

AITP MODEL BYLAWS FOR Regions



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GUIDELINES
For Adopting or Amending AITP Bylaws for Regions

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 for the sub-unit are President and Secretary/Treasurer. 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 Region

(Name of Region)

ARTICLE I - NAME

The name of this Region shall be:

AITP - Association of Information Technology Professionals - (NAME OF REGION), hereinafter referred to as the 'Region'.

ARTICLE II - PURPOSES AND LIMITATIONS

Section 1 - Purposes

The purposes of this Region shall be those purposes 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 carrying out of its programs and activities.
- 1.03 Provide cooperation with the Association in the development of technical and educational material for the field of information technology management, and the encouragement of sound, proper and ethical practices.
- 1.04 Provide a communication interface among chapters in the Region.
- 1.05 Provide a vehicle for the exchange of information among chapters in the Region.
- 1.06 Provide the necessary organization and leadership to ease the exchange of information and experience between individual members and chapters in the Region in order to advance and benefit the field of information management.
- 1.07 Provide assistance to chapters in the Region in providing an atmosphere that fosters each member's growth as an individual and as an information technology professional.

Section 2 - Limitations

- 2.01 All actions of this Region shall be consistent and in conformance with AITP's documents and practices.
- 2.02 The Region shall not obligate or otherwise make the Association liable for any expenditures or commitments, unless such expenditures or commitments shall have been approved by the Association.
- 2.03 The Region shall not undertake any action or practices that 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 Region, the Association, or any of the local chapters of the Region, shall pay, assume or become responsible for the personal or unapproved debts or liabilities of any individual member of the Region.

ARTICLE III - ORGANIZATION

Section 1 - Region Organization

- 1.01 The Region shall include members of chapters whose boards of directors have approved affiliation with the Region, plus such Individual Professional members who have requested to join the Region.
- 1.02 The Region is chartered 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.
- 1.03 The proposed formation of a Region must be reported to Association Headquarters at least 45 days prior to the start of a fiscal year.
- 1.04 Additional chapters or Individual Professional members desiring to join the Region must be approved by the Board of Directors of the Region. Upon approval, the President of the Region must notify Association Headquarters within 45 days.
- 1.05 Any chapter or Individual Professional member may withdraw from the Region at any time, but such withdrawal shall not become effective without written notification to the Board of Directors of the Region. The President of the Region must notify Association Headquarters within 30 days.

Section 2 - Region Requirements / Limitations

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

Section 3 - Chartering and Removal of Charter

- 3.01 Regions will request a chapter 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 of 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 is not considered in good standing and may have no voting delegate or alternate at meetings of the Region and may have it's 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 Region:
- a) after a request of the Region or
 - b) if the Region violates the substance or spirit of the Association Bylaws and Policies.

ARTICLE IV - MEMBERSHIP

Membership in the Region shall automatically be granted to all Association members of each chapter within the Region and to Individual Professional members who resides in the Region

Section 1 - Members

- 1.01 Members must be in good standing as defined by the membership requirements of the Association Bylaws.

ARTICLE V - GOVERNING BODY

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

Section 1 - Board of Directors

1.01 The Board of Directors of the Region shall manage the affairs and assets of the Region, and the assessment, if any, of dues for the Region. The Board of Directors of the Region shall consist of the region officers, a voting delegate elected or appointed by each chapter within the Region, and one voting delegate elected by the Individual Association Member of the region with signature of ___% of Individual Association Members of the Region in good standing.

Section 2 - Alternate Voting Delegate

2.01 Each chapter may select an alternate voting delegate to represent the chapter at a Board of Directors meeting in its voting delegate's absence. Such authorization must be in writing signed by the chapter President or Secretary/Treasurer and the voting delegate, and presented to the President of the Region, at or prior to the meeting.

2.02 Individual Association Members of the Region may select an alternate voting delegate to represent the individual members at a Region board meeting in the absence of their voting delegate. Such authorization must be in writing signed by the voting delegate for the Individual Association Members of the Region and the President of the Region. In the absence of the voting delegate, such endorsement will be permitted by the joint signatures of any two officers of the region. Written authorization shall be presented to the President of the Region, at or prior to the meeting.

Section 3 - Election and Term of Office

3.01 Officers of the Region shall be elected at an annual business meeting of the Board of Directors as specified in its Operating Procedures.

3.02 The term of office for officers of the Region shall be one year, to coincide with the established Fiscal year of the Association.

3.03 All Officers including the President may be reelected with no limitation on the number of terms.

3.04 Nomination of officers shall be made by the nominating committee and/or from the floor at the annual business meeting of the Board of Directors. Each nominee must be a member in good standing in the region. Officer positions can not be filled by multiple candidates from a chapter or multiple candidates from Individual Association members in the region. A list of those persons nominated by the nominating committee shall be mailed to all board members of the Region by the Secretary/Treasurer of the Region at least thirty (30) days prior to the meeting.

3.05 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 4 - Removal of Officers and Directors

4.01 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 Region Officers and Directors 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 the purpose of the meeting is to vote on removal of the named Officer(s) or Director(s).

Section 5 - Vacancies

- 5.01 Offices that become vacant shall be filled for the remainder of the term by an eligible delegate appointed by the Board of Directors.

ARTICLE VI - ACQUISITION AND MANAGEMENT OF PROPERTY AND FUNDS

Section 1 - Management of Assets / Funds

- 1.01 The Board of Directors of the Region shall manage and control the assets and property of the Region.
- 1.02 Funds may be raised by annual dues or in any other manner approved by the Board of Directors of the Region.

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

- 2.01 All assessed dues for each member shall be forwarded to Association Headquarters.
- 2.02 Annual dues of the Region, if assessed by a majority of the Board of Directors of the Region at a regularly scheduled business meeting, shall be in whole dollar amounts.
- 2.03 All assessed dues of the Region shall be payable on such dates and in such manner as may be prescribed by the Association Board of Directors. 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 shall be dropped and shall cease to be members, and shall no longer be eligible for any membership benefits.
- 2.05 Any chapter may withdraw from the Region at any time, but such withdrawal shall not become effective without written notification to the Board of Directors of the Region. Those chapters withdrawing shall not be entitled to rebates of dues paid. Association Headquarters must be notified by the Region within 30 days of such action.

Section 3 - Fiscal Year

- 3.01 The fiscal year of the Region will coincide with the fiscal year of the Association.

Section 4 - Liabilities

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

Section 5 - Dissolution of the Region

- 5.01 In the event of the dissolution of the Region, after paying or making provision for payment of all liabilities of the Region, the Board of Directors of the Region shall distribute any remaining funds and assets to the individual chapters within the Region by a formula determined by two-thirds (2/3) majority vote of the Board of Directors of the Region, or 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 Region membership. formula determined by two-thirds (2/3) majority vote of the Board of Directors of the Region.

ARTICLE VII - STANDING RULES AND OPERATING PROCEDURES

Section 1 - Establishment of Standing Rules and Operating Procedures

- 1.01 The Board of Directors of the Region 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 or modified by a simple majority vote of the Board of Directors of the Region at any regularly scheduled business meeting of the Region. Changes shall be submitted to the Secretary of the Region for distribution to board members of the Region at least 30 days prior to the meeting in question.

ARTICLE VIII - OFFICERS

Section 1 - **Designation**

- 1.01 The elected officers of the Region shall be President and Secretary/Treasurer.

Section 2 - **Duties of the President**

- 2.01 The President shall be the chief executive officer of the Region. The President shall preside at all meetings of the Region, 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 Region and to communicate with the other members of the Board of Directors and members concerning matters of policy.
- 2.02 The President shall be an *ex officio* member of all committees of the Region, with the exception of the Nominating Committee.
- 2.03 The President shall appoint representatives from the region to serve on the Nominating Committee for their district election of Directors on the Association Board of Directors.

Section 3 - **Duties of the Secretary/Treasurer**

- 3.01 The Secretary shall take the minutes and record attendance of all business meetings. All records of the Region, including archival records, except financial and committee records, shall be under the control of the Secretary.. The Secretary shall be required to keep such records and prepare such reports as may be requested by the Board of Directors of the Region, Association Headquarters or the Association Board of Directors as required by law.
- 3.02 The Secretary shall produce or cause to be produced, a Region directory of contacts within 30 days after the start of a fiscal year. A copy of the directory shall be provided to each voting delegate of the Region, the Association President and Association Headquarters. The Secretary shall distribute to board members of the Region the approved minutes of Board of Director meetings within 30 days of said meeting and functions as the credentials chairperson for meetings of the Region. The Secretary shall conduct voting by mail as authorized by the President.
- 3.03 The Treasurer shall receive and disburse the funds of the Region, and shall keep and preserve proper vouchers and books of accounts. These shall be open to inspection and subject to audit at any time by an auditing committee duly appointed by the President.
- 3.04 The Treasurer shall prepare, in conjunction with the President, the annual budget for the Region; approve and make all disbursements related to financial business of the Region with approval of the board members and/or the President; provide to board members of the Region a financial statement at least twice annually and such reports as may be requested by the Association.

ARTICLE IX - MEETINGS

Section 1 - **Annual Business**

- 1.01 An annual business meeting of the Board of Directors of the Region for the election of officers and for the transaction of other business concerning the affairs of the Region shall be held once each year at the discretion of the President of the Region. The Secretary/Treasurer of the Region shall send notice of the annual meeting to each board member at least thirty (30) days in advance of the meeting.

Section 2 - **Officer Planning Meetings**

- 2.01 Prior to the beginning of each year, at the discretion of the President of the Region, a meeting of its officers shall be held for the purpose of setting goals of the Region and planning activities for the new year.

Section 3 - **Special Meetings**

- 3.01 Special meetings of the Board of Directors may be held at such times and such places as may be considered necessary by the President of the Region or by written request of twenty-five percent (25%) of the Board of Directors. Notice shall be sent to Board of Directors at least thirty (30) days prior to the meeting.

ARTICLE X - VOTING AND QUORUM

Section 1 - **Voting**

- 1.01 At each Board of Directors meeting, each region officer and each voting delegate or alternate delegate shall have one vote. The President shall vote only to break a tie.
- 1.02 Voting by mail or electronic media may be authorized by the officers of the Region to meet emergencies. Ballots will be sent to each voting delegate by the Secretary/Treasurer of the Region.
- 1.03 Unless otherwise provided by these bylaws, the act of a majority of the Board of Directors present in person or by written proxy at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 1.04 A majority vote of the board members present in person or by written proxy at a duly called meeting with a quorum present shall approve the budget of the Region, the expenditure of funds of the Region, but never more than available funds, the assessment, if any, of dues for the Region, 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 A two-thirds (2/3) majority of the Board of Directors shall constitute a quorum.

ARTICLE XI - RULES OF ORDER

Section 1. - **Robert's Rules of Order**

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

ARTICLE XII - COMMITTEES

Section 1 - **Establishment of Committees**

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

- 1.01 *Auditing Committee*...Whose duty shall be to audit the books of the Treasurer of the Region 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 Region 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 learn the availability of such nominees to serve in those positions.

Section 2 - **Staffing of Committees**

- 2.01 Committee chairpersons, who shall be members in good standing within the Region, shall be appointed by the President of the Region or his/her designee. Committee members, who shall be members in good standing within the Region, 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 Region with concurrence of the President of the Region.

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 Region. Specific duties and structure of each committee shall be defined in these Bylaws and the Operating Procedures of the Region.

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 meetings of the Board of Directors.

ARTICLE XIII - RESTRICTIONS

Section 1 - **Restrictions**

- 1.01 This Region 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- **Publications**

- 1.01 The Region web site shall be considered the official publication of the Region. In the absence of a region web site, a newsletter prepared by the President of the Region, or his / her delegate, shall be the official publication of the Region.

ARTICLE XV - RECORDS

Section 1 - **Records**

- 1.01 The Region shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors and shall keep a record giving the names and addresses of its delegates 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 Board of Directors at any regular or special meeting provided that proposed Bylaws amendments are sent to all board members at least thirty (30) days prior to the meeting. Association Policy and Procedures govern the process for handling Bylaws amendments for AITP sub-units.

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