

BYLAWS
AITP
Northwest Region
(Region 2)



Revised October 2004
Accepted With Revisions April 2005

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AITP - Association of Information Technology Professionals

Bylaws For The Northwest Region (Region 2)

ARTICLE I - NAME

The name of this Region shall be:

AITP - Association of Information Technology Professionals - Northwest Region (Region 2), 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 the Association shall have approved such expenditures or commitments.
- 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, nor 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 Association 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 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 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 - Revocation/Dissolution

- 3.01 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 Independent Association members who reside 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 a voting delegate elected or appointed by each chapter.
- 1.02 The Executive Committee of the Board of Directors shall include the Region President, Vice President(s), Secretary, Treasurer and Immediate Past President. All members of the executive committee shall be voting members. The Executive Committee shall manage the affairs and assets of the Region between regular meetings of the Board of Directors.

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 Section In addition, the chapter of the President of the Region shall appoint another member as the chapter voting delegate to assure the chapter is represented in all votes, not just tie votes.

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. Election by electronic voting may be held in accordance with Article X.
- 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 either a current chapter voting delegate or incoming chapter voting delegate or member at large. A list of those persons nominated by the nominating committee shall be mailed to all board members of the Region by the Secretary 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, Secretary and Treasurer. Other officers may be elected or appointed as determined by the Region 2 Board.

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.

Section 3 - Duties of the Secretary

- 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.

Section 4 – Duties of the Treasurer

- 4.01 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.
- 4.02 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 of the Region shall send notice of the annual meeting to each board member at least thirty (30) days in advance of the meeting. Election by electronic voting may be held in accordance with Article X.

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 chapter 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 is authorized. 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, 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 of chapters 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 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.