

BYLAWS  
AMERICAN PAYROLL ASSOCIATION – DALLAS CHAPTER INC.  
A NOT-FOR-PROFIT EDUCATIONAL ORGANIZATION(As amended October --, 2012)

ARTICLE 1  
OFFICES

1.01 Principal Office. The principal office of the American Payroll Association – Dallas Chapter (hereafter referred to as the Corporation) in the state of Texas shall be located in the City of Plano, County of Collin. The Corporation may have such other offices, either within or without the state of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.02 Registered Office and Agent. The Corporation shall have and continuously maintain in the state of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Corporation in the state of Texas and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2  
MEMBERS

2.01 Classes of Members. The Corporation shall have three (3) classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- a. Regular Members. Regular members shall consist of the members of the Corporation who are engaged in, support or interact with payroll related areas and are also members of the American Payroll Institute Inc., a New York Not-for-Profit Corporation (API, also known as American Payroll Association or APA).
- b. Local Members. Local members shall consist of all other members of the Corporation who participate and contribute in accordance with these Bylaws, but are not members of the American Payroll Institute, Inc. (API).
- c. Retired Members. Retired members shall consist of those members who have retired from their employment, who were in support of or interacted with payroll related areas and who were members in good standing with the Corporation at the time of their retirement. Such members shall not be required to pay dues.

2.02 Voting Rights. Each regular and local member shall be entitled to one vote on each matter submitted to a vote by the members. Retired members shall be non-voting members of the Corporation

2.03 Termination of Membership. The Board of Officers, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member for cause after an appropriate hearing. All memberships are automatically terminated on April 1 unless renewal is made by April 30 of the same year.

2.04 Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges there to fore accrued and unpaid.

2.05 Reinstatement. Upon written request signed be a former member and filed with the secretary, the Board of Officers may, by the affirmative of two-thirds of the members of the Board, reinstate such former members to membership on such terms as the Officers may deem appropriate. Any former member, in good standing, may be reinstated by renewing annual membership at any time during the year.

2.06 Transfer of Membership. Membership in the Corporation is not transferable or assignable unless approved by the Board of Officers.

### ARTICLE 3 MEETING OF MEMBERS

3.01 Corporation Meeting. No Corporation meeting and/or event shall be held at a time that conflicts with any meeting and/or event scheduled in the Dallas/Ft. Worth area on API's annual calendar, if known in advance and accommodations can be made to change. As a courtesy to the API, the Corporation will avoid scheduling dates, where possible, of its education programs, which may conflict with API events outside the Dallas/Ft. Worth area.

3.02 Annual Meeting. An annual meeting of the members shall be held on the date and at a time scheduled by the officers for the regular monthly March meeting, for the purposes of electing officers and for the transaction of the other business as may come before the meeting.

3.03 Special Meeting. Special meetings of the members may be called by the President, the Directors, a majority of Board Officers, or not less than one-tenth of the members having voting rights.

3.04 Place of Meeting. The Officers may designate any place, either within or without the State of Texas, as the place for any annual meeting or for any special meeting called as provided in 3.03. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the registered office of the Corporation president-elect in the State of Texas, but if a majority of the members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any corporate action may be taken.

3.05 Notice of Meeting. Written, printed or electronic notice of the annual meeting shall be delivered to each member entitled to vote at such meeting not less than ten (10) or more than fifty (50) days before the date of the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when

deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. No notice of special or regular meetings shall be required.

3.06 Informal Action of Members. Any action required by law to be taken at a meeting of the members or any action which may be taken at a meeting of the members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members entitled to vote with respect to the subject matter thereof.

3.07 Quorum. Fifteen percent (15%) of the membership must be present to vote to constitute a quorum at any meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice

3.08 Proxies. No member is entitled to vote by proxy.

#### ARTICLE 4 BOARD OF DIRECTORS

4.01 General Powers. The affairs of the Corporation shall be managed by its Board of Directors, who shall each be regular members of the Corporation.

4.02 Number, Tenure and Qualifications. The number of Directors shall be four. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. The Directors shall consist of the President, the President- Elect, the Vice President, and the Immediate Past President.

4.03 Immediate Past President. The Immediate Past President shall be the Corporation's preceding president. If the Corporation's president is elected to consecutive terms the Immediate Past President will continue to serve. The Immediate Past President shall serve to provide a smooth transition to leadership from year to year.

4.04 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional Board meetings without other notice than such resolution.

4.05 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

4.06 Notice. Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail, e-mail, fax or courier to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice is given by e-mail or fax, such notice shall be deemed to be delivered when confirmation is received. If notice is delivered by mail, such notice shall be deemed delivered when the package is delivered by the courier. Any Director may waive notice of any meeting. The attendance of a Director at

any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

4.07 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than the majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.08 Manner of Acting. The acts of majority of the Directors present at a meeting at which a quorum is present shall be acts of the Board of Directors, unless the act of a greater number is required by law or these Bylaws.

4.09 Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors because of death, resignation, disqualification or otherwise, shall be filled by a special election during a regular or special meeting of the membership for the unexpired portion of the term. The special election, if required, is not considered to be part of the organization's regular Nominations and Elections Committee responsibilities.

4.10 Compensation. Directors as such shall not receive any stated salaries for their services as directors.

4.11 Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent is recorded by the Secretary in an electronic or written format setting forth the action so taken. Any such action shall be signed or electronically approved by all of the Directors.

## ARTICLE 5 OFFICERS

5.01 Officers. The officers of the Corporation who shall be regular members of the Corporation shall be a president, a president-elect, a vice president a secretary, a treasurer, and such other officers as may be elected in accordance with the provision of this article. The Board of Directors may establish such other offices, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such offices to have the authority and the duties prescribed from time to time, by the Board of Officers. Any two or more offices may be held by the same person, except the offices of President and Secretary.

5.02 Election and Term of Office. The officers of the Corporation shall be elected annually by the members at the regular annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New offices may be filled at any meeting of the members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The term of President shall be limited to two consecutive one-year terms. A person who has served as President previously, and completed the succession through the term of Immediate Past President, will be allowed to return to the office of President without completing the normal office progression.

5.03 Removal from Office. Any officer elected or appointed by the members may be removed by the Board of Officers for cause. Causes for removal include, but are not limited to: a) failure to comply with the American Payroll Association Code of Ethics; b) missing three Board meetings within a one year time period; c) missing three Educational meetings in a one year time period; d) failure to perform the duties of the office as prescribed in the job description for that office; or e) failure to represent the Dallas Corporation in a positive light to the general public or other members of the profession.

5.04. Procedure for Removal. Any officer elected or appointed by the members may be removed by the members whenever, in their judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer removed. Removal of any officer, with or without cause, shall be immediately effective upon approval by a simple majority of the members present at a regular or special meeting at which the special election has been announced. Communication of decision event shall be made no less than thirty (30) days via e-mail communication sent to each member of the Corporation. Once an officer has been removed from the Board of Officers, through either process, the individual is ineligible to run for any office of the Corporation unless the nomination is approved by a majority vote of the current board of officers.

5.05 Quorum. A majority of the Board of Officers shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Officers are present at said meeting, a majority of the Officers present may adjourn the meeting from time to time without further notice.

5.06 Vacancies. Any vacancy occurring in any office because of death, resignation, disqualification or otherwise shall be filled by a special election during a regular or special meeting of the membership for the unexpired portion of the term. The special election, if required, is not considered to be part of the organization's regular Nominations and Elections Committee responsibilities.

5.07 President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation and shall preside at all meetings of the members, the officers and the Board of Directors. The President may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Officers, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Officers has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Officers or by these Bylaws or by statute to some other office or agent of the Corporation; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Officers from time to time. The President shall be a member ex officio of all committees with the exception of the nominating committee and shall direct and assist the individual(s) serving as paid Corporation Administrator.

5.08 Immediate Past President. The Immediate Past President shall provide advice and consultation to the President and other Officers regarding past practices, general operations, and other matters to assist in the leadership transition and continuity of operations. The Immediate Past President shall serve as the Chair of the Nominations and Elections Committee.

5.09 President-Elect. In the absence of, or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall serve as Chair of the

Audit Committee and shall, in conjunction with the President and Treasurer, exercise authority in procedures for collecting all funds due the Corporation. The President-elect shall perform such other duties as from time to time may be assigned by the President or Board of Officers.

5.10 Vice President. In the absence of, or in the event of the President-Elect's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In the absence of the President-Elect, the Vice President shall serve as Chair of the Audit Committee and shall, in conjunction with the President and Treasurer, exercise authority in procedures for collecting all funds due the Corporation. Any Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Officers.

5.11 Treasurer. If required by the Board of Officers, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Officers shall determine; shall oversee all financial record keeping and reporting, including preparing, evaluating and presenting the monthly financial statements submitted to the officers on a monthly basis. The Treasurer shall prepare and submit a projected annual budget to the Board at the annual planning meeting, which shall be based on the previous year's expenditures and income. The Treasurer will prepare or ensure the timely preparation of any and all tax reports and/or returns. The Treasurer shall serve as the Chair of the Audit Committee. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 7 of these Bylaws; and in general perform all the duties incident to the office of treasurer and such other duties as from time to time be assigned by the President or the Board of Officers.

5.12 Secretary. The Secretary shall be responsible for the record of all meetings, and official actions of the Board of Directors and officers. The Secretary shall file and maintain the original signed copy of the minutes of each meeting of the Board and of meetings of members and shall distribute a copy of said minutes, via computer file to all officers within ten (10) days of each meeting. Minutes of meetings of members shall be posted to the official Corporation website no less than 7 days prior to the following meeting. An e-mail notification will sent to all registered members at the time the Minutes are posted. The Secretary shall distribute Bylaws to all incoming officers prior to their first officer meeting and shall give all notices in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records of the Corporation, keep a register of the post office address of each member which shall be furnished to the Secretary by each member. The Secretary shall work, in conjunction with the President and Historian, to ensure thorough, accurate and timely distribution and permanent retention of all written corporate records and documents. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Officers.

5.13 Government Relations Director. The Government Relations Director shall be responsible for developing and perpetuating a professional relationship between all Federal and State Government entities; shall stay current on, and regularly update Corporation membership of, Federal and State changes and developments impacting the profession; and shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

5.14 Membership Director. The Membership Director shall, under the direction of the President, encourage and define new member participation and shall also recommend events and/or topics of interest to attract new membership, retain current membership, and encourage previous members to renew membership. The Membership Director shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

5.15 Program Director. The Program Director shall prepare programs for presentation, arrange for speakers, and ensure that the topics of discussion are included in the Corporation's minutes and flyers and shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

5.16 Education Director. The Education Director shall oversee the planning and implementation of all education programs; shall serve as Chair of the Education Committee. The Education Director shall work closely with the President, President-elect, Vice President, and Treasurer regarding the budget and finances of the education program. The Education Director shall perform such other duties as from time to time may be assigned to him by the President or Board of Officers.

5.17 Associate Education Director. The Associate Education Director shall report to the Education Director and assist in the planning and implementation of all education programs; The Associate Education Director shall perform such other duties as from time to time may be assigned to him by the President or Board of Officers.

5.18 Public Relations Director. The Public Relations Director shall be actively responsible for promotion of the Corporation and its goals and activities; shall seek standard (television, radio and print media) and inventive venues to present and promote the Corporation to the public, and shall write articles and submit to API for use in their national publications. The Public Relations Director shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

5.19 Web Site Director. The Web Site Director shall maintain the online presence of the Corporation by enforcing the highest standards of communication, interacting between the members and the general public, and offer assistance to the vendor members of the Corporation. The Web Site Director may assign maintenance tasks to members of the Website Committee. The Web Site Director shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

## ARTICLE 6 SPECIAL AND STANDING COMMITTEES

6.01 Committees of Directors. The Board of Officers, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of one or more Directors, such committees, to the extent provided in said resolution, shall have and exercise the authority of, the Board of Officers in the management of the Corporation. However, no such committee shall have the authority of the Board of Officers in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation adopting a plan of merger or adopting a plan of consolidation with another Corporation, authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation, or amending, altering

or repealing any resolution of the Board of Officers which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Officers, or any individual Director, of any responsibility imposed on it or him by law.

6.02 Other Committees. Other Committees not having and exercising the authority of the Board of Officers in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation and the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such members whenever in their judgment the best interests of the Corporation shall be served by such removal. Committees may include but are not limited to the following:

a. Nominations and Elections Committee. The Immediate Past President shall form a committee of at least three (3) non-officer members who will provide notice to all members of the date of the election and advise members of their right to nominate candidates. It shall be the duty of the Nominations and Elections Committee to receive nominations from members and to submit a consolidated list of candidates for each office to the Immediate Past President no later than February Education Meeting. If a member is nominated for more than one office, the Committee shall ascertain the office of the member's choice and shall include the member's name as a candidate for this office only. It is the responsibility of the Committee to determine that each candidate for office shall serve, if elected.

b. Finance Committee. The Finance Committee shall consist of the President, President-elect, Treasurer and Immediate Past President. The Treasurer shall serve as the Chairperson. The Committee shall counsel on the annual budget of the Corporation and prepare recommendations. The Committee may perform such other duties in connection with the finances of the Corporation as the Board may determine from time to time.

6.03 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.04 Committee Chair. One member of each committee shall be appointed chair by the person or persons authorized to appoint the members thereof.

6.05 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.



6.06 Quorum. Unless otherwise provided in the resolution of the Board of Officers designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

6.07 Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Officers.

## ARTICLE 7 CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

7.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or exercise and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confirmed to specific instances.

7.02 Checks and Drafts. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by at least two members of the Board of Directors.

7.03 Deposits. All funds of the Corporation shall be deposited within 7 days of receipt to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Officers may select.

7.04 Gifts. The Board of Offices may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Corporation.

## ARTICLE 8 BOOKS AND RECORDS

8.01 The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members Board of Officers and committees having any of the authority of the Board of Officers, and shall keep a record giving the names and addresses of the member entitled to vote.

8.02 All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at a reasonable time.

8.03 A fiscal year annual audit of the financial books shall be performed by a CPA who is not a current Board member.

8.04 IRS Form 990 must be completed and postmarked on or before the IRS due date including approved extension. Form 990 should be reviewed and signed by the current President of the Corporation.

8.05 Each officer shall be responsible for maintaining records during his term of service and for producing these documents for permanent Corporation historical retention in the manner and facility

designated from time to time by the Board of Directors. All such records shall be released to the Board of Directors by April 1st at the completion of each officer's term of office.

ARTICLE 9  
FISCAL YEAR

9.01 The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March of the following year.

ARTICLE 10  
DUES

10.01 Annual Dues. The Board of Officers may determine the amount of initiation fee, if any, and annual dues payable to the Corporation by members.

10.02 Payment of Dues. Dues shall be payable in advance by the first day of April in each fiscal year. New members joining the Corporation on or after January 1 of any fiscal year, and before March 31 of the same fiscal year, shall not be required to renew their membership until April of the following fiscal year. (Example: a new member joins and pays one year's dues on January 15, 2010, is not required to renew and submit payment to continue their membership until April 1, 2011.)

10.03 Default and Termination/Resignation of Membership. When any member shall be in default in the payment of dues for a period of 45 days from the beginning of the fiscal year or period for which the dues shall become payable, this membership may thereupon be terminated as a resignation. No dues will be refunded for memberships resigned or terminated mid-year.

ARTICLE 11  
WAIVER OF NOTICE

11.01 Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the stated time state therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 12  
AMENDMENTS TO BYLAWS

12.01 These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a two-thirds (2/3) majority affirmative vote of regular and associate members attending any annual, regular, or special meeting, if at least 14 days written or electronic notice to all members is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting. Written notice may be delivered in any of the following manners: distribution of the proposals at a previous annual, regular or special meeting; distribution by a notice delivered through the United States Postal service; posting the proposals on the Corporation website with an associated e-mail notifying all members that the proposals are available delivered to the e-mail address of record of the member in the Corporation membership database.

ARTICLE 13

## BYLAW COMMITTEE

13.01 These Bylaws shall be reviewed not less than once each five (5) years by a committee not to exceed five (5) members.

13.02 The Immediate Past President shall serve as Chairperson on this committee.

13.03 The current President shall appoint the other committee members.

13.04 A member of the Bylaw Committee will meet with the newly elected officers within 45 days of the election to discuss the bylaws.

## ARTICLE 13 SALARIED NON-VOTING ADMINISTRATORS

14.01 Paid Administrators. The Board of Officers, by resolution adopted by a majority in office, may contract any number of paid administrators for purposes as deemed necessary by the Board of Officers, to the extent provided in said resolution. However, no such contract laborer shall have the authority of the Board of Officers in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation;; or authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation. The employment of any such administrators and the delegation thereto of authority shall not operate to relieve the Board of Officers, or any individual Director, of any responsibility imposed on it or him by law.