



**International Association of
Administrative Professionals®**

ALABAMA POWER CHAPTER

ALABAMA DIVISION

BYLAWS AND STANDING RULES

**Chapter Chartered
June 27, 2004**

**Bylaws and Standing Rules
Ratified by Board on August 17, 2004
Adopted on August 19, 2004**

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BYLAWS

ARTICLE I - NAME AND LOCATION

The name of this Chapter shall be Alabama Power Chapter of IAAP (International Association of Administrative Professionals). It shall be located at the Alabama Power Company Corporate Headquarters in Birmingham, Alabama.

ARTICLE II - MEMBERSHIP AND DUES

Section 1. Classification and Qualification of Membership

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

- A. A Professional Member shall, at the time of admission to membership, be a person who is, or within the last two years has been, employed as an administrative professional or who has attained the Certified Professional Secretary® and/or the Certified Administrative Professional® rating; or a teacher who is employed in the teaching of business education.
- B. A Professional-Merited Member shall be a member who has been a Professional Member for five 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, or has been a teacher of business education. A Professional-Merited Member shall not serve as a Delegate or Alternate at the International level.
- C. A Student Member shall, at the time of admission to membership, be enrolled as a student of business education. Membership in the Student classification shall not extend beyond four years. A Student Member shall not serve as a Delegate or Alternate at the International level. A Student Member shall not have voting privileges.
- D. An Associate Member shall be an individual, firm, or educational institution which sustains the objectives of IAAP. An Associate Member shall not serve as a Delegate or Alternate at the International level.

Section 2. Dues

Annual dues for this Chapter shall be:

- A. Professional Member \$10.00
- B. Professional Merited Member Waived
- C. Student Member Waived
- D. Associate Member *

*Associate Member dues are set by International with appropriate portion remitted to the Chapters.

Section 3. Renewal and Reinstatement

Renewal and Reinstatement of Membership shall be in accordance with International Bylaws Article VII.

Section 4. Fiscal Year

The IAAP Fiscal Year shall be July 1 through June 30.

Section 5. Waiving of Chapter Dues

The Chapter dues of any Professional Member may be waived in the event of the member's becoming physically incapacitated, at the discretion and approval of the Board of Directors under the following provisions:

- A. Such member does not meet the qualifications for Professional-Merited Membership.
- B. Such member's physical status shall be reviewed annually and Chapter dues waived until the qualifications for Professional-Merited Membership are met.

ARTICLE III - OFFICERS, ADVISORY DIRECTORS, QUALIFICATIONS, NOMINATION AND ELECTION PROCEDURES, TERM, AND DUTIES

Section 1. Officers

The Chapter officers shall be the President, President-Elect, First Vice President, Second Vice President, Third Vice President, Administrative Secretary, Membership Secretary, Treasurer, and Immediate Past President.

Section 2. Advisory Directors

With the exception of the Immediate Past President, the previous five Presidents shall serve as Chapter advisory directors. The advisory director must be a current Professional or Professional-Merited member of the Chapter.

Section 3. Qualifications

- A. A candidate for the office of President and President-Elect shall have served as an officer of this Chapter during the current term and shall be employed full time in accordance with the IAAP definition of an Administrative Professional at the time of election. In the event that all current officers are unable to serve in this capacity, the candidate shall have served on the Board of Directors of this chapter for at least one year.
- B. No member shall hold more than one Chapter office at a time. While serving as a Chapter officer, no member shall hold a Division or

International office, except to allow for normal overlap in installation times.

Section 4. Nomination and Election Procedures

- A. At the March business meeting, the Nominating Committee shall submit to the membership a slate of one or more candidates for each office, giving the qualifications of each candidate.
- B. Nominations may also be made from the floor at the March business meeting and such nominees shall be entered on the slate, provided they have consented to the nomination and are prepared to provide copies of their qualifications to all members at the time of nomination. Nominations from the floor must receive two seconds.
- C. A majority vote will be conducted by ballot at the April meeting. If there is but one candidate for each office, the officers may be elected by voice vote.
- D. If no candidate receives a majority vote on the first ballot, all but the two receiving the highest number of votes for each 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.
- E. At the April meeting, the President shall appoint a Tellers Committee which shall be responsible for distributing and collecting the ballots and for tallying votes. After votes are tallied, the chair of this committee shall report the results of the election to the President who shall declare the officers of the Chapter duly elected.

Section 5. Term of Office

- A. The term of office shall begin on July 1 and continue through June 30.
- B. The President and President-Elect shall not serve consecutive terms.
- C. Other officers shall serve no more than two consecutive terms in the same office. Any officer serving six months or more in an office shall be deemed to have served one term.

Section 6. 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. Keep the Division President and Chapter President-Elect fully informed on all matters concerning the Chapter.

3. Appoint the Chairmen of all Committees, except the Nominating Committee, within thirty (30) days after installation, subject to the approval of the Board of Directors.
4. Serve as a member ex-officio of all committees except the Nominating Committee.
5. Call special meetings of the Board of Directors when deemed necessary.
6. Approve all invoices to be paid by the Treasurer.
7. Endeavor to serve the entire Chapter in a strictly impartial manner.
8. Be familiar with the International, Division and Chapter Bylaws and Standing Rules.
9. Keep the membership informed as to IAAP official communications.
10. Perform other duties incidental to the Office of President, or as may be assigned by the Board of Directors.

B. The President-Elect shall:

1. Assist the President in all ways.
2. Assume the duties and powers of the presidency in the absence of the President.
3. Be alert to all Chapter, Division, and International activities so as to be adequately prepared to serve as the presiding officer.
4. Serve as Chairman of the Strategic Planning Committee.
5. Serve as a member ex-officio of the following committees:
 - a. Scholarship
 - b. Seminar
6. Succeed automatically to the Office of President at the conclusion of the term as President-Elect.
7. Succeed to the Office of President, in the event of a vacancy in that office, and serve for the unexpired term.
8. Perform such other duties as may be assigned by the Board of Directors.
9. No later than March, appoint a candidate to serve as President-Elect and present this candidate to the membership.

- C. The First Vice President shall:
 - 1. Assist the President and President-Elect in all ways.
 - 2. Assume the duties and powers of the presidency in the absence of the President and President-Elect.
 - 3. Be alert to all Chapter, Division, and International activities so as to be adequately prepared to serve as the presiding officer.
 - 4. Serve as a member ex-officio of the following committees:
 - a. Bosses' Day
 - b. Chaplains
 - c. Hospitality
 - d. Programs and Social
 - 5. Perform such other duties as may be assigned by the Board of Directors.

- D. The Second Vice President shall:
 - 1. Assume the duties and powers of the presidency in the absence of the President, President-Elect, and the First Vice President.
 - 2. Be alert to all Chapter, Division, and International activities so as to be adequately prepared to serve as the presiding officer.
 - 3. Serve as a member ex-officio of the following committees:
 - a. Community Affairs
 - b. Publicity
 - c. Web Site
 - 4. Perform such other duties as may be assigned by the Board of Directors.

- E. The Third Vice President shall:
 - 1. Serve as a member ex-officio of the following committees:
 - a. Intern
 - b. Newsletter
 - c. Scrapbook and Photographer
 - 2. Perform such other duties as may be assigned by the Board of Directors.

- F. The Administrative Secretary shall:
 - 1. Keep accurate minutes of all Chapter meetings, provide copies

to the Board of Directors for additions or corrections prior to the following Chapter meeting, and provide copies to members upon request.

2. Keep accurate minutes of all Board of Directors meetings and provide copies to the Board of Directors prior to the following Board meeting.
 3. Have custody of the Chapter Charter and other official documents.
 4. Have available at all meetings up-to-date copies of the International, Division and Chapter Bylaws and Standing Rules.
 5. Give notice of all special meetings as directed by the President.
 6. Bring to the attention of the Board of Directors all correspondence received.
 7. Following the installation of officers, file the names and addresses of the President and Administrative Secretary with the local Chamber of Commerce and keep such information up-to-date throughout the year.
 8. Serve as a member Ex-Officio of the following committees:
 - a. Bylaws and Standing Rules
 - b. Parliamentary Advisor
 9. Perform such other duties as may be assigned by the Board of Directors.
- G. The Membership Secretary shall:
1. Maintain, at all times, an accurate roster of the Chapter membership as furnished by the Treasurer.
 2. Acknowledge letters of resignation from membership, upon acceptance by the Board of Directors, over the signature of the President.
 3. Collect membership applications together with dues payments, and forms requesting transfer of membership, and submit a New Member and Reinstatement Form to International for processing.
 4. Notify International and the Division Treasurer immediately regarding a change in address, membership status, or in the event of the death of a member.
 5. Serve as a member Ex-Officio of the following committees:

- c. Directory
 - d. Membership
 - e. Regional Members
 - f. Student Chapters
6. Perform such other duties as may be assigned by the Board of Directors.
- H. The Treasurer shall:
- 1. Be bonded as stipulated by the International Board of Directors, with the premiums to be paid from Chapter funds.
 - 2. Have custody of all Chapter funds, making disbursements only as authorized by the Chapter, 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. Any check exceeding the amount of \$500, must be signed by Treasurer and President.
 - 4. Keep the books on a current basis and provide copies to the Board of Directors for additions or corrections at each Board meeting and provide copies to members upon request.
 - 5. Prepare a mid-year analysis of the budget for the Board of Directors and the membership.
 - 6. Prepare a detailed financial report for presentation at the Annual Meeting and a complete financial report for the fiscal year.
 - 7. Deliver books to the auditor on or before the date set by the Board of Directors.
 - 8. Perform other such duties as may be assigned by the Board of Directors.

Section 6. Vacancy

- A. In the event of a vacancy in the office of President, the President-Elect shall succeed to the office for the unexpired term and shall continue in the office of President for the following year.
- B. In the event of a vacancy in the office of President-Elect due to succession to the presidency or for any other reason, the First Vice President shall assume the duties of the President-Elect for the unexpired term. At the end of the term, the position of President-Elect will be considered vacant and will be filled according to Section 3 – Nomination and Election Procedures.

- C. If the Vice President is unable to assume the office, the offices of President and President-Elect shall be filled at the next regular Chapter meeting and no later than the following month. Nominations shall be made from the floor, and all provisions previously outlined shall prevail. In addition, the individual shall be eligible to seek election to the office of President for the following year.
- D. In the event of a vacancy in any other office, such vacancy shall be filled for the unexpired term as deemed appropriate by the Board of Directors.
- E. Any officer unable to perform the duties of the office for any reason whatsoever for a period of more than sixty (60) days shall be required to submit a written resignation to the Board of Directors.
- F. If the Board of Directors determines that any officer has failed to perform the duties of the respective office for a period of at least sixty (60) days, the Board of Directors shall request the resignation of such officer from the respective office. If such resignation is not received by the Board of Directors within fifteen (15) days after requested, the Board of Directors is empowered to and shall thereupon declare such office vacant and such office shall be filled in accordance with the provisions 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 this Chapter.

Section 2. Duties

It shall be the duty of the Board of Directors to carry out the policies and objectives of IAAP and to conduct the business of the Chapter between regular meetings in accordance with the provisions of these Bylaws and Standing Rules and the wishes of the membership.

Section 3. Meetings

- A. Regular meetings of the Board of Directors shall be held monthly at a time and place designated by the Board of Directors. Special meetings may be called by the President or by a majority of the Board of Directors.

- B. The outgoing Board of Directors shall meet with the incoming Board of Directors within 30 days after the Annual Meeting of the Chapter.

Section 4. Quorum

A majority of the Board of Directors shall constitute a quorum for any meeting, and a vote of the majority of those present and voting, a quorum being present, shall constitute effective action. In the event circumstances warrant, a vote may be taken by email and a quorum shall constitute effective action.

ARTICLE V - COMMITTEES

Section 1. Standing Committees

Standing Committees shall be composed of a Chairman and one or more members.

Section 2. Duties

Standing Committees and their duties are as follows:

A. Nominating Committee –

1. Consists of a chairman and two to four members to be appointed by the President-Elect.
2. In accordance with Article III, Section 3, A, submits to the membership a slate of candidates, accepts nominations from the floor, and prepares the ballots for election.

B. Bylaws and Standing Rules Committee -

1. Receive all suggestions for amendments and/or propose amendments to the Bylaws and Standing Rules of this Chapter, prepare them in proper form, and submit them for action by the membership in accordance with Article X of these Bylaws.
2. Maintain conformity in Chapter Bylaws and Standing Rules with the International and Division Bylaws and Standing Rules.
3. Submit Chapter Bylaws and Standing Rules and/or amendments thereto to the Division Bylaws and Standing Rules Committee for review and approval in accordance with the Division Bylaws and Standing Rules.
4. Assist the Board of Directors and the membership in preparing and submitting Amendments and/or Resolutions to the International and/or Division Bylaws and Standing Rules on behalf

of the Chapter.

5. Review amendments to International and/or Division Bylaws and Standing Rules proposed by other units of IAAP and make recommendations to the Board of Directors.

Section 3. Special Committees

Special Committees may be appointed by the President, subject to approval by the Board of Directors, when deemed necessary for the efficient operation of the Chapter.

Section 4. Responsibility

- A. All committees, except the Nominating Committee, shall be directly responsible to the Board of Directors and shall submit all plans, prior to execution, to the Board of Directors for approval.
- B. Each committee Chairman shall file reports as requested by the Board of Directors.
- C. All committees, within thirty (30) days after the conclusion of their appointments, shall transfer their files to their successors or as directed by the Board of Directors.

Section 5. Vacancy in Committee Chairmanship

- A. The President may, upon approval of the Board of Directors, declare a committee chairmanship vacant because of nonperformance of duties and appoint a successor.
- B. In the event of a vacancy for any other reason, the President shall appoint a Chairman to fill the vacancy, subject to approval of the Board of Directors.

ARTICLE VI - MEETINGS

Section 1. Regular Meetings

Regular meetings of this chapter shall preferably be held the third Thursday of each month, during business hours. If deemed advisable, the date of the 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 Administrative Secretary shall notify all members three to seven 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. Quorum

Twenty-five percent of the Chapter membership shall constitute a quorum for the conduct of any business at a regular or special meeting.

Section 4 Annual Meeting

- A. The regular June meeting of each year shall be the Annual Meeting of the Chapter and the business portion shall be a closed meeting.
- 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,

ARTICLE VII - REPRESENTATION

Section 1. The Delegate and the Alternate to the International Convention, the Southeast Division Conference, and the Division Annual Meeting shall preferably be the President and the President-Elect, respectively.

In the event the President is unable to attend, the Immediate Past President shall be the Delegate and the President-Elect shall be the Alternate.

In the event neither the Immediate Past President, the President, nor the President-Elect is able to attend, the Delegate and Alternate shall be elected by the membership, selected preferably from the Board of Directors.

Section 2. It shall be the duty of the Delegate and Alternate to attend all meetings and represent the Chapter in all matters coming before the International Convention, Southeast Division Conference, and the Division Annual Meeting. A written report of the proceedings shall be made to the Chapter.

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 Alabama 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 VIII - AUDIT

Section 1. Audit

An audit shall be made of the Alabama Power Chapter financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within 30 days of the close of the fiscal year. 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 to the incumbent Treasurer.

Section 2. Vacancy in the office of Treasurer

In the event of vacancy in the office of Treasurer, an audit shall be made of the Chapter financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within 30 days after receipt of the records, a written report covering the audit submitted to the Board of Directors, and the records transferred as directed by the Board of Directors.

ARTICLE IX - DISSOLUTION

Section 1. Dissolution

In the event of dissolution, abandonment, or termination of the Charter of this Chapter, no income, contribution or other revenue or funds shall accrue to the benefit of any individual or of any group not affiliated with IAAP. Any and all assets then possessed by the Chapter, after current indebtedness has been paid, shall go and be delivered forthwith to the IAAP Alabama Division.

ARTICLE X - AMENDMENTS

Section 1. Bylaws

These Bylaws may be amended by a 2/3 vote of the members present and voting at any regular meeting of the Chapter, a quorum being present, provided the text of the proposed amendments has been submitted to the membership either in writing at least ten (10) days prior to the meeting date 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 previous notice by a majority vote of the members present and voting, a quorum being present. They may be amended or rescinded by a 2/3 vote of the members present and voting, a quorum being present, without previous notice, and by a majority vote provided the text of the proposed amendments has been submitted to the membership either in writing at least ten (10) days prior to the meeting date or by reading at the previous regular meeting.

Section 3. Corrections

Grammatical, punctuation, and correlation corrections in these Bylaws and Standing Rules which in no way alter the intent of the respective Bylaws and/or Standing Rules shall be effected by the Bylaws and Standing Rules Committee, subject to approval by the Board of Directors.

Section 4. Changes

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, and the membership shall be promptly notified.

Section 5. Enactment

These Bylaws and Standing Rules and/or amendments shall become effective upon adoption, unless otherwise specified.

STANDING RULES

1. The expenses of the delegate to the International Convention, Division Meeting and Division Professional Education Conference shall be reimbursed to the extent of registration, transportation by the most practical and economical means, lodging, and other actual, reasonable and necessary expenses within the Chapter budget. Substantiating receipts shall be submitted to the Treasurer.
2. If the Board of Directors determines that sufficient funds are available to send an Alternate Delegate to any of the above meetings, reimbursement shall be made to the extent of Registration, transportation by the most practical and economical means, lodging, and other actual, reasonable and necessary expenses within the Chapter budget. Substantiating receipts shall be submitted to the Treasurer.
3. Regular meetings of the Chapter shall be held in Birmingham, Alabama, at Alabama Power Corporate Headquarters by the membership and shall begin at 11:30 am.
4. Immediately following election of officers, the President shall submit to the Division President, on the form provided by Headquarters, the names and addresses of newly elected officers for the official directory. The President shall notify the Division President of any changes in any office during the year.
6. The retiring President may be presented with an appropriate token of appreciation from the Chapter.

Ratified by Board on August 17, 2004

Adopted on August 19, 2004

Amended on March 17, 2005

Amended on September 21, 2006

Amended on January 18, 2007

Amended on February 14, 2007

Amended on April 17, 2008

Amended on September 18, 2009