



BYLAWS

Of the

TENNESSEE

STATEWIDE

BOARD

Hereafter known as TSWB

OF the AMERICAN PAYROLL ASSOCIATION

Voted and adopted at the TSWB Directors Post Board in Nashville, Tennessee on August 29, 2015

Updated August 29, 2015

MISSION STATEMENT

To PROVIDE economical quality education and networking opportunities to Tennessee Payroll Professionals

PROMOTE excellence within our profession.

MOTIVATE and EMPOWER our conference attendees by providing the tools to be knowledgeable concerning the constantly changing and complex federal, state, and local regulatory issues.

CONSTITUTION
Of the
Tennessee Statewide Board
Of The AMERICAN PAYROLL ASSOCIATION

ARTICLE I
NAME

This association shall be known as The Tennessee Statewide Board of the American Payroll Association, hereinafter known as TSWB.

ARTICLE II
OBJECTIVES AND PURPOSES

The objective of the Tennessee Statewide Board shall be to organize and implement the program for the annual Conference and to unite all payroll practitioners within the Tennessee Area to:

- a) Provide a forum to exchange information and experiences in the payroll environment for the benefit of the Tennessee Chapters;
- b) Provide education regarding legislative developments for federal, state and local regulatory requirements;
- c) Improve the quality of Payroll Professionals;
- d) Promote Payroll Professional Certification through the CPP and FPC programs.

ARTICLE III
MANAGEMENT OF THE BOARD

Section 1 The TSWB Directors as appointed from TN Chapter (non-paid) volunteers shall manage the affairs of the Board.

Section 2 The number of TSWB Directors shall be nine.

These nine positions include:

- Executive Director
- Secretary / Historian
- Treasurer
- Vendor/Sponsor Director
- Speakers Director
- Hotel Director
- Entertainment Director

- Decorations Director
- Information / Registration Director

Each TSWB Director shall have (one) vote and the Executive Director shall not vote—except when the vote results in a tie.

- Section 3 Each TSWB Director shall hold office until a Director makes a written request to be removed from the Board or a majority vote, of the TSWB Directors, to remove a Director for non-confidence. A request for removal of a Director for a vote of non-confidence would take effect immediately. The ‘vacant’ Director position shall be filled from TN Chapter Volunteers and approved by the majority of the TSWB Directors.
- Section 4 Each TSWB Director, upon retiring or removal from the Board, shall assist the new Director with the transition of any related documents and/or procedures.
- Section 5 The TSWB Directors shall hold a half-day, in-person meeting within 45 days after the annual conference. This annual meeting will discuss “areas of needed improvement” and “areas of success to continue” as they relate to the Conference and to begin planning for the following year’s Conference.
- Section 6 TSWB Directors may establish committees to assist their mission. Chairpersons will be chosen from volunteers. The Director will contact the other TN Chapters to seek volunteers.
- Section 7 The TSWB Directors will have regular meetings at least monthly via conference call. Face-to-Face Board meetings should occur at no less than 2 and no more than 3 times a year (this would include the Post Conference Meeting).
- Section 8 A majority of the number of current TSWB Directors (6) shall constitute a quorum for the transaction of business at any meeting of the TSWB Directors. However, no action may be approved without the vote of at least the majority of the number of directors required to constitute a quorum.
- Section 9 The TSWB Directors shall exercise ordinary business judgment in managing the affairs of the TSWB. In acting in their official capacity as TSWB Directors of the Board, TSWB Directors shall act in good faith and take actions they reasonably believe to be in the best interests of the Chapters and lawful. In all other instances, the TSWB Directors shall not take any action that they should

reasonably believe would be opposed to the Chapter's best interest or would be unlawful.

**ARTICLE IV
ELECTIONS**

Section 1 The TSWB Directors may appoint Directors, advisors or other individuals to any committee of the TSWB by resolution.

**ARTICLE V
COMPENSATION**

Section 1 TSWB Directors, Chapter Presidents and committee chairpersons shall not receive salaries or other cash remuneration for their services. TSWB Directors and Chapter Presidents shall not receive gifts at the Conference that were purchased by the Board or provided by local chapters, but are eligible to receive vendor provided giveaways.

Section 2 The TSWB shall provide to each TSWB Director and Current Chapter Presidents free registration to the annual conference each year.

**ARTICLE VI
TRANSACTIONS OF THE BOARD**

Section 1 The TSWB Directors may authorize any officer or agent of the TSWB to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Board. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Section 2 All funds of the TSWB shall be deposited to the credit of the Board in a bank selected by the Board.

Section 3 TSWB Directors and committee volunteers shall be reimbursed for bona fide, out-of-pocket expenses relating to the business of the Conference, including any out of town travel costs necessary for planning when pre-approved by the Board. All reimbursement requests must be accompanied by receipts and given to the TSWB Treasurer for payment. The Treasurer shall reimburse for the receipt if it is within the approved Budget. If outside the Budget the Treasurer shall get approval from the Board.

Section 4 A budget shall be developed annually, by the first regular meeting following the annual recap meeting. An actual costs report shall be given at the annual recap meeting.

Section 5 The Treasurer is the official custodian of all financial records and contracts. The Treasurer shall maintain the original documents and a copy provided to the Executive Director upon request.

Section 6 **Fiscal Year** – The fiscal year of the TSWB shall begin on the first day of January and end on the last day in December of the same calendar year.

Section 7 The TSWB Directors may accept on behalf of the Board any contribution, gift, bequest, or device for the general purposes or for any special purpose of the TSWB. The TSWB Directors may make gifts and give charitable contributions that are not prohibited by the By-Laws, state law, and any requirements for maintaining the Boards federal and state tax status.

Section 8 **Prohibited Acts** – As long as the TSWB is in existence, and except with the prior approval of the TSWB Directors the TSWB shall not:

- Perform any act in violation of the By-Laws or a binding obligation of the Board
- Perform any act with the intention of harming the Board or any of the Tennessee Chapter members.
- Use the name of the TSWB or any trademark or trade name adopted by the Board, except on behalf of the Board in the ordinary course of the Board's business

Section 9 **Required Records:**

- The Board shall keep accurate and complete records of accounts and shall also keep minutes of the proceedings of the Board
- The Secretary is the official custodian of the permanent record of minutes and By-Laws. The Secretary shall maintain a listing of all current and former TSWB Directors and the most recent contact information provided for each TSWB Director.

Section 10 **Inspection of Records** – Any TSWB Director and/or Tennessee Chapter Presidents may inspect and/or audit all records of the TSWB upon request within a reasonable time.

**ARTICLE VII
SPECIAL PROCEDURES CONCERNING MEETINGS**

Section 1 The TSWB Directors or any committee of the Board may hold a meeting by telephone conference call procedures in which all persons participating in the meeting can hear each other. Notice of teleconferencing will be given at least one day prior to the telephone meeting. Participation of a person in a conference call meeting constitutes presence of that person at the meeting.

Section 2 The TSWB Directors or any committee of the Board may hold a meeting using virtual meeting space on the Internet. This type meeting can only be held if all invited participants have access to such technology. Participation of a person in a virtual meeting constitutes presence of that person at the meeting.

**ARTICLE VIII
AMENDMENTS TO THE BY-LAWS**

Section 1 The By-Laws may be altered, amended or repealed and new By-Laws adopted based on an affirmative majority vote of the TSWB Directors.

These By-Laws shall be binding for the benefit of the TSWB Directors, Chapter Presidents and the Committees of the TSWB.

Adoption of By Laws

Adopted by the TSW Board of Directors by resolution and vote of all Directors on September 15, 2015.

Signatures:

Sherry L Dwyer, CPP
TSWB Director

September 9, 2015
Date

Christopher A. Bennett, CPP
TSWB Director

September 9, 2015
Date

Lisa Wachter, CPP
TSWB Director

September 10, 2015
Date

William "Butch" Dwyer
TSWB Director

September 10, 2015
Date

Kimberly Peco
TSWB Director

September 11, 2015
Date

Susan M. Boyd, CPP, CEP
TSWB Director

September 11, 2015
Date

Debra D. Neal, CPP
TSWB Director

September 11, 2015
Date