

ARTICLES OF ASSOCIATION
OF
GREATER AKRON CANTON PAYROLL ASSOCIATION
Amended 09/21/2023

ARTICLE 1 – NAME

The name of the organization is: Greater Akron Canton Payroll Association and shall be referred to herein as the “Association”.

ARTICLE II – PURPOSE

The purpose of the Association shall be:

- (a) To instruct and educate its members and the public, through lectures, forums and publications, regarding the practices of sound payroll management including, but not limited to, the use of systems, standardization, organization, and reporting and record keeping requirements of federal, state and local organizations.
- (b) To establish relationships with other organizations having similar purposes.

Notwithstanding any other provision of these Articles of Association, the Association is organized exclusively for educational, charitable or literary purposes as specified in Sections 501(c) (3) of the Internal Revenue Code.

The Association shall be authorized:

- (i) To carry on its operations and have offices and exercise its power.
- (ii) To elect or appoint officers of the Association, define their duties and indemnify Association personnel
- (iii) To adopt, amend or repeal by-laws relating to the activities and operation of the Association, the conduct of its affairs, ties rights or powers of its members, directors or officers.
- (iv) To make donations to further promote its purposes.
- (v) To be a member, associate, affiliate or manager of other organizations having similar goals and purposes.
- (vi) To set membership initiation fees and /or dues.

ARTICLE III – MEMBERSHIP Classes and Qualifications

- (a) The Association shall have members. Except as otherwise specifically provided herein, the members shall consist of such persons as are admitted to membership pursuant to criteria adopted from time to time by The Board of Directors (“Board”). The board may determine the characteristics, qualifications, rights and limitations relative to each class of membership. The Board may change such determinations from time to time.

All members shall be individuals. There shall be at least two classes of membership. One class of membership shall be referred to as a Regular

Membership. The other class of membership shall be referred to as an Associate Membership.

Membership dues will be determined each year and announced to potential members.

- (b) **Regular Members** – Regular Members shall consist of the members of the Association who are also members or an associate member of PayrollOrg, a New York and Not For Profit Corporation.
- (c) **Associate Members** – Associate Members shall consist of all members who are not a member of PayrollOrg.
- (d) **Resignation: Removal-** Any member may resign at any time by delivering a written resignation to the President. Any member who is delinquent more than 90 days in payment of any dues shall automatically be expelled from membership. Any member may be expelled from membership by action of the Board if the conduct of such member shall appear to the Board to be disorderly or to be prejudicial to the welfare or the good name of the Association.
- (e) **Meeting:** - The annual business meeting of the members shall be in May of each year as set by the board. Special meetings of the members for any purpose may be called at any time (i) by members entitled to cast ten percent of the total number of the votes entitled to be cast at any such meeting, (ii) by the board, (iii) by the President.

Regular meetings will be held the second Thursday of each month beginning in September and ending in May. The Board may also change the date when the date conflicts with National or State meetings.

- (f) **Notice of Meetings** – Written notice will be given of the place, date, hour and cost of all meetings, and in case of a special meeting, the purpose of the meeting and at whose direction the meeting is being called. Notice shall be given personally or by email to each member at least ten days prior to the date of such meetings. Full payment for a meeting reservation is required (even if a member does not attend) unless the cancellation notice is received prior to the announced cancellation deadline or unavoidable circumstances at the board discretion.
- (g) **Quorum** – One-fifth of the total membership of Regular and Associate Member's votes must be cast at a meeting to constitute a quorum for the transaction of business at a meeting.
- (h) **Voting** – At all meetings of the members each Regular Member and Associate Member present in person or by proxy shall be entitled to one vote. Except as otherwise noted in the Articles of Association, all matters shall be decided by vote of the majority of the Regular Members and Associate Members present in person or by proxy.

ARTICLE IV – DIRECTORS AND OFFICERS

- (a) The board consisting of President, Vice President, Treasurer, and Secretary shall manage the property, affairs and activity of the Association.
- (b) ELECTIONS; TERM OF OFFICE – The elections of the officers will occur at the annual meeting by a plurality of the votes cast by members entitled to vote. Only current Regular Members may hold elected Offices.

Only four officers will be elected officers and must be members of PayrollOrg for the duration of their term, those being, President, Vice President, Treasurer and Secretary.

Nominations will take place in February and March with the voting to take place at the April meeting. New officers will take their positions at the Annual Business Meeting in May. This will be a 2-year term starting in September and ending May.

The terms of offices are:

The President, Vice President, Secretary, and Treasurer of the Association shall be elected for two-year terms.

The board shall appoint the Director of the Association for a two-year term. The Director may be appointed to any number of consecutive terms.

ELECTED POSITIONS

PRESIDENT - The President shall be chief executive officer of the association and shall preside at all meetings of the members and the board. Except as otherwise provided by resolution of the board, the President shall be a member ex officio of all committees, The President, in addition, shall perform such other duties as the board may prescribe.

VICE PRESIDENT - In absence of the President, the Vice President shall preside at the meetings of the members and of the board at which he or she is present. The Vice President shall, in addition, perform such duties as the board may prescribe.

SECRETARY - The Secretary shall keep the minutes of all meetings of the members and of the board and shall perform like duties for committees when required. The Secretary shall in addition (i) have custody of the seal of the Association, if any, (ii) cause proper notice to be given of meetings to members and of the board, and (iii) perform such other duties as the board may prescribe. Upon completion of fiscal year, provide current accountant any needed records for completion of yearly tax returns.

TREASURER - The Treasurer shall have custody of the funds and securities of the Association, keep full and accurate accounts of receipts and disbursements in the books of the Association in such depository or depositories, as may be designed by the board.

SPECIFIC DUTIES OF THE TREASURER:

1. Open and maintain a checking account for the Association. No additional accounts may be established without approval and action of the Board recorded in minutes.
2. Collect, record and promptly deposit into the Association's bank account(s) any funds received.
3. Write checks only for disbursements that have been properly authorized as specified below. In the event authorization cannot be conveniently obtained prior to the date of the payment, the treasurer may issue a check at his or her discretion and obtain authorization at the earliest opportunity.
4. Present for approval any expenditures which have not been specifically authorized by an action of the Board and recorded in the minutes. Such approval shall consist of initials of two board members other than the treasurer on the original invoice or other document to be retained as the Association's proof of expenditure.
5. Maintain appropriate records of the Association's receipts, expenditures and account balances. All such records shall be passed to the subsequent treasurer who shall retain them for his or her term of office. It is intended that the current treasurer will retain all current and past financial records of the Association. The treasurer may destroy records that no longer have relevance.
6. Make all financial records available to the President or the Director within a reasonable time of the request.
7. Provide a treasurer's report showing the Association's year to date income, expenditures and current cash balances on a monthly basis or as requested by the Board. The Association's financial condition should be communicated to the membership regularly through presentation of this report at membership meetings and inclusion in the Association's newsletters (if any).
8. Upon close of the fiscal year, provide current accountant records as needed for completion of yearly tax returns.

APPOINTED POSITIONS

The following positions will be appointed positions for a two-year term, starting September ending May:

DIRECTOR - The director shall assist the officers in such duties as the board may prescribe. In addition, it shall be the director's responsibility to schedule and assist in audits of the financial standings of the Association. The director shall schedule these audits a minimum of annually and a maximum of quarterly and report the results to the board.

GOVERNMENT LIAISON – The Government Liaison works directly with the President to ensure that information provided protects the integrity and the intent of the chapter and the institute. Answers questions from the membership (verbal or written) within the limits of the Officers jobs, when it concerns Government regulations. Represents the chapter to government agencies on local, state, and national levels. Provides up to date information on new tax laws, revisions and reporting modifications to the membership. Submits regular reports of activities and project status to the President.

CHAPTER COORDINATOR - Responsibilities may include but are not limited to:

1. Works directly with President to ensure that information provided protects the integrity and the intent of the chapter and the institute.
2. Forms a committee to establish the chapter's plans for NPW, which may include: Chapter celebration; An effort to obtain local NPW Proclamations, Media Outreach, Outreach to community and charity organizations; Relays information to the chapter members and PayrollOrg sponsored; NPW contests and programs; Updates PayrollOrg of chapter activities prior to and after NPW; Coordinates the chapter's entry in the NPW Contest, Informs National of all Chapter Activities (Payroll in Focus).
3. Helps in coordinating all Chapter Activities(meetings).
4. Assist Secretary in maintaining a membership list, making up name badges, and sending thank you notes to speakers for monthly meetings and Payroll in Focus;
5. Performs other duties as may be designated by the board.

Any board member may be expelled from the board by a majority action of the board if the conduct is such that the board member shall appear to the board to be disorderly or to be prejudicial to the welfare of the board.

RESIGNATIONS, REMOVALS, VACANCIES – Any director or officer may resign at any time by delivering a written resignation to the Association. Unless required by the terms of such resignation, formal acceptance shall not be deemed necessary to make it effective. Any or all of the directors and officers may be removed for cause by vote of the Regular and Associate members.

Vacancies occurring on the board, for whatever reason, or newly created directorships shall be filled by a Majority vote of the board. A director or officer so elected by the board shall hold office until the next annual meeting of the members or the members' elect his or her successor. Such successor shall serve until the expiration of the term in which the vacancy occurred.

MEETINGS - Regular meetings of the board shall be held immediately following the annual meeting of the members at which the director and officers are elected and at such other times as may be fixed by the board. Special meetings of the board may be called at any time by the director or officers upon written demand of one third of the board and shall be held at such time and place as may be specified in the notice of the meeting.

NOTICE OF MEETINGS – Written notice of the place, date and hour of all meetings, and in the case of a special meeting, the purpose of the meeting and at whose directions the meeting is being called. Notice shall be given personally or by email to each member at least two days prior to the date of such meeting.

QUORUM - A Majority of directors and officers then in office shall constitute a quorum for the transaction of business at the meeting.

Any action required or permitted to be taken by the board at a meeting may take place without a meeting if consent is in writing, setting forth the action so taken. This shall be by all members of the board.

Any member of the board may participate in a meeting of the board by means of conference telephone and such participation in a meeting shall constitute presence in person at the meeting.

SCHOLARSHIPS – Members may apply for and be granted scholarships up to \$200.00 per year if they have attended 70% of the chapter meetings in the prior year. The prior year is September 1 through August 31. These scholarships are to pay for registration to seminars, learning materials (such as CPP study groups booklets) or any other related training. Member should pay for event/material and then submit for reimbursement with receipt and scholarship form. Scholarships are not used to pay expenses, hotel or travel.

ARTICLE V – COMMITTEES

- (a) **EXECUTIVE and STANDING COMMITTEES** - The board may, by resolution adopted by majority vote of the entire board, create an executive committee or standing committees each with no fewer than three members. The board may designate directors or officers as members or alternates of such committees by majority vote of the entire board. The executive board shall have the authority of the board during intervals between meetings of the board.
- (b) **SPECIAL COMMITTEES** – The board may create such special committees as it may deem desirable and the president, with the consent of the board, shall appoint the members of such committees. Special committees may have such powers as delegated in the resolution of the board creating them.

ARTICLE VI – AMENDMENTS

These articles of Association may be amended, repealed, or added to in the following manner only:

- (1) The lesser of (i) ten percent (10%) of the Regular Members of the Association and (ii) twenty-five (25%) of the Associate Members of the Association, or any director or officers of the Association, may at any time propose in writing, signed by them and addressed to the president, the amendment or repeal of any existing provision of, or the addition of any provision to, these Articles of Association

- (2) The president shall present such proposed amendment, repeal, or addition at the next regular meeting of the Board of Directors and shall incorporate a statement into the notice of that meeting that such proposed amendment, repeal or addition would be considered. No such proposed amendment, repeal or addition shall be considered at any meeting of the board unless notice has been given to each member of the board 10 days prior to the meeting.
- (3) At the meeting of the Board of Directors referred to above, the proposed amendment, repeal or addition to these Articles of Association shall be considered by the Board. If such proposed amendment, repeal or addition is approved by two-thirds of the members of the Board of Directors it shall be submitted to the Regular and Associate Members for consideration and approval at the next regular meeting of the members. This proposed amendment, repeal or addition should be adopted based on a majority vote of the members.

ARTICLE VII – LIMITATIONS

- (a) The Association is not organized for profit. No part of its earnings shall be used for the benefit of any private individual; no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; it shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- (b) Notwithstanding any other provision of these Articles of Association, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.
- (c) Upon termination and dissolution of the Association, the Board of Directors, after making provisions for the payment of all the liabilities of the Association, shall arrange for the distribution of all the assets of the Association, either by direct distribution or by distribution to one or more organizations exempt from income tax under Sections 501 (c) (3) of the Internal Revenue Code as the Board of Directors may determine.

Amended 2001-2002, 2005, 2006, 2013, 2015,2016, 2019, 2023