

These proposed bylaws amendments are available in the IAAP Web Community, community.iaap-hq.org.

To: Division and Chapter Presidents
Chapters-at-Large
Affiliates
Board of Directors
RTF Board of International Trustees
Parliamentarian

and for distribution at the International Education Forum and Annual Meeting

To: Members and Affiliates

THE
Trust
RETIREMENT TRUST
■ FOUNDATION ■

In accordance with International Association of Administrative Professionals Bylaws of Retirement Trust Foundation Article VIII— Amendment, the following are the proposed amendments to be presented for consideration and action by chapter, division and international association delegates during the business session at the International Education Forum and Annual Meeting in Boston, Mass., July 18-21, 2010.

International Bylaws and Standing Rules Committee

Dortha Gray, CPS/CAP	Chair
Beth Turner	Canada District
Diana Kengel, CPS/CAP	Great Lakes District
Kathie Hook, CPS/CAP	Northeast District
Lisa Hogan, CPS	Northwest District
Roberta Miller, CAP	Southeast District
Debbie Austin, CPS/CAP	Southwest District



PROPOSED AMENDMENT 1

Title, page 1

Amend Title International Association of Administrative Professionals Bylaws of Retirement Trust Foundation to "Bylaws of the Retirement Trust Foundation"

Present Wording

International Association of Administrative Professionals Bylaws of Retirement Trust Foundation

Proposed Wording

- (1) ~~International Association of Administrative Professionals~~ Bylaws of
- (2) the Retirement Trust Foundation

Submitted by: Retirement Trust Foundation Trustees

Rationale: Since the Retirement Trust Foundation is a corporation as titled in Article I, Articles of Incorporation of Retirement Trust Foundation in the State of Missouri, "The name of the Corporation is Retirement Trust Foundation," it is a separate entity of IAAP.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

PROPOSED AMENDMENT 2

Article II— Purposes, page 1

Amend Article II— Purposes by striking the old mission statement and inserting the current Retirement Trust Foundation Mission Statement, "providing assistance for housing to administrative professionals age 55 and older, who are in need."

Present Wording

Article II— Purposes

This Corporation is formed and shall be operated exclusively for the purpose of acquiring, maintaining and operating one or more homes for administrative professionals, and otherwise assisting needy and elderly administrative professionals. Neither the Corporation nor earnings therefrom shall be used for the benefit or profit of any individual. It shall not be a purpose of the Corporation and Board of Trustees shall have no authority to engage in carrying on propaganda or otherwise attempting to influence legislation and the Board of Trustees shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In the event that the Corporation shall at any time terminate or be discontinued, or in the event the purposes herein provided shall be abandoned, than all corporate funds and properties shall be delivered to some other entity organized and operated for similar purposes and no part of the corporate funds or properties shall ever be delivered or made available to any individual for his/her own use and purposes. The Board of Trustees shall not engage in or permit any transaction which constitutes a "prohibited transaction" under the provision of Section 503(c) of the Internal Revenue Code of 1954, or any amendments thereof, nor shall they unreasonably accumulate income in violation of the provisions of Section 504 of said Internal Revenue Code of 1954, or any amendment thereof.

Proposed Wording

(1) Article II— Purposes

(2) This Corporation is formed and shall be operated exclusively for the
(3) purpose of ~~acquiring, maintaining and operating one or more homes for~~
(4) ~~administrative professionals, and otherwise assisting needy and elderly~~
(5) ~~administrative professionals.~~ providing assistance for housing to
(6) administrative professionals age 55 and older, who are in need. Neither
(7) the Corporation nor earnings therefrom shall be used for the benefit or
(8) profit of any individual. It shall not be a purpose of the Corporation and
(9) Board of Trustees shall have no authority to engage in carrying on
(10) propaganda or otherwise attempting to influence legislation and the
(11) Board of Trustees shall not participate in or intervene in any political
(12) campaign on behalf of any candidate for public office. In the event that
(13) the Corporation shall at any time terminate or be discontinued, or in the
(14) event the purposes herein provided shall be abandoned, than all
(15) corporate funds and properties shall be delivered to some other entity
(16) organized and operated for similar purposes and no part of the
(17) corporate funds or properties shall ever be delivered or made available
(18) to any individual for his/her own use and purposes. The Board of
(19) Trustees shall not engage in or permit any transaction which constitutes
(20) a "prohibited transaction" under the provision of Section 503(c) of the
(21) Internal Revenue Code of 1954, or any amendments thereof, nor shall
(22) they unreasonably accumulate income in violation of the provisions of
(23) Section 504 of said Internal Revenue Code of 1954, or any amendment
(24) thereof.

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: This will align with the Retirement Trust Foundation Mission Statement.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

PROPOSED AMENDMENT 3

Article III— Board of Trustees, page 1

Amend Title Article III— Board of Trustees to "Article III— Board of Trustees, Qualifications, Nomination and Election, Terms"

Present Wording

Article III— Board of Trustees

Proposed Wording

- (1) **Article III— Board of Trustees, Qualifications, Nomination and**
- (2) **Election, Terms**

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: These proposed changes are to better define this particular section. The title and wording align the qualifications, nomination and election, terms and duties under one article thereby clearly defining the criteria.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

PROPOSED AMENDMENT 4

Article III— Board of Trustees

Amend Article III— Board of Trustees Section 1. by deleting Section 1. in its entirety and inserting a new Section 1. describing the duties and terms

Present Wording

Section 1. General. The Corporation shall be administered by the Board of Trustees. The number of trustees to constitute the Board of Trustees shall be six (6). Two trustees shall be elected each year to serve a term of two years.

Proposed Wording

(1) **Section 1. General.** The Corporation shall be administered by the
(2) Board of Trustees. The number of trustees to constitute the Board of
(3) Trustees shall be six (6). Two trustees shall be elected each year to
(4) serve a term of two years. Four international trustees, no two of whom
(5) shall be from the same IAAP district, shall be elected from the
(6) professional and professional-merited membership of IAAP. Two
(7) international trustees shall be elected each year to serve for a term of
(8) two years. No international trustee shall serve more than two
(9) consecutive two-year terms. The president and treasurer of the
(10) International Association of Administrative Professionals (IAAP) shall
(11) each serve as a member of the board of trustees during their
(12) respective terms.

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: These proposed changes are to better organize this particular section and clearly define the criteria.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

PROPOSED AMENDMENT 5

Article III— Board of Trustees, page 1

Amend Article III— Board of Trustees Section 2. by deleting Section 2. in its entirety and inserting a new Section 2.

Present Wording

Section 2. Election. The President and Treasurer of the International Association of Administrative Professionals ("IAAP") shall each serve as a member of the Board of Trustees during their respective terms. The remaining four members of the Board of Trustees shall be elected at IAAP's annual meeting by IAAP's registered delegates; provided, however, that the remaining four members of the Board of Trustees shall each be from a different district of IAAP.

Proposed Wording

- (1) **Section 2. Election.** The President and Treasurer of the International
(2) Association of Administrative Professionals ("IAAP") shall each serve
(3) as a member of the Board of Trustees during their respective terms.
(4) The remaining four members of the Board of Trustees shall be elected
(5) at IAAP's annual meeting by IAAP's registered delegates; provided,
(6) however, that the remaining four members of the Board of Trustees
(7) shall each be from a different district of IAAP.
(8) **Section 2. Qualifications.** To serve as a member of the Board of
(9) Trustees a candidate must have served at least one year as (i) a
(10) member of the IAAP International or Division Retirement Trust
(11) Foundation Committee, (ii) an IAAP division or international officer, or
(12) (iii) a member of an IAAP international department or international
(13) standing committee and be registered to attend the annual IAAP
(14) International Education Forum and Annual Meeting at which such
(15) individual is a candidate for membership on the board of trustees. No
(16) member of the board of trustees (a) shall reside in any retirement
(17) center under the control of the Corporation, (b) shall have received any
(18) assistance from the Corporation in the preceding five years or be
(19) eligible to receive any assistance for two years following service as a
(20) trustee, nor (c) shall serve as an officer in any IAAP regular chapter or
(21) division.

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: These proposed changes are to better organize this particular section. The wording aligns the qualifications under one section thereby clearly defining the criteria.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

PROPOSED AMENDMENT 6

Article III— Board of Trustees, page 1

Amend Article III— Board of Trustees, Section 3. by deleting in its entirety and inserting a new Section 3.

Present Wording

Section 3. Qualifications. To serve as a member of the Board of Trustees a candidate must have served at least one year as (i) a member of the IAAP International or Division Retirement Centers Committee, (ii) an IAAP Division or International officer, or (iii) a member of an IAAP International Department or International Standing Committee and be registered to attend the annual IAAP International Convention at which such individual is a candidate for membership on the Board of Trustees. No member of the Board of Trustees (a) shall reside in any retirement center under the control of the Corporation, (b) shall have received any assistance from the Corporation in the preceding five years or be eligible to receive any assistance for two years following service as a Trustee, nor (c) shall serve as an officer in any IAAP regular Chapter or Division. No Trustee shall serve more than two consecutive two-year terms.

Proposed Wording

Section 3. Nomination and Election.

- A. Nominations for trustees shall be processed by the IAAP International Committee on Nominations in the same manner as nominations for IAAP international officers.
- B. Trustees shall be elected by ballot by a plurality vote of the delegates and international officers voting at the IAAP annual meeting except as provided for in Article XIII in the IAAP International Bylaws.
- C. If the two candidates receiving the most votes are from the same district, the one receiving the most votes is elected, and there will be a second ballot among the remaining candidates from the other districts, with each delegate and international officer casting one vote.

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: Section 3. These proposed changes are to better organize this particular section. The wording aligns the nomination and election under one section thereby clearly defining the criteria. Section 4. *No Change*. Section 5. *No Change*.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

PROPOSED AMENDMENT 7

Article III— Board of Trustees, page 1

Amend Article III— Board of Trustees Section 6. by inserting the word “e-mail” after “telephone” and inserting “technology” after “similar” and striking “communications equipment whereby all persons participating in the meeting can hear each other, and”

Present Wording

Section 6. Meetings. Meetings of the Board of Trustees shall be held at least once per year at such place or places as may be acceptable to a majority of the trustees. Each trustee shall be duly notified in advance of any meeting so as to afford reasonable opportunity to attend, but a notice of fifteen (15) days shall be sufficient in any case. A majority of the entire Board of Trustees present in person shall constitute a quorum. At any meeting at which a quorum is present, any decision or action of the Board of Trustees shall be by a majority vote of those present and voting. Any action which is required to be or may be taken at a meeting of the Board of Trustees, or of any committee of the Board of Trustees, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the members of the Board of Trustees or of the committee as the case may be. Members of the Board of Trustees or of any committee designated by the Board of Trustees may participate in a meeting of the Board of Trustees or any committee thereof by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Proposed Wording

(1) **Section 6. Meetings.** Meetings of the Board of Trustees shall be held
(2) at least once per year at such place or places as may be acceptable to
(3) a majority of the trustees. Each trustee shall be duly notified in
(4) advance of any meeting so as to afford reasonable opportunity to
(5) attend, but a notice of fifteen (15) days shall be sufficient in any case.
(6) A majority of the entire Board of Trustees present in person shall
(7) constitute a quorum. At any meeting at which a quorum is present,
(8) any decision or action of the Board of Trustees shall be by a majority
(9) vote of those present and voting. Any action which is required to be or
(10) may be taken at a meeting of the Board of Trustees, or of any
(11) committee of the Board of Trustees, may be taken without a meeting if
(12) consents in writing, setting forth the action so taken, are signed by all
(13) the members of the Board of Trustees or of the committee as the case
(14) may be. Members of the Board of Trustees or of any committee
(15) designated by the Board of Trustees may participate in a meeting of
(16) the Board of Trustees or any committee thereof by means of
(17) conference telephone, e-mail or similar technology. ~~communications~~
(18) ~~equipment whereby all persons participating in the meeting can hear~~
(19) ~~each other, and~~ Participation in a meeting in this manner shall
(20) constitute presence in person at the meeting.

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: Advanced technology allows the Trustees more options in order to conduct business. E-mail is a standard method of communication today and this option allows more routine business to be conducted in an efficient and effective manner. The word technology was added to stay attuned with updated communications technology as developed. Section 7. Compensation. *No Change*. Section 8. Committees. *No Change*

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

PROPOSED AMENDMENT 8

Article IV— Officers, page 2

Amend Article IV— Officers Section 1. by replacing “such other officers as the Board of Trustees may from time to time elect” with “Retirement Trust Foundation Committee (RTFC) Liaison.” Amend Section 2. by inserting the sentence “The IAAP International President and Treasurer shall serve as trustees by virtue of their international office” and inserting “IAAP International” after “The” in the last sentence. Amend Section 3. by changing the word “may” to “shall”.

Present Wording

Section 1. Officers. The officers of the Corporation shall be a Chairman, (1)
a Vice Chairman, a Secretary, and a Treasurer and such other officers (2)
as the Board of Trustees may from time to time elect. (3)
(4)

Section 2. Election and Term. The officers, other than the Treasurer, (5)
shall be elected annually by the Board of Trustees and shall hold office (6)
at the pleasure of the Board of Trustees until their successors are (7)
elected and qualified or until their earlier resignation or removal. The (8)
Treasurer shall be the treasurer of IAAP. (9)
(10)

Section 3. Vacancies. If any office, other than Treasurer, becomes (12)
vacant by reason of death, resignation, removal or otherwise, the Board (13)
of Trustees may fill the vacancy. (14)

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: Section 1. The RTFC liaison is elected by the trustees to be the direct contact with the RTF committee and is an officer. Section 2. This clarifies the role of the IAAP International President and International Treasurer. Section 3. It is not an option but a duty of the trustees to have all vacant positions filled.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

Proposed Wording

Section 1. Officers. The officers of the Corporation shall be a
chairman, a vice chairman, a secretary, a treasurer and Retirement
Trust Foundation Committee (RTFC) Liaison. ~~such other officers as
the Board of Trustees may from time to time elect.~~

Section 2. Election and Term. The officers, other than the treasurer,
shall be elected annually by the board of trustees and shall hold office
at the pleasure of the board of trustees until their successors are
elected and qualified or until their earlier resignation or removal. The
IAAP International President and Treasurer shall serve as trustees by
virtue of their international office. The IAAP International Treasurer
shall be the treasurer of the RTF.

Section 3. Vacancies. If any office, other than treasurer, becomes
vacant by reason of death, resignation, removal or otherwise, the
Board of Trustees ~~may~~ shall fill the vacancy.

PROPOSED AMENDMENT 9

Article V— Duties of Officers, page 2

Amend Article V— Duties of Officers Section 3. by inserting the words "or designee" after "treasurer" and Section 5. by striking in its entirety and inserting a new Section 5. "RTFC Liaison."

Present Wording

Section 3. Treasurer. The Treasurer shall keep custody of the corporate funds and securities; and keep the financial records of the Corporation, including, without limitation, an accurate accounting of the receipts and disbursements of the Corporation.

Section 5. Other Officers. Any other officers elected by the Board of Trustees shall perform such duties, exercise such powers, and have such authority as the Board of Trustees may prescribe.

Proposed Wording

Section 3. Treasurer. The treasurer or designee shall keep custody of the corporate funds and securities; and keep the financial records of the Corporation, including, without limitation, an accurate accounting of the receipts and disbursements of the Corporation.

~~**Section 5. Other Officers.** Any other officers elected by the Board of Trustees shall perform such duties, exercise such powers, and have such authority as the Board of Trustees may prescribe.~~

Section 5. RTFC Liaison. The RTFC Liaison shall work with the RTF Committee members representing each of the districts of IAAP to ensure consistent information is flowing to and from members.

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: Section 1. Chairman. *No Change.* Section 2. Vice Chairman. *No Change.* Section 3. The treasurer works with a designee, usually the IAAP Controller, on fiscal matters. Section 4. Secretary. *No Change.* Section 5. Other Officers. This section is not valid. All officers are now presented in the bylaws with the addition of the RTFC Liaison. Section 5. The RTFC Liaison is elected by the trustees to be the direct contact with the RTFC and is an officer.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee

PROPOSED AMENDMENT 10

Article VIII— Amendment, page 4

Amend Article VIII— Amendment by inserting the words "Section 1. Bylaw Amendments" and inserting a new "Section 2. Corrections."

Present Wording

These Bylaws may be amended by the affirmative vote of two-thirds (2/3rds) of IAAP's registered delegates present at IAAP's annual meeting.

Proposed Wording

- (1) **Section 1. Bylaw Amendments.** These bylaws may be amended by
- (2) the affirmative vote of two-thirds (2/3rds) of IAAP's registered
- (3) delegates present at IAAP's annual meeting.

- (4) **Section 2. Corrections.** Automatic grammatical, punctuation, and
- (5) correlation corrections in these bylaws which in no way alter the intent
- (6) of the respective bylaw shall be affected by the IAAP International
- (7) Bylaws and Standing Rules Committee, subject to approval by the
- (8) Retirement Trust Foundation Trustees.

Submitted by: The Retirement Trust Foundation Board of Trustees

Rationale: Section 1. Bylaw Amendments has been added for organizational purposes. Section 2. Corrections is added to give the IAAP International Bylaws and Standing Rules Committee license to correct grammar and punctuation to these bylaws.

Recommended by: Retirement Trust Foundation Board of Trustees, IAAP International Board of Directors and International Bylaws and Standing Rules Committee