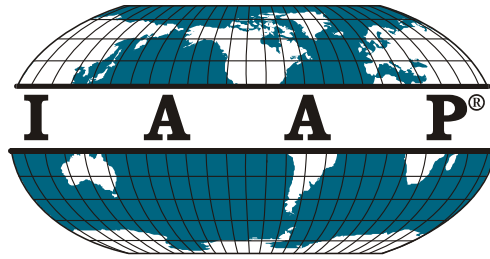


**International Association of
Administrative Professionals®**

CLIFTON CORRIDOR CHAPTER

BYLAWS AND STANDING RULES

Chartered October 29, 2008



International Association of
Administrative Professionals®

CLIFTON CORRIDOR CHAPTER / GEORGIA DIVISION BYLAWS

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BYLAWS

ARTICLE I - NAME AND LOCATION

The name of the chapter shall be CLIFTON CORRIDOR CHAPTER CHAPTER of Georgia Division, of the International Association of Administrative Professionals (IAAP®). It shall be located in Atlanta, Georgia, 30322.

ARTICLE II - MEMBERSHIP

Section 1 - Classification

There shall be four classifications of membership: Professional, Professional-Merited, Student, and Associate.

- A. A Professional Member shall be a person who is employed as an administrative professional, or has attained the Certified Professional Secretary® rating, or a teacher who is employed in the teaching of business education.
- B. A Professional-Merited Member shall be a person who has been a Professional member for ten years at the time of retirement, and has either attained the age of fifty-five years or received forced work retirement because of physical disability.
- C. A Student Member shall be enrolled as a student of business education. Membership in the Student classification shall not extend beyond four years.
- D. An Associate member is an individual, firm or educational institution that sustains the objectives of IAAP.

Section 2 - Dues and Fees

Annual Chapter dues:

- A. Professional\$30.00
- Professional Merited\$25.00
- Student.....\$25.00
- Associate Member.....\$155.00 (payable to International)

Annual Chapter dues shall be due and payable when billed by International. Any check made payable to Clifton Corridor Chapter, IAAP will be subject to a \$35.00 returned-check fee.

Section 3 - Renewal of Membership

- A. Membership shall be renewed each year by the payment of International dues and applicable Division and Chapter dues.
- B. Headquarters shall send notices of dues renewal to all members in accordance with procedures approved by the International Board of Directors.
- C. All renewal dues must be submitted to International Headquarters. Membership shall be forfeited if dues are not paid within thirty days of due date.
- D. Applicable Division and Chapter dues will be transmitted by Headquarters to the respective units in accordance with procedures approved by the International Board of Directors.
- E. The Chapter dues of any member transferring in or out of this chapter shall be prorated on a quarterly basis.

Section 4 - Fiscal Year

The IAAP fiscal year shall be July 1 through June 30.

ARTICLE III - OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION PROCEDURES, TERMS AND DUTIES

Section 1 - Officers

Chapter officers shall be a President, President-Elect, Vice President, Secretary, Treasurer, and Director (Immediate Past President).

Section 2 - Qualifications

- A. A candidate for office shall have been a Professional or Professional Merited member of an IAAP Chapter for at least one year prior to the time of nomination and shall have previously served as chair of a committee. A candidate for the office of President or President-Elect shall have served on the Board of Directors of this Chapter for at least one year, prior to nomination.
- B. No member shall hold more than one chapter office at a time. No member shall hold a Division or International office, while serving as a Chapter officer, except to allow for normal overlap in difference of installation time.

Section 3 - Nomination and Election Procedures

- A. Refer to Article VII – Committees, Section 3 – Special Committees, paragraph A, for description of Committee on Nominations.
- B. At the May chapter meeting, the Committee on Nominations shall submit a slate of one or more candidates for Chapter offices.
- C. Nominations may also be made from the floor prior to the election and such nominees shall be entered on the slate, provided they have consented to the nomination. Nominations from the floor must be seconded.
- D. A majority vote of the members present and voting at the May chapter meeting, a quorum being present (twenty-five percent (25%) of the Chapter membership shall constitute a quorum), shall be required for election. Officers shall be elected by ballot except if there is but one candidate for each office, the officers may be elected by voice vote. The Committee on Nominations shall prepare ballots.
- E. In the event no candidate receives a majority vote on the first ballot, all but the two highest for such office shall be eliminated and the balloting continued. If the vote remains a tie after the second ballot, the election shall be decided by lot.
- F. A vacancy occurring among the officers-elect between the time of election and installation shall be filled by special election at the next Chapter meeting. Nominations shall be made from the floor and all provisions previously outlined in the Section shall prevail.
- G. At least two weeks prior to the Regular Meeting in May, the Secretary shall mail, e-mail or fax all Chapter members a copy of the report made by the Committee on Nominations at the Regular Meeting in April.

Section 4 - Term

- A. Officers shall assume office on July 1 following their installation and shall serve for a term of one year, or until their successors are elected to take office.
- B. No officer shall serve more than two consecutive terms in the same office. Any Officer serving six months or more shall be deemed to have served one term. The Vice President shall automatically succeed to the office of President and shall serve more than two full terms, except that such individual shall serve any unexpired term of the office of President.

Section 5 - Duties

Chapter officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole.

A. The President shall:

1. Preside at all meetings of the Chapter and the Board of Directors.
2. Be responsible for the transaction of business in proper order, requiring strict observance of the Bylaws and Standing Rules and shall perform such other duties as custom and parliamentary usage require.
3. Subject to the approval of the Board of Directors, appoint the Chairman of all standing and special committees, except the Committee on Nominations.
4. Act as member ex-officio of all committees except the Committee on Nominations and the Tellers Committee.
5. Endeavor to serve the entire Chapter in a strictly impartial manner.
6. Be familiar with the International, Division, and Chapter Bylaws and Standing Rules.
7. Keep the membership informed as to IAAP official communications.
8. Notify the Division Treasurer and Headquarters immediately of suspended members, resignations or death of Chapter members.
9. Keep the President-Elect fully advised on all matters concerning IAAP. Work with the Treasurer and Board of Directors to prepare a proposed budget, and generally oversee the finances of the chapter.
10. Communicate effectively with the Division President.
11. Countersign checks drawn on the Chapter's funds as needed.
12. Maintain a copy of the Chapter Charter
13. Represent the chapter as the delegate at the International Convention, the District Conference, and the Division Meeting.
14. Serve as Director for one year following the expiration of the term as President.
15. Perform other duties incident to the office of President.
16. Co-chair the Public Relations Committee with the Public Relations Committee Chair to represent the organization publicly as a spokesperson to promote the best interest of IAAP and to disseminate positive and accurate information about the office support profession, including Administrative Professionals Week and Day.

B. The Vice President shall:

1. Ensure that the Chapter, Division and International Bylaws and Policies of IAAP are adhered to.
2. Succeed automatically to the office of President in July and for an unexpired term in the event of a vacancy.
3. Perform such other duties as may be requested by the President.
4. Prepares and coordinates the agenda, meeting locations, meals, reservations, and other related items for the Chapter meeting and Board or Directors meeting.
Preside at all chapter meetings and official activities.

5. Co-chair the Public Relations Committee with the President and Public Relations Committee Chair to represent the organization publicly as a spokesperson to promote the best interests of IAAP and to disseminate positive and accurate information about the office support professionals, including Administrative Professionals Week and Day.
6. Represent the chapter as the alternate at the International Convention, the District Conference, and the Division Meeting.
7. Approve payment of outstanding chapter debts.
8. Chair the Parliamentary Committee.
9. Chair the Membership Committee, in the event that a Committee Chair is not appointed.

C. The Secretary shall:

1. Keep an accurate record of all Chapter and Board of Directors meetings and provide copies of Board minutes to the Board members and copies of the Chapter minutes to the Chapter membership.
2. With the help of the Membership Committee Chair, maintain an attendance record of chapter meetings.
3. Maintain up-to-date copies of International, Division and Chapter Bylaws and Standing Rules.
4. Perform such other duties as may be assigned by the Board of Directors.
5. Conduct the correspondence of the Chapter at the direction of the President and/or Board of Directors.
6. Oversee/work with the Programs Committee Chair to ensure that all Chapter members receive notice (at least three to seven days in advance) of changes in the regular meeting date, time, or location, etc.
7. Mail and/or email to all Chapter members, at least seven days in advance, the date and time of any Special Meetings of the Chapter, specifying the principal business of the meeting.
8. With instructions from the President or Vice President, the emails should be sent to the Board or Chapter members. Emails will be from International, Southeast District, Georgia Division, Georgia Chapters and Clifton Corridor Chapter.
9. Handle information about the Chapter that is to be sent to the other chapters as well as Georgia Division and International.

D. The Treasurer shall:

1. Work with the Membership Chair to ensure that all reinstatement applications, new member applications, and forms requesting transfer of membership are collected and submitted to International for processing, together with dues payments.
2. Have custody of the Chapter funds, making disbursements only as authorized by the Board of Directors, either by specific action or by adoption of a budget to be administered by the Board of Directors.
3. Pay all approved bills promptly by check to be countersigned by the President as needed.

4. Keep the books on a current basis and make a monthly budget and financial report to the Board of Directors.
 5. Keep a file of all monthly Treasurers' reports.
 6. Prepare and submit all forms required by the Internal Revenue Service by the specified date as needed.
 7. Prepare a complete financial report for the period of the term office.
 8. Deliver books to the auditor on or before July 10.
 9. Perform such other duties as may be assigned by the Board of Directors.
- E. The Director shall serve as an advisor to the Board and perform such other duties as may be delegated by the President or the Board of Directors.

Section 6 - Vacancies

- A. In the event of a vacancy in the Office of President, the Vice President shall succeed to the Office of President for the unexpired term. In addition to serving the unexpired term, the individual shall continue in the Office of President for the following year in accordance with Section 5, Paragraphs 2-3.
- B. In the event of a vacancy in the office of Vice President due to succession to the presidency or for any other reason, the vacancy shall be filled for the unexpired term by special election to take place preferably at the next regular Chapter meeting following creation of the vacancy, and no later than the following month. Nominations shall be made from the floor, and all provisions previously outlined in this Article shall prevail.
- B. In the event of a vacancy in the Office of both President and the Vice President, the Secretary shall succeed to the Office of President for the unexpired term. In addition, that individual shall continue in the Office of President for the following year. If the Secretary is unable to assume the office, the offices of President and Vice President shall be filled at the next regular Chapter meeting following creation of said vacancies, and no later than the following month. Nominations shall be made from the floor, and all provisions previously outlined in this Section shall prevail.
- C. In the event of a vacancy in any other office, such vacancy shall be filled for the unexpired term by special election to take place at the next regular Chapter meeting. Nominations shall be made from the floor, and all provisions previously outlined in this Article shall prevail.
- E. Any officer unable to perform the duties of the office for any reason whatsoever for a period of forty-five (45) days shall be required to submit a written resignation to the Board of Directors. If such resignation is not received within fifteen (15) days, the Board of Directors may declare the office vacant, and such office shall be filled in accordance with Paragraphs A through D of this Section.

- F. If, in the opinion of the Board of Directors, any officer shall fail to perform the duties of the office satisfactorily, the Board of Directors shall have the authority to request a resignation, however, such action shall require ratification by a majority of the membership eligible to vote, by ballot, at the next regular Chapter meeting. If the resignation is not received by the Secretary within five (5) days following such ratification, the Board of Directors may declare the office vacant and such office shall be filled in accordance with Paragraphs A through D of this Section.

Section 7 - Transfer of Records

All records pertaining to any office are the property of the Chapter and must be transferred as directed by the Board of Directors within thirty (30) days by the person vacating the office for any reason whatsoever, with the exception of the Treasurer, who shall turn over all records to the person or persons appointed to make the audit.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 - Composition

The Board of Directors shall be composed of the officers of the Chapter, Chairmen of the Standing Committees, and one automatic Director, who shall be the Immediate Past President. The following positions will not take effect until fiscal year 2010 (July 2009-June 2010)

Section 2 - Duties

The Board of Directors shall:

1. Carry out the policies and objectives of IAAP.
2. Transact and supervise the affairs of the Chapter.
3. Approve all bills for payment of expenditures.
4. Transact business in person, by postal mail, courier service, electronic communication, or conference call.
5. Ensure your Chapter participates in at least one **IMPACT IAAP** program during the year.

Section 3 - Meetings

Regular meetings of the Board of Directors shall be held the first Tuesday of each month, unless otherwise designated by the vote of the Board of Directors. Special meetings may be called by the President or by a majority vote of the Board of Directors.

Section 4 – Voting

Half of the members of the Board of Directors, plus one, must be present for any voting decisions to constitute effective action.

ARTICLE V - CHAPTER MEETINGS

Section 1 - Regular Meetings

Regular meetings of the Chapter shall be held on the third Thursday of each month. If deemed advisable, the date of a regular meeting may be changed by the Chapter upon majority vote of eligible members present and voting at any preceding meeting or by the Board of Directors. In the event of a changed meeting, the Secretary shall notify all members three to seven (3-7) days in advance.

Section 2 - Special Meetings

Special meetings may be called by the President, by a majority of the Board of Directors, or by one-third of the membership, provided notice specifying the principal business of the meeting is given to all members at least seven days prior to the date of the special meeting.

Section 3 - Annual Meeting

- A. The regular June meeting in each year shall be the Annual Meeting of the Chapter.
- B. Officers shall be installed at the Annual Meeting.
- C. Each Chapter officer shall be presented with a pin emblematic of the office at the time of installation.
- D. Twenty-five percent (25%) of the Chapter membership shall constitute a quorum for any regular or special meeting except as provided for elsewhere in these Bylaws and Standing Rules.

ARTICLE VI - REPRESENTATION

Section 1 - The Delegate and Alternate of the Chapter to the International Convention and the Georgia Division Annual Meeting shall preferably be the President and Vice President. In the event that the President and/or Vice President are unable to attend, a Delegate and/or Alternate shall be selected preferably from the Board of Directors.

Section 2 - It shall be the duty of the Delegate to attend all meetings and to represent the Chapter in all matters coming before the International Convention and Georgia Division Annual Meeting and to provide a written report of the proceedings to the Chapter as soon as practical following such event.

Section 3 - In the event no Delegate or Alternate is sent to the International Convention, a proxy vote for the Chapter may be given to the Georgia Division Annual Meeting Delegate with proper instructions. A written proxy, as authorized by the Chapter, shall be executed by its President and Secretary and shall be processed by Headquarters no later than 15 days prior to the date of the convention.

ARTICLE VII - COMMITTEES

Section 1 - Standing Committees

Standing Committees of this Chapter (but not limited to) shall include the following:

- Membership
- Public Relations
- Program
- Special Committees (including Nominating)

Section 2 - Duties of the Standing Committees

- A. Membership Committee shall stimulate interest in the stabilization of membership and the enrollment of new members. The Committee shall assist the Treasurer, as needed, with processing new member applications and transfers. The Committee shall also compile and maintain an accurate roster of Chapter membership, and provide each member with a copy and to the Board of Directors at the monthly Board meetings. The Committee shall also institute and execute plans to stimulate interest and participation in the Certified Professional Secretary Program and have the responsibility of the development and advancement of the educational activities within the Chapter. The Committee will also recognize members special occasion/events (i.e., birthdays, illnesses, promotions) with notes, cards, etc.
- B. Public Relations Committee will be a combination of the Newsletter Committee, Website Committee, The Scrapbook Chair/Chapter Photographer.
 - 1. Newsletter Committee shall:
 - a) Research, prepare, and distribute a newsletter approximately every eight weeks

- b) Strive to secure favorable publicity through the media resources available at Emory University, and inform the public of the activities of the Chapter and IAAP.
- 2. Website Committee: shall:
 - a) Update and maintain accuracy of the Chapter's website on the Chapter's website (www.iaap-ccc.org) as needed.
- 3. Scrapbook Chair/Chapter Photographer shall:
 - a) Prepare a scrapbook for the current President as a memento of their year of service. This will be presented at the Chapter's annual meeting or the Chapter Installation Ceremony.
 - b) Also keep and maintain the Chapter's camera and will take all pictures as needed by the Chapter to include: chapter meetings, pictures for newsletter, and any special photographs.
 - c) Appoint an alternate to take pictures in their absence at any chapter function.
- C. Program Committee will plan and execute all programs/seminars to be presented at Chapter meetings. Assist the President with planning of guest speakers for Chapter meetings. Be responsible for making all necessary arrangements for the regular special membership meetings. Assist the Secretary, as necessary, with sending meeting notices to membership.

Section 3 - Special Committees

Special Committees, except the Committee on Nominations, may be appointed when deemed necessary by the President to perform functions not performed by the Standing Committees and shall serve until the purpose for which they are appointed has been fulfilled.

- A. The Committee on Nominations shall consist of a Chairman (the immediate Past President) and two Chapter members (who are not on the Board of Directors). The Committee should be named and in place by the April chapter meeting.
 - 1. All members of the Committee shall have been active members for at least one year.
 - 2. No member may serve on the Committee on Nominations for two consecutive years.
 - 3. The Committee shall execute the duties as prescribed in Article III, Section 3, Nomination and Election Procedures, of these Bylaws.

Section 4. – Responsibility to Board of Directors

All committees shall be directly responsible to the Board of Directors, with the exception of the Committee on Nominations and Tellers Committee, and shall submit all plans, prior to execution, to the Board of Directors for approval.

Section 5 – Chair Vacancy

The President may, with the approval of the Board of Directors, declare a committee chairmanship vacant because of nonperformance of duties and appoint a successor.

Section 6 – Transfer of Files

All committees shall within thirty (30) days after the conclusion of their appointment transfer their files to their successors or the Board of Directors.

Section 7 – Committee Annual Report

Each Committee Chairman shall, upon request, file an Annual Report with the President.

ARTICLE VIII - AUDIT

Section 1 - An audit shall be made of the Clifton Corridor Chapter books and financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within 45 days after the close of the fiscal year on June 30. A written report of the audit shall be submitted to the Board of Directors for review during the September Board of Directors meeting, after which the auditor's report, together with the books and financial records, shall be transferred to the incumbent Treasurer.

Section 2 - In the event of a vacancy in the office of Treasurer, an audit shall be made of the Clifton Corridor Chapter books and financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within 45 days after receipt of the books and financial records. A written report of the audit shall be submitted to the Board of Directors for review during the next Board of Directors meeting, after which the auditor's report, together with the books and financial records shall be transferred as directed by the Board of Directors.

ARTICLE IX - DISSOLUTION

In the event of dissolution, abandonment, or termination of the Charter of this Chapter, no income, contribution, or any other revenue of funds shall accrue to the benefit of any individual or of any group not affiliated with IAAP; and any and all assets then possessed by the Chapter,

after current indebtedness has been paid, shall be delivered forthwith to the International Association of Administrative Professionals Retirement Trust Foundation.

ARTICLE X - AMENDMENTS

Section 1 – Bylaws

These Bylaws may be amended by a two-thirds vote of the members present and voting at any regular meeting of the Chapter, a quorum being present, provided the text of the proposed amendment has been submitted to the membership either in writing at least seven (7) days prior to the meeting or by reading at the previous regular meeting. An amendment not previously submitted to the membership may be adopted by a unanimous vote of the members present and voting, a quorum being present.

Section 2 – Standing Rules

Standing Rules may be adopted without notice by a majority vote of the members present and voting, a quorum being present. They may be amended or rescinded by a two-thirds vote of the members present and voting, a quorum being present, without previous notice, and by a majority vote if notice was given at a previous meeting.

Section 3 – Automatic Corrections

Automatic grammatical, punctuation, and correlation corrections in these Bylaws and Standing Rules, or amendments thereto, which in no way alter the intent of the respective Bylaws and Standing Rules, or amendments thereto, shall be effected by the Bylaws and Standing Rules Committee.

Section 4 – Editing

Editing changes in the Bylaws and Standing Rules, necessitated by amendments to the International and/or Division Bylaws and Standing Rules shall be effected by the Bylaws and Standing Rules Committee.

ARTICLE XI - ENACTMENT

These Bylaws and/or amendments thereto, shall become effective upon adoption, unless otherwise specified, subject to review and final approval by the Division Bylaws and Standing Rules Committee.

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(i) CLIFTON CORRIDOR CHAPTER

Article II. STANDING RULES

October 2008

IAAP

Article I. Clifton Corridor Chapter Standing Rules

1. The expenses of the Delegates (Chapter President and Vice President) to the International Convention and Georgia Division Annual Meeting shall be paid from the chapter's annual responsibility budget provided by the Clifton Corridor Chapter. Expenses for the Chapter President to attend the Certification & Development Workshop (CDW) shall also be paid from the chapter's responsibility budget, provided sufficient funds are available. If sufficient funds are not available from the responsibility budget the expenses shall be paid from the Chapter checkbook. Expenses shall include registration, transportation, lodging, meals, and any other expenses deemed necessary by the Board of Directors. Expenses should be practical, economical, and within limits set by Clifton Corridor Chapter for business travel.
2. The expenses of the Alternate (Vice-President) to the International Convention and Georgia Division Annual Meeting shall be paid/reimbursed by their respective department/management. In the event the Alternate attends the meetings in place of the Delegate, their expenses shall be provided for as stated in paragraph 1 above.
3. A Delegate or Alternate who is to receive reimbursement for expenses to an International Convention or Georgia Division Annual Meeting shall present an account of expenses to the Board of Directors within 30 days following the closing date of the said meetings.
4. During the regular April meeting, if there is more than one candidate for an office, the President shall appoint three Tellers (excluding members of the Committee on Nominations), designating one as Chair. The Tellers Committee shall distribute and collect the ballots, tally the votes, and report the results to the President who shall then declare the officers of the Chapter duly elected.
5. The offices of President, Vice President and Treasurer shall be bonded in the amount of \$10,000 (ten thousand dollars). The annual premium shall be paid from the Chapter's checkbook funds.
6. The retiring President may be presented with a token of appreciation as compensation for service rendered.
7. The Chapter anniversary shall be observed at the regular April meeting, based on the Chapter's chartering date of October 29, 2008.

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These Standing Rules and/or amendments thereto, shall become effective upon adoption, unless otherwise specified, subject to review and final approval by the Division Bylaws and Standing Rules Committee.

Standing Rules Adopted

Approved by Division Bylaws and Standing Rules Committee

Date: April 13, 2010