

**BY LAWS OF
HAMPTON ROADS CHAPTER OF
THE AMERICAN PAYROLL ASSOCIATION
A NON-PROFIT ASSOCIATION**

ARTICLE I

NAME

1.01 **Official Name:** The name of this organization shall be the Hampton Roads Chapter of the American Payroll Association (HRAPA).

ARTICLE II

PLACE of BUSINESS

2.01 **Principal Office:** The location of the principal office of the HRAPA Chapter in the State of Virginia shall be located in the Hampton Roads area.

ARTICLE III

PURPOSE

3.01 **Chapter 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 Virginia.
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

4.01 **Classes of Membership and Qualifications:** The Chapter shall have one (1) class of members. The designation of this class shall be REGULAR MEMBERS. Regular members shall consist of the members of the Chapter who are engaged in, educated in or retired from payroll or related functions, and whose annual dues are current.

The membership year will be a calendar year with dues payable in full by January 31st. Current membership shall consist of participation in payroll profession in an ongoing capacity with dues paid in full

1. Only Regular member may be elected to a Chapter Office or be appointed as a Director.
2. Regular Members will enjoy a reduced structure for dues and fees from those of non-members,

4.02. **Admission to Membership.** To be admitted to membership, a candidate must be actively engaged in payroll or payroll related function, file a membership application, and accompany it with the full year's dues.

4.03 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. Revocation of membership does not entitle said member to a refund of any dues or fees.

4.04 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.

4.05 Voting: Each Member shall have one vote in the affairs of the Chapter.

4.06 Quorum: At least 25 percent of the members of the Chapter shall constitute a quorum. A majority of those present will determine all matters requiring a vote of the membership.

ARTICLE V DUES and FEES

5.01 **Dues Schedule:** The annual dues schedule for membership shall be determined by the Board of Directors.

5.02 **Dues Payment** :The first annual dues of a new member shall be payable and submitted in full with the Membership Application. Invoices will be sent to current members in the month of November for dues for the next calendar year. These dues must be paid in full by Jan 31st. Both new membership dues and renewals must be paid in full in order to enjoy the membership fee for a meeting.

5.03 **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.

5.04 **Dues and Fees:** The Board of Directors shall have the authority to set dues and fees for any class membership.

5.05 **Refunds.** The Chapter will not issue refunds for dues and/or fees for any reason.

ARTICLE VI MEMBERSHIP MEETINGS

6.01 Regular: There shall be regular meetings of the general membership held at least bi-monthly on the second Thursday.

6.02 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

7.01 **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.

7.02 **Composition**: The Board of Directors shall be composed of all the elected officers and the appointed directors. The elected officers shall be comprised of the following: President, President Elect, Vice President, Secretary and Treasurer. All elected officers shall be elected from the general membership. All members of the Board of Directors shall be Regular Members in good standing.

7.03 **Directors**: Appointed Directors shall be an Educational Director, Membership Director, Webmaster, Chapter Historian, NPW Coordinator, Community Service Director, Program Chair, Newsletter Editor and such other directors as may be appointed in accordance with the provisions of this Article.

7.04 **Election**: The Board of Directors shall be elected by a majority vote of Regular Members present at a regularly scheduled meeting.

7.05 **Term of Office**: All members of the Board of Directors shall be elected Bi-annually by the members at the August meeting. New Officers/Directors shall take office December 1 following elections and serve through November 30 of the following year and shall serve a term of two years.

7.06 **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.

7.07 **Quorum**: A simple majority of the Board of Directors shall constitute a quorum.

7.08 **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 3 consecutive unauthorized absences without notification by the Director to the President.

7.09 **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.

7.10 **Vacancies**: Any vacancies which 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 remaining portion of the term of the position on the Board for which they are appointed.

7.11 **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.

7.12 **Service:** No member of the Board of Directors of the Hampton Roads Chapter of the APA shall serve on any other local Chapter Board simultaneously.

ARTICLE VIII OFFICERS

8.01 **Officers:** The officers of the Chapter who shall be regular members of the Chapter shall be a President, President Elect, 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.

8.02 **Election and Term of Office:** The officers of the Chapter shall be elected Bi-annually by the members at the November meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New officers may be filled at any meeting of the members. Each officer shall hold office for two years.

8.03 **Removal:** Any officer elected or appointed by the members may be removed by the members whenever, in their judgment, the best interests of the Chapter 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 Chapter. Any officer absent from three consecutive meetings 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.

8.04 **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.

8.05 **President:** The President shall be an active member in good standing and have served at least one year on the Hampton Roads Chapter.

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.

8.06 **President-Elect:** The President-Elect shall be an active member in good standing. The President-Elect shall serve a two year term at the end of which is moved into the Presidency.

Responsibilities:

1. Train for the Office of President for following election year(s).
2. In the event that the President becomes unable to finish the term for which he/she is currently serving, accept position of President and finish the current Presidential term.
3. Preside over meetings in the absence of the president.
4. Duties assigned by current President.

5. Coordinate and update information with National as needed.
6. Other duties as deemed necessary by the President and/or the Board of Directors.

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

Responsibilities:

- Preside over meetings in the absence of the President and President-Elect.
- Assist the President and President-Elect in the course other duties.
3. Coordinate annual election process.
4. Coordinate social events.
5. Coordinate and update information with National as needed.
6. Other duties as deemed necessary by the President and/or the Board of Directors.

8.08 **Secretary:** The Secretary shall be an active member in good standing

Responsibilities:

1. Record minutes of each meeting and prepare hard copy for next meeting.
2. Prepare chapter announcements and/or newsletters and correspondence and distribute.
3. Preside over meetings in the absence of the President, President-Elect and Vice President.
4. Maintain and disburse the official bylaws of the Chapter.
5. Coordinate and update information with National as needed.
6. Other duties as deemed necessary by the President and/or the Board of Directors.

8.09 **Treasurer:** The Treasurer shall be an active member in good standing

Responsibilities:

1. Maintain accurate checkbook.
2. Disburse all chapter funds and collect dues.
3. Report financial status of chapter at each meeting and prepare annual report for November meeting.
4. Compile annual budget based on input from other Directors.
5. Other duties as deemed necessary by the President and/or the Board of Directors.

8.10 **Director of Education.**

Responsibilities:

1. Establish and coordinate other payroll related educational opportunities.
2. Coordinate CPP and FPC study groups.
3. Coordinate CEUs/RCH's.
4. Coordinate and update information with National as needed.
5. Other duties as deemed necessary by the President and/or the Board of Directors.

8.11 **Director of Membership:**

Responsibilities:

1. Establish and lead Membership Committee.
2. Maintain membership database and mailing lists.
3. Recruit prospective members.

4. Responsible for nametags and sign in sheets at meetings.
5. Coordinate annual membership drive.
6. Coordinate and update information with National as needed.
7. Prepare chapter announcements , correspondence and distribute.
8. Other duties as deemed necessary by the President and/or the Board of Directors.

8.12 **Webmaster:**

Responsibilities:

1. Maintains and updates Chapter's Website on a continual and constant basis.
2. Systems advisor for software and other electronic capabilities.
3. Coordinate with Historian pictures to be displayed on website.
4. Coordinate and update information with National as needed.
5. Other duties as deemed necessary by the President and/or the Board of Directors.

8.13 **Chapter Historian:**

Responsibilities:

1. Coordinate all Chapter of the Year (COTY) activities for the Chapter each year. Prepare write-up and send to National Headquarters by annual deadline.
2. Coordinate all Pictorial activities for the Chapter each year. Prepare and submit entry to National.
3. Collect and maintain Historical Documents.
4. Ensure that all appropriate pictures are taken and properly archived for Chapter events.
5. Coordinate and update information with National as needed.
6. Other duties as deemed necessary by the President and/or the Board of Directors.

8.14 **NPW Coordinator:**

Responsibilities:

1. Coordinate all National Payroll Week activities for the Chapter each year.
2. Coordinate and update information with National as needed.
3. Other duties as deemed necessary by the President and/or the Board of Directors.

8.15 **Director of Community Services:**

Responsibilities:

1. Establish and oversee Community Outreach activities and programs.
2. Coordinate and update information with National as needed.
3. Other duties as deemed necessary by the President and/or the Board of Directors.

8.16 **Program Chair**

Responsibilities:

1. Coordinate Chapter meetings and establish agenda.
2. Acquire speakers for approved topics.
3. Coordinate facilities with Vice President.

4. Coordinate social events.
5. Coordinate necessary meeting materials.
6. Coordinate and update information with National as needed.
7. Other duties as deemed necessary by the President and/or the Board of Directors.

8.16 **Newsletter Editor**

Responsibilities:

1. Coordinate Chapter communications. Compile, print and distribute *Payroll Tide*.
2. Coordinate and update information with National as needed.
3. Other duties as deemed necessary by the President and/or the Board of Directors.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

9.1 **Contracts**: The Board of Directors may authorize any officer or officers, agent or agents of the Chapter, 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 Chapter. Such authority may be general or confined to specific instances.

9.2 **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 Chapter shall be signed by such officer or officers, agent or agents of the Chapter 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 Chapter. 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.

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

9.4 **Deposits**: All funds of the Chapter shall be deposited within five (5) business days of receipt in such banks, trust companies or other depositories as the Board of Directors may select. All PayPal/EFT transfers should be completed within five (5) business days of the end of the month. An annual report of all receipts and expenditures shall be presented at the first meeting of the new Chapter year and be made a part of the minutes of this Chapter.

9.5 **Gifts**: The Board of Directors may accept on behalf of the Chapter any contributions, gift, bequest or devise for the general purpose or for any special purpose of the Chapter. No member of the Board receives any compensation.

ARTICLE X

AMENDMENTS

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

ARTICLE XI CODE OF ETHICS

11.01 **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 Chapter 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

12.01 **Order of 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 organizations to be selected by the Board of Directors.