Bylaws of

Northeast Wisconsin

Chapter of

the American Payroll Association

A Not-for-Profit Association

Revised February 12th, 2022

ARTICLE I
NAME

The name of this organization shall be the Northeast Wisconsin Chapter of the American Payroll Association (NEWAPA). NEWAPA shall be an unincorporated not-for-profit association as governed by Wis. Stats. Ch. 184.

ARTICLE II
PLACE of BUSINESS

The location of the principal office of the NEWAPA shall be in the state of Wisconsin at such location as shall be determined by the Officers.

ARTICLE III
PURPOSE

The purposes of the Chapter shall be:

1. To increase the skill level of a payroll professional through education.
2. To promote and enhance the image of the payroll profession through the state of Wisconsin.
3. To provide payroll professionals with networking opportunities and to provide a forum for the effective exchange of payroll knowledge, trends, and ideas.
4. To promote the highest standards of payroll professional practice and payroll ethics.

ARTICLE IV

MEMBERSHIP

Classes of Membership and Qualifications

A. National Member – National Members are a member of the national American Payroll Association (APA). Membership of this category must remain above 51% of the total NEWAPA membership. 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. Local Member – Local Members are not a member of the national American Payroll Association. Membership of this category must remain below 49% of the total NEWAPA membership.

Admission to Membership

A. Single Membership– To be admitted to membership, a candidate must be actively engaged in, or closely related to, the payroll function within his/her organization. He/she must file a membership application and accompany it with the first year's dues.
B. Corporate Membership – A corporate membership may be submitted for three people within the same company/corporation. To be admitted to membership, at least one candidate on the corporate application must be actively engaged in, or closely related to, the payroll function within the organization. The candidates of the corporate membership must file a membership application and accompany it with the first year's dues.
C. Student Membership - To be admitted to membership, a candidate must be a student at a high school, tech school or college. He/she must file a membership application and accompany it with a student ID and dues will be free.

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 of Membership – Any persons whose membership has been terminated may, upon written request and an explanatory statement to the Board of Directors, have their membership reinstated upon a majority vote to the Board of Directors.
C. Member in Good Standing - A member in good standing is a member who is not currently delinquent on dues, who has not voluntarily withdrawn from the organization, and who is not currently suspended or expelled by the Board of Directors. When a former member is reinstated or a suspended member's suspension period ends, said member will be returned to member in good standing status, unless the Board of Directors determines otherwise.

Voting

A. Single, Corporate and Student Members – Each single, corporate and student member shall have one vote in the affairs of the Chapter.
B. Quorum – At least 25 percent of the members in good standing of the Association shall constitute a quorum. A majority of those present will determine all matters requiring a vote of the membership.

ARTICLE V
DUES and FEES

Dues Schedule

The annual dues schedule for single and corporate membership shall be determined by the Board of Directors.

Dues Payment

Single and Corporate Membership – The first annual dues of a new member shall be payable and submitted in full of the membership application. Notification of renewal of annual dues will be sent out on or before January 1st each year. The membership period is January 1 – December 31.

Removal for Non-payment

Members who fail to pay their prescribed dues and other obligations shall be dropped from the roster and thereupon forfeit all rights and privileges of membership. Unless approved by the board, members who have failed to pay will lose membership by May 31st. Upon payment of delinquent dues or obligations, the member shall be reinstated.

Dues and Fees

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

ARTICLE VI
MEMBERSHIP MEETINGS

Regular Meetings

There shall be regular meetings of the general membership held at least quarterly, at such location as shall be determined by the Officers.

Special Meetings

Special meetings of the chapter may be called by the President or the Board of Directors upon the written request of 25 percent of the voting members of the Chapter.

ARTICLE VII
BOARD OF DIRECTORS

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 pursue 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.

Composition

The Board of Directors shall be composed of the Executive Committee and up to five at-large Directors. The Executive Committee shall be comprised of the following officers: President, Vice President, Secretary, and Treasurer. All members of the Board of Directors shall be elected from the general membership with the exception of the President (who is the prior year's Vice President). All members of the Board of Directors shall be members in good standing.

Election

The Board of Directors shall be elected by a majority vote of national and local Members present at a regularly scheduled meeting.

The Board of Directors may, at their sole discretion and on a year-to-year basis, authorize the election of directors to be conducted by written ballot. Written ballot elections shall be overseen by the Vice President. For the purposes of this section, written ballot includes a ballot transmitted or received by electronic means. A written ballot shall set forth each of the proposed candidates for the board of directors. Eligibility for candidacy shall not be unreasonably withheld to any active member in good standing, provided that the candidate satisfies all candidacy requirements. The written ballot shall also include the number of responses needed to meet the quorum requirements, and the time by which a completed ballot must be returned to the Vice President in order for the ballot to be counted. Election by written ballot under this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action. The written ballots shall be sent to every individual who is a member in good standing at the time of the ballots being sent. The sending of the ballots must occur, at a minimum, five (5) days prior to the ballot's return deadline. If a member opts out of receiving their ballot through an electronic submission, the Vice President must provide for a physical copy of the ballot to be delivered directly to that member, or to that member's current mailing address, and provide for a reasonable return time for that member's ballot.

Term of Office

All members of the Board of Directors shall be elected for an annual term by the members at a meeting in the fourth quarter of the year. New officers/directors shall take office on March 1st, following elections and serve through February 28th of the following year.

Meetings

The Board of Directors shall meet as deemed necessary between regularly scheduled membership meetings upon the call of the President at such times and places as he/she may designate and shall be called to meet upon demand of a majority of its members. Board of Directors meetings shall be open to all national and local chapter members.

Quorum

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

Telecommunication Attendance

Meeting by telecommunication may be held by telephone or other forms of telecommunications in which all Directors participating may hear each other. Participating in such a meeting shall constitute presence in person at the meeting.

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 days prior to the meeting. The President may deem the resignation of the Director effective upon two consecutive unauthorized absences without notification by the Director to the President.

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 not time specified, at the time of acceptance thereof as determined by the President of the Board of Directors.

A member of the Board of Directors may be removed from his or her position upon a majority vote of the Board at a legally called meeting. Any officer or director subject to such a vote shall be granted the privilege to represent himself/herself in person or in writing, either prior to or at the time of the vote.

Vacancies

Any vacancies, which may occur on the Board of Directors by reason of death, resignation or otherwise, may be filled by appointment of the President and confirmed by a majority of the remaining Board of Directors. Appointed members of the Board shall serve the remainder of the un-expired term of the position on the Board for which they are appointed, or until their removal or resignation as provided in these Bylaws.

Voting

Any decision of the Board of Directors shall be a majority vote of the Directors voting, provided that a quorum participates in the vote.

Compensation and Expenses

Directors will serve without compensation, other than to be reimbursed for expenses related to Board service, upon the approval of the Board of Directors.

ARTICLE VIII
OFFICERS

Officers

The Executive Committee officers of the Association, who shall be National members of the Association, shall be a President, Vice President, Secretary, and Treasurer. The At-large board members may be elected in accordance with the provisions of this Article and must be members in good standing. Any two or more offices may be held by the same person, except the offices of the President and Secretary or President and Treasurer. All officers shall be voting members of the Board of Directors, and will be counted as part of the members of the Board of Directors.

Election and Term of Office

The officers of the Association shall be elected annually or every two years by the members at a meeting in the fourth quarter of the year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. New officer positions may be filled at any meeting of the members. Each officer shall hold office March 1 – February 28, except the Vice President who becomes the President for the following year. No officer shall serve more than 2 consecutive terms in the same office.

The Board of Directors may, at their sole discretion and on a year-to year basis, authorize the election of officers to be conducted by written ballot. Written ballot elections shall be overseen by the Vice President. For the purposes of this section, written ballot includes a ballot transmitted or received by electronic means. A written ballot shall set forth each of the candidates for each officer position, the number of responses needed to meet the quorum requirements, and the time by which a completed ballot must be returned to the Vice President in order for the ballot to be counted. The requirements for the written election of Officers are the same as those for the written election of Directors, as described under Article VII.

Removal

Any officer elected or appointed by the members may be removed by the members whenever in their judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Removal of any officer, with or without cause, shall be immediately effective upon presentation of a petition demanding such removal at any regular or special meeting of the members. Such petition shall contain not less than 50 percent of the then current regular members of the Association. Any officer that is not present at 60 percent of board and chapter meetings without good cause, shall upon majority vote of the Board of Directors, be removed from office and so notified by the Board.

Vacancies
A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

President
The President shall be an active member in good standing and have served at least one year on the Board of Directors and serve as ex officio the following year.

Responsibilities:
1. Preside over meetings
2. Be a member, ex officio, of all committees
3. Coordinate the establishment of goals for the chapter each year
4. Provide leadership to the chapter

Vice President
The Vice President shall be an active member in good standing and shall serve as President the following year.

Responsibilities:
1. In the event that the President becomes unable to finish the term for which he/she is currently serving, accept position of President and finish the current Presidential term
2. Preside over meetings in the absence of the President
3. Coordinate annual election process
4. Coordinate social events

Secretary
The Secretary shall be an active member in good standing.

Responsibilities:
1. Take minutes of each meeting and distribute before or at the next meeting
2. Prepare chapter announcements and/or newsletters and correspondence and distribute
3. Preside over meetings in the absence of the President and the Vice President

Treasurer
The Treasurer shall be an active member in good standing.

Responsibilities:
1. Maintain accurate checkbook
2. Disburse all chapter funds and collect dues
3. Report financial status of chapter at each meeting and prepare annual report for the fiscal year ending December 31, to be presented at the February meeting

4. Prepare an annual budget

ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Contracts

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Directors and Officers insurance will be obtained and maintained on all members of the Board of Directors.

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 Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall 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 the Treasurer and countersigned by the President or Vice President of the Association if the amount of the check exceeds $1,000. All reimbursements and/or payments must be authorized by either the President or Vice President.

Budget

A budget shall be compiled by the Treasurer and presented to the Board of Directors. After the Board has approved the Treasurer's recommendations, the Budget for the upcoming year shall be presented to the membership at the February meeting and voted on by the active membership.

Deposits

All funds of the Association shall be deposited timely to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select. An annual report of all receipts and expenditures shall be presented at the November meeting and be made part of the minutes of this Association meeting.

Gifts

The Board of Directors or Officers may accept on behalf of the Association any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Association.

Accounting Year

The Accounting year for NEWAPA shall end on December 31st.

Inspection by Directors

Every director has an absolute right at any reasonable time to inspect all books, records, election results, and documents of any kind, as well as the physical properties, of NEWAPA.

Annual Report to Members

Each year, each member may request a copy of the most recent annual financial report, and it shall promptly be sent to any member who sends a written request for the report. Not later than 120 days after the close of the accounting year, NEWAPA shall prepare an annual financial report containing a balance sheet and an income statement for the year. The report shall be accompanied by either a report by an independent accountant or, if there is no such report, then a certificate by an authorized officer of the Association that the statement was prepared without audit from the books and records of the Association. Within 120 days after the close of the accounting year, the association shall prepare and give to each member a statement of any transaction with the Association in which any director or officer had a direct or indirect material financial interest. The statement shall be given to each member in the manner provided for giving notice of meetings to members. This requirement may be satisfied by sending the annual financial report containing this statement.

ARTICLE X
AMENDMENTS

These bylaws may be amended by a majority vote at any meeting of the Chapter.

ARTICLE XI
CODE OF ETHICS

1. To be mindful of the personal aspect of the payroll relationship between employer and employee and to ensure that harmony is maintained through constant concern for the payroll professional’s fellow employees.
2. To strive for perfect compliance, accuracy, and timeliness of all payroll activities.
3. To keep abreast of the state of the payroll art with regard to developments in payroll technologies.
4. To be current with legislative developments and actions on the part of regulatory bodies, insofar as they affect payroll.
5. To maintain the absolute confidentiality of the payroll within the procedures of the employer.
6. To refrain from using Association activities for one’s personal self-interest of financial gain.
7. To take as one’s commitment the enhancement of one’s professional abilities through the resources of the American Payroll Association.
8. To support one’s fellow payroll professionals, both within and outside one’s organization.

ARTICLE XII
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.

Article XIII
INDEMNIFICATION

NEWAPA shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity as a director or officer of NEWAPA; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to have acted to receive an improper personal benefit, or had reason to believe that his or her conduct was unlawful, or did not act in good faith in the reasonable belief that such action was in the best interests of NEWAPA, or acted in a manner that constituted willful misconduct or negligence in the performance of his or her duties; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.