



International Association of  
Administrative Professionals®

## Kentucky Division Bylaws and Standing Rules

<b>ARTICLE I. NAME AND LOCATION</b> .....	- 1 -
<b>ARTICLE II. DUES</b> .....	- 1 -
<b>ARTICLE III. OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, .....</b>	- 1 -
Section 1. Officers.....	- 1 -
Section 2. Qualifications.....	- 1 -
Section 3. Nomination and Election.....	- 1 -
Section 4. Term of Office.....	- 2 -
Section 5. Duties.....	- 2 -
Section 6. Vacancy.....	- 3 -
<b>ARTICLE IV. BOARD OF DIRECTORS</b> .....	- 4 -
Section 1. Composition.....	- 4 -
Section 2. Duties.....	- 4 -
Section 3. Meetings.....	- 4 -
Section 4. Quorum.....	- 4 -
<b>ARTICLE V. COMMITTEES, COUNCILS, AND SPECIAL APPOINTEES</b> .....	- 4 -
Section 1. Standing Committees.....	- 4 -
Section 2. Duties.....	- 4 -
Section 3. Special Committees.....	- 6 -
Section 4. Past Presidents Council.....	- 6 -
Section 5. Historian.....	- 6 -
Section 6. Members at Large Liaison.....	- 6 -
Section 7. Responsibility.....	- 6 -
<b>ARTICLE VI. MEETINGS</b> .....	- 7 -
Section 1. Scheduling.....	- 7 -
Section 2. Notification.....	- 7 -
Section 3. Representation.....	- 7 -
Section 4. Business.....	- 7 -
Section 5. Special Meetings.....	- 7 -
Section 6. Quorum.....	- 7 -
<b>ARTICLE VII. EMERGENCY ADMINISTRATION</b> .....	- 7 -
<b>ARTICLE VIII. DISSOLUTION</b> .....	- 7 -
<b>ARTICLE IX. PARLIAMENTARY AUTHORITY</b> .....	- 7 -
<b>ARTICLE X. AMENDMENTS</b> .....	- 8 -
Section 1. Submission.....	- 8 -
Section 2. Bylaws Amendments.....	- 8 -

<b>Section 3. Standing Rules.....</b>	<b>- 8 -</b>
<b>Section 4. Corrections.....</b>	<b>- 8 -</b>
<b>Section 5. Enactment.....</b>	<b>- 8 -</b>
<b>KENTUCKY DIVISION STANDING RULES .....</b>	<b>- 9 -</b>

**As Amended Through June 7, 2008.**

# KENTUCKY DIVISION BYLAWS AND STANDING RULES

## ARTICLE I. NAME AND LOCATION

The name of this Division shall be the Kentucky Division of the International Association of Administrative Professionals (IAAP).

## ARTICLE II. DUES

Annual dues for this Division shall be:

Professional Member	\$ 8.00
Professional-Merited Member	\$ 5.00
Member at Large	\$10.00
Student Member	\$ 5.00

## ARTICLE III. OFFICERS, QUALIFICATIONS, NOMINATION AND ELECTION, TERM, AND DUTIES

**Section 1. Officers.** The Division officers shall be a President, a President-Elect, a Vice President, a Secretary, and a Treasurer.

### Section 2. Qualifications.

- A. A candidate for office shall have been a Professional Member for at least two years prior to the time of nomination and shall have served as a Chapter officer or chair of an International or Division committee.

A candidate for the Office of President shall have served as an officer of this Division for at least one full year prior to the term of election. A candidate for the Office of President-Elect shall have served as a Division officer or Chapter President.

- B. No member shall serve as an officer in any Regular Chapter or serve on an International committee while serving as a Division officer. A Division officer may serve as chair of a Chapter committee unless such service is prohibited by the respective Chapter's Bylaws and Standing Rules. No officer shall hold more than one Division office at a time, and no more than two officers shall be elected from the same Regular Chapter or the Members at Large.

### Section 3. Nomination and Election.

- A. The Nominating Committee shall propose a slate of candidates for election to Division offices. Each nomination shall be accompanied by a written résumé of the candidate's qualifications and consent and shall have been certified by the Nominating Committee.
- B. Nominations may be made from the floor at the Annual Meeting provided the required documents have been furnished to the delegates and the Nominating Committee at least 24 hours prior to the session at which officers will be elected and that the nominees have been certified by the Nominating Committee.
- C. Officers shall be elected by majority ballot vote at the Annual Meeting, except that when there is but one candidate for an office, the officers may be elected by voice vote. In the event that no candidate receives a majority vote on the first ballot, all but the two highest for such office shall be eliminated and the balloting continued.

#### **Section 4. Term of Office.**

- A. Term of office shall begin July 1 and shall end at the close of the fiscal year, June 30, or until such time as successors shall have been elected and take office.
- B. The President and President-Elect shall serve one term only, except as provided in Article III. Section 6. A. Other officers shall serve no more than two consecutive terms in the same office.
- C. Any officer serving six months or more in an office shall be deemed to have served one term.

#### **Section 5. Duties.** Division officers shall be obligated to uphold and represent the interests of IAAP and the profession as a whole.

##### A. The President shall:

- 1. Preside at all Division meetings and all meetings of the Board of Directors and give written notice of all meetings of the Board of Directors to Division Officers, Chapter Presidents, Chairs of Division Committees, and Members at Large.
- 2. Be a member ex officio of all committees except the Nominating Committee.
- 3. Subject to the approval of the Board of Directors, appoint all Standing and Special Committees Chairs, a Members at Large (MAL) Liaison, a Past Presidents Council Chair, a Historian, and a Parliamentary Advisor, unless otherwise specified.

##### B. The President-Elect shall:

- 1. Assume the duties and powers of the presidency in the absence of the President.
- 2. In the event of a vacancy in the Office of President, succeed to the Office for the unexpired term.
- 3. Prepare a roster of the Board of Directors immediately following Annual Meeting and mail a copy to each member of the Board of Directors, Committee Chairs, and Members at Large; notify the same Division leaders when changes occur.
- 4. Serve as a member ex officio of the Bylaws and Standing Rules Committee.
- 5. Serve as advisor to the host Chapter of the Annual Meeting and as a liaison between this Chapter and the Division President and/or Board of Directors.

##### C. The Vice President shall:

- 1. Succeed to the Office of President in the event of a vacancy in the offices of President and President-Elect.
- 2. Serve as Chair of the Bylaws and Standing Rules Committee.

D. The Secretary shall:

1. Act as Secretary of all meetings of the Division and the Board of Directors and prepare interim minutes based on the Board of Directors decisions voted by mail, phone, fax, email, or any other type of electronic media.
2. Furnish complete and accurate minutes of such meetings to the Division Board of Directors and Members at Large within 30 days.
3. Attest all documents required for execution by the President.

E. The Treasurer shall:

1. Have custody of all funds of the Division, make all disbursements by check, and keep complete and accurate account of the financial affairs of the Division with all checks written for \$1,000 or greater being signed by two authorized officers.
2. Keep a complete and accurate record of Chapter and Member at Large membership within the Division.
3. Serve as Chair of the Finance Committee and distribute the proposed budget to the Board of Directors for approval, said approval to be obtained no later than October 1 following the Annual Meeting.
4. Serve as Treasurer of the Annual Meeting.

**Section 6. Vacancy.**

- A. In the event of a vacancy in the Office of President, the President-Elect shall succeed to the Office for the unexpired term and shall continue in the Office of President the following year.

The Office of President-Elect shall remain vacant until the next regular Annual Meeting. In the event of a vacancy in the Office of President-Elect for any other reason, the Office shall remain vacant until the next Annual Meeting, at which time both a President and a President-Elect shall be elected.

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 the following year.

A vacancy in any other office shall be filled for the unexpired term by appointment from the membership of the Division by the Board of Directors.

- B. Any officer unable to perform the duties of the office for any reason whatsoever for 60 days shall submit a written resignation to the Board of Directors.

In the event the Board of Directors determines in its sole judgment that any officer has failed to perform the duties of the respective office for 60 days from the date of the letter requesting such resignation, the Board of Directors is empowered to declare such office vacant and such office shall be filled in accordance with the provisions of this Section.

- C. Upon approval of the Board of Directors, the President may declare a committee chair vacant because of nonperformance of duties and appoint a successor.

## ARTICLE IV. BOARD OF DIRECTORS

**Section 1. Composition.** The Board of Directors shall consist of the Division Officers, Chapter Presidents, and Members at Large (MAL) Liaison of this Division. When a Chapter President is unable to attend a Board of Directors meeting, the Chapter President-Elect, or the Vice President if the Chapter does not have a President-Elect, may attend the Board meeting and participate in the deliberations with full voting privileges. When the Members at Large Liaison is unable to attend a Board of Directors meeting, the Division President shall appoint a Member at Large from among those present at the meeting to participate in the deliberations with full voting privileges.

**Section 2. Duties.** The Board of Directors shall:

- A. Be the governing body on all matters requiring action between Annual and special meetings, other than amending the Bylaws.
- B. The Board of Directors may transact business in person or by mail, phone, fax, email, or any other type of electronic media. For adoption, any business shall require a majority vote of the Board of Directors.

**Section 3. Meetings.** The Board of Directors shall meet at least twice each year. One meeting shall be held in conjunction with the Annual Meeting at which officers are elected and shall be a joint meeting of the incoming and outgoing Boards. All Board meetings shall be open to IAAP members.

**Section 4. Quorum.** A majority of the Board of Directors shall constitute a quorum for any meeting.

## ARTICLE V. COMMITTEES, COUNCILS, AND SPECIAL APPOINTEES

**Section 1. Standing Committees.** Standing Committees shall be composed of a chair and three or more members, no two of whom may be from the same Chapter unless otherwise specified. The Chair of each Standing Committee shall be a Professional or Professional-Merited member. Members at Large shall be eligible to serve as committee chair.

**Section 2. Duties.** Standing Committees and their duties are as follows.

- A. The Certification and Education Committee shall:
  1. Promote the CPS and CAP examinations.
  2. Develop interest in the CPS and CAP examinations and encourage recertification.
  3. Develop and implement education projects for the Division.
  4. Develop and plan seminars to be approved for recertification.
  5. Develop, maintain, and continually update a resource library for chapter and speaker use.

B. The Finance Committee shall consist of the Treasurer as Chair, the President, the immediate past Treasurer, and the immediate past President. The Committee shall prepare a budget at a meeting called by the Treasurer and held no later than 75 days after the Annual Meeting. This budget is subject to the approval of the Board of Directors by October 1 and guides the Division in its expenditure of funds. The Board of Directors shall receive a copy of the budget at least 30 days prior to approval request.

C. Nominating Committee.

1. Membership. The Nominating Committee shall consist of a chair and two members appointed by the President and approved by the Board of Directors. No two members may be from the same Chapter.

Vacancies shall be filled by the President with Board approval.

No member may serve two terms consecutively on the committee.

2. Duties.

a. By November 1, the Nominating Committee shall notify all Chapter Presidents and Members at Large that any member may propose a candidate for Division office and that qualifications and consent of proposed candidates must be postmarked no later than March 1.

b. The Nominating Committee shall consider the qualifications of all candidates for elected office proposed by any Kentucky Division member and shall certify all who meet the requirements.

c. By March 15, the Nominating Committee shall notify the Division Officers, Chapter Presidents, and Members at Large of the names, qualifications, and consent of all candidates certified by the Nominating Committee.

D. The Bylaws and Standing Rules Committee:

1. Shall maintain conformity in Division Bylaws and Standing Rules with the International Bylaws and Standing Rules.

2. Shall notify Chapters and Members at Large of the March 1 deadline for submitting proposed amendments to these Bylaws and Standing Rules.

3. May propose amendments and resolutions.

4. Shall edit/correlate all proposed amendments to the Bylaws and Standing Rules of this Division and submit them, together with the Committee's recommendations and the reasons for the recommendations, to all Division Officers, Chapter Presidents, and the Members at Large no later than six weeks prior to the meeting date.

5. May review Chapter Bylaws and Standing Rules upon request.

6. Shall assist the Board of Directors in preparing and submitting amendments to the International Bylaws and Standing Rules Committee on behalf of the Division.

E. The Strategic Plan Committee shall oversee, maintain, and assist in implementing the Strategic Plan, updating as needed, through annual review.

F. The Membership Committee:

1. Shall work closely with the Membership Committee of Chapters within the Division to increase membership and shall act as a resource to the Chapters for ideas concerning retention.
2. Shall forward inquiries from those in the Chapter areas directly to the Chapter President for distribution to the Chapter Membership Committee Chair.
3. Shall work closely with the Membership Chairs of all Chapters within the Division to promote the chartering of new Chapters.
4. Shall work with Chapters to market our Association by communicating membership value.

G. The Wilma Yearly Award Committee:

1. Shall be composed of the three (3) most recent recipients of the award. The member who has served on the Committee the greatest length of time shall serve as Chair of the Committee. Wilma Yearly CPS/FLMI shall be an ex officio member with full voting privileges.
2. Shall submit to the membership the award criteria as approved by the Board of Directors.
3. Shall solicit nominations for the award.
4. Shall determine the annual award recipient and, at Annual Meeting, shall present the individual a plaque bearing the recipient's name, the words "Wilma Yearly Award—Kentucky Division's Highest Award for Professionalism," and the date of award presentation.

**Section 3. Special Committees.** Special Committees may be appointed when deemed necessary by the President, with the approval of the Board of Directors.

**Section 4. Past Presidents Council.** The Past Presidents Council shall be composed of the past Division Presidents who are currently members of IAAP.

The Council shall perform duties assigned by the Division President or Board of Directors. The Council may serve in an advisory capacity to chapters upon request.

**Section 5. Historian.** The Historian shall prepare a written narrative account of the Division's activities during the year to be presented for adoption at the Annual Meeting and shall fulfill such other duties as may be assigned by the President or Board of Directors.

**Section 6. Members at Large Liaison.** As directed by the President or the Board of Directors, the Members at Large (MAL) Liaison shall be responsible for ensuring that Division Members at Large (D-MALs) and Association Members at Large (A-MALs) living in Kentucky are kept updated and informed.

**Section 7. Responsibility.** All committees, councils, and special appointees shall be directly responsible to the Board of Directors and, with the exception of the Nominating Committee, shall submit all plans to the Board of Directors for approval prior to execution.

## ARTICLE VI. MEETINGS

**Section 1. Scheduling.** This Division shall hold an Annual Meeting in the spring of each year, preferably in May, at a location selected two years in advance by majority vote at the Annual Meeting.

**Section 2. Notification.** The President shall notify all Division Officers, Chapter Presidents, Chairs of Division Standing and Special Committees, and the Members at Large concerning the time and place of each Board meeting at least 45 days prior to the scheduled meeting date.

The Annual Meeting Coordinator shall notify all members of the Division concerning the time and place of the Annual Meeting at least two calendar months prior to the scheduled meeting date.

**Section 3. Representation.** The voting power of the members shall be exercised through properly accredited delegates to the Annual Meeting. Division Officers and the Members at Large Liaison shall be ex officio members of the delegate assembly with full voting privileges.

**Section 4. Business.** A delegate and alternate of the Division to the International Convention shall be selected by the Board of Directors in the following order: President, President-Elect, Vice President, Secretary, Treasurer, or an immediate past Division officer.

**Section 5. Special Meetings.** Special meetings may be called by the President, the Board of Directors, or one-third of the Chapters of the Division whenever deemed necessary to the welfare of the Division, provided notice specifying the principal business of the meeting is given to all members at least 10 days prior to the date of the special meeting.

**Section 6. Quorum.** A quorum for any Annual or special meeting shall be a majority of the Board of Directors within the Division.

## ARTICLE VII. EMERGENCY ADMINISTRATION

In the event of an emergency when the holding of the Annual Meeting is made impractical, all powers, functions, and duties of the Annual Meeting shall be vested in the Chapters of the Division and shall be performed and decided by mail, phone, fax, email, or any other type of electronic media in such manner as the Board of Directors may prescribe.

## ARTICLE VIII. DISSOLUTION

In the event of dissolution, abandonment, or termination of the Division, no income, contribution, or other 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 Division, after current indebtedness has been paid, shall go and be delivered forthwith to the IAAP Institute for Education, the Institute for Certification, and/or the Retirement Trust Foundation, as voted by the Division Board of Directors.

## ARTICLE IX. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of **Robert's Rules of Order Newly Revised (RONR)** shall govern the Division in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the Division may adopt, or International Bylaws and Standing Rules.

## ARTICLE X. AMENDMENTS

**Section 1. Submission.** Proposed amendments to these bylaws and standing rules shall be submitted to all members of the Bylaws and Standing Rules Committee, postmarked no later than March 1, immediately preceding the Annual Meeting at which they are to be considered.

**Section 2. Bylaws Amendments.** These bylaws may be amended by any of the following methods:

- A. At any Annual Meeting or special meeting by a two-thirds vote, provided copies of the proposed amendments shall have been mailed in accordance with Article V. 2. D. 4. of these bylaws.
- B. At any Annual Meeting or special meeting by a four-fifths vote, provided copies of the proposed amendments shall have been distributed to the delegates, Division Officers, and Chair of the Bylaws and Standing Rules Committee at least 24 hours prior to the meeting at which a vote is taken.
- C. By unanimous vote, if not distributed previously as required in A and B of this Section.

**Section 3. Standing Rules.** Standing Rules may be adopted, amended, or rescinded at any Annual or special meeting by any of the following methods:

- A. By a majority vote, provided previous notice shall have been mailed in accordance with Article V. 2. D. 4.
- B. By a two-thirds vote, provided copies of the proposed amendments shall have been distributed to the delegates, Division Officers, and Chair of the Bylaws and Standing Rules Committee at least 24 hours prior to the meeting at which a vote is taken.
- C. By four-fifths vote, if not distributed previously as required in A and B of this section.

**Section 4. Corrections.** Automatic grammatical, punctuation, and correlation corrections in the Bylaws and Standing Rules that in no way alter the intent of the respective Bylaw and/or Standing Rule shall be effected by the Bylaws and Standing Rules Committee with approval of the Board of Directors. If such Board approval is by mail, phone, fax, email, or any other type of electronic media, the action shall be submitted to the Board for ratification at its next meeting.

**Section 5. Enactment.** These Bylaws and Standing Rules and/or amendments thereto shall become effective upon adjournment of the Annual Meeting at which adopted, unless otherwise specified.

Adopted:	<u>May 17, 1953</u>
Revised:	<u>August 1998</u>
Amended:	<u>June 9, 2007</u>
Corrections Approved:	<u>July 17, 2007</u>
Amended:	<u>June 7, 2008</u>

## KENTUCKY DIVISION STANDING RULES

1. The Division delegate to the Annual International Convention shall be reimbursed for actual and necessary business-specific expenses incurred. This includes registration fee, transportation, lodging, and meals not included in the registration. Such reimbursement or any part thereof shall be dependent upon the availability of funds, and the maximum amount of reimbursement allowable shall be determined prior to the respective meeting. The delegate shall present an itemized account of expenses to the Board of Directors no later than the next Board meeting.
2. The Division alternate to the Annual International Convention shall be reimbursed for actual and necessary business-specific expenses incurred. This includes registration fee, transportation, lodging, and meals not included in the registration. Such reimbursement or any part thereof shall be dependent upon the availability of funds, and the maximum amount of reimbursement allowable shall be determined prior to the respective meeting. The alternate shall present an itemized account of expenses to the Board of Directors no later than the next Board meeting.
3. The Division President or other presiding officer in his/her stead shall be reimbursed for actual and necessary business-specific expenses incurred in connection with attendance at the Division Annual Meeting and to Division Board of Directors Meetings. This includes registration fee, transportation, lodging, and meals not included in the registration. Such reimbursement or any part thereof shall be dependent upon the availability of funds, and the maximum amount of reimbursement allowable shall be determined prior to the respective meeting. The attendee shall present an itemized account of expenses to the Board of Directors no later than the next Board meeting.
4. Any member registering for a Division Board meeting or Division Annual Meeting after a specified deadline shall be responsible for payment of the late registration fee.
5. If there is more than one candidate for a Division office, the Nominating Committee shall notify the candidate that he/she may present a two-minute talk at the Annual Meeting. This shall be the only practice acceptable to promote any candidate for office.
6. Each Officer, each Committee/Council Chair, the Historian, and the Members at Large Liaison shall submit a written report at the Annual Meeting and may also present an oral report.
7. The immediate past Division President and incumbent President shall approve the minutes of the Annual Meeting.
8. The Board of Directors shall delegate the duties of any officer who is absent or disabled for a period of 30 days to any officer concurrently serving in the Division.
9. If any Annual Meeting cannot be held at the time and place chosen or if no bids for the Annual Meeting are received, the Division Board of Directors shall designate the time and place at which it shall be held.
10. Each Chapter shall have the right to select from its Professional and Professional-Merited membership one delegate and one alternate to the Annual Meeting.
11. The Division Officers shall be installed at the Annual Meeting.
12. At the discretion of the Division Board of Directors, the following awards may be presented

at the Annual Meeting:

- A. CPS® Award--a Lamp of Learning to each IAAP member attaining the CPS certification, as announced by the Institute for Certification, during the prior calendar year.
  - B. CAP® Award-- to each IAAP member attaining the CAP certification, as announced by the Institute for Certification, during the prior calendar year.
  - C. Recertification Award--to each IAAP member attaining recertification, as announced by the Institute for Certification, during the prior calendar year.
  - D. Silver Spirit Award--to each IAAP member attaining 25 years of service.
  - E. Education Award--to the Chapter averaging the highest number of points per member in education according to the Division's adopted "Educational Schedule."
  - F. Membership Award--to the Chapter showing the greatest percentage increase in membership during the time specified.
  - G. Wilma Yeary Award. This award, Kentucky Division's Highest Award for Professionalism, shall be given annually to the member with the highest number of total points in the year based on the Wilma Yeary Award guidelines and point schedule approved by the Board of Directors.
13. The host Chapter(s) for the Annual Meeting shall present a proposed budget to the Board of Directors for approval no later than 75 days prior to the Annual Meeting.
14. **Division Annual Meeting: Business Functions.**
- A. The Division shall be responsible for carrying out the business functions of the Annual Meeting.  
  
Business functions at the Annual Meeting shall be all items on the Annual Meeting Agenda, including, but not limited to, the open house, business sessions, luncheon, banquet, and joint meeting of incoming and outgoing officers and directors. Any profit realized or loss incurred as the result of business functions shall be the income or expense of the Division.
  - B. The host Chapter(s) shall have the responsibility of planning this meeting in a fiscally responsible manner, with anticipated expenses to be kept within the Annual Meeting budget approved by the Board of Directors.
  - C. The Division President-Elect shall be a voting member of the Annual Meeting Committee.
15. **Division Annual Meeting: Non-Business Functions.** Any profit received or loss incurred in carrying out the non-business functions of the Division Annual Meeting shall be the sole responsibility of the host Chapter(s). Non-business functions shall be any items included before, during, or after the Annual Meeting but not included as part of the Agenda (e.g., trips, tours, and special events not included in the registration fee).
16. **Division Annual Meeting: Seminar.** Any profit received or loss incurred in carrying out the Division Annual Meeting Seminar shall be the sole responsibility of the Division.

17. The host Chapter(s) for the Annual Meeting shall transfer all files pertaining to the meeting to the Division President by July 1 and shall submit a complete financial report on the Annual Meeting at the next Board meeting.
18. **Audit.**
  - A. An annual audit shall be made of the Division financial records by a qualified person or persons appointed by the President and approved by the Board of Directors. Such persons may be from the same Chapter. The audit shall be completed no later than August 10. A written report covering the audit shall be submitted to the Board of Directors and the records transferred to the incumbent Treasurer.
  - B. In the event of a vacancy in the Office of Treasurer, an audit shall be made of the Division financial records by a qualified person or persons appointed by the President and approved by the Board of Directors. Such persons may be from the same Chapter. The audit shall be completed within 15 days after receipt of the records, and a written report covering the audit shall be submitted to the Board of Directors.
19. The Division shall purchase and present an IAAP banner to each newly established Chapter within the Division.

Standing Rules Adopted: May 27, 1967  
Revised: August 1998  
Amended: June 9, 2007  
Corrections Approved: July 17, 2007  
Amended June 7, 2008