

**ADMINISTRATIVE PERSONNEL ASSOCIATION
PRESBYTERIAN CHURCH (U.S.A.)
BYLAWS**

ARTICLE I – NAME AND AFFILIATION

The name of this organization shall be the Administrative Personnel Association, Presbyterian Church (U.S.A.). This organization is closely affiliated with the Presbyterian Church (U.S.A.).

ARTICLE II – OBJECTIVE

The objective and purpose shall be to provide a supportive organization for promoting continuing education, individual growth, communication and fellowship for its members; to deepen and strengthen lives spiritually and professionally, and to work for the mission of the church universal.

ARTICLE III – MEMBERSHIP

A. Eligibility

All persons engaged in administrative work in any local church or church-related institution, governing body or agency of the Presbyterian Church (U.S.A.), or those denominations with which we have communion.

B. Classification of Membership

Active Member – Persons engaged in positions, listed above, whose dues are paid annually. However, to vote at either a regional or a national business meeting dues must be current. May vote and hold office.

Affiliate Member – May be issued to a member of APA who has been engaged in administrative work in a local church, church-related institution, governing body or agency of the Presbyterian Church (U.S.A.) for a minimum of 5 years, or has begun the Certification process and is no longer employed due to a life-changing event. Must pay dues. May vote and hold office.

Honorary Member – May be conferred on a person deemed by the Executive Committee to have contributed significantly to the organization. Members are not eligible. The recipient may not vote or hold office.

Inquirer – An Inquirer may attend any conference or continuing education event in a given year without paying dues and without receiving credit toward certification. Course hours accumulated will be kept on file for one year from date taken. Within that year, if the inquirer becomes a member, those hours will count toward certification, as long as membership dues and certification fees have been paid.

Honorary Life Member – May be issued at the request of the Region to any member upon retirement from administrative work in any local church or church-related institution, governing body or agency of the Presbyterian Church (U.S.A.), who has been a member in good standing of the Administrative Personnel Association for at least 10 years and served as either a regional or national officer, elected or appointed for at least 8 of the 10 years. May vote, may hold an appointed office. If in an elected office, may complete the current term. Payment of dues is not required.

Retired Member – is a member who automatically qualifies upon retirement. May vote, may hold an appointed office. If in an elected office, may complete the current term. Payment of dues will be at 50% of the stipulated dues.

Organizational Member – Churches, presbyteries, synods, and related institutions or agencies may hold membership. These organizations may send representatives to conferences. The representatives may not vote or hold elected/appointed office. Certification is not applicable. Staff members of these organizations must hold individual membership in their own name to apply for certification.

(NOTE) Should either an Honorary Life Member or a Retired Member return to the workforce with the PC(USA) for twenty (20) hours per week or more, and wish to participate in APA as a voting, dues paying member, and wish the privilege of holding elected office, a letter stating such should be sent to their regional membership chair and their regional president. They will be restored to active membership. When the member retires permanently, a letter stating such should be sent to their regional membership chair and their regional president.

ARTICLE IV – DUES

With the exception of Life and Honorary members, all other members will be assessed dues on a calendar basis, in an amount determined by the Council, and passed by the Organization during the annual national business meeting. Dues will be reviewed annually. In areas where Regions are established, dues will be divided 40/60 between Regional and National treasuries. Dues must be current in order to be eligible to vote at either the regional or national business meeting. Members whose dues are delinquent after that date will be notified by the Regional Membership Chairperson.

ARTICLE V - OFFICERS

A. Officers

National Officers of the organization shall be: President, President-Elect, Immediate Past President, Treasurer and Secretary.

Regional Officers of the organization shall be: President, President-Elect, Treasurer, Secretary and maybe Immediate Past President.

B. Terms of Office

National

The office of NATIONAL PRESIDENT is a (6) six-year term

Elected in even years

First and Second year President-elect

Third and Fourth year President

Fifth and Sixth year Immediate Past-President

The President shall not be reelected to a second term unless he/she has been vacant from the position for (4) four years.

The SECRETARY and TREASURER, shall each serve a (1) one (2) two year term and shall be eligible for a (2nd) second term but can serve no more than (4) four consecutive years in the same elected position. In order to be eligible to serve again as the SECRETARY or TREASURER, this person must have been vacant from the position for at least one year.

Secretary and Treasurer elected in odd years.

Regional

The office of REGIONAL PRESIDENT is a (4) four year term

Elected in even years

First and Second year President-elect

Third and Fourth year President

For some regions maybe the Fifth and Sixth year Immediate Past-President

The President shall not be reelected to a second term unless they have been vacant from the position for (2) two years. For regions that choose an Immediate Past-President, the President shall not be reelected to a second term unless he/she has been vacant from the position for (4) four years.

The SECRETARY AND TREASURER shall each serve a (1) one (2) two year term and shall be eligible for a (2nd) second term but can serve no more than four consecutive years in the same elected position. In order to be eligible to serve again as the SECRETARY or TREASURER, this person must have been vacant from the position for at least one year.

Secretary and Treasurer and elected odd years.

Members can serve in only one elected officer position

C. Elections

National

A Nominating committee shall be formed and the regional presidents comprise the Nominating Committee and the committee is chaired by the President-Elect.

The Nominating Committee shall advertise nominations that are to be filled and receive applications. Elections will be held during the National annual business meeting held at the annual conference. Officers take office at the conclusion of the conference.

Regional

A Nominating Committee shall be formed with (2) two members at-large, the Regional President-Elect with the Regional President-elect serving as chair.

Elections will be held during the Regional annual business meeting held at the annual conference; Officers take office at the conclusion of the conference.

D. Vacancy - Un-expired Term

National

If a vacancy occurs in the office of PRESIDENT, the PRESIDENT-ELECT shall become PRESIDENT for the unfulfilled term. The unexpired term shall constitute one term if the time left in the unexpired term is five years or more. As a result the PRESIDENT-ELECT position will automatically become vacated, the Council will appoint an Interim until the position can be filled at the next annual business meeting.

If a vacancy occurs in the office of IMMEDIATE PAST-PRESIDENT, the former IMMEDIATE PAST PRESIDENT shall assume the duties of the current IMMEDIATE PAST-PRESIDENT but shall serve no more than (4) four consecutive years. If the former IPP is not eligible then the Council will appoint someone based on eligible names given by the Nominating Committee until the next IMMEDIATE PAST PRESIDENT can take their place in office.

If a vacancy occurs in the office of SECRETARY or TREASURER, the PRESIDENT shall appoint a person as interim and the Nominating Committee shall conduct an election to fill the position. The ELECTED person shall fulfill the unexpired term. The unexpired term shall constitute one term if the time left in the unexpired term is more than (15) fifteen months.

If the vacancy of the SECRETARY or TREASURER, occurs no more than 120 days prior to the national business meeting the body of the organization will vote to fill the vacancy. If the vacancy does not occur within this time then the Nominating Committee will conduct the nominating process and present name(s) for Council to vote on. The Council will be representing the body of the organization in this capacity. A majority vote is needed for an officer to be elected by the Council.

Regional

If a vacancy occurs in the office of PRESIDENT, the PRESIDENT-ELECT shall become PRESIDENT for the unfulfilled term. The unexpired term shall constitute one term if the time left in the unexpired term is three years or more. As a result the PRESIDENT-ELECT position will automatically become vacated, the Executive Board will appoint an Interim until the position can be filled at the next annual business meeting.

If a region elects an IMMEDIATE PAST-PRESIDENT and a vacancy occurs in the office of IMMEDIATE PAST-PRESIDENT, the former IMMEDIATE PAST PRESIDENT shall assume the duties of the current IMMEDIATE PAST-PRESIDENT but shall serve no more than (4) four consecutive years. If the former IPP is not eligible then the Council will appoint someone based on eligible names given by the Nominating Committee until the next IMMEDIATE PAST PRESIDENT can take their place in office.

If a vacancy occurs in the office of SECRETARY or TREASURER, the PRESIDENT shall appoint a person as interim and the Nominating Committee shall conduct an election to fill the position. The ELECTED person shall fulfill the unexpired term. The unexpired term shall constitute one term if the time left in the unexpired term is more than (15) fifteen months.

If the vacancy of the SECRETARY or TREASURER occurs no more than 120 days prior to the regional business meeting the body of the organization will vote to fill the vacancy. If the vacancy does not occur within this time then the Nominating Committee will conduct the nominating process and present name(s) for the Regional Executive Board to vote on. The Regional Executive Board will be representing the body of the organization in this capacity. A majority vote is needed for an officer to be elected by the Regional Executive Board.

E. Removal from Office

National

Any officer or committee chair may be removed from office for failure to execute the duties and responsibilities of the position or due to professional misconduct. The process may be started only upon receipt of written complaint to the National Professional Conduct Committee. Details of the process may be found in the National APA Guidelines located in the Manual of Operations.

Regional

Any officer or committee chair may be removed from office for failure to execute the duties and responsibilities of the position or due to professional misconduct. The process may be started only upon receipt of written complaint to the National Professional Conduct Committee. Details of the process for regions may be found in the APA National Guidelines located in the Manual of Operations.

ARTICLE VI - OFFICERS' DUTIES

National

A. President

The President shall be accountable to the Administrative Personnel Association through the Council.

The duties of the President shall be developed into a position description by Council.

Will preside at the National Annual Conference and Business Meeting.

Will preside at Annual Executive Board Meeting and/or any electronic meetings of the Council and/or Executive Board.

Will appoint a parliamentarian as needed for the annual national business meeting.

Will appoint a Council on Accreditation and Standards Chair, a Membership Chair, and a National Conference Planning Committee Chair in even years.

Will appoint committee chairpersons, upon beginning term of office and when a vacancy occurs within sixty (60) days of vacancy.

Will serve as ex-officio member of all committees except Nominating Committee.

Will ensure that all rules, regulations, trusts and provisions applicable to all funds of the corporation and their administration and all policies adopted by the Council are in compliance.

Will perform the additional duties as outlined in the National APA Guidelines.

Will comply to the APA Standard Ethical Conduct Policy.

B. President-Elect

The President-Elect shall be accountable to the Administrative Personnel Association through the Council.

The duties of the President-Elect shall be developed into a position description by Council.

Will serve when the President is unable to serve.

Will serve as chairperson of the Nominating Committee and Bylaws Committee.

Will serve on the Council.

Will work with the President.

Will perform additional duties as outlined in the National APA Guidelines.

Will comply with the APA Standard Ethical Conduct Policy.

C. Secretary

The Secretary shall be accountable to the Administrative Personnel Association through the Council.

The duties of the Secretary shall be developed into a position description by Council.

Will record minutes for ALL national APA meetings to include the Council and Executive Board meetings and will include any financial reports or discussions in the minutes.

Will distribute minutes within 30 days of the meeting to the Executive Board, the Council, and when appropriate, the membership.

Will post the minutes of the Council and National Business meetings onto the website within 30 days at the end of the National Conference.

Will work with and handle any correspondence as requested by the president.

Chair the Communications Committee.

Will maintain an editable copy of the APA Bylaws and APA Guidelines.

Will maintain the Manual of Operations to include the APA Bylaws, APA National Guidelines, Certification Guidelines, Membership Handbook and all forms to be included in the appendix of the manual.

Will perform additional duties as outlined in the National APA Guidelines.

Will comply to the APA Standard Ethical Conduct Policy.

D. Treasurer

The Treasurer shall be accountable to the Administrative Personnel Association through the Council.

The duties of the Treasurer shall be developed into a position description by Council.

Shall receive and appropriately disburse funds within 15 business days of request.

Chair the Finance Committee.

Will work with and provide any financial reports as requested by the president.

Will perform the additional duties as outlined in the National APA Guidelines.

Will comply to the APA Standard Ethical Conduct Policy.

E. Immediate Past President

The Immediate Past President will be accountable to the Administrative Personnel Association through the Council.

Will serve as advisor on the Council.

Will serve as chairperson of the Professional Conduct Committee.

Will serve on the National Conference Planning Committee.

Will perform the additional duties as outlined in the APA National Guidelines.

Will comply to the APA Standard Ethical Conduct Policy.

Regional

A. President

The President shall be accountable to the Administrative Personnel Association through the Regional Executive Board.

The duties of the President shall be developed into a position description by the Regional Executive Board.

Will preside at the Regional Annual Conference and Business Meeting or any electronic meetings of the Regional Executive Board.

May appoint a parliamentarian as needed for the annual regional business meeting.

Will appoint a Council on Accreditation and Standards chair and a Membership chair in the even years.

Will appoint committee chairpersons, upon beginning term of office and when a vacancy occurs within sixty (60) days of vacancy.

Will serve as ex-officio member of all committees except Nominating Committee.

Will ensure that all rules, regulations, trusts and provisions applicable to all funds of the region and their administration and all policies adopted by the Executive Board are in compliance.

Will perform the additional duties as outlined in the Regional APA Guidelines. If there are no regional guidelines available then the National APA Guidelines will be referenced where applicable.

Will comply to the National APA Standard Ethical Conduct Policy.

B. President-Elect

The President-Elect shall be accountable to the Administrative Personnel Association through the Executive Board.

Will serve when the President is unable to serve.

Will serve as chairperson of the Nominating Committee and Bylaws Committee.

Will serve on the Council.

Will perform the additional duties as outlined in the Regional APA Guidelines. If there are no regional guidelines available then the National APA Guidelines will be referenced where applicable.

Will comply to the APA Standard Ethical Conduct Policy.

C. Secretary

The Secretary shall be accountable to the Administrative Personnel Association through the Executive Board.

Will record minutes for ALL regional APA meetings and the Executive Board meetings and will include any financial reports or discussions in the minutes.

Will distribute within 30 days of the meeting to the Executive Board, and when appropriate, the Membership.

Will post the minutes of the Council and National Business meetings onto the website within 30 days at the end of the National Conference.

Will maintain, store and preserve any and all documents as requested by the Council.

Will work with and handle any correspondence as requested by the president.

Chair the Communications Committee.

Will perform the additional duties as outlined in the Regional APA Guidelines. If there are no regional guidelines available then the National APA Guidelines will be referenced where applicable.

Will comply to the APA Standard Ethical Conduct Policy.

D. Treasurer

The Treasurer shall be accountable to the Administrative Personnel Association through the Executive Board.

Shall receive and appropriately disburse funds within 15 business days of request.

Chair the Finance Committee.

Will work with and provide any financial reports as requested by the president.

Will maintain, store, and preserve any and all financial documents as required by law and the Council.

Will perform the additional duties as outlined in the Regional APA Guidelines. If there are no regional guidelines available then the National APA Guidelines will be referenced where applicable.

Will comply to the APA Standard Ethical Conduct Policy.

E. Immediate Past President

The Immediate Past President will be accountable to the Administrative Personnel Association through the Executive Board.

Will serve as advisor on the Executive Board.

Will perform the additional duties as outlined in the APA National Guidelines.

Will comply to the APA Standard Ethical Conduct Policy.

ARTICLE VII – MEETINGS

National

Annual Meetings

A regular meeting of the Council shall be held at least annually prior to the National Business Meeting. The National Business Meeting of the membership shall be held annually during the Conference. The national membership votes on changes in dues structure, bylaws and the election of national officers.

Special Meetings

Special meetings may be called at any time by the National President or Committee Chairs with two weeks notification with the exception of electronic meetings, whereas 48 hours' notice must be given. Notice/agenda will be sent and will include the purpose and business of the special meeting. No business shall be transacted at a special meeting other than as set forth in the notice/agenda.

All Special Meetings may take place via conference call, electronic email, or in person according to the meeting policies in the National APA Guidelines.

National Executive Board

Meeting will be held at least annually; the date and location to be determined by the National President.

Regional

Annual Business Meeting

The regional business meeting of the membership shall be held annually during the conference. A region can also submit a request to the Council for approval to convene electronically for their business meeting. The regional membership votes on the election of regional officers.

Special Meetings

Special meetings may be called at any time by the Regional President or Committee Chairs with two weeks notification with the exception of electronic meetings, whereas 24 hours' notice must be given. Notice/agenda will be sent and will include the purpose and business of the special meeting. No business shall be transacted at a special meeting other than as set forth in the notice/agenda.

All Special Meetings may take place via conference call, electronic email, or in person according to the meeting policies in the Regional APA Guidelines.

Regional Executive Board

A regular meeting of the Executive Board shall be held at least annually prior to the regional business meeting; the date and location to be determined by the Regional President.

Minutes

Both Regional and National minutes and other official records of APA are the property of APA. The National Secretary is responsible for the preservation of the National APA minutes and the Regional Secretary is responsible for the preservation of the Regional APA Minutes.

Proxy Voting

A proxy is the authority (agency) given by one having the right to do a certain thing (e.g., to vote) to another to do it for him/her. A proxy will only be allowed for the national annual meetings of Council, The Regional Presidents that are on Council are only permitted to use a proxy for meetings where financial decisions need to be made. The proxy must be a member of the region issuing the proxy and the proxy must be defined as an “Active” member of the region. All proxy names must be declared to the President (2) two weeks prior to the annual meeting and a copy of such notification to be sent to the National Secretary.

Record Keeping

Both Nationals and Regionals will form their own APA Guidelines that will not contradict the governing APA Bylaws. Nationals will maintain an editable Manual of Operations to include the Bylaws, National APA Guidelines, Certification Guidelines, Membership Handbook, and an appendix of all applications used for the business and membership of APA.

Both Nationals and Regionals shall keep a full and accurate record of its proceedings. Minutes and all other official records are the property in perpetuity of the Administrative Personnel Association or their legal successors. The National President and President of each region shall make recommendation to that body for the permanent safekeeping of the body’s records with the Presbyterian Historical Society. When a region ceases to exist, its records and minutes shall become the property of the National Administrative Personnel Association.

Quorum

A quorum shall be 30 eligible members present at the National Conference for the National Business meeting. Roberts Rules shall apply to both regional and committee meetings when defining a quorum.

ARTICLE VIII

Absence

Absence from three (3) consecutive meetings, during an officer’s or committee person’s term, without excuse, shall be considered the equivalent to a resignation by said member.

ARTICLE IX - Executive Board

National

The Executive Board shall be composed of the following: President, Treasurer, Secretary, Immediate Past President, President-Elect, Council on Accreditation and Standards Chair, and Membership Chair.

Regional

The Executive Board shall be composed of the following: President, Treasurer, Secretary, President-Elect, Council on Accreditation and Standards Chair, Membership Chair and may also include the Immediate Past President for those regions where elected.

ARTICLE X - Council

The Council shall be composed of the following: The National Executive Board, all Regional Presidents. The following appointed Chairs: Bylaws Committee, Finance Committee, Nominating Committee, Council on Accreditation and Standards, Membership Committee, Communications Committee, Professional Conduct Committee, and the National Conference Planning Committee.

All Council members shall have voice and vote.

The following attendees of the Council will have voice and no vote: Parliamentarian, Committee Vice-Chairs, and Regional Presidents-Elect.

ARTICLE XI -COMMITTEES AND COUNCILS

The following constitutes the National Committees and Councils of the organization: Bylaws Committee, Finance Committee, Nominating Committee, Council on Accreditation and Standards, Membership Committee, Communications Committee, Professional Conduct Committee, and the National Conference Planning Committee.

The following constitutes the Regional Committees of the organization: Finance Committee, Nominating Committee, Council on Accreditation and Standards, Membership Committee, and Communications Committee. Each region is required to write their own committee descriptions and maintain those descriptions within their own Regional APA Guidelines. Regions are allowed to combine no more than two committees if leadership is not available to fill the requirements.

Other Standing or Special Committees may be appointed by the President as deemed necessary to carry on the work of the organization.

ARTICLE XII- LEGACIES AND GIFTS

Legacies and gifts, not specifically designated to be endowment or trust funds, may be used for the general purposes of the Corporation.

ARTICLE XIII – REVIEW/AMENDMENTS

The APA Bylaws are to be fully reviewed in the odd years by the Bylaws committee.

Bylaw amendments must be submitted 120 days prior to the national business meeting to the Bylaws committee chair to be reviewed by the Bylaws committee.

To adopt, amend, rescind or suspend these bylaws a 2/3 (two-thirds) vote is required by those eligible and in attendance at the National Business meeting.

ARTICLE XIV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and the Presbyterian Church (U.S.A.).

ARTICLE XV – DISSOLUTION CLAUSE

In the event of dissolution of the Administrative Personnel Association, Presbyterian Church (U.S.A.), (which would require a two-thirds vote of the voting membership present at a National Meeting), the appropriate division of the Presbyterian Church (U.S.A.), or its successor, will become the legal owner of any assets and will be entitled to receive all benefits of said organization and will be obliged to administer the same in all respects and in accordance thereof.

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Amended September 21, 1997, Cincinnati, OH
Amended May 16, 1998, Ft. Myers, FL
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Amended July 24, 2004, Houston, TX
Amended July 16, 2005, Clarksville, IN

Amended July 15, 2006, Nashville, TN
Amended July 14, 2007, Sacramento, CA
Amended July 19, 2008, Denver, CO
Amended July 17, 2009, Orlando, FL
Amended October 6, 2010, Pittsburgh, PA
Amended November 4, 2011, Las Vegas, Nevada
Amended September 14, 2012, San Antonio, Texas
Amended August 23, 2013, Charleston, South Carolina
Amended October 17, 2014 Albuquerque, New Mexico
Amended September 11, 2015 St. Louis, MO