

Colonial Capital Chapter of the American Payroll Association

BY-LAWS

Article I – Name and Definitions

- Section 1: The name of this organization shall be the Colonial Capital Chapter of the American Payroll Association (APA).
- Section 2: Definitions of terminology used throughout these bylaws.
- a. Institute - American Payroll Institute, Inc., the name of the incorporated entity of the American Payroll Association.
 - b. Association - the American Payroll Association (APA); the association of the American Payroll Institute, Inc., headquartered in New York, NY.
 - c. Colonial Capital Chapter - the Colonial Capital Chapter of the American Payroll Association (APA), the association of the American Payroll Institute, Inc.
 - d. Regular Member - a member in good standing (dues paid) of both the American Payroll Institute, Inc. (American Payroll Association), headquartered in New York, and the Colonial Capital Chapter of the American Payroll Association; see Article III.
 - e. Associate Member - a member in good standing (dues paid) of the Colonial Capital Chapter of the American Payroll Association, as defined in Article III, Section 3.
 - f. Regular meeting - membership meeting, as defined in Article IV, Section 1.
 - g. Board - all officers as defined in Article IV, Section 1.
 - h. Quorum - for regular meetings - one quarter of the members (Regular and Associate), as defined in Article I, Sections 2(d) and 2(e).
 - i. Quorum - for board meetings - two thirds of officers, as defined in Article IV, Section 1.

Article II - Purpose

Section 1: The Colonial Capital Chapter of the American Payroll Association is a non-profit, educational organization that embraces the Objectives and Code of Ethics of the American Payroll Association.

a. Objectives:

1. To increase professional payroll skills through education and mutual support.
2. To gain recognition for payroll as the profession it has become in the contemporary business and legislative environment.

b. The code of ethics

1. To be mindful of the personal aspect of the payroll relationship between the employer and the employee, and to ensure that harmony is maintained through constant concern for the payroll professional's fellow employees.
2. To strive for 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, actions on the part of regulatory bodies, and the like, 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 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.

Article III - Membership

- Section 1: A Regular Member shall be a person actively engaged in or closely related to the payroll profession, who has received membership status in the Institute, and who has paid the required dues to the Colonial Capital Chapter of the American Payroll Association as specified in Article VI, Section 1 of these bylaws.
- Section 2: An Associate Member shall be a person actively engaged in or closely related to the payroll profession who has paid the required dues to the Colonial Capital Chapter of the American Payroll Association as specified in Article VI, Section 2.
- Section 3: Associate Membership shall be limited to 25% of the total membership of the Chapter as determined by the Membership Committee on or about May 1 of each Chapter year. An Associate Member must be sponsored for Associate Membership by a Regular Member. An employer must have at least one (1) Regular Member to be eligible for Associate Memberships. The following schedule sets forth the number of Associate Memberships available to employers:
- Section 4: Membership is granted on an individual basis only.

Article IV - Officers

- Section 1: The officers of the Colonial Capital Chapter shall be President, Vice President, Secretary, and Treasurer, nominated and elected by the members (Regular and Associate) of the Colonial Capital Chapter. All officers shall be Regular Members, as defined in Article III, Section 1.

Section 2: Duties of the officers shall be as follows:

- a. The President shall lead, plan, and direct activities of the Colonial Capital Chapter; conduct and preside over meetings and conferences; and periodically form working committees that will perform assigned tasks. The President shall be an ex-officio member of all committees and shall be responsible for examining the financial records of the Chapter annually.
- b. The Vice President shall assist the President in all administrative functions, and will fulfill/assume presidential responsibilities in the event of the President's absence or inability to complete the term of office. Should this event occur, a new Vice President shall be elected.
- c. The Secretary shall be responsible for recording minutes, resolutions, votes and any other pertinent issues and shall safeguard and maintain the permanent records of the office. The Secretary shall represent the Colonial Capital Chapter in matters between the Chapter and the various government agencies.
- d. The Treasurer shall collect all monies due, manage the chapter finances, sign checks, prepare monthly financial reports for the membership and shall safeguard and maintain the permanent records of the office. The Treasurer shall also coordinate activities and correspondence with the national organization of the American Payroll Association; serve as ex-officio of the Membership Committee; and actively work to promote the Chapter and its activities.
- e. To assure that business of the Colonial Capital Chapter of the American Payroll Association can be conducted at each meeting; all officers are expected to attend Board meetings as scheduled by the President. Attendance by telephone is considered to be in attendance.

Section 3: The term of office for the President, Secretary, and Treasurer shall be two years. Elections shall be held in November, in accordance with Election Guidelines maintained by the Nominations and Elections Committee. Changes to Election Guidelines may be made by a majority vote of the Board; Term of office begins December 1 and expires November 30 of the second year. Incumbent officers are eligible for reelection, not to exceed two consecutive terms in the same office.

Section 4: Officers may be removed from office by a **two-thirds majority vote** of voting

members present. Officers may be recommended for removal by a two-thirds majority vote of fellow officers. Failure to carry out responsibilities of the respective office warrants removal.

Article V - Voting

- Section 1: Only members (Regular and Associate) of the Colonial Capital Chapter are eligible to vote in Chapter meetings. Only officers are eligible to vote in Board meetings.
- Section 2: Each member may cast one (1) vote. The Nominations and Elections Committee will validate all ballots.
- Section 3: Members may vote absentee. Absentee ballots must be received by the Nominations and Elections Committee Chairperson seven days prior to the elections.
- Section 4: Voting is by plurality of members (Regular and Associate) present and absentee ballots received except as noted in Article IV, Section 5. A quorum will not be required.
- Section 5: The President shall not vote unless it becomes necessary to break a tie vote.

Article VI - Dues

- Section 1: Membership dues for the Colonial Capital Chapter will be set by the Board.
- Section 2: Membership dues for Associate Members will be at least 120% of the amount paid by Regular Members.
- Section 3: Dues will be payable in January each year
- Section 4: Membership dues are due during the month of January. Membership will lapse for any member who has not paid dues by April 1. Reinstatement will be upon receipt of membership dues.
- Section 5: New members who join in the months of October through January will have their membership continued for the following calendar year.

Article VII - Meetings

- Section 1: Chapter meetings will be held regularly as scheduled by the board. There shall

be no regular meeting in January. If a meeting conflicts with a holiday or an event of the national American Payroll Association, an alternate meeting date will be selected by a majority vote of officers.

Section 2: A schedule of regular meetings and seminars/workshops will be submitted to the Institute and to Colonial Capital Chapter members (Regular and Associate) at least quarterly.

Section 3: Meetings of this Chapter shall be conducted in accordance with *Robert's Rules of Order Newly Revised*, except where superseded by other Articles within these bylaws.

Section 4: All individuals not defined, as Regular Members in accordance with the by-laws shall be required to pay at least 120% of the meeting fee charged to Regular Members for regular meetings.

Article VIII - Amendments

Section 1: These by-laws may be amended by a majority vote of the members (Regular and Associate) voting, as long as a quorum of the membership is represented. To notify the membership of an upcoming vote, proposed by-laws changes will be announced at least three weeks in advance through a separate notice either by electronic or paper mailing. The proposed by-laws changes will be posted on the Associations Web site after notification to the membership.

Adopted: 2006

Amended: