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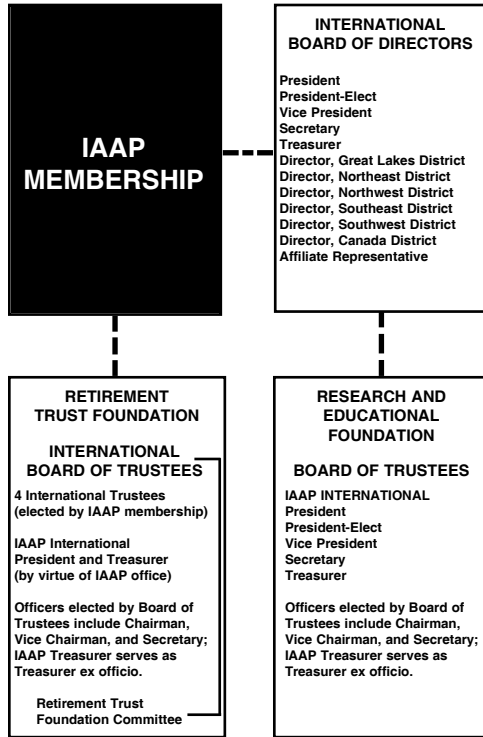
International Bylaws and Standing Rules

Adopted July 1986/As Amended Through July 18, 2005

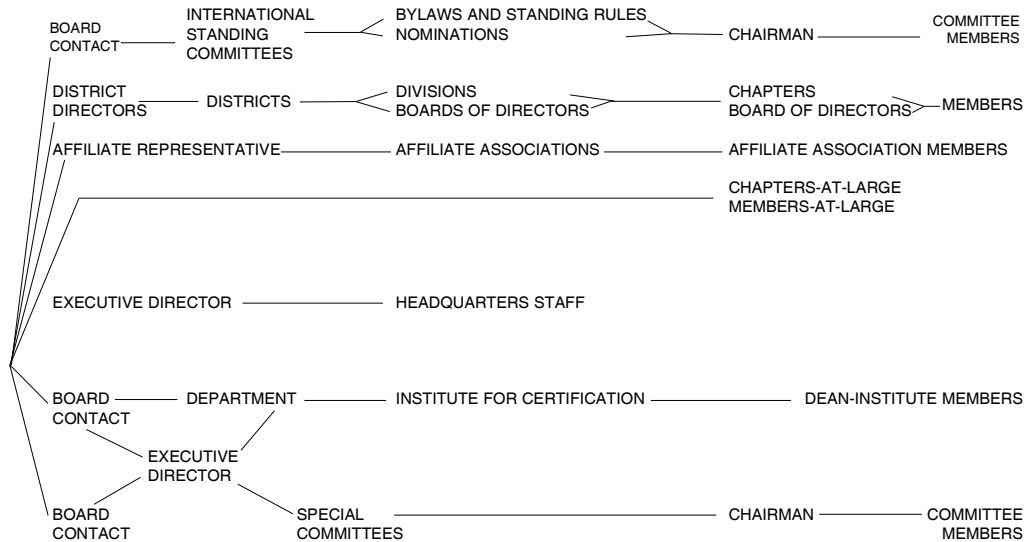
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International Association of Administrative Professionals® Research and and Educational Foundation
 Declaration of Trust and International Association of Administrative Professionals® Retirement Trust
 Foundation Bylaws may be requested at no charge for single copies from IAAP Headquarters, 10502
 NW Ambassador Drive, PO Box 20404, Kansas City MO 64195-0404, Tel 816.891.6600,
 Fax 816.891.9118, E-mail distribution@iaap-hq.org, Web site www.iaap-hq.org.

May be reproduced for IAAP Members.



IAAP® ORGANIZATION RESPONSIBILITY CHART AND EXPLANATION



The membership, through registered delegates at the annual International Convention and Education Forum, is the law-making body of the association.

The International Board of Directors shall be the governing body of IAAP between conventions and shall have the authority to act on any and all matters which the convention body may act upon other than amending the bylaws.

The President is the chief executive officer and official spokesman of the association; presiding officer of the International Convention and Education Forum and all meetings of the International Board of Directors; and a member ex-officio of all Departments and Committees except Committee on Nominations.

The International Headquarters, through the Executive Director employed as the administrative officer, is responsible for carrying out duties assigned by the International Board of Directors.

The District Directors are charged with the administrative matters pertaining to the functioning of the Divisions and Chapters within their respective Districts. The International Affiliate Representative provides an international perspective to the Board of Directors and represents the interests of all IAAP Affiliate Associations.

The Division officers act as liaison between the respective District Director and Boards of Directors of the Chapters; coordinate the association programs and Chapter activities; and endeavor to build the membership within their respective Division boundaries wherever possible.

The Chapter Board of Directors has responsibility for the development and growth of its Chapter within the scope of the International Bylaws and Standing Rules. It is the obligation of the Board to keep Chapter members well informed of all association matters; and to contact the Division Officers and the Director of the respective District for information and assistance.

The membership is obligated to further the aims and purpose of the International Association of Administrative Professionals to the best of its knowledge and ability.

INTERNATIONAL BYLAWS AND STANDING RULES

ARTICLE I—NAME AND LOCATION

Section 1. The name of this organization shall be International Association of Administrative Professionals®. The organization shall also be known and referred to by the letters IAAP® in capital letters.

Section 2. The IAAP International headquarters shall be located in Kansas City, Missouri.

Section 3. English shall be the official language of IAAP.

Section 4. The duration of IAAP as an organization shall be perpetual.

ARTICLE II—OBJECTIVES

The objectives of IAAP shall be to elevate the standards of all administrative professions and to promote their working relationship with management through continuing education, authorized programs, and publications.

ARTICLE III—DEFINITION OF AN ADMINISTRATIVE PROFESSIONAL

Administrative Professionals shall be defined as individuals who are responsible for administrative tasks and coordination of information in support of an office-related environment and who are dedicated to furthering their personal and professional growth in their chosen profession.

ARTICLE IV—STRUCTURE

Section 1. IAAP shall be a nonprofit, nonunion, nonpartisan, nonsectarian organization whose members shall have the sole right to govern and control all activities through their duly elected International Officers.

Section 2. IAAP shall be composed of:

A. Six Districts:

1. Great Lakes: Illinois, Indiana, Michigan, Ohio, and Wisconsin.
2. Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, and New York.
3. Northwest: Alaska, Colorado, Idaho, Iowa, Minnesota, Montana, Nebraska, North Dakota, Oregon, South Dakota, Utah, Washington, and Wyoming.
4. Southeast: Alabama, Delaware, District of Columbia, Florida, Georgia, Kentucky, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia, Puerto Rico, the Virgin Islands of the United States, and the Bahamas.
5. Southwest: Arizona, Arkansas, California, Hawaii, Kansas, Louisiana, Missouri, Nevada, New Mexico, Oklahoma, Texas, and the Island of Guam.
6. Canada: Alberta, British Columbia, Manitoba, New Brunswick, Newfoundland and Labrador, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward Island, Quebec, Saskatchewan, and the Yukon.

B. Divisions, Chapters, Division Members at Large, and Association Members at Large.

C. Chapters at Large of IAAP located outside the United States, its territories, Puerto Rico, the Virgin Islands of the United States, or Canada.

D. Autonomous Associations and/or units of such associations located outside the United States, its territories, Puerto Rico, the Virgin Islands of the United States, or Canada.

Section 3. IAAP shall uphold democratic principles and refuse application for membership, or terminate the membership, of any individual who advocates the overthrow of the government of the United States of America and/or Canada or the political subdivisions thereof by force, violence, or unconstitutional means.

ARTICLE V—CONSTITUENTS

Section 1. The Constituents of IAAP shall be Divisions, Chapters, Division Members at Large, Association Members at Large, Chapters at Large, and Affiliate Associations whose purpose shall be to support and promote the policies and programs of IAAP.

Section 2. Definition.

A. Divisions. A Division shall encompass a specific geographic area which may include a state/province/international entity/territory or states/provinces/international entities/territories approved by their respective members, with final approval of the International Board of Directors. Each Division shall include the members of the Chapters within that area and any Division Members at Large who have paid Division dues.

B. Chapters.

1. A Chapter shall be a group of members chartered by IAAP, located within a Division and District, which must have a President and a Treasurer.
2. A Chapter at Large shall be a group of members chartered by IAAP and located outside the United States, its territories, Puerto Rico, the Virgin Islands of the United States, or Canada, which must have at least eight (8) members including a President and a Treasurer.

C. Members at Large.

1. Any member who is not a member of a Chapter will be a Division Member at Large upon payment of applicable dues.
2. Any member who is not a member of a Chapter or Division will be an Association Member at Large.

Section 3. Responsibilities. Each Division, Chapter, and Chapter at Large shall be self-supporting and shall adopt Bylaws and Standing Rules as required for its operation which shall not conflict with those of IAAP.

ARTICLE VI—MEMBERSHIP

Section 1. Classifications and Qualifications. There will be four classifications of membership: Professional, Professional-Merited, Student, and Associate.

A. A Professional member shall, at the time of admission to membership, be:

1. 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® (CPS®) and/or the Certified Administrative Professional® (CAP®) rating; or
2. A teacher who is employed in the teaching of business education.

Except as provided in Article VIII, Section 2., a Professional member shall have the rights and privileges of full participation at all levels of IAAP for which applicable dues and fees have been paid.

- B. A Professional-Merited member shall be a member who:
 1. Has been a Professional member for five years at the time of retirement; and
 2. Has either attained the age of fifty-five years or received forced work retirement because of physical disability; or
 3. Is an applicant to the Sandia Retirement Chapter who is a resident of Vista Grande and has been employed as an administrative professional, attained the CPS and/or CAP rating, or has been a teacher of business education, and also meets the requirement of item 2. of this Section.

Except as provided in Article VIII, Section 2., a Professional-Merited member shall have the rights and privileges of Professional membership.

- 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.
- 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. Honorary members who were granted Honorary status shall retain this designation.

ARTICLE VII—INTERNATIONAL DUES AND FEES
(Payable in U.S. Funds)

Section 1. Processing Fee. All new members except Student members and Affiliate Associations and/or units, \$15.

Section 2. Annual Dues. Members shall submit annual dues based on their classification of membership as specified in this section.

	1.	2.
A. Professional member	\$ 53	\$ 75
B. Professional-Merited member	\$ 24	43
C. Student member	\$ 22	40
D. Associate member	\$140	\$160

1. Any member who resides in the United States, its territories, Puerto Rico, the Virgin Islands of the United States, or Canada.
2. Any member who resides outside the United States, its territories, Puerto Rico, the Virgin Islands of the United States, or Canada.

Section 3. Annual Affiliate Fees. Affiliate Autonomous Associations and/or units of such association shall submit an annual fee of \$120 in accordance with procedures approved by the International Board of Directors.

Section 4. Renewal of Membership. Membership shall be renewed each year by the payment of International dues and applicable Division and Chapter dues.

- A. Headquarters shall send notices of dues renewal to all members in accordance with procedures approved by the International Board of Directors.
- B. All renewal dues must be submitted to International Headquarters. Membership shall be forfeited if dues are not paid within thirty days of due date.
- C. 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.

Section 5. Reinstatement.

- A. A member who has forfeited membership for any reason and wishes to reinstate within the next two years may do so by payment of the \$15 processing fee and the current year's dues and shall retain membership tenure.
- B. A member who has forfeited membership for any reason and has permitted more than two years to lapse shall reapply as a new member and shall forfeit tenure of past membership.

Section 6. Fiscal Year. The IAAP fiscal year shall be July 1 through June 30.

ARTICLE VIII—INTERNATIONAL OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM, AND DUTIES

Section 1. International Officers. International Officers shall be a President, a President-Elect, a Vice President, a Secretary, a Treasurer, one Director from each District, and one International Affiliate Representative.

Section 2. Qualifications.

- A. A candidate for Office shall have served at least one year as a Division Officer, except for candidates for the Office of Affiliate Representative, who shall have served at least one year as President of an Affiliate Association.
- B. A candidate, at the time of nomination and election, shall be employed full time in accordance with the IAAP definition of an administrative professional.
- C. A candidate for the Office of President or President-Elect shall have served as an International Officer for a term of at least one year.
- D. A candidate who is an Affiliate Association member shall have served at least one year as an Affiliate Representative before qualifying for any other International Office.
- E. Candidates violating Standing Rule 2 shall be disqualified for that election.

Section 3. Nomination and Election.

- A. Nomination.
 1. Committee on Nominations shall:
 - a. Furnish detailed instructions for submitting names and qualifications of candidates for Office to each Chapter President and Affiliate Association President nine months prior to election.
 - b. Verify the qualifications of each candidate for International Office and International Trustee.
 2. Any Chapter or Affiliate Association, by vote of its members, may nominate only one of its qualified members as a candidate for International Office.
 3. Names of the candidates, their Chapter affiliations or Affiliate Association, and resumes of their qualifications shall be furnished to each member of IAAP at least ninety days prior to election. Any question on the qualifications of a candidate shall be submitted in writing to the Committee on Nominations and must be postmarked no later than June 1.
 4. Nominations may also be made from the floor at Convention by the candidate's Chapter or Division Delegate, or by the Affiliate Association, provided that the qualifications and supporting documents have been submitted and approved by the Committee on Nominations prior to the nomination being made. Such nomination from the floor must receive two seconds from any Delegates, except that candidates for Director shall receive the seconds from Delegates of the respective Districts, and candidates for International Affiliate Representative shall receive the seconds from the Affiliate Associations.

- B. Election. Election shall take place as follows, except as provided for in Article XIII.
1. President-Elect, Vice President, Secretary, and Treasurer shall be elected by ballot by a majority vote of the Delegates and International Officers voting at Convention.
 2. Beginning in 2006, elections for the Northwest, Southwest, and Northeast District Directors shall be conducted at Conventions held during even numbered years. Beginning in 2007, elections for the Canada, Great Lakes, and Southeast District Directors shall be conducted at Conventions held during odd numbered years. In 2006, the Canada, Great Lakes, and Southeast District Directors shall be elected to a one-year term. Directors shall be elected by ballot by a majority vote of the Delegates and International Officers from their respective Districts voting at Convention.
 3. The International Affiliate Representative shall be elected by ballot by a majority vote of the Affiliate Associations voting at Convention with each Affiliate Association casting one vote for this Office from the nominated candidates. A candidate for the office of International Affiliate Representative shall be a Professional Member.
 4. In the event a President is to be elected in accordance with Section 6. of this Article, a majority vote by ballot shall be required.
 5. If no candidate for an Office receives a majority vote, balloting will be repeated between the two candidates having received the greatest number of votes.

Section 4. Term of Office.

- A. President, President-Elect, Vice President, Secretary, Treasurer, and Affiliate Representative shall serve for one year or until their successors are elected, and their term of Office shall begin at the close of the Convention at which they are elected.
- B. District Directors shall serve for two years or until their successors are elected, and their term of Office shall begin at the close of the Convention at which they are elected. District Directors shall serve no more than one two-year term. In 2006 and 2007, District Directors that have served one one-year term shall be eligible to run for one two-year term.
- C. President and President-Elect shall serve one term only, except as provided in Section 6. of this Article.
- D. Vice President, Secretary, Treasurer, and International Affiliate Representative shall serve no more than two consecutive terms in the same Office.

Section 5. Duties and Responsibilities. International Officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole.

- A. The President shall:
 1. Be chief executive officer and official spokesperson for IAAP;
 2. Perform the duties prescribed by these Bylaws and by the Parliamentary Authority adopted by IAAP;
 3. Appoint all Committees and Committee Board Contacts subject to the approval of the International Board of Directors;
 4. Be a member ex officio of all International Departments and Committees except the Committee on Nominations;
 5. Keep the President-Elect fully advised on all matters concerning IAAP;
 6. Call meetings of the Board of Directors whenever such meetings are necessary;
 7. Call a meeting of the Association Members at Large in attendance at the annual Convention, provided that at least five (5) Association Members at Large are registered, to elect a Delegate and an Alternate.
- B. The President-Elect shall:
 1. In the absence of the President, be the presiding officer at Convention or at meetings of the Board of Directors;

2. In the event of a vacancy in the Office of President, succeed to the Office for the unexpired term;
3. Perform such other duties as may be assigned by the President or the Board of Directors.

- C. The Vice President shall:
 1. Serve as Board Contact for Departments and/or Committees as assigned by the President with the approval of the Board of Directors;
 2. Succeed to the Office of President in the event of vacancies in the Offices of President and President-Elect;
 3. Chair or serve as liaison on special projects.
- D. The Secretary shall:
 1. Be responsible for the minutes of the Convention, all meetings of the Board of Directors, and the meeting of the Association Members at Large;
 2. Attest all documents required for execution by the President.
- E. The Treasurer shall:
 1. Be responsible for all funds of IAAP and for the records of its financial affairs;
 2. Supervise the Treasurer's duties delegated to the administrative officer at Headquarters.
- F. Directors shall:
 1. Supervise all activities of IAAP in the District from which they have been elected, subject to the approval of the President and in accordance with the policies established at Convention and by the Board of Directors;
 2. Preside at their respective District/Regional Conference(s) when held;
 3. Approve any mailing to the membership by units, committees, and others of IAAP from their respective District, prior to such mailing, which shall include a statement that approval of the Director has been granted. Releases and mailings issued in the normal course of operating activities are excluded.
- G. The International Affiliate Representative shall:
 1. Supervise all activities of IAAP Affiliates subject to the approval of the President and in accordance with the Bylaws established at Convention and policies established by the Board of Directors.
 2. Approve any mailing to the IAAP Affiliates by units, committees, and others of IAAP among the affiliate associations. Prior to such mailing, a statement that approval of the International Affiliate Representative has been granted shall be included. Releases and mailings issued in the normal course of operating activities are excluded.

Section 6. Vacancies. In the event of a vacancy in the Office of:

- A. 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. President-Elect. The Board of Directors shall appoint the Vice President as Acting President-Elect for the unexpired term. The Acting President-Elect shall not automatically succeed to the Office of President for the following term.
- C. Both President and President-Elect. The Vice President shall succeed to the Office of President for the unexpired term and shall be eligible to seek election to the Office of President for the following year.
- D. Vice President, Secretary, or Treasurer. The Board of Directors shall appoint a member to fill that Office for the unexpired term.
- E. Director. The Board of Directors shall appoint a member from that District to fill that Office for the unexpired term.
- F. International Affiliate Representative. The Board of Directors shall appoint a member from the Affiliates to fill that Office for

the unexpired term.

Section 7. Removal from Office. The Board of Directors may, by a three-fourths vote of its membership, remove any Officer for misconduct or neglect of duty. 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 ten days after such resignation has been 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 Section 6. of this Article.

ARTICLE IX—INTERNATIONAL BOARD OF DIRECTORS

Section 1. The International Officers of IAAP shall constitute the International Board of Directors. The Board of Directors shall be the governing body of IAAP between Conventions and shall have the authority to act on any and all matters which the Convention body may act upon other than amending the Bylaws.

Section 2. Duties. The Board of Directors:

- A. Shall control and manage the property and business of IAAP.
- B. May transact business in person, by mail, or by conference call. For adoption, any business shall require a two-thirds vote of the Board of Directors.
- C. Shall adopt an annual budget.
- D. May employ an administrative officer who shall manage the Headquarters office under the advisory supervision of the President and the direction of the Board of Directors.
- E. Shall arrange for an annual audit by a Certified Public Accountant of the financial records of IAAP and all financial accounts pertaining to agreements or obligations of IAAP, the results of which shall be made available to Chapters, Divisions, and Members at Large no later than October 31 following the close of the fiscal year.
- F. Shall include a report from the Board of Directors in the official Annual Report of the Association.
- G. May request the resignation of any member of a Department or Committee for misconduct or neglect of duty.

Section 3. Meetings. The Board of Directors shall meet at least four times a year. The first meeting shall be held immediately after the adjournment of the Convention at which they were elected; one meeting shall be held immediately prior to the Convention; and the other meetings shall be held at a time and place to be designated by the President or any six members of the Board of Directors.

The administrative officer may attend meetings of the Board of Directors.

Section 4. Quorum. The quorum for any meeting of the Board of Directors shall be eight.

ARTICLE X—INTERNATIONAL BOARD OF TRUSTEES, INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS RETIREMENT TRUST FOUNDATION, QUALIFICATIONS, NOMINATION AND ELECTION

Section 1. Four International Trustees, no two of whom shall be from the same IAAP District, shall be elected from the Professional and Professional-Merited membership of IAAP. Two International Trustees shall be elected each year to serve for a term of two years. No International Trustee shall serve more than two consecutive two-year terms.

Section 2. Qualifications. A candidate for Trustee shall meet the requirements as listed in Article III, Section 3. of the RTF Bylaws.

Section 3. Nomination and Election.

- A. Nominations for Trustees shall be processed by the International Committee on Nominations in the same manner as nominations for International Officers.
- B. Trustees shall be elected by ballot by a plurality vote of the Delegates and International Officers voting at Convention except as provided for in Article XIII.
- C. If the two candidates receiving the most votes are from the same District, the one receiving the most votes is elected, and there will be a second ballot among the remaining candidates from the other Districts, with each Delegate and International Officer casting one vote.

ARTICLE XI—INSTITUTE FOR CERTIFICATION

The Institute for Certification, hereinafter referred to as IC, shall be a Department under the jurisdiction of the International Board of Directors.

Section 1. Purpose. The purpose of the IC shall be twofold:

- A. Prepare and administer Certified Professional Examinations.
- B. Develop and promote the certification programs at the International level.

Section 2. Composition. The IC shall be composed of and administered by the International President, the International President-Elect, the Dean (appointed annually), and subgroups appointed by the Board of Directors, as follows:

- A. Ad Hoc groups as needed consisting of members of IAAP who are holders of the Certified Professional Secretary and/or Certified Administrative Professional rating.
- B. A sufficient number of business educators from two-year or four-year institutions of higher education that maintain educational programs for all administrative professionals.
- C. Educators or management/business representatives from countries other than the United States of America whenever deemed necessary by the Board of Directors to serve as cosociate members of the IC to assist in the development and administration of a certification program in these countries.

Section 3. Vacancies. Should a vacancy occur during the term of appointment of any member other than the International President and President-Elect, the Board of Directors shall fill such vacancy, and the appointee shall serve the unexpired term.

Section 4. Finances. The financial operation of the IC shall be the responsibility of IAAP. All monies coming into the possession of the IC from any of its undertakings shall be immediately transferred to the International Treasurer or as the Treasurer may direct.

ARTICLE XII—STANDING COMMITTEES

Section 1. The Standing Committees shall be Bylaws and Standing Rules, and Nominations.

Section 2. Standing Committee appointments shall become effective at the close of Convention for a term of one year.

Section 3. Duties.

- A. The Bylaws and Standing Rules Committee:
 1. Shall consist of a Chairman and a representative from each District, none of whom shall be an International Officer.

2. Shall notify Chapters, Divisions, and Chapters at Large of the deadline for submitting proposed International Bylaws and Standing Rules amendments and resolutions to the Chairman, each member, and the Board Contact for the Committee.
3. Shall edit/correlate all proposed International Bylaws and Standing Rules amendments and resolutions referred by International Officers, the International Board of Directors, Divisions, Chapters, Chapters at Large, or the Convention body for presentation in accordance with Article XIX.
4. May propose amendments and resolutions.
5. Shall forward proposed amendments and/or resolutions, together with the Committee's recommendations and reasons for those recommendations, to Headquarters for distribution to the Chapters and Divisions by April 15.

B. The Committee on Nominations:

1. Shall consist of a Chairman and a representative from each District, none of whom shall be an International Officer.
2. Shall perform in accordance with Articles VIII and X.
3. Once appointed to serve, members of this committee are not eligible to be a candidate for international office during the current election year.

ARTICLE XIII—MEETINGS

There shall be an annual Convention to conduct the business of the Association, and such other workshops, seminars, or forums as approved by the Board of Directors to support the objectives of IAAP. There may be District/Regional Conferences.

Section 1. Convention.

- A. Scheduling. An annual Convention shall be held at a time and place to be fixed at least six years in advance by the Board of Directors.
- B. Notification. At least ninety days in advance, members shall be notified through official publications of the time, place, and tentative agenda of the Convention.
- C. Accredited Delegates.
 1. To be accredited, a Chapter, Division, Chapter at Large, or Affiliate Association Delegate or Alternate shall have submitted credentials to Headquarters at least 15 calendar days prior to the official start of the Convention or Conference.
 2. If a Delegate is unable to attend or remain at Convention, the properly accredited Alternate may be upgraded to Delegate status by presenting on-site registration officials with written notification of the Delegate's registration cancellation or withdrawal and a completed on-site change form. These documents will be processed through the Credentials Committee for approval.
- D. Quorum. A quorum for the Convention shall be a majority of the accredited Delegates from the International Officers, Divisions, Chapters, Chapters at Large, and Association Members at Large.
- E. Resolutions. If any Resolution (other than courtesy resolutions) not submitted to the Bylaws and Standing Rules Committee prior to Convention is to be brought before the Convention body, it must be in writing and distributed to the Bylaws and Standing Rules Committee, the Delegates, International Officers, and Parliamentarian at least twenty-four hours prior to introduction.

Section 2. District/Regional Conferences.

- A. Scheduling. District/Regional Conferences may be held at the discretion of the District Directors, at times and in locations approved by the Board of Directors at least two years in advance.

- B. Notification. At least sixty days in advance, members shall be notified by mail of the time, place, and tentative agenda of their respective conferences.

Section 3. Representation. The voting membership of IAAP District/Regional Conferences and Convention shall be:

- A. International Officers.
- B. Divisions—one Delegate and one Alternate.
- C. Chapters—one Delegate and one Alternate.
- D. Chapters at Large—one Delegate and one Alternate.
- E. Association Members at Large—elect one delegate and one alternate from and by those Association Members at Large at Convention, provided that five (5) or more Association Members at Large are registered.
- F. Affiliate Associations—one Delegate and one Alternate.
- G. Proxy—for those Chapters, Divisions, Chapters at Large, and Affiliate Associations who do not have a Delegate in attendance, or International Officers not in attendance.
 1. A proxy may be granted to a Chapter, Division, International Officer, Chapter at Large, or Affiliate Association Delegate.
 2. Proxy voting shall be limited to the election of International Officers and Trustees.
 3. A written proxy authorized by a Chapter, Division, Chapter at Large, or Affiliate Association and executed by its President and Treasurer must be received by Headquarters 15 calendar days prior to the official start of Convention. The proxy for the International Officer shall be executed by the International President and Secretary no later than 15 calendar days prior to the official start of the Convention.
 4. In an emergency situation causing a Chapter/Division Delegate, who does not have an Alternate, to leave the Convention prior to the election, a written proxy may be authorized by either the appropriate Division President or District Director, and officially executed through the Credentials Committee. For an Affiliate Association Delegate who does not have an Alternate, a written proxy may be authorized by the International President and officially executed through the Credentials Committee.

Section 4. Right to the Floor. The following persons or their appointed representatives shall be members of Convention and/or Conferences with the right to the floor on matters pertaining to their respective duties but shall not have voting privileges:

- A. The Chairman of the International Board of Trustees of IAAP Retirement Trust Foundation.
- B. The Dean of the IC.
- D. Any International Committee Chairman.
- E. The Administrative Officer.

Section 5. Cancellation. In case of a national or international emergency, the Board of Directors may cancel any Convention or Conference. Members shall be notified of such cancellation. Should any cancellation disrupt an election, such election shall be conducted by mail.

ARTICLE XIV—REVENUE

No income, contribution, or other revenue or funds shall inure to the benefit of any individual member.

ARTICLE XV—NAME AND MARKS

The name and service marks of IAAP may be used by any member, Chapter, Division, Chapter at Large, or Affiliate of IAAP only in accordance with regulations issued from time to time by the Board of Directors. Use of the name and service marks of IAAP by nonmembers or nonmember organizations, other than in newsreporting or commentary, is permitted only with prior approval of the Board of Directors.

ARTICLE XVI—ENDORSEMENT AND SPONSORSHIP

No member, Chapter, Division, Chapter at Large, or Affiliate of IAAP and no nonmember or nonmember organization shall be permitted to use the name or service marks of IAAP in a manner to state or imply sponsorship or endorsement of any commercial product or service, nor shall any recipient of the CPS and/or CAP rating use the CPS and/or CAP rating for such purpose, except as approved by the Board of Directors.

ARTICLE XVII—INDEMNIFICATION

The officers, employees, agents, and servants of IAAP shall be indemnified for any costs, expenses, or liabilities incurred as a result of the performance of their duties as provided in the Missouri Revised Statutes, Section 351.355, or any amendments thereto.

ARTICLE XVIII—PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order Newly Revised* shall govern IAAP in all matters of procedure not otherwise covered by the International Bylaws and Standing Rules and/or Division and Chapter Bylaws and Standing Rules.

ARTICLE XIX—AMENDMENTS

Section 1. Proposed amendments to the International Bylaws or Standing Rules shall be submitted to all members of the International Bylaws and Standing Rules Committee postmarked no later than February 1 immediately preceding the Annual International Convention at which they are to be considered.

Section 2. These Bylaws may be amended as follows:

- A. At Convention.
1. By a two-thirds vote, provided copies of the proposed amendments shall have been mailed to the Chapters, Divisions, and Chapters at Large and also made available by request from IAAP Headquarters and published on the IAAP Web site in accordance with the provisions outlined in these Bylaws; or
 2. By a four-fifths vote, provided copies of the proposed amendments shall have been distributed at Convention to the Delegates, International Officers, and members of the Bylaws and Standing Rules Committee at least twenty-four hours prior to consideration; or
 3. By unanimous vote of the Convention body, if such amendments have not been distributed as required by items 1. and 2. of this Section.
- B. By a referendum of the Chapters, Divisions, Chapters at Large, and Association Members at Large. A referendum may be ordered by a two-thirds vote of the International Board of Directors or by a majority of the Convention body. An affirmative vote by a majority of the votes cast by the Chapters, Divisions, Chapters at Large, Association Members at Large, and International Officers shall be necessary for adoption.

Section 3. International Standing Rules may be adopted, amended, or rescinded as follows:

- A. At Convention.
1. By a majority vote, provided prior notice shall have been mailed to the Chapters, Divisions, and Chapters at Large and also made available by request from IAAP Headquarters and published on the IAAP Web site in accordance with the provisions outlined in these Bylaws; or
 2. By a two-thirds vote, provided notice shall have been distributed at Convention to the Delegates, International Officers, and members of the Bylaws and Standing Rules Committee at least twenty-four hours prior to consideration; or
 3. By a four-fifths vote, if not distributed as required in items 1. and 2. of this Section.

Section 4. Revision. When a revision is authorized by Convention action, no other amendments to the existing Bylaws and Standing Rules shall be proposed concomitantly.

Section 5. Corrections. Automatic changes in grammar, punctuation, and correlation in these Bylaws, Standing Rules, and/or amendments thereto which in no way alter their intent shall be effected by the International Bylaws and Standing Rules Committee, subject to approval of the International Board of Directors.

Section 6. Enactment. Bylaws, Standing Rules, and/or revision or amendment thereto adopted at Convention shall become effective upon adjournment of the Convention unless otherwise specified.

STANDING RULES

1. Candidates for International Office or Trustee shall be registered for and attend, except for emergency situations as determined by the Chairman of the Committee on Nominations and the International President, the Convention at which such member is a candidate for election.
2. Promotional literature, materials, or campaign publicity of any type concerning a candidate for International Office shall not be mailed to any IAAP unit prior to Convention or Conferences and shall not be posted or distributed at any meeting site, except that candidates to be nominated from the floor may distribute a resume outlining their qualifications. The resume shall be delivered to the Headquarters office at the Convention site at least twenty-four hours prior to the time the assembly convenes. No Division, Chapter, Chapter at Large, Affiliate Association, or individual shall host a reception or other gathering on behalf of any candidate for International Office prior to the final declaration of election.
3. International Officers or Trustees shall not serve in any other capacity in IAAP while holding these Offices.
4. Changes in the employment status of any International Officer during a term of office shall not affect the member's status as an Officer.
5. The Office of Treasurer shall be bonded for the amount prescribed by the Board of Directors. The Treasurer's books and records shall be open to any member of the International Board of Directors at all times.
6. IAAP membership lists, rosters, directories, and name/address records are confidential and are not to be released to any individual or organization outside IAAP without approval of the International Board of Directors. Members who prefer that their names and addresses not be released shall notify Headquarters on the official form.
7. Delegates and Alternates at Convention shall not serve on the Elections Committee or the Tellers Committee for any election of International Officers.