

**ATLANTA CHAPTER OF  
THE AMERICAN PAYROLL ASSOCIATION  
BYLAWS**

**A Non-Profit Association**

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## ARTICLE I

### Name

The Atlanta Chapter of the American Payroll Association (from here on in referred to as the Atlanta Chapter of the APA) is an autonomous chapter of the National APA.

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## ARTICLE II

### Place of Business

The location of the principle office of the Atlanta Chapter of the APA shall be in the State of Georgia at such location as shall be determined by the Board of Directors.

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## ARTICLE III

### Mission

The Atlanta Chapter of the APA is a non-profit organization centered on providing education to payroll, Human Resources, and accounting professionals. Our responsibilities as professionals are to accurately pay, record, and report wages to our workforce.

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## ARTICLE IV

### Membership

Membership has no limit, except that at least seventy five percent of the membership must be members of the National American Payroll Association.

#### **Membership definition and qualifications:**

***Regular Member*** - All individuals must be active members of the American Payroll Association (APA National Member).

***Associate Member*** – Individuals who are not active members of the American Payroll Association (APA National).

***Corporate Member*** – Up to three individuals per Corporate Membership, one of whom must be a “*Regular Member*”, and all three sharing the same mailing address as the Employer.

#### **Termination of Membership:**

***Revocation of Membership*** – Members may be reprimanded, suspended or expelled by the Board of Directors for violations of these Bylaws or the Code of Ethics or any other conduct that discredits the Chapter or the payroll profession.

***Reinstatement of Membership*** – Any persons whose membership has been terminated may, upon written request and explanatory statement to the Board of Directors, have their membership reinstated upon a majority vote of the Board of Directors.

#### **Voting**

***Regular Members*** – Each Regular and Associate Member shall have one vote in the affairs of the Chapter.

***Quorum*** – At least twenty five percent(25%) of the members of the Chapter shall constitute a quorum. A majority of those present will determine all matters requiring a vote of membership.

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## **ARTICLE V**

### **Dues and Fees**

Dues will be determined by the Officers and the Board, and will be billed to the membership on a calendar year basis. Dues shall be set by the board and the structure of the dues is to be tiered in the structure that follows:

**Regular Member** – individuals must be a member of the National APA, and will pay the lowest annual dues.

**Associate Member** – individuals that are not a member of the National APA are to pay an amount higher than the preceding category.

**Corporate Memberships** - will offer a discount with a minimum of three members (3) from a corporation under one corporate membership. They may add up to three additional employees for each additional membership.

**Removal for Non-Payment** - Members who fail to pay their prescribed dues and other obligations shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership. Members shall be reinstated upon payment of delinquent dues or obligations.

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## **ARTICLE VI**

### **Membership Meetings**

**Regular** - Chapter Meetings shall be held monthly on the second Thursday during the calendar year.

**Special** - Chapter Meetings may be called by the President or the Board of Directors upon written request by a voting member of the Chapter.

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## **ARTICLE VII**

### **Officers and Board of Directors**

**Organization** of the chapter shall be set up as follows:

**Elected Positions:**

Board of Directors – (3) voting positions

President – (1) \* voting position

President Elect – (1) \* voting position

\*Current year (2009) stipulates the President's term of office as a one year term.

\*Current year (2009) stipulates the President Elect position as a one year term.

**Appointed Positions:**

Secretary – (1) voting position

Treasurer – (1) voting position

Government Liaison – (1) voting position

**Advisory Committee**

Comprised of the voting board, current past president, and one other member. The role of the Advisory Committee is to guide the chapter in the right direction, take previous experiences and share them with the chapter officers, or step in and question whether a decision is the right one for the chapter.

### **Committee Chairperson**

To be established as determined by the President and the Board of Directors.

### **Term Limits:**

Board of Directors – limit 2 year term with a maximum of six year total cumulative – can run 4 years concurrent

President – limit 1 year term with a maximum of 4 year total

President Elect – limit 1 year term with a maximum of 4 year total

Appointed Positions – no limit but must be appointed annually

Committee Positions – no limit but must be appointed annually

### **Officer and Board Meetings**

To be held no less than quarterly but can be as often as monthly. Meetings are closed to the public.

### **Elections**

To be held annually in March, with the incoming officers taking office in April. This will begin in March of 2002.

\* Amended October 2009 – Nominations will be opened for the President Elect and two positions of the Board of Directors at the February 2010 Meeting. Thereafter, 2 positions will be voted on during even years and 1 position will be voted on during odd years. Elections will be done via the internet. Screen prints of the ballot from the internet will be accepted if they are mailed timely to the Chapter Post Office Box. Ballots will be counted by the Webmaster and a member of the Board of Directors. For ballots to be counted they must be returned by Monday, the week of the March Chapter meeting. New officers are contacted prior to the March Chapter meeting and introduced at the March Chapter Meeting, by the current President (President Elect).

### **Resignation**

Any Board of Directors member may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time specified, at the time of acceptance thereof as determined by the President or Board of Directors. A member of the Board of Directors may be removed from his/her position upon a two thirds vote of the Board at a legally called meeting. Any Officer or Director subject to such a vote shall be granted the privilege to represent him/herself in person or in writing, either prior to or at the time of the vote.

### **Removal**

Any officer elected or appointed by the members may be removed by the members whenever, in their judgment, the best interests of the Association would be served thereby. However, such removal shall be without prejudice to the contract rights, if any, of the Officer so removed. Removal of any officer, with or without cause, shall be immediately effective upon presentation of a petition demanding such removal at any regular or special meeting of the members. Such petition shall contain a not less than 50% of the current regular members of the Association. Any officer absent from three consecutive meetings of officers without good cause shall upon majority vote of the Board of Directors be removed from office and so notified by the Board.

### **Quorum**

A simple majority of the Board of Directors shall constitute a quorum.

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## **ARTICLE VIII**

### **Officers, Board of Directors, and Committee Chair Duties**

#### **President**

The President shall be an active member in good standing with the National APA and the Atlanta Chapter of the APA. Responsibility may include but not limited to:

- Preside over Member meetings and Officer/Board meetings.
- Be a member, ex officio, of all committees.
- Coordinate goals and provide leadership to the Chapter in addition to any other duties as the Board may prescribe for a one year term after election.

#### **President Elect**

The President Elect shall be an active member in good standing with the National APA and the Atlanta Chapter of the APA. The President Elect position's intent is preparation to be President. Responsibility may include but not limited to:

- In absence of the President, the President Elect shall preside over Member and Officer/Board meetings.
- The President Elect will fill in for any absence of other officers during Chapter meetings, Officer/Board meetings, and any other duties as the Board may prescribe.
- The President Elect will automatically advance to the position of President after a one year term.

#### **Secretary**

The Secretary shall be an active member in good standing with the National APA and the Atlanta Chapter of the APA. Responsibility may include but not limited to:

- Take minutes of the Chapter meetings and the Officers/Board meetings and prepare a hard copy of each for review by the Officers and Board members. After approval, the Secretary should provide a copy of the minutes to the webmaster to post for public viewing.
- Prepare and distribute Chapter announcements and/or correspondence.
- Preside over meeting in absence of the President and President Elect.

#### **Treasurer**

The Treasurer shall be an active member in good standing with the National APA and the Atlanta Chapter of the APA. Responsibility may include but not limited to:

- Maintain an accurate checkbook.
- Disburse all Chapter funds and collect dues.
- Report the Chapter's financial status at each Officer/Board of Directors' meeting. Prepare the annual report and budget.

#### **Government Liaison Officer**

The Government Liaison shall be an active member in good standing with the National APA and the Atlanta Chapter of the APA. Responsibility may include but not limited to:

- The GLO acts as the liaison between the Atlanta Chapter of the APA and the National APA, regarding Government affairs ranging from Federal to State to Local if applicable.
- The GLO should be apprised of changes in laws and policies, as well as current events that impact such agencies as the Internal Revenue Service (IRS), Social Security Administrations (SSA), Department of Labor (DOL) – multiple divisions, United States Citizenship and Immigration Services (USCIS), Federal Reserve, and other Government entities, and report those items to the Atlanta Chapter of the APA.
- The GLO should work with the members of the Atlanta Chapter of the APA by helping them understand these changes as well as assist with research or finding additional information on miscellaneous payroll topics in order to promote payroll compliance, reduction of errors, and elimination of payroll fraud.

### **Board of Directors**

The Board of Directors shall be active members in good standing with the National APA and the Atlanta Chapter of the APA. Responsibility may include but not limited to:

- The Board of Directors shall have supervision, control, and direction of the affairs of the Chapter.
- The Board of Directors will determine its policies or changes therein within the limits of the Bylaws.
- The Board of Directors will have discretion in the disbursement of Chapter funds.
- The Board of Directors may adopt rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

### **Committees**

Active members in good standing with the Atlanta Chapter of the APA must attend 50% of the monthly chapter meetings.

### **Education Committee**

The Education Chair shall be an active member in good standing with the National APA and the Atlanta Chapter of the APA with CPP Certification. Committee members should be active members in good standing with the Atlanta Chapter of the APA. The committee responsibility may include but is not limited to assisting the Officers and Board of Directors in securing meeting speakers, establishing meeting topics, insuring there are no schedule conflicts with the National APA calendar dates, and being advisors to the Certification Study Group Coordinator.

### **Certification Study Group Coordinator**

The Certification Study Group Coordinator shall be an active member in good standing with the National APA and the Atlanta Chapter of the APA with CPP Certification. The Coordinator will work with the Education Chair in setting up the facility, dates, trainers, and promotion of the Certification Study Group. The Coordinator will also be responsible for any other jobs that the Education Chair may determine as necessary.

### **National Payroll Week Committee**

The NPW Chair shall be an active member in good standing with the National APA and the Atlanta Chapter of the APA. The Chair will organize the chapter's NPW activities, is the principal liaison with APA National for all NPW-related communications, and coordinates the chapter's entry in the NPW contests. Getting all chapter members motivated to participate in NPW is a top priority. The committee shall be active members in good standing with the Atlanta Chapter of the APA. The committee's responsibility may include but is not limited to the promotion of NPW as established by National APA through educational outreach involving local schools, chapter celebrations, community service projects, local government proclamations, and media outreach bringing recognition to "Payroll Professionals".

### **Other Committees**

The Officers and Board of Directors may create special committees as deemed necessary for the continuation of the Chapter's Mission of Education and promotion of Payroll Professionals.

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## **ARTICLE IX**

### **Code of Ethics**

- To be mindful of the personal aspect of the payroll relationship between employer and employee and to ensure that harmony is maintained through constant concern for the Payroll Professional's fellow employees.
- To strive for perfect compliance, accuracy, and timeliness of all payroll activities.
- To keep abreast of the state of the payroll art with regard to developments in payroll technologies.
- To be current with legislative developments and actions on the part of regulatory bodies, insofar as they affect payroll.
- To maintain the absolute confidentiality of payroll within the procedures of the employer
- To refrain from using Association activities for one's personal self-interest or financial gain.
- To take as one's commitment the enhancement of one's professional abilities through the resources of the American Payroll Association.
- To support one's fellow Payroll Professionals, both within and outside one's organization.

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## **ARTICLE X**

### **Amendment of Bylaws**

These bylaws may be amended by a two-thirds vote of members in attendance at any regular monthly meeting of the Atlanta Chapter. Any amendment must be submitted in writing to the Advisory Committee at the previous monthly meeting.

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**An Autonomous and Independent Chapter of the American Payroll Association**

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