



**International Association of**  
**Administrative Professionals™**

**WOODLANDS AREA CHAPTER**

**OF**

**INTERNATIONAL ASSOCIATION**  
**OF ADMINISTRATIVE PROFESSIONALS ®**

**BYLAWS & STANDING RULES**

Amended May 21, 2009

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**INTERNATIONAL ASSOCIATION OF ADMINISTRATIVE PROFESSIONALS  
WOODLANDS AREA CHAPTER  
BYLAWS AND STANDING RULES**

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**BYLAWS**

**ARTICLE I  
NAME AND LOCATION**

The name of this Chapter shall be Woodlands Area Chapter of the International Association of Administrative Professionals®. It shall be located in The Woodlands, Texas.

**ARTICLE II  
MEMBERSHIP AND DUES**

Section 1. Membership

There shall be four classifications of memberships as provided in the International Bylaws Article VI. Associate members shall have all the rights and privileges of Professional members, except they may not hold office or vote.

Section 2. Annual Dues

The Annual Dues for this Chapter shall be:

Professional Member	\$22.00
Professional-Merited	\$ 8.00
Student Member	\$ 3.00
Associate Member	\$46.50

Section 3. Renewals

All renewal dues must be submitted to International Headquarters. Membership shall be forfeited if dues are not paid within thirty (30) days of due date.

Section 4. Resignation

Chapter dues of any member resigning from Woodlands Area Chapter, without a transfer to an affiliate Chapter, shall not be refunded.

**ARTICLE III**  
**OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM AND**  
**DUTIES**

Section 1. Officers

The Chapter officers shall be a President, President Elect, Vice President, Secretary, and Treasurer.

Section 2. Qualifications

- A. A candidate for office shall have been a member of this Chapter for at least six months prior to nomination and be a Professional or Professional-Merited member. If a member of less than six months wishes to be nominated for an office other than President, she/he may be nominated from the floor at the Annual Meeting, having fulfilled the requirements listed in Section 3, Nominations and Election, Category D.
- B. A candidate for the office of President shall preferably have served as an officer or committee chairman of this Chapter for at least one full year prior to the time of election.
- C. No member shall hold more than one Chapter office at a time. No member shall hold a Division office while serving as a Chapter officer, except to complete the current fiscal year.

Section 3. Nomination and Election

- A. No later than the February meeting, a Nominating Committee comprised of a chairman and two members shall be appointed by the Board of Directors. The Board of Directors shall present the proposed Nominating Committee to the members at the February Chapter meeting for ratification by a majority of the members.
- B. The Nominating Committee shall develop a slate of candidates to run for each office. The committee will determine that nominees have the necessary qualifications in accordance with Article III, Section 2 and are willing to devote the required time to fulfill the duties, if elected.
- C. The Nominating Committee shall submit to the membership, at least by the April meeting, a slate of one or more candidates for each office.

### ARTICLE III

#### OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM AND DUTIES (CONTINUED)

- D. Prior to the election at the Annual Meeting, additional nominations from the floor shall be permitted, provided:
1. The candidate's qualifications and supporting documents have been submitted and approved by the Nominating Committee prior to the nomination; and
  2. The candidate has consented to the nomination and is willing to devote the required time to fulfill the duties, if elected; and
  3. The candidate's written qualifications are distributed to members in attendance at the time of nomination. Such nomination must receive a second.
  4. The officers shall be elected by ballot, except if there is but one candidate for each office, the officer(s) may be elected viva voce. A majority vote of the members present and voting shall be required for election.
- E. Each Professional, Professional-Merited, and Student member shall have one vote.
- F. A vacancy occurring among the officers-elect between the time of election and installation shall be filled by special election at the next Chapter meeting. Nominations shall be made from the floor and all provisions previously outlined in Sections 2 and 3 shall prevail.

#### Section 4. Term of Office

- A. Officers elected shall be installed in office at the June Chapter meeting. The term of office shall coincide with the IAAP fiscal year, July 1 - June 30 .
- B. The President and President-Elect shall serve one term only, however, the President may serve a second term if there is no President-Elect, or if the President-Elect is unwilling to serve as President. 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 5. Duties

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

**ARTICLE III**  
**OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM AND**  
**DUTIES (CONTINUED)**

- A. The President shall:
1. Perform the duties prescribed by the Bylaws and Standing Rules and by the parliamentary authority adopted by IAAP, Robert's Rules of Order Newly Revised.
  2. Preside at all meetings of the Chapter and Board of Directors.
  3. Furnish, immediately after the election of Chapter Officers, their names and address to the Division and any changes in such names and/or addresses during the year to Headquarters and the Division using the forms supplied by Headquarters.
  4. Subject to the approval of the Board of Directors, appoint the chairman of all standing and special committees except the Nominating and Audit Committees.
  5. Be a member ex officio of all committees except the Nominating and Audit Committees.
  6. Be familiar with the International, Division, and Chapter Bylaws and Standing Rules.
  7. Keep the Division Board Contact fully informed on all matters concerning the Chapter.
  8. At the end of the term, prepare a written report of the accomplishments of the Chapter and submit the report to be included in the existing history.
  9. Have the authority to sign checks and be bonded, with premium to be paid by the Chapter.
- B. The President-Elect shall:
1. Act as assistant to the President.
  2. In the absence of the President, serve as the presiding officer of meetings of the Chapter or Board of Directors.
  3. Perform other duties as may be assigned by the Board of Directors or the Chapter.
  4. Shall act as chapter delegate to the Intercity Council (ICC).
  5. Shall have the option to automatically succeed to the office of President at the conclusion of the term of President-Elect.
  6. Be responsible for coordinating attendance at Division and International meetings.
  7. Shall present a Past President's pin to the outgoing President at the Chapter's June regular meeting following the installation of officers.

**ARTICLE III**  
**OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM AND**  
**DUTIES (CONTINUED)**

C. The Vice President shall:

1. In the absence of the President or President-Elect, serve as presiding officer of meetings of the Chapter or the Board of Directors.
2. Shall plan and present educational programs that will be of benefit to Chapter members. Shall be responsible for meeting reservations, and arrange for regular Chapter meeting places and any special equipment that may be needed. Shall be responsible for coordinating all programs for the Chapter.
3. In the absence of the Treasurer, collect funds and issue receipts for all moneys received at any meeting.
4. Give notice of all meetings as directed by the President.
5. Perform such other duties as may be assigned by the Board of Directors.

D. The Secretary shall:

1. Be responsible for the minutes of all Chapter and Board of Directors meetings.
2. Have custody of the Chapter Charter and other official documents.
3. Have available at all meetings current copies of the International, Division, and Chapter Bylaws and Standing Rules.
4. Conduct the correspondence of the Chapter in accordance with, the direction of the President, or Board of Directors.
5. Perform such other duties as may be assigned by the President or Board of Directors.

E. The Treasurer shall:

1. 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.
2. Keep a complete and accurate record of the International Headquarters billing and rebate reports monthly.
3. Submit a monthly and year-end financial report to the Chapter. Current indebtedness of the chapter should be paid by June 30, pending receipt of appropriate documentations.
4. Deliver the books and records, including the unopened June bank statement, to the Audit Committee within fifteen days after receipt from the bank.

**ARTICLE III**  
**OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM AND**  
**DUTIES (CONTINUED)**

5. Prepare a proposed budget to be presented at the May Meeting for membership approval.
6. Be bonded with the premium to be paid by the Chapter.
7. Perform such other 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 that office for the unexpired term.
- B. In the event of a vacancy in the office of President-Elect for any other reason, the office shall remain vacant until the next regular election, at which time both a President and a President-Elect shall be elected.
- C. In the event of a vacancy in the offices of both President and President-Elect, the Vice President shall succeed to the office of President for the unexpired term. In addition, the individual shall be eligible to seek re-election to the office of President for the following year.
- D. A vacancy in any other office shall be filled for the unexpired term by appointment from the membership of the Chapter by the Chapter Board of Directors.

**ARTICLE IV**  
**AUDIT**

- A. An audit shall be made of the Chapter's financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within thirty days of the close of the fiscal year; a written report covering the audit shall be submitted to the Board of Directors, and the records shall be transferred immediately to the incumbent Treasurer.
- B. In the event of a vacancy in the office of Treasurer, an audit shall be made of the Chapter's financial records by a qualified person or persons appointed by the Board of Directors. Such audit shall be completed within thirty 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.
- C. No later than the May meeting the Board of Directors shall appoint a committee to audit the financial records of the Chapter. The audit shall be completed within thirty days after receiving the books and records from the Treasurer. A written report submitted to the Chapter no later than the September meeting. The records

shall be transferred to the incoming Treasurer immediately after the audit has been completed.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### Section 1. Composition

The officers of this Chapter, the Immediate Past President and the Committee Chairmen shall be the Board of Directors of this Chapter.

#### Section 2. Duties

- A. The Board of Directors may transact business in person, by postal mail, courier service, electronic communication, or by conference call. For adoption, any business shall require a majority vote of the Board of Directors.
- B. The Board of Directors shall present an annual budget that shall be adopted at the Annual Meeting in May and shall arrange for an annual audit of the financial records of the Chapter.
- C. The Board of Directors may, by a three-fourths vote of its membership, remove any Officer or Committee Chairman 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 fifteen 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 Article III, Section 6.

#### Section 3. Meetings

The Board of Directors shall meet to conduct the business of the Chapter on a regularly scheduled day of each month as determined by majority vote of the Board of Directors. Changes to the meeting schedule will be by majority vote of the Board of Directors. The regular meeting day and time and any changes shall be made known to the general membership.

#### Section 4. Quorum

The quorum for any meeting of the Board of Directors shall be a majority.

## **ARTICLE VI**

### **COMMITTEES**

#### Section 1. Standing Committees

Woodlands Area Chapter  
Revised Bylaws and Standing Rules – 5/21/09

Shall be composed of a Chairman and one or more members. Appointments shall be effective from July 1 through June 30.

Section 2. Duties

A. Audit Committee

The Audit Committee shall audit the financial records of the chapter per Article IV

B. Bylaws and Standing Rules Committee

1. Shall maintain conformity in Chapter Bylaws and Standing Rules with the International Bylaws and Standing Rules and the Division Bylaws and Standing Rules.
2. May propose amendments and resolutions.
3. Shall edit/correlate all proposed amendments to the Bylaws and Standing Rules of this Chapter and submit them together with the Committee's recommendations and the reasons for the recommendations to the membership in accordance with these Bylaws.
4. Upon approval from Board of Directors and Membership, shall submit Chapter Bylaws and Standing Rules and/or amendments thereto to the Division Bylaws and Standing Rules Committee for review and approval.

C. Committee on Nominations

Shall submit to the members a slate of one or more candidates for each office at least by the April Chapter meeting and shall carry out the duties in Article III, Section 3.

D. Newsletter Committee

Shall be responsible for the preparation and distribution of the monthly or bi-monthly Chapter newsletter and should contain news on Chapter, Division, and International levels, articles of educational value, and other material of interest to members.

E. Community Involvement Committee

Shall plan, develop, and coordinate the civic projects program of the Chapter. The committee should write to service, civic, and health organizations in the community and offer the services of the members of the Chapter where feasible. Shall be contact person for Chamber of Commerce membership and provide chamber with names and addresses of officers.

F. Certification Committee

Shall have as its primary function the promotion of the Certified Professional Secretary® (CPS) and the Certified Administrative Professional® (CAP) programs and the development of interest in the examinations.

G. Historian Committee

Shall maintain a Chapter scrapbook and written chronicle of Chapter activities for the year.

H. Hospitality Committee

1. Shall send out all birthday cards and IAAP anniversary acknowledgements each month to Chapter members.
2. Shall be responsible for recognizing guests at their first chapter meeting with a welcome gift. Will also be available for other hospitality functions as directed by the Chapter President.

I. Membership Committee

Shall direct all activities of the Chapter concerned with the recruitment and maintenance of membership, and keep a complete and accurate record of the Chapter membership.

J. Publicity Committee

Shall publicize all Chapter activities through releases to the media.

K. Scholarship Committee

Shall oversee the process of awarding one or more scholarships to outstanding high school/college student(s) for the purpose of pursuing a degree in business or the administrative/business profession, if funds are available.

L. Ways And Means Committee

Shall devise and promote projects for the purpose of raising the necessary funds for the operation of the Chapter

M. APW Committee

Shall plan, organize, and deliver an event during Administrative Professionals Week. Such event is intended for educational purposes of both the membership and other administrative professionals in the area. The scope of the event will be determined by the Board of Directors.

N. Website Committee

Shall maintain and update the Chapter website.

O. Special Committees

Special committees may be appointed when deemed necessary by the Board of Directors

Section 3. Committee Responsibilities

- A. All committees shall be directly responsible to the Board of Directors and, with the exception of the Audit and Committee on Nominations, shall submit all plans, prior to execution, to the Board of Directors for approval.
- B. Within ten days after their term of duty, all Committee Chairmen shall transfer their files as directed by the Board of Directors.
- C. If a Committee Chairman fails to perform the duties described, the President may, with approval of the Board of Directors, appoint a successor.

**ARTICLE VII**  
**MEETINGS**

Section 1. Regular and Annual Meetings

- A. The regular meetings of this Chapter shall be held on the third Thursday of each month, unless otherwise designated by vote of the chapter. The Board will schedule the November and December meeting dates to avoid any conflict with recognized holidays.
- B. If a regularly scheduled Chapter meeting conflicts with an officially scheduled IAAP function, the Board shall have the authority to change the Chapter meeting date to avoid any conflicts.
- C. The May meeting of each year shall be the Annual Meeting of this Chapter in which the annual proposed budget will be adopted and the election of officers will be held. This meeting shall be closed to non-Woodlands Area Chapter members, except IAAP Division, District or International Officers.

Section 2. Special Meetings

- A. 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 fifteen days prior to the date of the Special Meeting.

Section 3. Quorum

- A. One-fourth of the Chapter membership eligible to vote, with one elected officer present, shall constitute a quorum for any regular, special or annual meeting.
- B. A vote of the majority of those present and voting shall constitute effective action, contingent upon a quorum being present.

**ARTICLE VIII  
REPRESENTATION**

- A. The Immediate Past President shall be the Delegate to the International Convention. The President shall be the Alternate to the International Convention and the Delegate to the Texas-Louisiana Division Annual Meeting. The President-Elect shall be the Alternate to the Texas-Louisiana Division Annual Meeting. If the President-Elect cannot attend, the Vice President shall serve as the Alternate. If the Delegate cannot attend any of these meetings, the Alternate shall be the Delegate and a new Alternate may be elected by the membership. If the Alternate cannot attend as Delegate, a Representative may be elected by the membership if time permits. In the event time does not permit election by the membership, appointment may be made from the membership by the Board of Directors.
- B. The delegate shall go unrestricted and be fully authorized to cast the vote of the Chapter on all matters submitted for vote, having discussed the vital issues scheduled to be presented at the Texas/Louisiana Division Annual Meeting and International Convention.

**ARTICLE IX  
DISSOLUTION**

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

**ARTICLE X**  
**AMENDMENTS**

Section 1. Bylaws

These Bylaws may be amended by any of the following methods:

- A. At a meeting of the Chapter by a two-thirds vote of the members present and voting, a quorum being present, provided the proposed amendments shall have been distributed to the members at least one week prior to the meeting date or have been read at the previous regular meeting.
- B. By unanimous vote of the members present and voting, a quorum being present, if not distributed previously as required in A of this Section.

Section 2. Standing Rules

- A. Standing Rules may be adopted without previous notice by a majority vote of members present and voting, a quorum being present, at any regular meeting of the Chapter.
- B. Standing Rules may be amended or rescinded:
  - 1. By a majority vote, of the members present and voting, a quorum being present, provided the proposed amendments shall have been provided to the members at least fifteen days prior to the meeting date or have been read at the previous regular meeting.
  - 2. By a two-thirds vote of the members present and voting, a quorum being present, without previous notice.
- C. Standing Rules may be suspended pending further discussion and/or action for the current session or meeting.

Section 3. Corrections

- A. Automatic grammatical, punctuation, and correlation corrections in these Bylaws and Standing Rules which in no way alter the intent of the respective Bylaw or Standing Rule shall be effected by the Bylaws and Standing Rules Committee, subject to the approval of the Board of Directors.
- B. Editing changes in the Bylaws, Standing Rules and Procedures necessitated by amendments to the International Bylaws and Standing Rules and/or Division Bylaws, Standing Rules and Procedures shall be effected by the Bylaws and Standing Rules Committee, subject to:
  - 1. Approval of the Board of Directors;
  - 2. Approval of the Division Bylaws and Standing Rules Committee;
  - 3. Notification to the membership.

Section 4. Enactment

These Bylaws and Standing Rules and/or amendments thereto shall become effective upon adjournment of the meeting at which adopted, unless otherwise specified, subject to review and approval by the Division Bylaws and Standing Rules Committee.

## STANDING RULES

1. At the time of installation, each officer shall be presented with a pin, emblematic of the office, which shall be passed on to the successor. If the officer wishes to keep the pin or loses it, it shall be replaced without cost to the Chapter.
2. The Immediate Past President shall be presented with a Past President's pin if funds are available.
3. If funds are available, the Delegate's expenses to the International Convention and Education Forum, and Texas-Louisiana Division Annual Meeting shall be reimbursed, with receipts submitted, to the extent of early registration, transportation by the most practical and economical means, reasonable meals (excluding liquor) and lodging, but shall not exceed the amount approved in the annual budget, except as approved by the Chapter. An itemized account of expenses with substantiating vouchers to the Board of Directors shall be submitted within 30 days after returning.
4. If funds are available, the Alternate's expenses to the International Convention and Education Forum, and Texas-Louisiana Division Annual Meeting shall be reimbursed, with receipts submitted, to the extent of early registration, transportation by the most practical and economical means, and lodging, but shall not exceed the amount approved in the annual budget, except as approved by the Chapter. An itemized account of expenses with substantiating vouchers to the Board of Directors shall be submitted within 30 days after returning.
5. Both the Delegate and Alternate shall submit a written report to the membership at or before the second Chapter Meeting following the Convention, Conference, or Meeting.
6. Chapter Committee Chairmen shall be reimbursed for actual expenses incurred by the Committee in connection with work of the Committee but shall not exceed funds in the approved annual budget except by approval of a majority of the Board of Directors.
7. Committee Chairmen shall submit a year-end report of the Committee's accomplishments and activities during the year to the president. The report may include recommendations the Chairman may have for the next year's Committee activity. The report shall be due at a date set by the President.
8. Dinner reservations that are not canceled by the published cancellation date shall be paid by the member.
9. If a Committee Chairman misses two (2) consecutive Chapter Meetings, the President or appropriate Board Member shall contact the Chairman to inquire if she/he wishes to remain in the Chairman position. After Board contact, if the Committee Chairman misses an additional two (2) consecutive Chapter Meetings, then the Board will ask the Committee Chairman to relinquish the position and a successor will be appointed by the Board.
10. The Hospitality Committee will be responsible for sending congratulations as well as

remembrances to members for death, illness or birth announcements as directed by the Board of Directors as follows:

A \$40 donation shall be given in memory of a deceased chapter member to the Retirement Trust Foundation, if Chapter funds are available. Funds for the donation will be taken from the Chapter's General Fund.

11. The Membership Committee will be responsible for purchasing a badge for each new member as they join the chapter. Any chapter member who loses their badge will have to replace it at their own expense. If a chapter member obtains the CPS or CAP certification, the chapter will purchase one new badge for them.

The Woodlands Area Chapter IAAP Bylaws, Standing Rules and Procedures

Original Standing Rules Adopted:	October 16, 2003
Approved by Division Bylaws & Standing Rules Committee:	November 24, 2003
Bylaws Amended: Approved by Texas-Louisiana Division Bylaws Committee: 20, 2006	August 18, 2005 February
Bylaws Amended: Approved by Texas-Louisiana Division Bylaws Committee	August 18, 2006 May 26, 2009
Bylaws Amended 2009 Approved by Texas-Louisiana Division Bylaws Committee: 26, 2009	May, 21, May