

**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. Denominations that the PC(U.S.A.) has communion with are the Evangelical Lutheran Church in America, the Reformed Church in America, and the United Church of Christ.

B. Classification of Membership

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

Affiliate Member – Given only on approval of the National Membership Council and the regional membership chairperson and must meet at least one of the following criteria:

1. 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 (as defined below) but wishes to continue to maintain dues and attend certification classes.

Definition of life changing event:

- a. Injury or illness
 - b. Job elimination due to downsizing, involuntary retirement, restructuring, or whole church dismissal from PC(USA). Changes due to voluntary retirement would fall into “Retired Member”.
2. This membership can also be applied to those employed by other Presbyterian organizations/denominations.

Must pay dues (same rate as Active Member). May vote and hold office (elected or appointed).

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 Chairperson where Honorary Member status was awarded. Regional Membership Chairpersons would report Honorary Member information to the national Membership Chairperson and will 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.

Life Member – May be issued at the request of the region to any member upon retirement from administrative work, who has been a member in good standing of the Administrative Personnel Association for at least ten (10) years and who has served as either a regional or national officer, for at least eight (8) of the ten (10) years (President,

Secretary, Treasurer, Membership Chairperson, or Accreditations and Standards Chairperson). May vote and 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. This includes acceptance of a retirement package. May vote and 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.

*NOTE – Should a Life Member, Retired Member, or Affiliate 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 chairperson 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 chairperson and their regional president.

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.

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 the annual deadline will be notified by the regional membership chairperson. New members who join and pay after November 1 will be credited for paying the next years dues.

ARTICLE V – OFFICERS

A. Officers

National officers of the organization shall be:

- President
- President-Elect
- Treasurer
- Secretary

Regional officers of the organization shall be:

- President
- President-Elect
- Treasurer
- Secretary

B. Terms of Office

National

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

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

The Secretary and 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 Secretary or Treasurer, this person must have been vacant from the position for at least one (1) year.

The Secretary and Treasurer are elected in odd years.

Regional

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

- Elected in even years
- First and second year President-Elect
- Third and fourth year President
- The President shall not be re-elected to a second term unless he/she has been vacant from the position for two (2) years.

The Secretary and 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 Secretary or Treasurer, this person must have been vacant from the position for at least one (1) year.

The Secretary and Treasurer are elected in odd years.

Members may serve only one (1) elected or appointed officer position at any given time.

C. Elections

National

A Nominating Committee shall be formed with the regional presidents comprising the Nominating Committee and the committee. This committee is chaired by the national 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 two (2) members at-large and the President-Elect with the President-Elect serving as chairperson.

Elections will be held during the 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 (1) term if the time left in the unexpired term is three (3) years or more. As a result, the President-Elect position automatically becomes vacant and the Council will appoint an interim President-Elect until the position can be filled at the next annual business meeting.

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 (1) term if the time left in the unexpired term is more than fifteen (15) months.

If the vacancy of the Secretary or 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, the Nominating Committee will conduct the nominating process and present name(s) to Council for vote. The Council will represent 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 (1) term if the time left in the unexpired term is three (3) years or more. As a result, the President-Elect position automatically becomes vacant and the Executive Board will appoint an interim President-Elect until the position can be filled at the next annual business meeting.

If a vacancy occurs in the office of Secretary or Treasurer, the President shall appoint a person as interim Secretary or Treasurer as needed, and the Nominating Committee, acting on behalf of the membership, 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 Secretary or Treasurer occurs no more than one hundred and twenty (120) days prior to the 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) to the Executive Board for vote. The Executive Board will represent the body of the organization in this capacity. A majority vote is needed for an officer to be elected by the Executive Board.

E. Removal from Office

National

Any officer or committee chairperson 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

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ARTICLE VI – EXECUTIVE BOARD

National

The Executive Board shall be composed of the following:

- President
- Treasurer
- Secretary
- President-Elect
- Council on Accreditation and Standards Chairperson
- Membership Chairperson
- Conference Liaison

Regional

The Executive Board shall be composed of the following:

- President
- Treasurer
- Secretary
- President-Elect
- Council on Accreditation and Standards Chairperson(s)
- Regional Membership Chairperson(s)

ARTICLE VII – COUNCIL

The Council shall be composed of the following:

- National Executive Board
- All regional presidents

All Council members shall have voice and vote.

The following attendees of the Council will have voice but no vote:

- Parliamentarian
- National committee vice-chairpersons
- Regional President-Elects

ARTICLE VII – 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
- 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
- Conference Planning Committee (determined by the needs of each region)

Each region is required to write its own committee descriptions and maintain those descriptions within their own APA Guidelines. Regions may 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 IX – MEETINGS

National

Annual Meetings

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

The national conference shall be held in the Eastern, Western, and Middle of the continental United States on a rotating basis. The Executive Board shall determine in which area the national conference will be held and contact the region(s) in that are requesting that region to host the national conference. The National Conference Liaison will work with the region to plan the conference. Conference locations shall be set at least two (2) years in advance and membership shall be provided with this information at the time the locations are set. Costs shall be announced to membership in a timely manner. (Refer to APA Guidelines for the list of geographical locations.)

Special Meetings

Special meetings may be called at any time by the President or committee chairpersons 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

An electronic meeting will be held at least annually; the date to be determined by the President.

Regional

Annual Meetings

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

Special Meetings

Special meetings may be called at any time by the President or committee chairperson 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 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 Executive Board shall be held at least annually prior to the business meeting; the date and location to be determined by the 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 is permitted only for the national annual meetings of Council. The presidents serving on Council are permitted to use a proxy only 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 is to be sent to the national Secretary.

Record Keeping

National and each region 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.

Each region will form their own guidelines using the National APA Bylaws as a guide.

National and each region 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 the 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 X – 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 XI – 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 XII – REVIEW/AMENDMENTS

The APA Bylaws and Guidelines are to be fully reviewed in the even 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 chairperson 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.

A two-thirds vote by those eligible and in attendance at the national business meeting is required in order to adopt, amend, rescind, or suspend these National Bylaws.

ARTICLE XIII – 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 XIV – 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; Amended October 24, 2019 – Charlotte, North Carolina