

BY-LAWS OF THE
BALTIMORE METROPOLITAN AREA CHAPTER OF THE
AMERICAN PAYROLL ASSOCIATION

ARTICLE I

Name

The name of this organization shall be the Baltimore Metropolitan Area Chapter of the American Payroll Association (BMAC-APA)

ARTICLE II

Place of Business

The location of the principal office of the BMAC-APA shall be in the State of Maryland at such location as shall be determined by the Board of Directors.

ARTICLE III

Purpose

The purposes of the Chapter shall be:

1. To promote the common business interests of those engaged in the payroll profession.
2. To provide a forum for the effective exchange of payroll knowledge, trends, ideas and innovations.
3. To promote and enhance the image of the payroll profession throughout the State of Maryland.
4. To promote the highest standards of professional practice and payroll ethics.
5. To promote a cooperative liaison with other related professional groups.

ARTICLE IV

Membership

Section 1. Classes of Membership and Qualifications

- A. Regular Member – All individuals must be an active member of the American Payroll Institute (that is, a member of “APA National”). It is a condition of membership that members are expected to share their knowledge and experiences and to make a positive contribution to the Chapter.
- B. Associate Member – Individuals who are not an active member of the American Payroll Institute may be Associate Members. The associate member must be invited and sponsored by a “regular” member. As with the “regular” member, the associate member is expected to share their knowledge and experience and to make a positive contribution to the Chapter. Associate Members are subject to the following provisions:
 - 1. Only Regular Members may be elected or appointed as Chapter Officers or Directors
 - 2. Regular Members will enjoy a reduced structure for dues and fees as compared to Associate Members

Section 2. Admission to Membership

- A. Regular memberships - To be admitted to membership, a candidate must be actively engaged in, or closely related to, the payroll function within his/her organization, file a membership application and accompany it with the first year's dues.
- B. Associate Membership - To be admitted to membership, an associate candidate must be actively engaged in, or closely related to, the payroll function within his/her organization. They must complete the membership application including the “regular” member name that is sponsoring the associate membership and accompany it with the first year’s dues.

Section 3. Termination of Membership

- A. 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.
- B. Reinstatement - Any person 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.

Section 4. Voting

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

ARTICLE V

Dues and Fees

Section 1. Dues Schedule

The annual dues schedule for each class of membership shall be determined by the Board of Directors.

Section 2. Dues Payment

Regular Membership - The first annual dues of a new member shall be payable and submitted in full with the application for membership.

Section 3. 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. Upon payment of delinquent dues or obligations, the member shall be reinstated.

Section 4. Dues and Fees

The Board of Directors shall have the authority to set dues and fees for any class of membership.

ARTICLE VI

Membership Meetings

Section 1. Regular

There shall be Regular Meetings of the general membership held every other month on the third Thursday of the month with exception of the month of January and February in which there will be no meeting in January and a meeting in February on the first Thursday of the month. Notice of such meeting shall be mailed to the last recorded address of each member at least ten (10) days before the time appointed for the meeting.

Section 2. Special

Special meetings of the Chapter may be called by the President or the Board of Directors upon the

written request of twenty-five percent (25%) of the voting members of the Chapter. Notice of the time, date and location of any special meeting shall be mailed to each member at his or her last recorded address at least ten (10) days before the time appointed for the meeting, together with a list of the subject(s) to be considered.

Section 3. Quorums

For meetings of the Chapter, ten (10) voting members in good standing shall constitute a quorum.

Section 4. Order of Business

All meetings of the membership shall be conducted according to Robert's Rules of Order. Unless a different order of business is adopted by the Chapter, the following is the order:

- (1) Distribution and approval of Minutes of the previous meeting(s)
- (2) Reports of Standing Committees
- (3) Unfinished business
- (4) New Business

Section 5. Executive Committee Meetings

Executive Committee meetings shall be held at a time and place at the discretion of the President. Participation will be consistent with the provisions set out in Article VII, Section 5 below.

ARTICLE VII

Board of Directors

Section 1. Power and Responsibilities

The Board of Directors shall have supervision, control and direction of the affairs of the Chapter; shall determine its policies or changes therein within the limits of the Bylaws; shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such 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.

Section 2. Composition

The Board of Directors shall be composed of the Executive Committee and up to five (5) at-large Directors. The Executive Committee shall be comprised of the following officers: President, Vice

President, Secretary, Treasurer and Immediate Past President. All members of the Board of Directors shall be elected from the general membership with the exception of the Immediate Past President. The number of at-large Directors may be expanded upon the sole discretion of the Board of Directors, subject to the provisions of Section 9 below. All members of the Board shall be Regular Members in good standing.

Section 3. Election

The Board of Directors shall be elected by a majority vote of Regular and Associate Members present at a regularly scheduled meeting. The Nominating Committee shall propose a slate of qualified and approved candidates which shall be submitted to the membership for vote. All members of the Board of Directors shall serve by virtue of their respective elected or appointed position.

Section 4. Term of Office

All members of the Board of Directors shall take office immediately following the meeting during which they are elected, or immediately when appointed, and shall serve for two years or until their successor is duly elected or appointed and qualified.

Section 5. Meetings

The Board of Directors shall meet at regular intervals between regularly scheduled Membership Meetings upon the call of the President at such times and places as he or she may designate and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail or other mode of transmittal to each member of the Board at their last recorded address at least ten (10) days in advance of such meetings. Board of Directors meetings are open to Chairpersons of all active committees.

Section 6. Quorum

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

Section 7. Absence

Any member of the Board of Directors unable to attend a duly called meeting of the Board shall be required to notify the President of the Chapter two (2) days prior to the meeting. The President may deem the resignation of the Director effective upon two (2) consecutive unauthorized absences without written notification by the Director to the President.

Section 8. Resignation and Removal

Any Board of Directors member may resign at any time by giving written notice to the President, the Secretary, or to the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance thereof as determined by the President or the Board

of Directors.

A member of the Board of Directors may be removed from his or her position upon two-thirds (2/3) vote of the Board at a legally called meeting. Announcement of the intended vote shall be sent by mail or other mode of transmittal to each member of the Board of Directors at their last recorded address at least ten (10) days in advance of such meetings. 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.

Section 9. Vacancies

Any vacancies which may occur on the Board of Directors by reasons of death, resignation, or otherwise, may be filled by appointment of the President and confirmed by a majority of the Board of Directors. Appointed members of the Board shall serve the remainder of the unexpired term of the position on the Board for which they are appointed.

Section 10. Voting

Any decision of the Board of Directors shall be by a majority vote of the Directors voting, provided that a quorum participates in the vote. The President shall not vote, except in the case that his or her vote is material to the outcome of a particular vote.

Section 11. Indemnification of Officers and Directors

The Chapter shall indemnify any/all persons who may serve or who have served at any time as a Director, Officer, Committee Chairman or staff member of the Chapter, and their respective heirs, administrators, successors and assigns, acting in good faith, against any/all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon, such person in connection with any proceeding to which such person may be made a party by reason of having been an Officer, Director, Committee Chairperson or staff member of the Chapter, or any settlement thereof, except in relation to matters as to which any such person shall be adjudged in any proceeding liable for that person's own negligence or shameful misconduct in the performance of duty; provided that in the event of a settlement of a suit, the indemnification provided for in this Section shall apply only when the Board of Directors approves such settlement and reimbursement as in the best interests of the Chapter. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other rights to which such Director, Officer, Committee Chairperson or staff member may be entitled.

ARTICLE VIII

Officer Roles

Section 1. President

The President shall be the Chief Executive Officer of the Chapter, shall preside at meetings of the

Chapter and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote in case of tie votes only, of all committees except the nominating committee. He or she shall also, at meetings of the Chapter and at such other times as he or she shall deem proper, communicate to the Chapter or to the Board of Directors such matters and make suggestions as may, in his or her opinion, tend to promote the welfare and increase the usefulness of the Chapter, and shall perform such other duties as are necessarily incident to the Office of President or as may be prescribed by the Board of Directors on matters of policy in conducting the affairs of the Chapter.

Section 2. Vice President and Immediate Past President

The Vice President and Immediate Past President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act in the order designated: Vice President, then Immediate Past-President. They shall perform such other duties as may be prescribed from time to time by the President or the Board of Directors and shall assist the President in the administration of the Chapter's affairs, working with the Board of Directors in all matters for the good of all members. The Vice President shall also serve as Chair of the Nominating Committee.

Section 3. Secretary

The Secretary shall keep minutes of all meetings of the Membership and the Board of Directors, shall be the custodian of the corporate records, shall give all notices as are required by law, by these Bylaws, or which may be assigned from time to time by the Board of Directors. The Secretary shall also be responsible for communications of Chapter matters to the American Payroll Association.

Section 4. Treasurer

The Treasurer shall have charge and custody of all funds of the Chapter; shall deposit the funds as required by the Board of Directors; shall keep and maintain adequate and correct accounts of the Chapter's properties and business transactions; shall render a written financial report at each regularly scheduled Membership Meeting and Board of Directors Meeting, in addition to other reports and accountings to the members as required by the Chapter by law; and shall perform in general all duties incident to the Office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors. All funds shall be deposited in the name of the Chapter.

ARTICLE IX

Committees

The President, with the approval of the Board of Directors, shall have the authority to create ad hoc committees or task forces to address specific areas of need. Said committees shall continue to exist until abolished by the Board of Directors. The President shall have the authority to appoint the Chairperson of all committees. Any Regular or Associate member may serve as the Chairman of a committee, with the exception of the Nominating committee. All members of the Board of Directors, except the President, may serve as the Chairman of one committee. It shall be the responsibility of the Chairman of the respective committees to recruit committee members as required. Minutes are to kept of all Committee Meetings and submitted to the Board of Directors at the next regularly scheduled Board of Directors Meeting and retained by the Chapter Secretary. The following committees shall be standing committees of the Chapter:

- Nominating, whose responsibility shall be to present a slate of approved candidates to the membership for consideration. The Vice President shall serve as the Chairman of the Nominating committee. The Chairman shall assemble the Nominating committee 120 days prior to a scheduled general election and disband following the election. The Nominating committee is to consist of at least one Board member (in addition to the Vice President) and at least one Regular or Associate member who is not a member of the Board of Directors.
- Government Liaison, whose purpose shall be to collect, analyze and disseminate to Chapter members matters of legislative nature that impact our profession, communicate information to the American Payroll Association that may be of concern or interest to Chapter members, and other such responsibilities as may be directed from time to time by the Board of Directors.
- Membership, whose purpose shall be to engage in activities that promote expansion of the Chapter's membership of Payroll professionals and other interested parties, and other such responsibilities as may be directed from time to time by the Board of Directors.
- Communication, whose responsibility shall be to coordinate all communications for, by or about the Chapter with parties other than the American Payroll Association, and other such responsibilities as may be directed from time to time by the Board of Directors.
- Education, whose responsibility shall be to coordinate activities that promote continued learning of Chapter members, and other such responsibilities as may be directed from time to time by the Board of Directors.
- Hospitality, whose responsibility shall be to coordinate appropriate facilities for all regularly scheduled meetings, and other such responsibilities as may be directed from time to time by the Board of Directors.

ARTICLE X

Insurance

This chapter shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, director or committee chairperson of the Chapter against any liability asserted against him/her and incurred by him/her in such a capacity or arising out of his/her status, whether or not the Chapter would have the power to indemnify him/her against such liability under the provisions of this article.

ARTICLE XI

Amendments

These bylaws may be amended by a two-thirds (2/3) vote at any meeting of the Chapter provided a copy of the amendment proposed for consideration shall be mailed to the last recorded address of each member at least ten (10) days prior to the date of the meeting.

ARTICLE XII

Code of Ethics

Section 1. Adoption

This chapter shall adopt a Code of Ethics and provide a continuous revision so as to be consistent with State and Federal laws, and American Payroll Association bylaws.

Section 2. Enforcement

The Chapter may adopt from time to time such policies and procedures as may be deemed legal and appropriate to enforce member adherence to the Code of Ethics.

Section 3. Code of Ethics

The responsibility of the Board of Directors and its members relating to the Code of Ethics, the disciplining of members and the organization and procedures incident thereto, shall be governed by the Code of Ethics as from time to time amended, which by this reference is made a part of these Bylaws.

ARTICLE XIII

Dissolution

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Chapter. On dissolution of the Chapter any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational or philanthropic organization to be selected by the Board of Directors.