. The Media Officers will assist with other projects as designated by the President.



ARTICLE VIII – OFFICER ROLES (cont.)

Section 8. Government Liaison

The Government Liaison is to identify issues in the state and local government arena that are problematic to local Chapter members. Once issues are identified, the Government Liaison shall work with the Chapter membership toward possible solutions to be presented to the appropriate local taxing authority, agency or legislative body. (The Chapter may choose to work with a committee of Officers or members. The Government Liaison represents the big picture, not one individual's opinion). He or she should establish non-adversarial relationships with the state and local taxing authorities. Once possible solutions are agreed upon, he or she should develop action plans on how to present the issues, and then the possible solutions to the appropriate taxing authority, agency, or legislative body. This can include writing letters or a letter campaign, preparing reports and/or supplying the local taxing authority, agency or legislative body with information to help them understand the issue, or requesting formal meetings. The Government Liaison will keep apprised of APA's work on the federal and state level, and lend help and offer the Chapter's ideas where appropriate. The monthly reading of *Paytech's* "Government Corner" articles is a must. The Government Liaison will inform APA of any issue which the Chapter feels they should be pursuing on behalf of its membership. He or she should inform APA of any progress made by the Columbus Area Chapter in improving the day-to-day Payroll environment of its members as APA will want to celebrate the Chapter's success in *Paytech*. He or she's dress and conduct should be professional at all times since government officials will be judging the payroll professional through the Government Liaison.

ARTICLE IX – COMMITTEES

The President, with the approval of the Board of Directors, shall have the authority to create ad hoc committees or task forces to address specific areas of need. Said committees shall continue to exist until abolished by the Board of Directors. The President shall have the authority to appoint the Chairperson of all committees. Any Regular or Associate member may serve as a Chairperson of an ad hoc committee. It shall be the responsibility of the Chairperson of the respective committees to recruit committee members as required. Minutes are to be kept of all Committee meetings and submitted to the Board of Directors and retained by the Chapter Recording Secretary.



ARTICLE X – AMENDMENTS

These bylaws may be amended by a majority vote of the chapter officers as noted in Article VII, Section 2.

ARTICLE XI – DISSOLUTION

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