

**Association of Professional Researchers for Advancement
Mid-South Chapter By-Laws**

Approved October 20, 2008
Amended March 30, 2010

Article I: Name and Purpose

Section 1. Name:

The name of the organization shall be the Association of Professional Researchers for Advancement – MidSouth Chapter, or APRA MidSouth. The organization will operate as a Regional chapter of a private nonprofit association, the Association of Professional Researchers for Advancement, headquartered in Chicago, IL.

Section 2. Purpose/Mission:

APRA MidSouth is a chapter of the International Association of Professional Researchers for Advancement for the states of Alabama, Kentucky, Mississippi, and Tennessee. Our mission is to cultivate an active network of advancement research professionals by providing opportunities for professional development, continuing education, and mentoring in the four (4) state region.

Article II: Membership

Section 1. Eligibility for Membership: The APRA MidSouth membership shall be open to individuals who seek to foster a positive association with the community and whose terms of affiliation shall not be contrary to the goals of APRA International, yet shall uphold the responsibilities and integrity of APRA International without conflict of interest. Any person wishing to join APRA MidSouth should preferably be employed in development or a closely related field in one (1) of the four (4) states associated with APRA MidSouth (Alabama, Kentucky, Mississippi, and Tennessee).

Section 2. Annual Dues: Dues for membership in APRA MidSouth will be set at the discretion of the Board, is subject to review on an annual basis, and is not to increase more than 25% in any given fiscal year.

Section 3. Rights of members: Each member in good standing shall be eligible to appoint one voting representative to cast the member's vote in association elections. A member in good standing is one whose dues are paid, and subscribes to and abides by the mission, goals, and by-laws of APRA International and APRA MidSouth. Membership in APRA International is recommended, but not required for APRA MidSouth membership.

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Article III. Board of Directors

Section 1. Board role, size, and compensation: APRA MidSouth shall be governed by an elected Board of Directors, four (4) of whom shall be officers. The Board of Directors, hereafter referred to as the “Board”, shall have the power and authority to govern the affairs of APRA MidSouth, and shall take such action as it considers necessary to carry out the objectives of APRA MidSouth. The Board receives no compensation for their role.

Section 2. Terms: Each Board member shall be elected through a process of nomination and under the authority of the bylaws of the association serve one (1) but not more than three (3) consecutive terms, a term being one (1) year. Each elected Board member shall have an equal vote of not more than one (1) and shall forfeit her/his vote during her/his absence at a regular Board meeting. However, in the event that said Board member is unable to attend, she/he may designate an alternate who may execute the Board member’s vote and that alternate’s vote shall have an equal value of not less than one (1).

Section 3. Meetings and notice: The Board of Directors for APRA MidSouth shall meet at least four (4) times a year during the fiscal year ending December 31. An official board meeting requires that each board member be given notice at least 2 weeks/14 days in advance. Any director who is absent from two (2) consecutive meetings without reasonable or sufficient cause may, upon consideration of the Board, be removed from office. Not less than one-half plus one members of the elected Board shall be required in attendance to constitute a quorum, with not less than a majority of those present voting in order that an issue be approved and/or ratified. Voting on significant issues namely 1) amendments to the bylaws 2) fiscal matters 3) board member removal from office and 4) dissolution of the chapter require a majority vote of the entire board.

Section 4. Board elections: New Board members and current board members shall be elected or re-elected by a simple majority of the membership and will take place in December.

Section 5. Election procedures: Nominations shall be received by the Vice President from members of the Board and from the membership-at-large during the month of November. In addition, any member can nominate a candidate to the slate of nominees. All members will be eligible to send one representative to vote for each candidate.

Section 6. Quorum: A quorum must be attended by at least one half of board members plus one for business transactions to take place and motions to pass.

Section 7. Structure of the Board: The Board shall comprise eight up to (8) directors, of who at least four (4) will be officers. The president, vice president, treasurer, and secretary must be members in good standing of APRA International and APRA MidSouth. The four officers will constitute the Executive Committee.

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Section 8. Officers and duties: The officers of the Board shall include a president, vice president/program director, treasurer, and secretary. Officers must be members in good standing of APRA International and APRA MidSouth and directors must be members in good standing of APRA MidSouth.

President

1) Shall preside over all regular meetings of the Board; 2) Serve as *ex officio* member of all Board committees; 3) Organize the agenda for each regular Board meeting; 4) Represent APRA MidSouth when requested at APRA International functions when possible, if unable to attend the president may appoint another officer to serve in his/her place; 5) Act as the official spokesperson for the Board; and 6) Promote communication within APRA International at large; 7) File required paperwork including the Annual Report.

Vice President/Program Director

1) Shall execute the duties of president in the president's absence; 2) Conduct elections and supervise counting of ballots and notification of elected representatives; 3) Certify that the required quorum exists in various voting matters; 4) Arrange replacement of any representatives who resign during the term of office by appointment after consultation with the Board; 5) Coordinates all aspects of program planning for chapter conferences, and events, e.g. speakers, location, agenda.

Treasurer

1) Handles the financial accounts for APRA Mid South; 2) Distributes the Treasurers Report to the Board and to APRA International as part of the Annual Report.

Secretary

1) Shall be responsible for the minutes of each meeting and their distribution; 2) Maintain a record of attendance at Board meetings; and 3) Assist in preparing and sending Board election and other correspondence to representatives.

Section 9. Directors and duties: The directors of the Board shall include a membership director, a communications director, the immediate past president and an At-Large director. As members of the Board the four (4) directors shall be voting members of the Board.

Membership Director

1) Maintains the membership list; 2) Provides information to the Membership Director of the APRA International Board and to the APRA International Office; 3) Coordinates the annual membership drive plans and executes member recruitment programs.

Communications Director

1) Maintains communication with the membership-at-large through various means including, but not limited to, event brochures, chapter newsletter and email alerts; 2) Oversees website update; 3) Provides information regarding chapter activities to the Communications Director of the APRA Board for inclusion in APRA International publications.

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Past President

The immediate past president of the Chapter shall be a member of the Board in an At-Large capacity with voting privileges. In the event that the immediate past president chooses not to remain on the Board or is not eligible to sit on the Board in this capacity, the Board will nominate and approve by a majority vote a new past president from the membership at large to fill out the term of the former past president.

At Large Director

The At Large director shall be a member of the Board with voting privileges and shall participate in an advisory role.

Section 10. Regional Representatives: Regional Representatives shall function as non-voting members of the Board. They will be nominated by and approved by a majority vote of the Board.

Regional Representatives

Each state represented by APRA MidSouth (Alabama, Kentucky, Mississippi and Tennessee) shall be represented by one (1) representative. Regional Representatives will work with the Vice President/Program Director on the planning of events; with the Communications Director by communicating chapter news to their constituency; and with the Membership Director on the annual membership drive. Regional Representatives are non-voting members of the board.

Section 11. Vacancies:

A vacancy on the Board shall occur when and if an officer or director becomes disqualified, is unable to perform her/his duties and/or board responsibilities, resigns, or whenever the Board shall elect to increase its membership. When a vacancy occurs, the Board will nominate and approve by a majority vote a new director from the membership at large to fill out the term of the former director.

Article IV. Committees

Section 1. Committee formation: The Board may create committees as needed, such as nominating, fundraising, education and professional development committees. Standing committees can be appointed to oversee and facilitate specific chapter activities. The Committee Chairs shall be members of the Board in an at-large capacity with non-voting privileges.

Section 2. Education/Professional Development Committee: 1) Secures speakers and locations for conferences and workshops and sets the agenda for these meetings; 2) Chairs the subcommittees responsible for conferences; 3) Oversees all professional development programming throughout the year; and 4) coordinates efforts with the four (4) Regional Representatives. This committee falls under the purview of the VP/Program Director.

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Article V. Authority

Section 1. Powers and Authority

The Board of Directors shall have the ultimate authority to make and execute all rules, policies and/or decisions necessary in order to conduct the affairs of APRA MidSouth in an efficient manner.

Article VI – Finances

Section 1. Fiscal Year: The membership year shall be January 1- December 31, corresponding to the association’s renewal dates.

Section 2. Treasurer’s Report: The Treasurer shall distribute to the Board within sixty (60) days of the end of the fiscal year, a financial report and summary. Once approved by the Board, the report shall be shared with all members of APRA MidSouth in the most appropriate communication vehicle. A copy of the report shall be filed with APRA International.

Section 3. Approval of Disbursements: All expenditures must have prior approval of the President and Treasurer. The Treasurer and Vice President shall have signing authority with overall approval held by the President. All event budgets, fees, and expenses must have prior approval by the President and Treasurer.

Article VII - Amendments to the Bylaws

Section 1. Amendments: The bylaws of APRA MidSouth may be considered for amendment as deemed appropriate by a simple majority vote of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements. For any amendment vote to take place, the entire Board must vote in person or by proxy and must pass by simple majority.

Article VIII – Dissolution of Incorporation

Section 1. Dissolution: At such time as the APRA MidSouth is unable to maintain adequate membership due to lack of leadership, diminished interest, or other reasons, the Board of Directors may recommend that the Chapter be dissolved. A simple majority vote of the Board shall be required to send the motion to the membership at large. A simple majority vote by the membership at large shall be required to approve dissolution. The APRA MidSouth Board shall distribute, by majority vote, all funds remaining in the treasury after payment of debts. Options for remaining funds shall be APRA International or another APRA Chapter for scholarships and/or programming.