



**METRO PHOENIX CHAPTER
OF THE
AMERICAN PAYROLL ASSOCIATION
BY-LAWS**

**ARTICLE I
NAME**

The name of this Organization shall be the Metro Phoenix Chapter of the American Payroll Association. The Organization is an autonomous and independent Chapter of the American Payroll Association.

**ARTICLE II
PURPOSE**

The purpose for which this Chapter is organized is to provide a forum to exchange information and experiences in the payroll environment for the benefit of its members. The Chapter will provide assistance in the American Payroll Association's efforts to communicate with, educate and provide related services to individuals interested in the payroll discipline. The Metro Phoenix Chapter will conduct its activities in a manner that will complement the American Payroll Association's efforts and encourage membership in the American Payroll Association's activities.

**ARTICLE III
MAILING ADDRESS:**

The mailing address of the Organization is:
Metro Phoenix Chapter of the American Payroll Association
P.O. Box 3038
Apache Junction, AZ 85217

**ARTICLE IV
DEFINITIONS**

ORGANIZATION is a reference to the Metro Phoenix Chapter of the American Payroll Association, which is an autonomous and independent Chapter of the American Payroll Association.

OFFICERS are composed of a President, Vice President, Secretary and Treasurer and Government Liaison.

COMMITTEE CHAIRPERSON (S) is/are determined to be non-voting members of the Board.

MEMBER is any member of the Organization in good standing (dues paid) of American Payroll Association headquartered in San Antonio TX and The Metro Chapter of the American Payroll Association, Inc.; Article V.

ASSOCIATION MEMBER – a member in good standing (dues paid) of The Metro Phoenix Chapter of the American Payroll Association.; see Article V.

REGULAR MEETING – Regular membership meetings are held on the third Tuesday of the month in which meetings are scheduled (unless scheduling conflicts occur).

BY-LAWS are these rules and regulations of the Organization as may be modified from time to time.

ARTICLE V MEMBERSHIP

Section 1: Classes of Membership

There are three categories of membership:

Regular Member: is open to Payroll, Human Resource, and other professionals or interested persons concerned with the development, maintenance, and operation of payroll and related functions. All individuals must be active members of the American Payroll Association (APA National Member). As a condition of membership members are expected to share their knowledge and experiences and make a positive contribution to the Chapter. Only Regular Members may be elected or appointed as Chapter Officers.

Associate Member: Individuals who are not active members 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 his/her knowledge and experiences and make a positive contribution to the Chapter.

Retired Members: Retired members shall consist of those members who have retired from their employment, who were in support of or interacted with payroll related areas and shall not be required to pay dues. Qualified members shall have been members in good standing with an affiliated chapter of the APA for 2 of the past 5 years.

Section 2: Membership Admission

Regular Membership: A Regular Member shall be a person actively engaged in or closely related to, the payroll function within their organization, file a membership application, (including their National membership number) and accompany it with the first year's dues.

Associate Membership: An Associate Member shall be a person actively engaged in, or closely related to, the payroll function within their organization. He/she must complete the membership application, including the Regular Member's name that is sponsoring the Associate Member, and accompany it with the first year's dues.

Membership in this Chapter is available to individuals. No company memberships are available. It is the goal of the Metro Phoenix Chapter that at least seventy-five percent (75%) of the membership consist of Regular Members

Section 3: Termination of Membership

Revocation of Membership – Members may be reprimanded, suspended or expelled by the Metro Phoenix Chapter Board of Directors for violations of these Bylaws, the Code of Ethics and any other conduct that discredits the Chapter or the payroll profession. Members that do not pay their annual dues within 30 days of renewal date will be removed from membership with all rights.

Reinstatement of Membership – Any persons whose membership has been terminated may, upon written request and explanatory statement to the Board, have their membership reinstated upon a majority vote of the Board. Memberships that have been revoked for non-payment of dues shall have their membership automatically reinstated upon payment.

Section 4: **Voting:**

Regular Member/Association Members - Each Regular and Associate Member shall have one vote in the affairs of the Chapter.

Quorum - At least 2/3 of the members of the Organization shall constitute a quorum. A majority of those present will determine all matters requiring a vote of the membership. The President shall not vote unless it is necessary to break a tie vote.

**ARTICLE VI
DUES**

Section 1 **Dues Schedule**

The Board shall determine the annual dues for the membership.

Section 2 **Fiscal Year**

The fiscal year of the Metro Phoenix Chapter of the APA shall be from September 1 to August 31. All dues will be based on this fiscal year.

Section 3 **Dues**

Regular & Associate Membership dues are for a term of one year and correspond to the Organization's fiscal year, Dues for Members are determined to be \$36.00 per year.

Section 4 **New Members**

The first annual dues of a new member that joins shall be payable and submitted in full with the Membership Application. When a new member joins during the first year the dues will be prorated at the rate of \$36.00 divided by 12-x number of months remaining in the fiscal year. Renewals are not subject to prorating.

Section 5 **Delinquencies**

Any member who is delinquent in the payment of his or her dues or other monies owed the Organization shall not be a member in good standing. Upon payment of delinquent dues or obligations, the member shall be reinstated with all the rights and privileges of membership.

Section 6 **Guests**

Each paid membership may invite no more than two guests per monthly meeting to attend at the member's price. Each such guest may attend no more than two meetings per chapter year.

Section 7 **Dues Changes**

Membership rates may be ratified, as needed to reflect market value, by the Officers the Metro Phoenix Chapter. A majority vote will be required to effect changes.

**ARTICLE VII
ORGANIZATION MEETINGS**

Section 1 Regular Monthly Meeting

There shall be 10 monthly meetings held each year. The time of the meetings will be set by the Board and can be changed if needed. The meeting shall be open to all members and guests of the Organization and guests invited by the Board.

Section 2 Notice of Meeting

Notice of the date, time and place of each meeting shall be e-mailed to each Member at such Member's last known e-mail address. In the case of special meetings, notice shall state the purpose for which the meeting is to be held.

Section 3 Meeting Fee

Members will confirm their reservation to the monthly meetings by responding to the meeting e-mail. Members will pay \$25.00 per meeting and non-members will pay \$30.00 per meeting.

Section 4 Cancellation Fee

Members not canceling their reservation within the allocated time frame will be sent an e-mail notifying them as such and will be assessed the meeting charge of either \$25.00 for members or \$30.00 for non-members.

**ARTICLE VI
OFFICERS**

Section 1 General Powers:

The Officers 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 pursue 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 Number and Qualifications

The Officers shall be Regular Members and shall consist of a President, Vice President, a Secretary, a Treasurer, a National Liaison Officer, and other such Officers as may be elected in accordance with the provisions of this Article. Each Officer of the Chapter must be Regular members and must maintain their membership while in office. Any Officers that does not maintain their membership can be removed from office. Two offices may be held by the same person with the exception of the offices of the President and Secretary.

Section 3 Elections

1. The Officers will appoint a Nominating Committee four months prior to the election for the purpose of selecting a slate of at least two (2) candidates for each office from the Regular Membership. See **Article XIII Section 1** - Nomination Committee.
2. In case of a tie, the President of the Officers will cast the deciding vote.

Section 4 Term Limit

The terms of the officers will be for two years with staggered elections so not all end on the same year the exception being the Vice President who will assume the position of President when his/her two year term has expired and will automatically take the Board position of Past President, which is a non-voting office for a one-year term at the end of his/her Presidency. Two of the Officer's term will end on the odd years (Secretary and Treasurer) the other two will end on the even years (Vice President and Government Liaison Officer). The term limit of the Officers the Board will be set at 2 consecutive terms. Each Officer will be mandated to wait 2 years before running for the same office again.

Section 5 Removals and Resignation

Any Officers may resign at any time by giving written notice to the President and Secretary. Such resignation shall take effect at the time specified therein, or, if not the time specified, 30-days from the date presented to the President and the Officers of. 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. However, 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% of the current Regular members of the Chapter. Any Officer absent from three consecutive meetings of members or three consecutive meetings of the Officers without good cause shall upon majority vote of the Board be removed from office and so notified by the Board.

Section 6 Filling vacancies.

A vacancy in any office because of death, resignation, disqualification or otherwise, will be filled

1. By the Officers until a special election can be held.
2. The Officers will appoint a Nomination Committee, which will notify the membership of the vacancy and hold an election for the vacancy at the next meeting of the membership. With the exception of the Vice President being unavailable or unwilling to assume the office of President the above Section will stand. See Section 8 – For the Vice President filling vacancy.
3. Nomination for Office may be by self nomination or by the membership. Each nominee must be willing to accept the position if elected.
4. At the August meeting of the members, the candidates for the open Officers positions will be elected. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient.

Section 7 Board Officer Meetings

The Officers will hold meetings as often as required but not less than once a month except for the months of January and July. A quorum is established if three 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 8 **Special Meetings**

Special meetings of the Board shall be held whenever called by or at the direction of the President or any member of the Board by e-mailing notice thereof forty-eight (48) hours in advance of the meeting, or by telephone, thereof to each member of the Board.

Section 9 **Action taken without a meeting**

The Board shall have the right to take any action in the absence of a meeting by obtaining the written or oral approval of all the Board Members. An action so approved shall have the same effect as though taken at a meeting of the Board. A record of such actions shall be presented at the next regularly scheduled meeting of the Board.

Section 10 **Quorum**

A minimum of three (3) Board Members of the Chapter shall constitute a quorum for the transaction of business at all regular or special meetings of the Board, but less than a quorum may adjourn such meeting from time to time without further notice until a quorum is present. Except as otherwise provided by law or in these By-laws provided, any act of a majority of the Officers present at any meeting of the Board duly held shall be the act of the Board.

Section: 11 **Elected Officers of the Board**

President:

The responsibilities may include but are not limited to:

1. Leads, plans and oversees all chapter activities to ensure full benefits to all Members while protecting the integrity of the purpose of the chapter and the American Payroll Association.
2. Presides over all meetings and conferences
3. Periodically forms working committees that will perform assigned tasks and appoint committee chairs or volunteers when necessary.
4. Gives guidance to committees and receives regular activity reports and projects updates.
5. Acts as an ex-officio member of all committees.
6. Provides general management and supervision of the affairs of the chapter.
7. Performs other duties as may be assigned to the President by the Board.

The President must be an active member in good standing with the chapter and a regular member in good standing with the American Payroll Association. 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.

Vice President:

The responsibilities may include but are not limited to:

1. Works directly with the President to ensure that the information provided protects the integrity and the purpose of the chapter and the American Payroll Association.
2. Secures speakers for program presentations at meetings and seminars.
3. Ensure that the meeting and seminar programs are of value and appropriate for the continuing education requirements of the membership.
4. Submit the required paper work to the National American Payroll Association for approved Continuing Educations Credits for the monthly chapter topics.
5. Fulfills/assumes the duties and responsibilities in the event the President is absent or unable to complete the term of office.

6. Assists the President with all administrative functions.
7. Coordinate annual election process.
8. Coordinate social events.

The Vice President must be a Regular Member of the Chapter and a Regular member in good standing with the National American Payroll Association. The previous term's Vice President shall fill the office of President, unless the Vice President is unavailable or unwilling to assume the office of President. In the event the Vice-President is unable to assume the office of President, the current President will remain in office for a minimum of one year past his/her term. The President will work with the newly elected Vice-President to transition into the Presidential position. At the end of the transition period the Officers will appoint a Nomination Committee and proceed with Section 4 of these By-Laws. The Vice-President has one vote in all Chapter elections and Chapter business.

Past President

The responsibilities may include but are not limited to:

1. Coordinate annual election process.
2. Shall provide advice and consultation to the President and other officers regarding past practices, general operations, and other matters to assist in the leadership transition and continuity of operations.

The Past President shall be a Regular Member of the Chapter and shall be the Immediate Past President. The Past President will have no vote in the Chapter business.

Secretary:

The responsibilities may include but are not limited to:

1. Works directly with the President to ensure that the information provided protects the integrity and intent of the chapter and the American Payroll Association.
2. Sends proper notice of meetings to members.
3. Attends all meetings of the members and the Board.
4. Maintains a membership list.
5. Records minutes, resolutions, votes, and any other pertinent issues.
6. Shall send a copy of the minutes of the member's monthly meeting to the Webmaster for posting on the web page.
7. The Secretary shall distribute a copy of the By Laws to all incoming officers prior to their first officer meeting.
8. Ensures that all correspondence, minutes, and records regarding the business of the chapter are duly obtained, maintained, and safeguarded.
9. Handles all chapter correspondence, including confirmations for the monthly meeting, contacting the location of the meeting with the final count for the meeting, and making of the membership certifications for the members.
10. Prepare chapter announcements and/or newsletters and correspondence and distribute.
11. Keep a current inventory of contents of archived files and records of the Chapter and the whereabouts of such records.
12. Order and maintain current and adequate supplies of stationery, APA and Chapter brochures, etc. for availability and convenience of the membership.
13. The Secretary will be the liaison between the Web Master, the Officers, and the chapter members for communicating job openings, study group times and location, and any other communications that needs posting on the Chapter Web Page.
14. Performs other duties as may be prescribed by the Board

The Secretary must be a Regular Member with the chapter and a Regular Member in good standing with the American Payroll Association. The Secretary has one vote in all Chapter elections and Chapter business.

Treasurer:

The responsibilities may include but are not limited to:

1. Works directly with the President to ensure that the information provided protects the integrity and intent of the Chapter and the American Payroll Association.
2. Shall prepare and submit a projected annual budget to the Officers of.
3. Maintains an accurate checkbook.
4. Sends members confirmation of dues paid.
5. Collects dues and other receivables of the chapter
6. Reviews and pays bills of the chapter.
7. Maintains the financial records of the chapter.
8. Reports financial status of Chapter at each meeting and prepares an annual report for the September meeting.
9. Safeguards and maintains the permanent records of the chapter.
10. The Treasurer will prepare or ensure timely preparation of any and all tax reports and/or returns.
11. Obtain new and proper signatories for the Chapter accounts and tax returns as required.
12. Assist and prepare proposals and cost estimates for programs and activities of the Chapter.
13. Performs other duties as may be prescribed by the Board.

The Treasurer must be an active member in good standing with the chapter and a regular member in good standing with the American Payroll Association. The Treasurer has one vote in all Chapter elections and Chapter business.

Government Liaison Officer

The responsibilities may include but are not limited to:

1. Works directly with the President to ensure that the information provided protects the integrity and intent of the chapter and the American Payroll Association.
2. Answers questions from the membership (verbal or written) within the limits of the Officer's job when it concerns government relations.
3. Represents the chapter to government agencies on local, state and federal levels.
4. Provides up-to-date information on new tax laws, revisions, and reporting modifications to the membership.
5. Act as the liaison between Federal, State and Local government agencies and the Chapter.
6. Report on communication received from the National Government Liaison Office of the APA located in Washington, DC
7. Submits regular reports of activities to the Board and the membership

In order to meet these responsibilities, the Government Liaison Officer should maintain resources of information at government levels. These resources should include but not limited to the APA Government Liaison; federal, state and local legislative changes; publications, and newsletters.

The Government Liaison must be a Regular Member of the chapter and a Regular Member in good standing with the American Payroll Association. The Government Liaison has one vote in all Chapter elections and Chapter business.

Section 12 **Additional Officers, Agents, and Representatives**

The Officers may appoint such other officers as it may deem necessary, which shall perform the duties and assume the responsibilities of the prescribed office under the general direction of the Officers and as the Officers may direct. The Officers may appoint such agents and representatives of the Chapter with powers to perform such acts or duties on behalf of the Chapter and the Board of Directors as the Officers may see fit.

Section: 13 **Appointed Positions of the Board**

AUDITOR – The Auditor is an appointed position by the President and ratified by the Officers of. The Auditor shall select two individuals who are not part of the Board to make a committee. The Auditor and committee shall audit the books and financial records of the Chapter Treasurer semi-annually, with the final audit to be at the close of their term in office. The Auditor will present a written report to the 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.

EDUCATION COORDINATOR - The Education Coordinator is an appointed position by the President and ratified by the Officers of. 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. Two Study Groups are to be held twice a year (spring and fall). The Education Coordinator does not have a voting power.

HISTORIAN – The Historian is an appointed position by the President and ratified by the Officers of. The Historian is responsible for maintaining a written, photo and archival history of the chapter. In addition, permanently safeguard and maintain these records. The Historian is chair of the Chapter Pictorial Committee. The Historian does not have voting power.

WEBMASTER – The Webmaster shall be responsible for maintaining, upgrading, and developing the official chapter web-site. The webmaster shall recommend to the President and the Officers changes in technology that may assist with the management of the chapter's affairs.

ARTICLE XIII SPECIAL AND STANDING COMMITTEES

Nominating Committee

- a. The Nomination Committee may not be chaired or comprised of an existing Board Officer or any member who are planning on running for any office.
- b. The nominating committee will be responsible to secure nomination statements and verify the credentials of the nominee
- c. The Nominating committee will present the slate of candidates to the Officers for approval before the regular June Meeting. The list of candidates will be presented to the current membership at the June meeting.
- d. The committee will prepare the election ballot at least thirty days prior to the election meeting. The nominating committee will count the ballots and announce the results of election at the election meeting.
- e. If no nomination statements are received, it will be the responsibility of the Nominating Committee with the assistance of the Officers of, not up for election, to contact qualified individuals to secure candidates for the various offices.
- f. Following the election of Officers, the Nominating Committee is responsible for working the Secretary to send out a notification to the Chapter members of the newly elected Officers.

Other committees may be established as deemed necessary by the Officers of.

1. The Officers shall select the Chairperson of the Committees.
2. The Board will consider volunteers for these positions.
3. Each Chairperson will preside over their respective committee for a one-year term.
4. All Chairperson positions are responsible to obtain committee members as required and act as the Chair person at the respective Committee meetings.

ARTICLE XVI CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 Contracts

The Officers may authorized any Officers(s) or agent(s) of the Organization, 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 an on behalf of the Chapter. Such authority may be general or confined to specific instances.

Section 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(s) or agents(s) of the Chapter and in such manner as shall from time to time be determined by resolution of the Officers of. In the absence of such determination by the Officers of, such instruments shall be signed by the Treasure and/or Assistant Treasurer and countersigned by the President or Vice President of the Chapter. All checks issued in an amount greater than \$500 must be authorized by the President or Vice President. Any check issued directly to the Treasurer must be authorized by the President or Vice President.

Section 3 Budget

A budget shall be compiled by the Treasurer and present to the Officers of. After the Officers have approved the Treasurer's recommendation, the Budget for the upcoming year shall be presented to the membership at the October meeting and voted on by the active membership.

Section 4 Deposits

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

Section 5 Gifts

The Officers may accept on behalf of the Chapter any contribution, gift, bequest or devise for the general or special purpose of the Chapter.

ARTICLE XV AMENDMENTS

Section 1 Amendment Notification

These By-Laws may be amended, modified or added to at any regular meeting of the Organization, by a quorum vote of the paid members of the Metro Phoenix Chapter of the American Payroll Association present at the meeting.

Section 2. Errors and Inconsistencies.

Each Article and Section of these By-Laws remains in force independent of errors or inconsistencies in any other Article or Section. Such errors or inconsistencies as may be found shall be resolved by the Board,

Section 3 Privacy.

It is the policy of the Organization to encourage openness concerning its activities and membership, but the right to privacy of the members shall be respected, and neither the full name nor photograph of any member shall be published or disclosed without such member's permission. We consider the right to privacy to include freedom from being photographed without consent, and freedom from harassment, especially sexual harassment of any kind. The Organization's membership list and information about individual members shall not be sold, traded, given out, or disclosed in any way, except by explicit consent. Said list is for the use of the Board, and such committees as the Board shall appoint, for use in conducting the legitimate business of the Chapter.

**ARTICLE XV
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, in so far as they affect payroll.
5. To maintain the absolute confidentiality of payroll with 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 XVI
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 funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations to be selected by the Officers of.

The By-Laws of Metro Phoenix APA are hereby amended.

Date:

Proposed By:

Short Name:

Procedure

Standing Committee: The following is the procedure for the State Conference Committee:

State Conference Committee

- a.** The State Conference Committee can be chaired or comprised of any existing Officers of the Board. The Secretary of the Officers will be a member of the committee and shall maintain the minutes of the Conference meetings.
- b.** The State Conference Committee Chairperson will by the authorization of the Officers enter into and execute any contract needed for the State Conference.
- c.** By the authorization of the Officers a separate checking account for the purpose of payment for any indebtedness issued in the name of the State Conference will be set up.
- d.** Said Checking account will have two authorized signatories on the account.
- e.** The checking account will be maintained by the committee member designated by the Chairperson as primary on the checking account. The Treasurer of the Officers will be the second signer on the account.
- f.** Any check, drafts, or orders for the payment of money, notes, or other evidences of indebtedness shall be signed by the Chairperson and/or the designated representative.
- g.** A budget shall be compiled and submitted to the Officers prior to the State Conference Committee starting.
- h.** At the conclusion of the State Conference the Chairperson will present to the Officers a final report on the expenses of the conference.
- i.** The Officers will appoint an Audit committee that will do an audit of the checking account at the end of the State Conference. The Audit committee will present their report to the Officers and the State Conference Committee.
- j.** The Committee shall be responsible for planning and execution of a bi-annual conference.
- k.** The committee shall set up additional committees and work with these committees to make the State Conference a success.
- l.** Each sub committee will have a Chairperson who will present update status to the Chairperson and the remaining State Conference Committee.
- m.** The Chairperson will present monthly updates of the status of the Conference to the Officers and the membership.
- n.** Upon completion of the conference all records will be turned over to the Historian for the Chapters archives and entry into the National APA State Conference Contest.