

**AMERICAN PAYROLL ASSOCIATION
The San Francisco Bay Area Chapter**

CONSTITUTION

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CONSTITUTION

ARTICLE I – NAME

Section 1: The name of this organization shall be the San Francisco Bay Area Chapter (SFBAC), herein referred to as the Chapter. This is an autonomous and independent chapter of the American Payroll Association (APA), herein referred to as National.

ARTICLE II – PURPOSE

Section 1: The purpose of this organization is to provide a forum to exchange information and experiences for the benefit and education of its members.

ARTICLE III – MEMBERSHIP

Section 1: Membership is open to payroll, human resources, and other professionals or interested persons concerned with the development, maintenance, and operation of payroll and related functions.

Section 2: Membership in this Chapter is available on an individual or corporate basis. Corporate Memberships consist of at least one primary member and up to 4 Associate Members.

Section 3: All candidates for membership must: 1) Submit a properly completed membership application, including their National membership number (or the number of the National Member under which they are joining), and 2) pay the annual dues fee in effect at the time of the application. All applications are subject to approval by the Chapter. An application can be rejected if the person applying is not a member of National (ensuring the Chapter fulfills the requirement that 75% of its members are also members of National). Any rejected application must have their dues fully refunded within 30 days.

Section 4: A prospective member will be granted Regular Member status upon approval of their application.

Section 5: Membership shall remain in effect for a 12 month period. First year membership is effective for the remainder of the 12 month period in which the member joins. Membership renewal is at the beginning of the 13 month.

Section 6: All members are asked to share their knowledge and experiences with other Chapter Members.

Section 7: The Chapter will conduct membership drives annually.

Section 8: Membership will be canceled if the appropriate annual dues are not received by the end of the 14th month.

ARTICLE IV – DUES AND FEES/RECORDS

Section 1: The Executive Steering Committee (ESC) shall establish annual membership

dues and fees for special events.

Section 2: All chapter records are kept in the Google drive and/or with the current active President. Chapter applications that require passwords will be reset at the start of the new calendar year.

ARTICLE V – OFFICERS, CHAIRPERSONS AND EXECUTIVE STEERING COMMITTEE

Section 1: All elected officers of the Chapter must be members of both National and the Chapter. The elected officers of this Chapter shall be: President, President-Elect, Vice President, 2nd Vice President, Secretary and Treasurer.

Section 2: The President will appoint the following committee chairs: Awards/Prizes Chairperson, Bulletin Chairperson, Education Chairperson, Government Liaison Officer, Historian, Hospitality Chairperson, NPW Chairperson, Web Site Chairperson and Membership Chairperson.

Section 3: The Executive Steering Committee (ESC) shall be composed of all officers and chairpersons. The ESC shall meet periodically to conduct chapter business.

Section 4: All members of the ESC will have their annual SFBAC dues waived and instead paid by way of volunteer hours (minimum of 20 hours per year for each position else dues must be paid in full).

Section 5: The President will be granted up to \$500 per year to use toward CPC, Congress or other payroll related events or APA national membership where the Chapter can benefit from representation by the President. This amount shall be known as the publicity fund. The President can designate another member of the ESC to utilize this publicity fund in their place.

Section 6: Duties and responsibilities of the officers, committee chairpersons and the Executive Steering Committee shall be as follows:

A. PRESIDENT

- Leads, plans, directs and oversees all Chapter activities to ensure full benefits to all members while protecting the integrity of the purpose of the Chapter and National.
- Conducts and presides over all meetings and conferences.
- Appoints Committee Chairpersons or accepts volunteering candidates. All appointments and volunteering candidates must be approved by 3/4^{ths} majority of the current officers.
- Must be a National APA member and an active SFBAC member.
- Gives guidance to Committees and receives regular activity reports and project updates. Acts as an ex-officio member of all committees.
- Ensures proper financial accounting and handling of the Chapter Treasury.
- Maintains and disseminates current and timely information regarding National's educational benefits and events.
- Seeks advice from National when directed by the Membership, the Executive Steering Committee or when otherwise necessary.
- Acts as liaison with the Executive Steering Committee for special event participation requests from National, including research projects.
- Acts as Chapter contact for National, potential members and general inquiries, with referrals to Executive Steering Committee members as appropriate.
- Directs Executive Steering Committee activities and meetings.

- Assumes duties of National Advisory position in conjunction with the Government Liaison Officer.
- A. PRESIDENT-ELECT
- Trains with the President for one year and assumes the Presidency the following year.
 - Runs chapter meetings in the event the President is unable to attend.
 - Assists in presiding over Committee Meetings and has voting privileges, if needed, for approval of proposals and committee decisions.
 - Must be a National APA member and an active SFBAC member and be willing to commit to three years of service.
 - Assumes the duties and responsibilities of the President as needed or directed by the Membership. A new President-Elect will be elected in the event that the President-Elect must permanently assume the duties and responsibilities of the President prior to his/her normal Presidential term.
- B. VICE PRESIDENT
- Secures speakers for program presentations at meetings and seminars.
 - Ensures that meeting and seminar programs are of value and appropriate for the continuing education requirements of the membership.
 - Works directly with the President in the planning and protection of the integrity and intent of this Chapter.
 - Works directly and purposely with the Education Chairperson to ensure fulfillment of the needs of the membership.
 - Maintains Honorarium relationships to guarantee continued support from previous and potential speakers and other professional contacts helpful to the Chapter.
 - Must be a National APA member and an active SFBAC member and be willing to commit to two years of service.
- C. 2nd VICE PRESIDENT
- Assists the Vice President in the scheduling of speakers and locations for the year.
 - Provides logistics assistance in meeting preparation, i.e., working with location host, meeting announcements, RSVP list, A/V requirements of speakers, etc.
 - Must be a National APA member and an active SFBAC member and be willing to commit to one year of service.
- E. SECRETARY
- Records minutes, resolutions, votes and other pertinent issues and events at each meeting, or obtain from a substitute, and submits to each Executive Steering Committee member following each such meeting.
 - Ensures that all correspondence, minutes and records regarding the business of the Chapter are duly obtained, maintained and safeguarded.
 - Keeps current inventory of contents of archived files and records of the Chapter, and whereabouts of such records.
 - Orders and maintains supplies of stationery, brochures, etc. as needed, for availability and convenience of the Membership.
 - Acts as liaison between President and other Executive Steering Committee members acting as center for information, either to relay or gather, by telephone, or in written format, as needed.
 - Provides reports and records to National as required.
 - Must be a National APA member and an active SFBAC member and be willing to commit to two years of service.

F. TREASURER

- Collects dues, and other receivables of the Chapter.
- Reviews and pays bills of the Chapter.
- Prepares budget for upcoming fiscal year.
- Maintains records of the financial activity of the Chapter in accordance with generally accepted accounting principles.
- Submits financial reports to the President as requested. Submits financial reports to the Executive Steering Committee at each ESC meeting. Submits annual financial reports to the Membership. Annual financial reports are to be available to members at the first meeting of the calendar year.
- Maintains in dual custody with the President, the Chapter Bank Account(s).
- Obtains new and proper signatories for the Chapter accounts and tax returns, as needed.
- Regularly gathers incoming mail from the Post Office Box and redistributes as necessary and depositing all incoming monies to the Chapter bank account(s) in a timely manner.
- Assists and prepares proposals and cost estimates for programs and activities for the Chapter, as needed.
- Prepares and files governmental reports and returns as required.
- Must be a National APA member and an active SFBAC member and be willing to commit to two years of service.

G. AWARDS/PRIZES CHAIRPERSON

- Selects, purchases and distributes awards as determined by the Executive Steering Committee.
- In conjunction with the President and Treasurer, selects, purchases and distributes gifts for speakers at meetings.
- Solicits and distributes prizes for special events.
- Organizes efforts to collect donations to reduce costs when possible.

H. BULLETIN CHAIRPERSON

- Prepares bulletins and special event announcements as requested by the President to ensure that all members receive information regarding meetings and/or events of the Chapter on a timely basis.
- Works directly with the President to ensure that the bulletin promotes the integrity and intent of the Chapter and National.
- Obtains committee members as required and acts as chairperson at Bulletin committee meetings.
- Submits regular reports of activities and project status to the President.

I. EDUCATION CHAIRPERSON

- Provides educational programs, and materials to enhance the knowledge of the Chapter members.
- Works directly with the President and Vice President to ensure the educational programs and materials promote the integrity and intent of the Chapter and National.
- Coordinates speaker information with the Vice President.
- Provides form(s) to obtain Continuing Education Units (CEU) credits for monthly meetings and special events, programs and seminars.
- Obtains committee members as required and acts as chairperson at Education committee meetings.
- Submits regular reports of activities and project status to the President.

J. GOVERNMENT LIAISON OFFICER

- Provides up-to-date information on tax law enactments, revisions and modifications to the membership.
- Acts as liaison between national/local Government agencies and the Chapter.
- Works directly with the President and Vice President to ensure the information provided promote the integrity and intent of the Chapter and National.
- Obtains committee members as required and acts as chairperson at Government Liaison committee meetings.
- Submits regular reports of activities and project status to the President.
- Maintains and disseminates current and timely information regarding National's educational benefits and events.
- Seeks advice from National when directed by the Membership, the Executive Steering Committee or when otherwise necessary.
- Acts as liaison with the Executive Steering Committee for special event participation requests from National, including research projects.

K. HISTORIAN

- Acts as Chapter communicator for special requests from National regarding events and meetings of the Chapter.
- Acts as photographer for the Chapter.
- Maintains Chapter scrapbook.
- Selects, assembles, and submits materials for programs and contests sponsored National, e.g. The Chapter of the Year Award.
- Obtains committee members as required and acts as chairperson at Historian committee meetings.
- Submits regular reports of activities and project status to the President.

L. HOSPITALITY CHAIRPERSON

- Secures meeting facilities for regular and special meetings, in conjunction with the Vice President.
- Arranges for any pre/post meeting set-up/clean-up required.

- Maintains relationships with hosting companies.
- Makes arrangements for appropriate refreshments.
- Receive RSVP for regular meetings and special events.
- Maintain member/guest name-tags including distribution/collection at monthly meetings and preparation for new members.
- Provide sign-in roster for meetings and special events.
- Register members/guests upon arrival at meetings and collect appropriate fees and issue receipts as required.
- Obtains committee members as required and acts as chairperson at Hospitality committee meetings.
- Submits regular reports of activities and project status to the President.

M. MEMBERSHIP CHAIRPERSON

- Maintains current database for contact and mailing purposes.
- Database should include: 1) basic member information: name, title, company, mailing address, phone number, National membership number, Chapter membership number; 2) original membership date; 3) E-mail address and fax number; and 4) records of meetings attended during the current year for use in awarding prizes/scholarships Provide membership database to each Executive Steering Committee member on a regular basis.
- Contact new National members to invite them to become members of the Chapter.
- Distribute membership information to prospective members.
- Distribute membership renewal by November 30th. When members do not renew, personally call member, to notify them of their membership cancellation and when possible to obtain reason(s) for non-renewal.
- Obtains committee members as required and acts as chairperson at Membership committee meetings.
- Submits routine reports of activities and project status to the President.

N. NATIONAL PAYROLL WEEK (NPW) CHAIRPERSON

- Plans and organizes NPW events and celebrations.
- Enlists volunteers to participate and assist in the NPW events (volunteers must be active members of the SFBAC).
- Ensures the Chapter complies with all National NPW contests and submits all necessary documentation to participate in those contests.
- In conjunction with President and Treasurer will purchase NPW merchandise and flyers for all NPW events.

O. WEB SITE CHAIRPERSON

- Maintains major functions of the Chapter web site to ensure its integrity.
- In conjunction with the President and Treasurer ensures all fees are paid in full as billed.
- Maintains all user documentation to allow the ESC to makes posts relevant to their duties.
- Ensures all email addresses are linked accurately to the current ESC.
- Submits routine reports with recommendations of web site map updates to the President.

Section 7: The term of service for all officers and committee chairpersons shall be 1 year with the exception of the President-Elect who will have a term of three years, automatically assuming the role of President the 2nd year and Advisor in the 3rd year to ensure continuity of leadership.

Section 8: Elections and appointments will be held during the 4th quarter of each year. Results of elections will be announced at the conclusion of the last meeting of the year. Appointments will be published in the first bulletin of the new year the terms begin. Special elections may be held as required, for example, if the 2nd Vice President is required to permanently assume the responsibilities of Vice President.

Officers may be removed from office by a 2/3rds majority vote of all the Chapter's members. Failure to carry out responsibilities of the respective office warrants removal, and shall be presented to the Chapter members for voting upon recommendation by 2/3rds majority vote of the Executive Steering Committee. Committee Chairpersons may be removed from their positions by a 2/3rds majority vote of the Executive Steering Committee. Further, Officers or committee Chairpersons failing to attend Steering Committee meetings without notifying the President or the Secretary in writing or by telephone for two consecutive meetings, will be considered to have voluntarily resigned from their positions.

ARTICLE VI – GUESTS AND NON-MEMBERS

Section 1: Guests and nonmembers are welcome to attend regular Chapter meetings and will be required to pay the pre-established meeting fee. Rates of no less than 120% of Regular Members' cost will be charged for any special meetings, programs or seminars when an additional fee has been established.

Section 2: All employees of a host employer for any Chapter meeting or a program or seminar shall be entitled to attend such meeting(s) without charge, unless special meeting rates have been established, and then will be charged at Regular Member rates.

Section 3: A representative of a Regular Member, chosen by the Regular Member to attend in their absence, will not be considered a nonmember and may attend meetings without charge or at the member rate when special meeting rates have been established. The Regular Member must pre-notify the Membership Chairperson of their Substitute Member. The Regular Member and the Substitute Member may not both attend the same meeting/event for the Regular Member rate.

Section 4: New National members contacted by the Chapter Membership Committee for Chapter membership, may be invited to attend one meeting at the Regular member price if they are unsure of whether they would like to become Regular Members. The invitation is solely at the discretion of the Membership Chairperson, and adequate records

must be maintained by Membership to ensure that a special invitation is issued one time only.

Section 5: Members of other APA Chapters who are not members of the San Francisco Bay Area Chapter are considered guests for the purpose of meeting and special event fees. When special events are held for the benefit of several Chapters, an exception can be made by a 2/3rds majority of the Executive Steering Committee.

ARTICLE VII – VOTING

Section 1: On all voting matters, only the Regular Members can vote.

Section 2: Voting is by a simple majority of Regular Members in attendance at meetings, or as specified within the Articles of this Constitution. A quorum will not be required. Members unable to attend the voting meeting may vote beforehand via email.

Section 3: The President shall not vote unless it becomes necessary to break a tie vote.

ARTICLE VIII - MEETINGS

Section 1: Meetings will be held every 6 to 8 weeks.

Section 2: A calendar of topic and locations for meetings will be established and presented to the members on a regular basis. Meeting times and places are subject to change.

Section 3: Meetings of this Chapter shall be conducted in a professional manner.

ARTICLE IX – AMENDMENTS

Section 1: This Constitution may be amended by a majority vote of the Regular Members in attendance at the pre-notified voting meeting, or voting via email prior to the meeting.

Previous Revisions:

Rev 1/2014

Rev 1/2013

Rev 2/2012

Distributed to Board Members via email on 2/20/12.

Rev 01/11

Rev 09/04

Rev 11/03

Rev 9/00

Distributed to Members via special mailing of 9/8/00. Approved 9/21/00.

Rev 4/91

6/89, ratified by vote 7/19/89

2/87

8/84

12/83 (original)