

**SAN DIEGO CHAPTER OF THE AMERICAN PAYROLL ASSOCIATION**

**BY-LAWS AND ARTICLES**

**As revised 04/2020**

**ARTICLE I**

**NAME**

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

**ARTICLE II**

**PURPOSE**

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

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

**ARTICLE III**

**MEMBERSHIP**

**Section III.I** Membership is defined as an individual or an organization.

* Membership is transferable within an organization.
* The conditions for membership are:
  + Active status in payroll and/or its related functions.
  + The timely payment of dues.

**ARTICLES IV**

**ELECTIONS**

**Section IV.1** The chapter will hold elections of Board Members in May of each year to be effective June 1st of each year.

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

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

**Section IV.4**

* All Elected Board Members must be nominated by either the membership or themselves.
* All appointed Board Members must be nominated by a Board Member and ratified by a majority of the Board Members.
* The number of nominees for Elected Board Members is restricted to five.
* Non-voting appointed positions are not required to be a member of the National American Payroll Association.
* Non-voting appointed positions are required to be a member of the San Diego American Payroll Association Chapter.
* All Chapter leaders should subscribe to National’s Chapter Leaders Blog: <http://blogs.americanpayroll.org/chapter-leaders>.

**Section IV.5** The Election Committee of the Chapter is required to publicize via email the annual nominations for the elections of Board Members and provide enough time, as specified in the election policy, for nominees to campaign for the offices.

**Section IV.6** The Election Committee is required to publish the names on SDAPA website of the newly elected Board Members as soon after the election as specified in the election policy.

**Section IV.7** In the event of a tie, the names of the candidates will be submitted to the membership for a runoff vote.

**Section IV.8** If there is but one candidate for any office the ballot for that officer may be dispensed with and the election held by voice vote.

**ARTICLES V**

**BOARD MEMBERS**

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

GRADUATED – 2 YEAR TERM

PRESIDENT

PRESIDENT ELECT

TREASURER

PROGRAM DIRECTOR

MEMBERSHIP DIRECTOR

EDUCATION DIRECTOR

The elected offices required to be filled are:

ELECTED – 2 YEAR TERM

SECRETARY

GOVERNMENT LIAISON OFFICER

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

APPOINTED – 2 YEAR TERM

AUDITOR

ADVISOR

SOCIAL MEDIA CHAIRPERSON

VENDOR RELATIONS

WEBMASTER

NATIONAL PAYROLL WEEK (NPW) CHAIRPERSON

**Section V.3**

**PRESIDENT**

* The President will set the Chapter goals during his/her tenure.
* He/she will lead, direct, and plan Chapter activities.
* The President will be responsible for the adherence to Chapter By-Laws, Policies, as well as requirements dictated by the National Organization (APA).
* The President will preside over all Chapter and Board Member meetings or provide replacement.
* The President will be an ex-officio member of all committees.
* The President has full power to nominate Appointees.
* The President has one vote in the ratification of Appointees.
* The President’s voting power on all other Chapter business is limited to tie breaking circumstances.
* The President will submit the Application for Chapter Re-Affiliation to APA once new chapter officers are elected.
* The President must be an APA National member.
* The President will be listed in the National Directory as the San Diego chapter contact.
* The President will mentor the President Elect, Membership Director, Government Liaison, Auditor and Vendor Relations.

**Section V.4**

**PRESIDENT ELECT**

* The President Elect will assist the President in all functions and will fulfill/assume President responsibilities in the event of the President’s absence or inability to complete the term of office.
* The President Elect will preside over any member meetings for which the President is absent.
* The President Elect has one vote in all Chapter elections and Chapter business.
* The President Elect will chair the committee for all National American Payroll Association contest submissions.
* The President Elect must be an APA National member.
* The President Elect is mentored by the President.
* The President Elect will mentor the Program Director, Education Director and National Payroll Week Chairperson.

**Section V.5**

**TREASURER**

* The Treasurer is responsible for controlling the cash assets of the Chapter.
* The Treasurer will deposit and disburse funds.
* The Treasurer will secure two signatures on all checks. The following Board Members will be authorized to sign:
  + President
  + President Elect
  + Treasurer
  + Membership Director
* The Treasurer will provide financial documents every quarter and at the end of the fiscal year to the Auditor.
* The Treasurer will be responsible for completing and filing Form 990 at the end of the fiscal year and presenting to the President to review and approve.
* The Treasurer will provide a budget to the Board for approval prior to the new budget year.
* If no financial reports are provided within two (2) months, the board will intervene.
* The Treasurer may give a verbal update report of cash on hand and expenditures at each monthly general membership meeting.
* The Treasurer is responsible for notifying the President and/or Board Members immediately in the event of financial errors.
* The Treasurer will be responsible for recording dues paid and unpaid and be able to notify the membership accordingly.
* The Treasurer will responsible for receipting dues paid.
* The Treasurer has one vote in all Chapter elections and Chapter business.
* The Treasurer must be an APA National member.
* The Treasurer is mentored by the Membership Director.

**Section V.6**

**PROGRAM DIRECTOR**

* The Program Director is responsible for providing programs and presentations that meet the standards published under Article II.
* Speakers should be scheduled at a minimum of 75% of the scheduled meetings.
* The Program Director will select committee members to assist in developing and publicized programs.
* The Program Director will preside over any member meetings for which both the President and President Elect are absent.
* The Program Director will verify meeting locations and equipment.
* The Program Director will be responsible for obtaining the RCHs (Recertification Credit Hours) from National APA.
* The Program Director has one vote in all Chapter elections and Chapter business.
* The Program Director mentors the Secretary.
* The Program Director is mentored by the President Elect.

**Section V.7**

**MEMBERSHIP DIRECTOR**

* The Membership Director will encourage and solicit membership in the Chapter.
* The Membership Director will maintain a Chapter roster on the SDAPA website.
* The Membership Director has one vote in all Chapter elections and Chapter business.
* The Membership Director is mentored by the President.
* The Membership Director will mentor the Treasurer, Webmaster and Social Media Chairperson.
* The Membership Director will complete the National APA chapter re-affiliation application by due date.

**Section V.8**

**EDUCATION DIRECTOR**

* The Education Director shall be responsible for coordinating the CPP and FPC Study Groups.
* The Education Director shall be responsible for obtaining a meeting place and an instructor for each Study Group. Study Groups are to be held twice a year.
* The Education Director is to supply a written syllabus for the calendar year (CPP and FPC classes).
* The Education Director is to register the CPP/FPC classes with the National APA.
* The Education Director has one vote in all Chapter elections and Chapter business.
* The Education Director is mentored by the President Elect.

**Section V.9**

**SECRETARY**

* The Secretary is responsible for recording minutes, resolutions, votes and other noteworthy events.
* The Secretary will be responsible for disbursing documents required by other Board Members.
* The Secretary is custodian of the minutes and election ballots.
* The Secretary has one vote in all Chapter elections and Chapter business.
* The Secretary is responsible for issuing the Recertification Credit Hours (RCHs).
* The Secretary must be an APA National member.
* The Secretary is mentored by the Program Director.

**Section V.10**

**GOVERNMENT LIAISON OFFICER**

* The Government Liaison Officer is responsible for answering questions from the membership (verbal or written) within the limits of the Officer’s job, when it concerns Government regulations.
* The Government Liaison Officer is responsible for advising the membership of pending legislation, court decisions, etc., which affect payroll.
  + In order to meet these responsibilities, the Government Liaison Officer will maintain resources of information at the Government level.
    - These resources would include, but not limited to APA Government Liaison, Federal, State and Local legislative changes, publications and newsletters.
* The Government Liaison Officer is responsible for publishing a quarterly newsletter.
* The Government Liaison Officer should interact with Chapter Regional Representative for National APA News or Campaigns to communicate to Chapter.
* The Government Liaison Officer has one vote in all Chapter elections and Chapter business.
* The Government Liaison must be an APA National member.
* The Government Liaison Officer is mentored by the President.

**Section V.11**

**AUDITOR**

* The Auditor is an appointed position by the President and ratified by the Board Members.
* The Auditor shall audit the books and financial records of the Chapter quarterly, with the final to be at the close of their term in office.
* The Auditor will present a written report to the Board Members at the next meeting after the completed audit.
* The financial records will be audited upon the resignation of the Treasurer or at any time deemed necessary by the Board Members.
* The Auditor does not have voting power.

**Section V.12**

**ADVISOR**

* An Advisor is an appointed position by the President and ratified by the Board Members.
* There may be more than one Advisor.
* The Advisor will provide guidance during the project planning and decision making to ensure there is adherence to Chapter Business structures and goals.
* An Advisor can be an ad-hoc leader or a committee member.
* An Advisor does not have voting power.
* The Advisor shall attend all meetings of the Chapter and all the Chapter Board Member meetings and give necessary advice in parliamentary procedures when requested.
* The Advisor will chair the By-Laws Committee and review the By-Laws annually.

**Section V.13  
SOCIAL MEDIA CHAIRPERSON**

* The Social Media Chairperson is an appointed position by the President and ratified by the Board Members.
* The Social Media Chairperson is responsible for maintaining the Chapter Social Media sites and links.
* The Social Media Chairperson does not have voting power.
* The Social Media Chairperson is mentored by the Membership Director.

**Section V.14**

**VENDOR RELATIONS CHAIRPERSON**

* The Vendor Relations is an appointed position by the President and ratified by the Board Members.
* The Vendor Relations Chairperson is to secure sponsorship for the Chapter.
* The Vendor Relations Chairperson is to maintain a vendor contact listing.
* The Vendor Relations Chairperson is to provide and notify the Webmaster with the following vendor information:
  + Vendor Name
  + Type of Sponsor, i.e. NPW, Website or Holiday luncheon.
  + Vendor Logo

Webmaster will post Vendor Name and Logo on SDAPA website.

**Section V.15**

**WEBMASTER**

* The Webmaster is an appointed position by the President and ratified by the Board Members.
* The Webmaster is responsible for maintaining the Chapter website.
* The Webmaster is responsible for keeping a history of all chapter events including pictures.
* The Webmaster is the chairperson of the Chapter Pictorial Committee.
* The Webmaster does not have voting power.
* The Webmaster is mentored by the Membership Director.

**Section V.16**

**NATIONAL PAYROLL WEEK (NPW) CHAIRPERSON**

* The NPW Chairperson is an appointed position by the President and ratified by the Board Members.
* The NPW Chairperson will chair the National Payroll Week (NPW) Committee.
* The NPW Chairperson does not have voting power.
* The NPW Chairperson is mentored by the President Elect.

**ARTICLE VI**

**TERMS OF OFFICE**

**Section VI.1**

* Board Members shall serve for two (2) years or until their successors are graduated, elected or appointed.
* Board Members shall serve up to two (2) terms (term equals two years).
* No Board Members shall hold more than one elected office at a time.
* Board Members shall assume their duties on June 1st
* A person who has served in an office for more than six (6) months of a full term shall be deemed to have served a full term in such office.
* Upon expiration of the term of office or upon resignation, the Board Member shall turn over to the President without delay all records, books and any other material pertaining to the office. Any and all funds shall be returned to the Treasurer.

**Section VI.2**

**TERMS OF OFFICE**

* GRADUATED – 2 YEAR Voting
  + President
  + President Elect
  + Treasurer
  + Program Director
  + Membership Director
  + Education Director
* ELECTED – 2 YEAR Voting
  + Secretary
  + Government Liaison Officer
* APPOINTED – 2 YEAR Non-Voting
  + Auditor
  + Advisor
  + Social Media Chairperson
  + Vendor Relations
  + Webmaster
  + National Payroll Week (NPW) Chairperson

**ARTICLE VII**

**MEMBER MEETINGS**

* In accordance with Article II, Section II.1, a series of meeting will be provided for the Payroll community. The minimum meeting events accorded in a calendar year will be eight (8). There is no maximum.
* The date and time of regular scheduled meetings will be established by the Board Members.
* Flexible meeting times may be established by Board Members to accommodate special programs and speakers.
* The standards for Chapter meetings are:
  + It is programmed – i.e. Agenda.
  + Publicized.
  + Accommodations are provided.
  + All meetings are presided over by the President, President Elect or Program Director.
  + At least one Board Member must be present.
  + The presentation must meet the Chapter’s purpose set forth in Article II.1.
  + The minutes from the prior meeting may be read.

**ARTICLE VIII**

**AMENDMENTS**

**Section VIII.1**

* An amendment to the Chapter By-Laws may be introduced by:
  + Any Board Member.
  + Any Advisor.
  + Any Member in good standing.

**Section VIII.2** A submitted amendment must be documented.

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

**ARTICLE IX**

**DUES**

**Section IX.1** The Board Members of the Chapter may establish dues to be paid by the membership annually. Dues are in no way connected to the membership dues paid to the National APA.

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

**Section IX.3** A change to annual membership dues are subject to ratification by the Board Members.

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

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

**Section IX.6** There is no refund policy.

**ARTICLE X**

**REPLACING BOARD MEMBERS, FILLING VACANCIES**

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

**Section X.2** A Board Member who is absent more than three (3) unexcused Chapter Board meetings will be considered to have resigned their office. All website board member access will be immediately revoked. Confirmation email will be sent to last known email address.

**Section X.3** “A Member in Good Standing” may request an election procedure, under the conditions in ELECTION POLICY, Item II – Election Procedures, by announcing their request in an open meeting and justifying the election procedures to satisfaction of the majority of the membership present at the regularly scheduled meeting.

**ARTICLE XI**

**BOARD MEMBER MEETINGS**

**Section XI.1**

* The Board Members of the Chapter will hold meetings as often as required but not less than once a month except for the month of December.
* A quorum is established if the majority of Board Members are present.
* The President or his/her replacement will chair all Board Member meetings. All meetings will be ‘opened’ by the President.
* The Secretary or his/her replacement will be required to take minutes of all Chapter Board meetings. Maintaining the minutes is the responsibility of the Secretary.
  + Minutes for the current meeting must include an agenda and purpose.
  + The minutes from prior meetings must be available for review two (2) weeks prior to the next board member meeting. They must be reviewed by the Chapter Board Members.
  + Reading of the minutes can be waived provided:
    - The minutes have been documented and dispersed to the Chapter Board Members prior to the current meeting and,
    - The quorum “Yes” on the request.
  + All Chapter Board minutes are the property of the Chapter and are available to membership.

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

**Section XI.3** All Board Members shall perform the duties prescribed in the current edition of Robert’s Rules of Order available at <https://robertsrules.org/> in addition to those outlined in these By-Laws and assigned from time to time.

**ARTICLE XII**

**ARTICLES OF ORGANIZATION AND BY-LAWS**

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

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

**ARTICLE XIII**

**FISCAL YEAR AND IRS EIN**

* **Fiscal Year** shall begin June 1st and end on May 31st (Once a fiscal year is established and on file with the IRS, it cannot be changed without notification to the IRS – Form 1128).
* **IRS EIN** (Employer Identification Number for this Chapter is 03-0573154.

**ARTICLE XIV**

**DISSOLUTION CLAUSE**

Upon the dissolution of the San Diego Chapter of the American Payroll Association (SDAPA), assets shall be distributed to Ronald McDonald House Charities of San Diego.

* Ronald McDonald House Charities of San Diego is an exempt organization with a 501(c)(3) status and Federal Tax ID: 95-3251490.
* If for some reason their exempt status lapses, the SDAPA shall distribute their assets to the federal government for public purposes.
* SDAPA should notify National before the chapter decides to dissolve.

ADOPTED BY THE SAN DIEGO CHAPTER

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Chapter Secretary Date

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President Date

Reviewed and certified by current SDAPA board members:

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Christine Ness, President Date

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CeCe Bramlett, President Elect Date

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Vacant, Treasurer Date

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Vacant, Program Director Date

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Darlene Marinello, Membership Director Date

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Kathrine Williams, Education Director Date

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Shanelle Colston, Secretary Date

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Richard Sabo, Government Liaison Officer Date

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Vacant, Auditor Date

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Leah Messenger, Advisor Date

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Cassie Gil, Social Media Chairperson Date

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Leah Messenger, Vendor Relations Date

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Jean Soltmann, Webmaster Date

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Cheryl Burr, National Payroll Week (NPW) Chairperson Date

