

**BY-LAWS**  
**THE DENVER CHAPTER PAYROLL ASSOCIATION**

**ARTICLE I**  
**NAME**

The association shall be known as The Denver Chapter Payroll Association. The Denver Chapter Payroll Association shall be a not for profit association. The Denver Chapter Payroll Association may be referred to as the "Association", the "Chapter", or "DCPA" throughout this document.

**ARTICLE II**  
**PURPOSE**

The purpose of this association shall be educational and social in nature.

**ARTICLE III**  
**MEMBERSHIP**

**Section 1 – Membership**

Membership is open to any individuals, associates, and/or corporations who wish to participate and contribute to the organization. It is a condition of membership that members are expected to share their knowledge and experiences, thereby making a positive contribution to the Association.

**Section 2 – Membership Fee**

There shall be an annual membership fee per individual. Other levels of membership may be available.

**ARTICLE IV**  
**OFFICERS**

**Section 1 – Officers**

The Executive Board of Directors of the Association shall consist of the President, Vice President, Treasurer, Secretary, Government Liaison Officer, Education Coordinator, and Special Affairs Coordinator. Each officer must be a member in good standing of The Denver Chapter Payroll Association. For the positions of President and Vice President, the nominee must have served in a DCPA board position at least one of the last three years to provide continuity to chapter leadership. Each of these officers shall be elected, with the exception of the President, and all will have voting rights. Each officer must have an individual membership with the American Payroll Association (APA) as required, and an individual membership with The Denver Chapter Payroll Association. It is the personal responsibility of each officer to maintain APA membership, and the membership fee for the DCPA will be paid for by the Chapter.

**Section 2 – Nomination of Officers**

The Nominations Committee Chair will coordinate with the Executive Board of Directors, Webmaster, and communicate to the membership via electronic methods, the detailed guidelines of the nominations period; insuring completion coincides with the Election of Officers defined in Section 3 of this Article. Nominations will be accepted, via electronic method, from only Chapter members in good standing. If a Nominations Committee member is nominated and accepts the nomination for any office, they will automatically resign from the Committee to avoid a conflict of interest.

**Section 3 – Election of Officers**

Elections shall take place corresponding to the annual meeting by electronic voting methods. Each member will be allowed one vote for each officer and member-at-large. The Nominations Committee will be responsible for tallying all votes and have the results reviewed by the Nominations Chairperson prior to the annual meeting. The Nominations Committee will announce the new elected board members at the annual meeting. In the event of a tie for any officer position, there will be a run-off election.

#### **Section 4 – Duties of Officers Holding Voting Rights**

**A)** The President shall automatically progress from Vice President for a term of one year, and then serve as Past President for a term of one year. The President shall preside at all meetings. The President shall be an ex-officio member of all committees. The President shall review and advise meeting topics and set goals for the Executive Board of Directors. The President is expected to act in a professional manner in representing the Chapter at all functions. The President is in a leadership role and is expected to help guide the direction of the Executive Board of Directors and the Chapter. The President will maintain all signing rights for the Chapter bank account and debit/credit cards. The President must attend a minimum of 80% of all Chapter and board meetings in any given year and is expected to attend the annual regional payroll conference. In the case of a vacancy, the Vice President will fill in for the President.

**B)** The Vice President shall be elected for a term of one year and automatically progress to President. The Vice President shall perform duties of the President as delegated by the same. The Vice President shall coordinate regular meeting arrangements and direct the Chapter's activities for the annual regional payroll conference. The Vice President shall serve as back up to the President on all signing rights for the Chapter bank accounts and debit/credit cards. The Vice President must attend a minimum of 80% of all Chapter and board meetings in any given year and is expected to attend the annual regional payroll conference. The Partnership Chair will report directly to the Vice President as the work is related to the planning of the annual regional payroll conference. In the case of a vacancy, the Treasurer will fill in for the Vice President.

**C)** The Treasurer shall be elected for a term of 2 years. The Treasurer will not have signing rights on any bank or money transactions as this responsibility will remain with the President and Vice President. The Treasurer shall keep full and accurate accounts of receipts and disbursements in the books of the Association. The Treasurer is responsible for updating member information on the website upon registration and renewal. The Treasurer shall render to the Executive Board and the members, whenever requested, a report of all finances of the Association and of its financial condition. The Treasurer shall also be responsible for the appointment of the Treasury Coordinator who will serve as an assistant and back up to the position. The Treasurer is expected to attend a minimum of 80% of all Chapter and board meetings. In the case of a vacancy, the Secretary will fill in for the Treasurer.

**D)** The Secretary shall be elected for a term of one year. The Secretary shall keep the minutes of the meetings of the members and the Executive Board, and is responsible for the distribution of minutes for publication. The Secretary is expected to attend a minimum of 80% of all Chapter and board meetings. In the case of a vacancy, the Treasurer will fill in for the Secretary.

**E)** The Government Liaison Officer shall be elected for a term of one year. The Government Liaison Officer shall establish and/or perpetuate relationships with governmental agencies. This officer shall identify potential problems with pending legislation and develop possible solutions to be presented to the membership. This office may oversee committees as defined in Article V – Section 1. The Government Liaison Officer is expected to attend a minimum of 80% of all Chapter and board meetings. In the case of a vacancy, the Special Affairs Coordinator will fill in for the Government Liaison Officer.

**F)** The Education Coordinator shall be elected for a term of one year. The Education Coordinator shall inform the membership of educational opportunities available from the American Payroll Association (APA) and local institutions of higher education. The Education Coordinator shall also be responsible for the appointment of the Program Coordinator and the Study Group Coordinator and shall oversee the Education Programs. This office may oversee additional committees as defined in Article V – Section 1. The Education Coordinator is expected to attend a minimum of 80% of all Chapter and board meetings. In the case of a vacancy, the President will fill in for the Education Coordinator.

**G)** The Special Affairs Coordinator shall be elected for a term of one year. The Special Affairs Coordinator shall promote the Chapter, coordinate special projects for the Chapter and promote the Payroll Professional through community involvement. The Special Affairs Coordinator will be responsible for overseeing the various committees in the organization, as defined in Article V – Section 1, that are affiliated with promotion of the Chapter and/or payroll as a profession. The Special Affairs Coordinator is expected to attend a minimum of 80% of all Chapter and board meetings, and will oversee various committees as described in Article IV – Section 5 with additional committees being added as needed and approved by the Executive Board of Directors. In the case of vacancy, the Government Liaison Officer will fill in for the Special Affairs Coordinator.

#### **Section 5 – Duties of Other Board Members**

**A)** Member-at-Large: The Member-at-Large shall be elected for a term of one year. The Member-at-Large shall assist other board members with duties as delegated by the Executive Board of Directors. The Member-at-Large is expected to attend a minimum of 50% of all Chapter and Board meetings.

**B) Past President:** The Past President shall serve a one-year term following fulfillment of the noted term of presidency. The Past President shall be an advisory position to the Executive Board, and will provide guidance to the membership and board to ensure continuity from the previous year.

**C) Historian:** The Historian shall be appointed by the Executive Board of Directors to serve a one-year term. The Historian shall be responsible for collecting photos and details of events as they occur. The Historian shall also be responsible for maintaining records of special and historical events within the Chapter.

**D) Newsletter Editor:** The Newsletter Editor shall be appointed by the Executive Board of Directors to serve a one-year term. The Newsletter Editor shall be primarily responsible for the creation of and distribution of a monthly newsletter for the Chapter.

**E) Webmaster:** The Webmaster shall be appointed by the Executive Board of Directors to serve a one-year term. The Webmaster shall be responsible for maintaining and making improvements to the Chapter website on a regular basis. This includes, but is not limited, to the calendar containing Chapter events, a photo gallery, membership information, and password maintenance.

### **Section 6 – Vacating an Office**

In the event that an officer is not able to fulfill the duties as outlined in this document and determines the need to voluntarily resign a position on the board, a 30-day written notice is to be presented to the Executive Board of Directors.

### **Section 7 – Removal of Officer from an office**

Removal of an officer may be considered for failure to perform duties as outlined in this document. Any officer identified in Article IV, Section 1 of this document may be removed from the Executive Board of Directors by unanimous vote of the remaining officers.

### **Section 8 – Method of filling Vacancies**

Upon notice of a vacancy, the President will notify the Nominations Committee Chair who will in turn alert the nominations committee. The committee will notify the membership of the vacancy and conduct a special election for the vacancy using the methods defined in Article IV – Section 2, and announce the results to the membership. Vacancies will be temporarily filled, as described in Article IV – Section 3 of this document, until a special election can be held. The nominations committee may not be chaired or comprised of an existing board member as described in Article IV.

It is permissible for a current board member to accept a nomination for any open position during a special election. Should a current board member be elected into the position, this would result in a second special election.

## **ARTICLE V COMMITTEE MEMBERS**

### **Section 1 – Committees**

There shall be separate committees responsible for the ongoing efforts of the Chapter. Each committee shall have a chair and sub members. Such committees may be established to provide support of the mission of the Chapter. Committee Chairs are to report directly to a board member, and must report monthly on committee activity. Currently defined committees are listed below. Additional committees may be appointed by the Executive Board of Directors as needed, and will report to the entire Board until a reporting structure is defined.

<b>Committee Chair</b>	<b>Reports To</b>	<b>Appointed By</b>	<b>Duration of Appointment</b>
Nominations	President	Executive Board of Directors	1 Year
Scholarship	Education Coordinator	Executive Board of Directors	1 Year
National Payroll Week	Special Affairs Coordinator	Special Affairs Coordinator	1 Year
Program Coordinator	Education Coordinator	Education Coordinator	1 Year
Study Group Coordinator	Education Coordinator	Education Coordinator	1 Year
Membership	Special Affairs Coordinator	Executive Board of Directors	1 Year
Community Outreach	Special Affairs Coordinator	Special Affairs Coordinator	1 Year
Partnership	Vice President	Vice President – Executive Board of Dir.	1 Year

## **ARTICLE VI** **MEETINGS**

### **Section 1 – Regular Meetings**

There shall be 10 regular meetings during the calendar year, with one defined as the Annual Meeting to be held between October 1<sup>st</sup> and November 30<sup>th</sup>. The Executive Board will determine the meeting dates and location.

### **Section 2 – Board Meetings**

There shall be a minimum of 10 board meetings during the calendar year, with additional meetings as determined by the Executive Board of Directors. The Executive Board will determine the meeting dates and location.

### **Section 3 – Special Meetings**

Special meetings for any purpose may be called at any time by the President, Executive Board, or by ten members.

### **Section 4 – Notice**

Notice shall be given of the purpose, date, location, and starting time of all meetings. In the event of a necessary change in the meeting date, location, or starting time, every effort shall be utilized to disseminate such change.

### **Section 5 – Quorum**

Ten members of the Chapter shall constitute a quorum for the transaction of business, one of who shall be either the President or Vice President.

## **ARTICLE VII** **EXECUTIVE BOARD**

### **Section 1 – Executive Board**

The Executive Board shall consist of the elected officers. The Executive Board members and one Member-At-Large shall be announced at the Annual Meeting.

### **Section 2 – Powers**

The Executive Board is empowered to conduct all business for the Chapter. The Executive Board may adopt, amend and rescind such rules, regulations and policies respecting the Association and its members and activities, as determined from time to time. The Executive Board may enter into contracts as may be needed to transact the business of the organization. At least five Executive Board members must be present to be considered an "official" board meeting and to amend or rescind any transactions of the business.

### **Section 3 – Fiscal Responsibility & Transparency**

The Treasurer shall render to the Executive Board and the members, whenever requested, a report of all finances of the Association and of its financial condition. All expenses incurred by the Chapter must be approved by a member of the Executive Board of Directors as listed in Article IV – Section 3. Where the expense is incurred by a member of the Executive Board, the expenditure must be approved by a second member of the Executive Board of Directors. Where possible, approval as listed above should be obtained before incurring the expense.

### **Section 4 – Compensation**

Elected Board members shall not receive any salary or payment for their services; they will receive a free individual DCPA membership for the calendar year of their term of office.

## **ARTICLE VIII** **AWARDS TO THE CHAPTER**

In the event an award is presented to the chapter in the form of trophies, banners, or acknowledgements, it will be shared by all members. In the event a specific award such as reference books, classes or conference registrations, these items will be distributed via a scholarship available for all Chapter members in good standing. Availability of such scholarships will be communicated to the membership via email or newsletter, citing application requirements and deadlines. Selection of the recipient will be made by the Scholarship Committee, with final approval by the Executive Board of Directors prior to being awarded.

**ARTICLE IX**  
**PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules the Association may adopt.

**ARTICLE X**  
**AMENDMENT OF BY-LAWS**

These By-Laws may be amended by submitting proposed amendments in writing to the Executive Board of Directors. Amended By-Laws will be distributed to the membership not less than 15 days prior to member voting, with the voting window defined by the Executive Board of Directors. Proposed changes will be implemented providing the majority rules.

**ARTICLE XI**  
**DISSOLUTION OF ASSETS**

If at such time, the Chapter becomes insolvent or the members decide to disband the organization, then all assets including cash in bank shall be distributed to charities as designated by the members.

Board Approved March 03, 2011