

AITP MODEL BYLAWS FOR CHAPTERS



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GUIDELINES
For Adopting or Amending AITP Bylaws for Chapters

On the following pages are the Model Bylaws that this type of sub-unit is urged to use in the adoption or amendment of its own bylaws. They incorporate the recommendations of the AITP legal counsel and have been reviewed and approved by members of the Association Bylaws Committee under the Association Vice President/President Elect, and by the Association Board of Directors. Counsel has detailed those provisions which are an absolute requirement for inclusion. This chart highlights the required articles in three (3) categories. General guidelines for each article can be found on the next page.

<i>ARTICLE #</i>	<i>ARTICLE NAME</i>	<i>NO CHANGES ALLOWED</i>	<i>RESTRICTED CHANGES ALLOWED</i>	<i>LOCAL CHANGES ALLOWED</i>
<i>I</i>	<i>Name</i>		<i>X</i>	
<i>II</i>	<i>Purposes and Limitations</i>		<i>X</i>	
<i>III</i>	<i>Organization</i>		<i>X</i>	
<i>IV</i>	<i>Membership</i>	<i>X</i>		
<i>V</i>	<i>Governing Body</i>		<i>X</i>	
<i>VI</i>	<i>Acquisition and Management of Property and Funds</i>	<i>X</i>		
<i>VII</i>	<i>Standing Rules and Operating Procedures</i>			<i>X</i>
<i>VIII</i>	<i>Officers</i>		<i>X</i>	
<i>IX</i>	<i>Meetings</i>			<i>X</i>
<i>X</i>	<i>Voting and Quorum</i>		<i>X</i>	
<i>XI</i>	<i>Rules of Order</i>	<i>X</i>		
<i>XII</i>	<i>Committees</i>			<i>X</i>
<i>XIII</i>	<i>Restrictions</i>	<i>X</i>		
<i>XIV</i>	<i>Official Publication</i>			<i>X</i>
<i>XV</i>	<i>Records</i>	<i>X</i>		
<i>XVI</i>	<i>Operating Procedures Amendments</i>	<i>X</i>		

ARTICLE I – Name - This article may be modified only through insertion of the sub-unit name.

ARTICLE II - Purposes and Limitations

Purposes and limitations of the sub-unit must be consistent with Association Bylaws and care must be taken not to implicate or otherwise obligate the Association. Relative to purpose, the sub-unit may add other provisions, provided the purposes are legal and are not in violation of or inconsistent with Association Bylaws and policy.

ARTICLE III - Organization

There is nothing to limit the addition of other provisions, provided the purposes are legal and are not in violation of or inconsistent with Association Bylaws and policy.

ARTICLE IV - Membership

No wording may be contained in this article that conflicts with the Association's membership requirements.

ARTICLE V - Governing Body

This article may be changed to meet needs of the sub-unit, provided changes are not in violation of or inconsistent with Association Bylaws and policies.

ARTICLE VI - Acquisition and Management of Property and Funds - This article is NOT to be changed.

ARTICLE VII - Standing Rules and Operating Procedures - This article may be changed to meet needs of the sub-unit.

ARTICLE VIII - Officers

The sub-unit may make changes to this article, as long as they are not in violation of or inconsistent with Association Bylaws and policies. Required officers are President, Secretary/Treasurer and Chapter Liaison. The Vice President position is recommended but is not required. Additional officer positions may be added. The Secretary/Treasurer can be a combined position or separate positions.

ARTICLE IX - Meetings

This article may be changed to meet needs of the sub-unit. However, it is desirable to set minimums for meeting notices, number of meetings and so forth.

ARTICLE X - Voting and Quorum

This article may be changed, provided changes are not in violation of or inconsistent with Association Bylaws and policies. It is strongly suggested that quorums be set and that the section relating to voting, remain intact.

ARTICLE XI - Rules of Order - This article is NOT to be changed.

ARTICLE XII – Committees - This article may be changed to meet needs of the sub-unit.

ARTICLE XIII – Restrictions - This article is NOT to be changed.

ARTICLE XIV - Official Publication

This article may be changed to meet needs of the sub-unit. It is recommended that each sub-unit have some method of regular communication to its members.

ARTICLE XV - Records

This article is NOT to be changed. It is strongly recommended that proper records be maintained.

ARTICLE XVI - Bylaws Amendments

This article is NOT to be changed. The process of bylaws amendments is controlled by the Association.

AITP - Association of Information Technology Professionals Model Bylaws for Chapters

(Name of Chapter)

ARTICLE I - NAME

The name of this chapter shall be:

AITP - Association of Information Technology Professionals—(Name of Chapter and Chapter number) hereinafter referred to as the “chapter”.

ARTICLE II - PURPOSES AND LIMITATIONS

Section 1 - Purposes

The purposes of this chapter shall be those purposes as set forth in the Articles of Incorporation and Association Bylaws of Association of Information Technology Professionals (AITP), hereinafter referred to as the “Association”, and to:

- 1.01 Provide cooperation in achieving the objectives of the Association.
- 1.02 Assist the Association in the setting up and carrying out of its various programs and activities.
- 1.03 Provide cooperation with the Association in the development of technical and educational material for the field of information technology, and the encouragement of sound, proper and ethical practices.
- 1.04 Provide the necessary organization and leadership to facilitate the exchange of information and experience among members to advance and benefit the field of information technology.
- 1.05 Encourage the advancement of the profession of information technology.
- 1.06 Organize and conduct courses of study for the profession and public under the direction and supervision of the Association.

Section 2 - Limitations

- 2.01 All actions of this chapter shall be consistent and in conformance with AITP’s documents and practices.
- 2.02 The chapter shall not obligate or otherwise make the Association liable for any expenditures or commitments, unless such expenditures or commitments shall first have been approved by the Association.
- 2.03 The chapter shall not undertake any action or practices which would cause it to be no longer eligible for exemption from the payment of federal income taxes as a tax exempt organization within the meaning of section 501(c)(6) of The Internal Revenue Code of 1986 as amended, or the corresponding provisions of any future United States revenue law.
- 2.04 Neither the chapter nor the Association shall pay, assume or become responsible for the personal or unapproved debts or liabilities of any individual member of the chapter.

ARTICLE III - ORGANIZATION

Section 1 - Chapter Organization

- 1.01 The chapter is chartered for the jurisdiction of (city or area where the chapter is located) by the Association with approval of the Association Board of Directors following submission of its Bylaws to Headquarters and their approval as prescribed in Article XVI.

Section 2 - Chapter Requirements/Limitations

- 2.01 The chapter accepts and subscribes to the Association Bylaws.
- 2.02 The Bylaws and Operating Procedures of this chapter shall not be in conflict with Association Bylaws.

Section 3 - Chartering and Removal of Charter

- 3.01 A chapter can be chartered if the requesting chapter meets the minimum requirements of members in good standing as defined in the Association Policy set forth by the Association Board of Directors, and they meet all the other chapter requirement criteria.
- 3.02 A chapter that has sustained fewer members than required for a valid chapter, as stated in the Association Policy set forth by the Association Board of Directors, is not considered in good standing and may have no voting delegate or alternate at meetings of the region, and may have its charter pulled, unless the Region's Board of Directors believes the chapter has potential to reestablish itself within the next year.

Section 4 - Revocation/Dissolution

- 4.01 The Association, by action of the Board of Directors, may revoke the charter of the chapter:
- a) after a request of the chapter or
 - b) if the chapter violates the substance or spirit of the Association Bylaws and Policies.

ARTICLE IV - MEMBERSHIP

Section 1 - Chapter Membership

- 1.01 The chapter shall have the following classes of members:
- Professional
 - Honorary
 - Interim
- Chapter membership requires membership in the Association and the qualifications for classes of membership shall be defined in the Association Bylaws.
- 1.02 Certain categories of honorary memberships qualify for reduced Association dues as determined by the Association Board of Directors. Reduced chapter dues may apply if determined by the Chapter Board of Directors. Reduced Region dues may apply if determined by the Region Board of Directors.

Section 2 - Application for Membership

- 2.01 Application for membership must be accompanied by payment for all applicable dues and should be forwarded to the Chapter or Association Headquarters either by mail or online, in accordance with procedures established by the Association.

Section 3 - Suspension or Termination of Membership

- 3.01 The Board of Directors of the chapter shall have the power to suspend or expel from the Chapter any member for conduct contrary to the best interests of the Chapter and the Association. Such action shall be taken in accordance with procedures established by the Association prior to the Chapter taking action.

Section 4 - Continuing Membership

- 4.01 A chapter member, upon transfer, promotion or retirement from active information processing activities, may continue as a member in good standing of the chapter except as otherwise provided in the bylaws and standing rules.

ARTICLE V - GOVERNING BODY

The governance of this chapter shall be vested in its Board of Directors.

Section 1 - Board of Directors

- 1.01 The Board of Directors of the chapter shall consist of six Professional members if chapter membership is twenty five or less. One additional director may be added for each additional _____ members. Chapter officers, by virtue of their office, if not already members, shall also be members of the Board of Directors, as shall be the immediate past president, and their number shall be included to determine the allowable maximum number of directors.
- 1.02 The Board of Directors of the chapter shall manage the affairs and assets of the chapter. A majority of the Board members present at a duly called meeting with a quorum present shall approve all expenditures, but never more than available funds and shall be the act of the Board of Directors, unless the vote of a greater number is required by the Articles of Incorporation or these Bylaws.
- 1.03 The Chapter Liaison shall be a member in good standing and shall be elected or appointed by the Board of Directors of the chapter for an initial term of two years and may be reelected or re-appointed for additional terms of one year each. No person holding Professional membership in more than one chapter may be elected or appointed as an Chapter Liaison by more than one chapter concurrently.

Section 2 - Election and Term of Office

- 2.01 Officers (except Chapter Liaison if appointed) and directors shall be elected prior to the end of the chapter fiscal year by the chapter membership from among the members in good standing. Officers shall serve for a term of ____ year(s) and until his or her successor is elected. A director shall serve for a term of _____ year(s) and until his or her successor is elected. Newly elected officers and directors shall take office on the first day of the new fiscal year. _____ (fraction) of the directors shall be elected each year.
- 2.02 Election of officers shall occur at a business meeting of the members. Election shall be by vote. Voting shall be by acclamation, show of hands or by ballot.
- 2.03 Nomination of officers and directors shall be made by a nominating committee and/or from the floor at a business meeting of the members. A list of those persons nominated by the nominating committee shall be mailed to all members of the chapter by the Secretary/Treasurer at least thirty (30) days prior to the meeting.
- 2.04 A majority vote of those present and eligible to vote is needed to elect. If a majority is not attained, the candidate with the least number of votes is eliminated from consideration and another ballot shall be taken. Elimination of candidates having the same number of votes cannot occur if it automatically leaves only one candidate for the next ballot.

Section 3 - Removal of Officers and Directors

- 3.01 Any Officer(s) or Director(s) may be removed, with or without cause, by the affirmative vote of two-thirds of the members entitled to vote present and voting, either in person or by proxy, at a meeting of the Chapter members at which a quorum is present, provided written notice of the meeting has been delivered to all such members not less than 30 nor more than 60 days before the date of the meeting stating that a purpose of the meeting is to vote on removal of the named Officer(s) or Director(s).

Section 4 - Vacancies

- 4.01 In the event of a vacancy on the Board of Directors of the chapter the remaining members of the Board of Directors of the chapter shall appoint a replacement to fill such vacancy until the next annual election.

ARTICLE VI - ACQUISITION AND MANAGEMENT OF PROPERTY AND FUNDS

Section 1 - Management of Assets/Funds

- 1.01 The Board of Directors of the chapter shall manage and control the assets and property of the chapter.

- 1.02 Funds may be raised by annual dues or in any other manner approved by the Board of Directors of the chapter.

Section 2 - Dues/Payment of Dues/Delinquency/Resignation

- 2.01 All assessed dues for each member shall be forwarded to Association Headquarters.
- 2.02 The Board of Directors of the chapter may levy additional dues in whole dollar amounts upon chapter members for the sole benefit of the chapter, provided such benefits are for purposes consistent with the general aims and purposes of the chapter.
- 2.03 All assessed dues of the chapter shall be payable on such dates and in such manner as may be prescribed by the Board of Directors of the Association for Association dues and by the Board of Directors of the chapter for chapter dues. Dues, if paid by someone other than the member, may be credited from one member to another when requested by the payer.
- 2.04 Members who have not paid their dues by a specified date after the final invoice, as determined by the Association, shall be dropped and shall cease to be members, and shall no longer be eligible for any membership benefits. The chapter and Association Headquarters shall cooperate in encouraging prompt payment of dues.
- 2.05 Any member may resign at any time, but such resignation shall not become effective until accepted by the Board of Directors of the chapter and all dues and obligations to the chapter and the Association have been paid in full. Those submitting resignations shall not be entitled to rebates of dues paid.

Section 3 - Fiscal Year

- 3.01 The chapter's fiscal year will coincide with the fiscal year of the Association.

Section 4 - Liabilities

- 4.01 The Board of Directors of the chapter shall have no power to assume liabilities on behalf of the chapter for an amount in excess of the current funds of the chapter. The chapter shall never pay, assume or become responsible for the personal or unapproved debts or liabilities of any individual member, officer or director of the chapter.

Section 5 - Dissolution of the Chapter

- 5.01 In the event of the dissolution of the chapter, after paying or making provision for payment of all liabilities of the chapter, the Board of Directors of the chapter shall distribute any remaining funds and assets of the chapter back to the Association, or to such other organizations as shall at the time qualify as tax exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any future United States revenue law, selected by a two-thirds (2/3) majority approval of the chapter membership.

ARTICLE VII - STANDING RULES AND OPERATING PROCEDURES

Section 1 - Establishment of Standing Rules and Operating Procedures

- 1.01 The Board of Directors of the chapter may formulate Standing Rules and Operating Procedures to supplement these Bylaws, so long as they do not conflict with these Bylaws or with Association Bylaws and Operating Procedures. Each standing rule adopted shall become an appendix to these bylaws.

Section 2 - Approval Procedures

- 2.01 Standing Rules and Operating Procedures may be adopted by a two-thirds vote of the Board of Directors of the chapter at any regular or special meeting of the Board. Notice of proposed changes shall be submitted to each member of the Board of Directors of the chapter at least ten days prior to such regular or special meeting.

ARTICLE VIII - OFFICERS

Section 1 - Designation

- 1.01 The officers of the chapter shall be President, Secretary/Treasurer, Chapter Liaison, and Immediate Past President.

Section 2 - Duties of the President

- 2.01 The President shall be the chief executive officer of the chapter. The President shall preside at all meetings of the chapter and its Board of Directors, and shall call such meetings as he or she deems necessary. It shall be the duty of the President to exercise general supervision over the activities and welfare of the chapter and keep in regular touch with the other chapter officers members of the Board of Directors concerning matters of policy.
- 2.02 The President shall be an *ex-officio* member of all chapter committees, with the exception of the Nominating Committee.

Section 3 - Duties of the Secretary/Treasurer

- 3.01 The Secretary shall take the minutes and record attendance of all Board of Directors meetings. All chapter records, including archival records, except financial and committee records, shall be under the control of the Secretary. The Secretary shall forward all membership records to Association Headquarters promptly and maintain a file of the correct names and addresses of all chapter members. The Secretary shall be required to keep such records and prepare such reports as may be requested by the Chapter or Association Headquarters.
- 3.02 The Treasurer shall receive and disburse the funds of the chapter, and shall keep and preserve proper vouchers and books of accounts. These shall be open to inspection by the Board of Directors of the chapter and subject to audit at any time by an auditing committee duly by the President. The Treasurer shall deposit chapter funds in such banks as may be approved by the Board of Directors of the chapter and shall disburse money only for approved investments or upon approved vouchers and in accordance with procedures approved by the Board of Directors of the chapter. The Treasurer shall submit a monthly financial report to the Board of Directors of the chapter, an annual report to the chapter membership and such reports as may be requested by the Association.

Section 4 - Duties of the Chapter Liaison

- 4.01 The Chapter Liaison shall serve as the communication link between the chapter and the Association, represent the chapter at all scheduled Association meetings of the members and shall be responsible for making a full report of the annual membership meeting to the Board of Directors of the chapter.

Section 5 - Immediate Past President

- 5.01 The Immediate Past President shall serve in an advisory capacity to the chapter board and should offer guidance to the board on methods of improvements for the chapter. The Immediate Past President typically serves as Chairman of the Nominating Committee.

ARTICLE IX - MEETINGS

Section 1 - Annual Business

- 1.01 An annual chapter business meeting for the election of officers (except Chapter Liaison if appointed) and directors and for the transaction of other business concerning the affairs of the chapter shall be held once each year. The chapter shall send notice of the annual meeting to each member of the chapter at least thirty (30) days in advance of the meeting.

Section 2 - Board of Directors

- 2.01 The Board of Directors of the chapter shall meet a minimum of six times each year. The time, date and location of each meeting shall be at the discretion of the chapter president. The chapter President shall notify each director at least thirty (30) days in advance of each meeting.

Section 3 - Regular Meetings

- 3.01 The chapter shall provide regular meetings of the chapter membership. The time and place of meetings shall be determined by the Board of Directors of the chapter. All members shall be notified, at a minimum, at least five (5) working days in advance as to the time, place and program for each meeting.

Section 4 - Special Meetings

- 4.01 Special meetings may be held at any time upon the authorization of the Board of Directors of the chapter, chapter President, or by written request of twenty-five percent (25%) of the chapter membership. Notice shall be sent to chapter members at least thirty (30) days prior to the meeting.

ARTICLE X- - VOTING AND QUORUM

Section 1 - Voting

- 1.01 Each chapter member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.
- 1.02 At any meeting of members, a member entitled to vote may vote in person or by written proxy.
- 1.03 Unless otherwise provided by these bylaws, the act of a majority of the members present in person or by written proxy at a meeting at which a quorum is present shall be the act of the members.
- 1.04 A majority vote of the board members present at a duly called meeting with a quorum present shall approve the budget of the group, the expenditure of funds of the group, but never more than available funds, the assessment, if any, of dues for the group, and shall be the act of the Board of Directors, unless the vote of a greater number is required by these Bylaws.

Section 2 - Quorum

- 2.01 One-third (1/3) of the members of the chapter, whether present in person or by written proxy, shall constitute a quorum at any meeting of the members.
- 2.02 Two-thirds (2/3) of the Board of Directors of the chapter, whether present in person or by written proxy, shall constitutes a quorum at any meeting of the Board of Directors.

ARTICLE XI - RULES OF ORDER

Section 1 - Robert's Rules of Order

- 1.01 Rules contained in Robert's Rules of Order, Revised, most current edition, shall govern in all cases to which they are applicable, provided they do not conflict with the Bylaws and Standing Rules of this chapter or the Association Bylaws.

ARTICLE XII - COMMITTEES

Section 1 - Establishment of Committees

The Board of Directors may establish such additional committees considered necessary to accomplish the chapter's objectives. Standing committees are as follows:

- 1.01 *Auditing Committee*—Whose duty shall be to audit the books of the Treasurer of the chapter at the close of the fiscal year. This committee shall be appointed annually.
- 1.02 *Bylaws Committee*—Whose duty shall be to review the Bylaws of the chapter and make such recommendations as are necessary to keep the Bylaws up to date.
- 1.03 *Nominating Committee*—Whose duty shall be, prior to the annual business meeting, to prepare nominations for officers and directors and learn the availability of such nominees to serve in those positions.

- 1.04 *Membership Committee*—Whose duty shall be to promote and retain membership in the chapter and to submit applications for membership to the Board of Directors of the chapter in accordance with these Bylaws.
- 1.05 *Publicity Committee*—Whose duty shall be to make certain that all membership meetings, as well as other activities, are duly publicized and that a monthly newsletter is provided to all members.
- 1.06 *Program/Education/Arrangements Committee*—Whose duty shall be to make all arrangements for regular meetings of the chapter and to establish educational programs for the chapter membership as well as for individuals interested in information technology.

Section 2 - Staffing of Committees

- 2.01 Committee chairpersons, who shall be members in good standing of the chapter, shall be appointed by the President of the chapter or his/her designee. Committee members, who shall be members in good standing of the chapter and shall be appointed by the committee chairperson. Committee chairpersons may be removed from their responsibilities as considered necessary by written notification of any officer of the chapter with concurrence of the President of the chapter.

Section 3 - Responsibilities of Committees

- 3.01 Goals and objectives of committees shall be set annually at officer planning meetings held for that purpose at the discretion of the President of the chapter. Specific duties and structure of each committee within the chapter are as defined in these Bylaws and the Operating Procedures of the chapter.

Section 4 - Reporting of Committees

- 4.01 The chairperson of each committee shall prepare written reports of the activities and recommendations of the committee, and shall present them at business meetings of the chapter.

ARTICLE XIII - RESTRICTIONS

Section 1 - Restrictions

- 1.01 This chapter shall not discriminate on the basis of race, sex, religion, national origin, age or disability, and shall abstain from any political or labor affiliation or endorsements for public office.

ARTICLE XIV - OFFICIAL PUBLICATION

Section 1 - Publication

- 1.01 The chapter web site shall be the official publication of the chapter. In the absence of a chapter web site, the chapter newsletter shall be the official publication of the chapter.

ARTICLE XV - RECORDS

Section 1 - Records

- 1.01 The chapter shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors of the chapter and committees having any of the authority of the Board of Directors of the chapter, and shall keep a record giving the names and addresses of the members entitled to vote.

ARTICLE XVI - BYLAWS AMENDMENTS

Section 1 - Bylaws

- 1.01 These Bylaws may be altered, amended or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority of the chapter members at any regular or special meeting of the members, provided that proposed Bylaws amendments are approved by the Board of Directors, then sent to all chapter members at least thirty (30) days in advance of the meeting. Association Policy and Procedures govern the process for handling Bylaws amendments for AITP sub-units.

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