

**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 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 five (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 Council to have contributed significantly to the organization. Members are not eligible. The recipient may not vote or hold office.

The rolls for Honorary Members would be maintained by the Regional Membership Chair where Honorary Member status was awarded and removed from the national membership rolls. Regional Membership Chairs would report Honorary Member information to the National Membership Chair and be maintained on a separate national membership roll.

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 (1) year from the 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 ten (10) years and served as either a regional or national officer, for at least eight (8) of the ten (10) years (President, Secretary, Treasurer, Membership Chair, or Accreditations and Standards Chair). 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 – A 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 fifty (50) percent 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 Presbyterian Church (U.S.A.) for twenty (20) hours per week or more, and wish to participate in APA as a voting, dues paying active member, and wish the privilege of holding an 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 fifty/fifty (50/50) 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
- Secretary

Regional officers of the organization shall be:

- President
- President-Elect
- Treasurer
- Secretary
- Immediate Past-President (if region so chooses to elect – not required)

B. Terms of Office

National

The office of National President is a six (6) year term

- Elected in even years
- First and second year National President-Elect
- Third and fourth year National President
- Fifth and sixth year National Immediate Past-President
- The National President shall not be re-elected to a second term unless he/she has been vacant from the position for four (4) years

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

National Secretary and National Treasurer elected in odd years.

Regional

The office of Regional President is a four (4) year term

- Elected in even years
- First and second year Regional President-Elect
- Third and fourth year Regional President
- For some regions, the fifth and sixth year may be Immediate Past-President (not required)
- The Regional President shall not be re-elected to a second term unless he/she has been vacant from the position for two (2) years. For regions that choose an Immediate Past-President, the Regional President shall not be re-elected to a second term unless he/she has been vacant from the position for four (4) years.

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

Regional Secretary and Regional Treasurer elected in odd years.

Members can only serve one (1) elected officer position.

C. Elections

National

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

The National 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 Regional Nominating Committee shall be formed with two (2) members at-large and 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 National President, the National President-Elect shall become National President for the unfulfilled term. The unexpired term shall constitute one (1) term if the time left in the unexpired term is five (5) years or more. As a result, the National President-Elect position will automatically become vacated, the Council will appoint an interim until the position can be filled at the next national annual business meeting.

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

If a vacancy occurs in the office of National Secretary or National Treasurer, the National President shall appoint a person as interim and the National Nominating Committee shall conduct an election to fill the position. The ELECTED person shall fulfill the unexpired term. The unexpired term shall constitute one (1) term if the time left in the unexpired term is more than fifteen (15) months.

If the vacancy of the National Secretary or National Treasurer occurs no more than one hundred and twenty (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 National 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 a national officer to be elected by the Council.

Regional

If a vacancy occurs in the office of Regional President, the Regional President-Elect shall become Regional President for the unfulfilled term. The unexpired term shall constitute one (1) term if the time left in the unexpired term is three (3) years or more. As a result, the Regional President-Elect position will automatically become vacated, the Regional Executive Board will appoint an interim until the position can be filled at the next regional annual business meeting.

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

If a vacancy occurs in the office of Regional Secretary or Regional Treasurer, the Regional President shall appoint a person as interim and the Regional Nominating Committee shall conduct an election to fill the position. The ELECTED person shall fulfill the unexpired term. The unexpired term shall constitute one (1) term if the time left in the unexpired term is more than fifteen (15) months.

If the vacancy of the Regional Secretary or Regional Treasurer occurs no more than one hundred and twenty (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 Regional 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 a national officer to be elected by the Regional Executive Board.

E. Removal from Office

National

Any national officer or national 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 regional officer or regional 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.

ARTICLE VI – OFFICERS’ DUTIES

National

A. National President

- The National President shall be accountable to the Administrative Personnel Association through the Council.
- The duties of the National President shall be developed into a position description by Council.
- Will preside at the national annual conference and national business meeting.
- Will preside at the annual National Executive Board meeting, the annual Council meeting, and/or any electronic meetings of the Council and/or National Executive Board.

- Will appoint a parliamentarian as needed for the national annual business meeting.
- Will appoint a National Council on Accreditation and Standards chair, a **National** Membership chair, and a National Conference Planning Committee chair in even years.
- Will appoint national 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 the National 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 National President-Elect shall be accountable to the Administrative Personnel Association through the Council.
- The duties of the National President-Elect shall be developed into a position description by Council.
- Will serve when the National President is unable to serve.
- Will serve as chairperson of the National Nominating Committee and the National Bylaws Committee.
- Will work with the National President.
- Will perform the additional duties as outlined in the National APA Guidelines.
- Will comply to the APA Standard Ethical Conduct Policy.

C. *Secretary*

- The National Secretary shall be accountable to the Administrative Personnel Association through the Council.
- The duties of the National Secretary shall be developed into a position description by Council.
- Will record minutes for ALL national APA meetings to include the Council and National Executive Board meetings and will include any financial reports or discussions in the minutes.
- Will distribute minutes within thirty (30) days of the meeting to the National Executive Board, the Council, and when appropriate, the membership.
- Will post the minutes of the Council and national business meetings onto the website within thirty (30) days at the end of the national conference.
- Will maintain, store, and preserve any and all documents as required by law and requested by the Council.
- Will work with and handle any correspondence as requested by the National President.
- Will serve as chairperson of the National Communications Committee.
- Will maintain the National Manual of Operations to include the National APA Bylaws and National APA Guidelines, Certification Guidelines, Membership Handbook, and all forms to be included in the appendix of the manual.
- Will perform the additional duties as outlined in the National APA Guidelines.
- Will comply to the APA Standard Ethical Conduct Policy.

D. *Treasurer*

- The National Treasurer shall be accountable to the Administrative Personnel Association through the Council.
- The duties of the National Treasurer shall be developed into a position description by Council.
- Shall receive and appropriately disburse funds within fifteen (15) business days of request.
- Will serve as chairperson of the National Finance Committee.
- Will work with and provide any financial reports as requested by the National President.
- Will maintain, store, and preserve any and all financial documents as required by law and requested by the Council.
- 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 National Immediate Past-President shall be accountable to the Administrative Personnel Association through the Council.
- The duties of the National Immediate Past-President shall be developed into a position description by Council.
- Will serve as advisor on the Council.
- Will serve as chairperson of the National Professional Conduct Committee.
- Will serve on the National Conference Planning Committee.
- Will perform the additional duties as outlined in the National APA Guidelines.
- Will comply to the APA Standard Ethical Conduct Policy.

Regional

A. Regional President

- The Regional President shall be accountable to the Administrative Personnel Association through the Regional Executive Board.
- The duties of the Regional President shall be developed into a position description by the Regional Executive Board.
- Will preside at the regional annual conference and regional business meeting and/or any electronic meetings of the Regional Executive Board.
- May appoint a parliamentarian as needed for the regional annual business meeting.
- Will appoint a Regional Council on Accreditation and Standards chair and a Regional Membership chair in even years.
- Will appoint regional 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 the Regional Nominating Committee.
- Will ensure that all rules, regulations, trusts, and provision applicable to all funds of the region and their administration and all policies adopted by the Regional 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 APA Standard Ethical Conduct Policy.

B. President-Elect

- The Regional President-Elect shall be accountable to the Administrative Personnel Association through the Regional Executive Board.
- The duties of the Regional President-Elect shall be developed into a position description by Regional Executive Board.
- Will serve when the Regional President is unable to serve.
- Will serve as chairperson of the Regional Nominating Committee and the Regional Bylaws Committee.
- Will work with the Regional President.
- 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 Regional Secretary shall be accountable to the Administrative Personnel Association through the Regional Executive Board.
- The duties of the Regional Secretary shall be developed into a position description by Regional Executive Board.
- Will record minutes for ALL regional APA meetings and the Regional Executive Board meetings and will include any financial reports or discussions in the minutes.
- Will distribute minutes within thirty (30) days of the meeting to the Regional Executive Board, and when appropriate, the membership.
- Will maintain, store, and preserve any and all documents as requested by the Regional Executive Board.

- Will work with and handle any correspondence as requested by the Regional President.
- Will serve as chairperson of the Regional 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 Regional Treasurer shall be accountable to the Administrative Personnel Association through the Regional Executive Board.
- The duties of the Regional Treasurer shall be developed into a position description by Regional Executive Board.
- Shall receive and appropriately disburse funds within fifteen (15) business days of request.
- Will serve as chairperson of the Regional Finance Committee.
- Will work with and provide any financial reports as requested by the Regional President.
- Will maintain, store, and preserve any and all financial documents as required by law and the ~~Council~~ Regional Executive Board.
- 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 (NOT REQUIRED)

- The Regional Immediate Past-President shall be accountable to the Administrative Personnel Association through the Regional Executive Board.
- The duties of the Regional Immediate Past-President shall be developed into a position description by Regional Executive Board.
- Will serve as advisor on the Regional Executive Board.
- 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.

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 national 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 (2) weeks notification with the exception of electronic meetings, whereas forty-eight (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

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

Regional

Annual Meetings

The regional business meeting of the membership shall be held annually during the national or regional 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 regional committee chairs with two (2) weeks notification with the exception of electronic meetings, whereas twenty-four (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. If there are no regional guidelines available, then the National APA Guidelines will be referenced.

Regional Executive Board

A regular meeting of the Regional 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 National President two (2) weeks prior to the annual Council 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 National 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 thirty (30) eligible members present at the national conference for the national business meeting.

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 National Executive Board shall be composed of the following:

- National President
- National Treasurer
- National Secretary
- National Immediate Past-President
- National President-Elect
- National Council on Accreditation and Standards Chair
- National Membership Chair

Regional

The Regional Executive Board shall be composed of the following:

- Regional President
- Regional Treasurer
- Regional Secretary
- Regional President-Elect
- Regional Council on Accreditation and Standards Chair
- Regional Membership Chair
- And may also include the Regional Immediate Past-President for those regions where elected

ARTICLE X – COUNCIL

The Council shall be composed of the following:

- National Executive Board
- All regional presidents
- The following appointed chairs:
 - 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
- National committee vice-chairs
- Regional President-Elects

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
- National Professional Conduct Committee
- National Conference Planning Committee

The following constitutes the Regional Committees and Councils of the organization:

- Finance Committee
- Nominating Committee

- Council on Accreditation and Standards
- Membership Committee
- Communications Committee

Each region is required to write their own committee descriptions and maintain those descriptions within their own Regional APA Guidelines. Regions can combine no more than two (2) committees if leadership is not available to fill the requirements.

Other standing or special committees may be appointed by the National or Regional 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.

National Bylaw amendments must be submitted one hundred and twenty (120) days prior to the national business meeting to the National Bylaws Committee chair to be reviewed by the National Bylaws Committee.

National Bylaw amendments must be sent to the APA membership sixty (60) days prior to the national business meeting.

To adopt, amend, rescind, or suspend these National Bylaws a 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 National 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 business 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.

Formally adopted August 4, 1994 – Charleston, SC

Amended September 21, 1997 – Cincinnati, OH; Amended May 16, 1998 – Ft. Myers, FL; Amended July 24, 1999 – Seattle, WA; Amended August 5, 2000 – Williamsburg, VA; Amended October 12, 2001 – Lancaster, PA; Amended September 28, 2002, Las Vegas, NV; Amended July 19, 2003 – Sarasota, FL; 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, NV; Amended September 14, 2012 – San Antonio, TX; Amended August 23, 2013 – Charleston, SC; Amended October 17, 2014 – Albuquerque, NM; Amended September 11, 2015 – St. Louis, MO; Amended June 2, 2017 – Las Vegas, NV