

SAN DIEGO CHAPTER OF THE AMERICAN PAYROLL ASSOCIATION

BY-LAWS AND ARTICLES

As revised 6/3/2006

ARTICLE I.

NAME

Section 1.1 The name of this Chapter shall be SAN DIEGO CHAPTER OF THE AMERICAN PAYROLL ASSOCIATION (SDAPA).

ARTICLE II

PURPOSE

Section II.1 It is the purpose of the Chapter to:

- Provide a forum in which to keep the membership abreast of the state of the payroll profession with regard to developments in payroll technology.
- Keep membership current with legislative developments, actions on the part of regulatory bodies, and the like, in so far as they affect payroll.
- Provide opportunity for exchange of ideas and information.

ARTICLE III.

MEMBERSHIP

Section III.1 Membership is defined as an individual.  
Membership is transferable within an organization.  
The conditions for membership are:  
Active status in payroll and/or its related functions.  
The timely payment of dues.

ARTICLE IV.

ELECTIONS

Section IV.1 The Chapter will hold elections of Officers in May of each year to be effective June 1<sup>st</sup> of each year.

Section IV.2 All members who are present at a May meeting will have one vote to be counted towards the election of a nominated Officer.

Section IV.3 Any member may vote in absentia (by fax or email).

Section IV.4 All Officers must be nominated by either the membership or themselves.  
All appointees must be nominated by an Officer and ratified by a majority of the Board of Officers.  
All nominees and appointees must be members of the National American Payroll Association and the San Diego Chapter.  
The number of nominees per Office is restricted to five.  
Non-voting positions are not required to be a member of the National American Payroll Association with the exception of Education Coordinator.

- Section IV.5 The Election Committee of the Chapter is required to publicize the annual nominations for the elections of Officers and provide enough time, as specified in the election policy, for nominees to campaign for the offices.
- Section IV.6 The Election Committee is required to publish the names of the newly elected Officers as soon after the election as specified in the election policy.
- Section IV.7 In the event of a tie, the names of candidates will be submitted to the membership for a runoff vote.
- Section IV.8 If there is but one candidate for any office the ballot for that office may be dispensed with and the election held by voice vote.

## ARTICLE V. OFFICERS

Section V.1 The elected offices required to be filled are:

PRESIDENT  
VICE-PRESIDENT  
SECRETARY  
TREASURER  
PROGRAM DIRECTOR  
MEMBERSHIP DIRECTOR  
GOVERNMENT LIAISON OFFICER  
CHAPTER COORDINATOR

Section V.2 The appointed positions required to be filled are:

AUDITOR  
BOARD OF ADVISORS  
EDUCATION COORDINATOR  
HISTORIAN  
PARLIAMENTARIAN  
VENDOR RELATIONS  
WEBMASTER

Section V.3  
PRESIDENT

The President will set the Chapter goals during his/her tenure.

He/she will lead, direct and plan Chapter activities.

The President will be responsible for the adherence to Chapter By-Laws, Policies, as well as requirements dictated by the National Organization (APA).

The President will preside over all Chapter and Officers 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 V.4

##### VICE-PRESIDENT

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

The Vice-President has one vote in all Chapter elections and Chapter business.

#### Section V.5

##### SECRETARY

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

The Secretary will be responsible for disbursing documents required by other Officers.

The Secretary is the custodian of the minutes and election ballots.

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

#### Section V.6

##### TREASURER

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

The Treasurer will deposit and disburse funds.

The Treasurer will secure two signatures on all checks. The following Officers will be authorized to sign: President, Vice-President, Treasurer, and Chapter Coordinator.

The Treasurer will publish financial statements every quarter and at the end of the fiscal year.

The Treasurer will give a verbal update report of cash on hand and expenditures at each monthly general membership meeting.

The Treasurer is responsible for notifying the President and/or Board of Officers immediately in the event of financial errors.

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

#### Section V.7

##### PROGRAM DIRECTOR

The Program Director is responsible for providing programs and presentations that meet the standards published under Article II. Speakers should be scheduled at a minimum of 50% of the scheduled meetings.

The Program Director will select committee members to assist in developing and publicizing programs.

The Program Director will verify meeting locations and equipment.

The Program Director will be responsible for issuing of RCHs (Recertification credit hours).

The Program Director has one vote in all Chapter elections and Chapter business.

## Section V.8

### MEMBERSHIP DIRECTOR

The Membership Director will encourage and solicit membership in the Chapter.

The Membership Director will maintain a Chapter mailing list.

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

The Membership Director will be responsible for receipting dues paid.

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

## Section V.9

### GOVERNMENT LIAISON OFFICER

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 decisions, etc., which affect payroll.

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

The Government Liaison Officer is responsible for publishing a quarterly newsletter.

The Government Liaison Officer has one vote in all Chapter elections and Chapter business.

## Section V.10

### CHAPTER COORDINATOR

The Chapter Coordinator will Chair any meetings for which both the President and Vice-President are absent.

The Chapter Coordinator will relay Chapter events to the National Office of the American Payroll Association.

The Chapter Coordinator will be listed in the National Directory as the San Diego chapter contact.

The Chapter Coordinator will chair the Committee for National Payroll Week.

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

## Section V.11

### AUDITOR

The Auditor is an appointed position by the President and ratified by the Board of Officers.

The Auditor shall audit the books and financial records of the Chapter Treasurer semi-annually, with the final to be at the close of their term office.

The Auditor will present a written report to the Board of Officers at the next meeting after the completed audit.

The books will be audited upon the resignation of the Treasurer or at any time deemed necessary.

The Auditor does not have voting power.

Section V.12  
ADVISOR

An Advisor is an appointed position by the President and ratified by the Board of Officers.

The Advisor will provide guidance during project planning and decision making to ensure there is adherence to Chapter Business structures and goals.

An Advisor can be an ad-hoc leader or a committee member.

An Advisor does not have voting power.

Section V.13  
EDUCATION COORDINATOR

The Education Coordinator is an appointed position by the President and ratified by the Board of Officers.

The Education Coordinator shall be responsible for coordinating the CPP and FPC Study Groups.

The Education Coordinator shall be responsible for obtaining a meeting place and an instructor for each Study Group. Study Groups are to be held twice a year.

The Education Coordinator is to supply a written syllabus for the calendar year (CPP and FPC classes).

The Education Coordinator is to register the CPP/FPC classes with the National American Payroll Association.

The Education Coordinator does not have voting power.

Section V.14  
HISTORIAN

The Historian is an appointed position by the President and ratified by the Board of Officers.

The Historian is responsible for keeping a history of all chapter activities including pictures.

The Historian is chair of the Chapter Pictorial Committee.

The Historian does not have voting power.

Section V.15  
PARLIMENTARIAN

The Parliamentarian is an appointed position by the President and ratified by the Board of Officers.

The Parliamentarian shall attend all meetings of the Chapter and all the Board of Officers meetings and give necessary advice in parliamentary procedures when requested.

The Parliamentarian will chair the By-Laws Committee and review the By-Laws annually.

The Parliamentarian does not have voting power.

Section V.16  
WEBMASTER

The Webmaster is an appointed position by the President and ratified by the Board of Officers.

The Webmaster is responsible for maintaining the Chapter website.

The Webmaster does not have voting power.

ARTICLE VI  
TERMS OF OFFICE

Section VI.1 Officers shall serve for a term of two years or until their successors are elected.

No Officer shall hold more than one elected office at a time.

Officers shall assume their duties on June 1<sup>st</sup>.

A person who has served in an office for more than six months of a full term shall be deemed to have served a full term in such office.

Section V I.2  
TERMS OF OFFICE

PRESIDENT	2 YEAR	EVEN YEAR
VICE-PRESIDENT	2 YEAR	ODD YEAR
SECRETARY	2 YEAR	ODD YEAR
TREASURER	2 YEAR	ODD YEAR
PROGRAM DIRECTOR	2 YEAR	EVEN YEAR
MEMBERSHIP DIRECTOR	2 YEAR	EVEN YEAR
GOVERNMENT LIAISON OFFICER	2 YEAR	ODD YEAR
CHAPTER COORDINATOR	2 YEAR	EVEN YEAR
ADVISORS	2 YEAR APPOINTED (EVEN)	
AUDITOR	2 YEAR APPOINTED (EVEN)	
PARLIAMENTARIAN	2 YEAR APPOINTED (EVEN)	
EDUCATION COORDINATOR	2 YEAR APPOINTED (EVEN)	
WEBMASTER	2 YEAR APPOINTED (EVEN)	
HISTORIAN	2 YEAR APPOINTED (EVEN)	

## ARTICLE VII MEETINGS

In accordance with Article II, Section II.1, a series of meetings will be provided for the Payroll community. The minimum meeting events accorded in a calendar year will be eight (8). There is no maximum

The date and time of regular scheduled meetings will be established by the Board of Officers and approved by the membership.

Flexible meeting times may be established by Board of Officers to accommodate special programs and speakers.

The standards for a Chapter meeting are:

1. It is programmed – i.e. Agenda
2. Publicized
3. Accommodations are provided
4. At least one Officer must be present
5. The presentation must meet the Chapter’s purpose set forth in Article II.1
6. The minutes from the prior meeting must be read.

## ARTICLE VIII. AMENDMENTS

Section VIII.1 An amendment to the Chapter By-Laws may be introduced by:

1. Any Officer
2. Any Advisor
3. Any Member in good standing

Section VIII.2 A submitted amendment must be documented.

Section VIII 3. In order for an amendment to become part of the Chapter By-Laws, it must receive a majority “yes” vote of the Chapter members in attendance.

## ARTICLE IX. DUES

Section IX.1 The Officers of the Chapter may establish dues to be paid by the membership annually. Dues are in no way connected to the membership dues paid to the National American Payroll Association (APA).

Section IX.2 Membership dues are payable annually on the anniversary of original enrollment.

Section IX.3 A change to annual membership dues are subject to ratification by the Officers.

Section IX.4 The ratified change to membership dues must be announced to the membership in writing no later than 60 days prior to the effective date.

Section IX.5 The payment of membership dues will be receipted by the Membership Director and the receipt document will include the word “membership” in its title.

Section IX.6 There will be no refund policy.

ARTICLE X.

REPLACING OFFICERS, FILLING VACANCIES

Section X.1 In the event an Officer withdraws from his/her position before the term is completed, the remaining Officers will appoint a temporary replacement to fulfill the term of office.

Section X.1a An Officer who misses more than three (3) unexcused Chapter and/or Board meetings will be considered to have resigned their office.

Section X.2 “A Member in Good Standing” may request an election procedure, under the conditions in ELECTION POLICY, item II – Election Procedures, by announcing their request in an open meeting and justifying the election procedure to the satisfaction of the majority of the membership present at the regularly scheduled meeting.

ARTICLE XI.

OFFICER MEETINGS

Section XI.1 The Officers of the Chapter will hold meetings as often as required but not less than once a month except for the months of January and December. A quorum is established if five Officers are present. The President, or his/her replacement, will chair all Officers meetings. The Secretary or his/her replacement will be required to take minutes of all meetings. All meetings will be ‘opened’ by the President. A reading of the minutes from the prior meetings will be required. Minutes for the current meeting must include an agenda and purpose. 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:

1. The minutes have been documented and dispersed to the Officers prior to the current meeting and,
2. The quorum votes “yes” on the request.

Section XI.2 Emergency meetings may be called by an Officer. The Officer calling an emergency meeting is responsible for the validity of the emergency meeting and the documenting and the disbursement of minutes.

Section XI.3 All Officers shall perform the duties prescribed in the current edition of Robert’s Rules of Order Revised in addition to those outlined in these By-Laws and assigned from time to time. Upon the expiration of the term of office, or upon resignation, the Officer shall turn over to the President without delay all records, books and any other material pertaining to the office. Any and all funds shall be returned to the Treasurer.

## ARTICLE XII.

### ARTICLES OF ORGANIZATION & BY-LAWS

The San Diego Chapter of the American Payroll Association is a non-profit Corporation organized under the Laws of the State of California. Its “Articles of Organization” comprise the Articles of Association and these By-Laws, as amended from time to time. In the event of any conflict between the Articles of Association and these By-Laws, the Chapter shall take prompt action to amend the Articles of Association to conform to the provisions of these By-Laws.

- a) This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- b) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE XIII.

### FISCAL YEAR & IRS EIN

The Fiscal Year shall begin June 1<sup>st</sup> and end on May 31<sup>st</sup>. (Once a Fiscal Year is established and on file with the IRS, it cannot be changed without notification to the IRS on the proper form.)

The IRS Employer Identification Number for this Chapter is 03—0573154.

## ARTICLE XIV

### DISSOLUTION CLAUSE

Upon the dissolution of the San Diego Chapter of the American Payroll Association (SDAPA), assets shall be distributed to Ronald McDonald House of San Diego. Ronald McDonald House of San Diego is an exempt organization with a 501(c)(3) status. If for some reason their exempt status lapses, then SDAPA shall distribute their assets to the federal government for public purposes.

Adopted by the San Diego Chapter

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Chapter Secretary

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Parliamentarian

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