



THE LEADERSHIP REGION OF *aitp*

*The Association of INFORMATION TECHNOLOGY
PROFESSIONALS*

OPERATIONS MANUAL

REGION OPERATIONS MANUAL

OPERATIONS MANUAL CONTENTS

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Bylaws and Operating Procedures

Approved by the Leadership Region of AITP Board of Directors

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SECTION 1

LEADERSHIP REGION OF AITP BYLAWS

ARTICLE I - NAME OF REGION

The name of the organization shall be:

AITP - The Association of Information Technology Professionals - The LEADERSHIP REGION OF AITP, hereinafter known as AITP REGION 18.

ARTICLE II - PURPOSE AND LIMITATIONS

Section 1-Not For Profit

The Organization is organized under and shall operate as a not-for-profit entity, and shall have powers as are now or may be granted by the laws of the state in which the principal office of the organization is based.

Section 2 - Purpose

The purpose of the organization is to serve as a professional and educational organization as defined in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and, in particular to:

- A. Provide and support an educational network with which information systems professionals may develop or enhance specific skill sets.
- B. Provide cooperation and assistance in achieving the objectives of AITP, in implementing its various programs and activities, in developing technical and educational material for the field of information systems, and in encouraging sound, proper and ethical practices.
- C. Provide the necessary organization and leadership to facilitate the exchange of information and experience among its individual members and chapters to advance and benefit the field of information systems.
- D. Provide assistance to its chapters in creating an atmosphere which fosters the member's growth as an individual, as a manager and as an information systems professional.
- E. Provide a communications vehicle for the exchange of information among its chapters and between the chapters and AITP.

Section 3 - Rules

The following rules shall conclusively bind the organization and all persons acting for or on behalf of it:

- 3.01 The organization shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, religion, gender or creed.
- 3.02 No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, Directors, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to advance the purposes of the organization.
- 3.03 Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for paying all of the liabilities of the organization, dispose of all assets of the organization exclusively for the purposes of the organization, or to its Chapters by a formula determined by a majority vote of the Board of Directors, or to such organization(s) as shall at the time qualify as exempt under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets shall be disposed of by the court of common pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization(s) as said court shall determine are organized and operated exclusively for such purposes.
- 3.04 In the event of a merger by this organization with another organization, remaining funds shall be merged with the other organization.

Section 4-Limitations

The following limitations shall apply to the organization and all persons acting for or on behalf of it:

- 4.01 All actions of the Region shall be in accordance with its bylaws and regulations.
- 4.02 The Officers, Board of Directors or members of the organization shall have no power to assume liabilities on behalf of the organization for an amount in excess of the current funds of the organization.
- 4.03 No member shall obligate or otherwise make the organization liable for any expenditures or commitments, unless such expenditures or commitments shall first have been approved by the Board of Directors.
- 4.04 The organization shall not undertake any action or practices which would cause it to be no longer eligible for exemption from the payment of federal income taxes as a tax

exempt organization within the meaning of Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provisions of any future United States Internal Revenue law.

4.05 The Region shall never pay, assume or become responsible for the personal or unapproved debts or liabilities of any individual member, officer or Director of the Region.

4.06 All actions of this Region shall be consistent and in conformance with AITP's documents and practices.

4.07 This Region shall not obligate or otherwise make the Association liable for any expenditures of commitments, unless such expenditures or commitments shall have been approved by the Association.

4.08 This Region shall not undertake any actions or practices that cause it to be no longer eligible for exemption from the payment of federal income taxes as a tax-exempt organization within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 as amended, or the corresponding provisions of any future United States revenue law.

ARTICLE III - ORGANIZATION

Section 1-Organization

1.01 The charter chapters of this organization are shown in Appendix A.

1.02 The roster of current chapters and individual members is maintained by the Region Secretary.

Section 2 - Registered Office and Agent

Should this organization become incorporated, the principal office of the organization shall be maintained in the state in which it is incorporated. This office shall also be the registered office of the registered agent of the organization. Other offices and registered agents may be established in any other location as the Board of Directors may from time to time determine.

Section 3 - Method of Operation

These Bylaws, Standing Rules and Operating Procedures are established to document the organization and the normal methods of conducting its activities.

Section 4-Fiscal Year

4.01 The fiscal year of the Region shall coincide with the fiscal year of the AITP national organization.

Section 5-Charter

5.01 This organization is chartered by the national AITP and these bylaws are subject AITP approval. The Bylaws and Operating Procedures of this organization shall not be in any way in conflict with the Association Bylaws and Operating Procedures.

ARTICLE IV - REGION MEMBERSHIP

Section 1-Chapter Membership

Chapters eligible to join this organization must be chartered by AITP.

Section 2 - Individual Membership

Individual members eligible to join this organization must be members in good standing of AITP.

Section 3 - Approval of Members

Application for membership in this organization must be approved by a majority vote of the Board of Directors.

Section 4 - Resignations

Chapters may resign from this organization by submitting a letter to that effect to the President signed by the Chapter President and the Chapter Representative. Individuals may resign by submitting a letter to the President of the Region.

ARTICLE V - OFFICERS

Section 1-Designation

1.12 The elected officers of the Region shall be: President, Executive Vice President, Vice President, Secretary and Treasurer.

1.13 The immediate Past President shall be considered a non-elected officer of the organization. Should the immediate Past President be unable or unwilling to serve, this position shall be vacant.

1.14 The immediate Past President is defined as the person who immediately preceded the person currently holding the office of Region President in that office.

Section 2 - Duties and Responsibilities

2.01 The Region Officers shall fulfill all the duties and responsibilities as outlined in these bylaws and in the Region Standing Rules and the Region Operating Procedures.

Section 3 - Removal of Region Officers

3.01 Any Region officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever, in their judgment, the best interest of the Region will be served thereby.

1.12 Removal will be effective by a two-thirds vote of the appropriate body

1.13 Should it become necessary, the immediate Past President may be removed from the Region Council by a two-thirds majority vote of the Region Board of Directors.

ARTICLE VI - GOVERNING BODY

Section 1-Region Board

1.01 The government of this region shall be vested in its officers and Directors.

1.02 Each member chapter of the Region shall have one representative on the Region Board of Directors. The Region Officers shall be elected at the annual Region Business Meeting. The Region Officers shall be collectively known as the Region Council. The Region Officers and the Chapter Representatives shall be collectively known as the Region Board of Directors.

1.03 Officers shall serve a term of one year to begin on January 1 after their election and end on December 31 of the calendar year.

1.04 Region Officers may be re-elected, but may not hold the same office for a period greater than four (4) consecutive terms (four years).

1.05 Nomination for office shall be made by a nominating committee of a minimum of three (3) members of the Board of Directors appointed by the Region President. A list of those persons nominated by the Nominating Committee shall be mailed to all Region board members by the Region Secretary at least twenty (20) days prior to the annual Region Business Meeting.

1.06 Only organization members in good standing are eligible for nomination to Region office. Each nominee for Region President must be either the incumbent Region President, a past Region President, an incumbent or past Chapter Representative of a Region chapter or an incumbent or past Region officer.

1.07 Election of the officers shall take place at the annual Region Business meeting. Only those participating directly in the meeting, either in person or by communications device, shall be eligible to vote. The sequence of voting at the annual election for Region officers shall be:

- 1st - Region President
- 2nd - Region Executive Vice President
- 3rd - Region Vice President

- 4th - Region Secretary
- 5th - Region Treasurer

1.08 For any Region business requiring a vote, each board member shall have one (1) vote to be cast by the board member or a properly certified alternate. For all votes, except for elections, the presiding officer will only vote to break a tie.

1.09 In the event a member of the Region Council is appointed presiding officer of a Region meeting, an alternate Chapter Representative may be appointed to represent the chapter of the temporary presiding officer.

1.10 The Region Council shall manage the affairs and assets of the Region within the budget established by the Board of Directors. A majority of Region board members shall approve the Region budget and the expenditure of Region funds.

1.11 At any Region Council meeting each Region Officer shall have one (1) vote.

1.12 The immediate past Region President, by virtue of his/her office, shall be a full voting member of the Region Board of Directors and the Region Council.

Section 2-Vacancies

2.01 If the Region President cannot complete the term of office, the Region Executive Vice President shall become the new Region President for the remainder of the unexpired term.

2.02 Any Region Office, other than Region President, that becomes vacant for any reason, shall be filled for the remainder of the term by an eligible delegate selected by the Region Council.

2.03 In the event of a deadlock of such selection, the Board of Directors shall vote to fill the open position.

2.04 If a Chapter Representative is elected to the position of Region President or ceases to qualify as a member in good standing, a new Representative shall be selected by the Chapter in accordance with its bylaws.

ARTICLE VII - MEETINGS

Section 1-Business Meetings

1.01 No official business may be conducted without the presence (or a vote, whether by mail, facsimile or electronic means) of fifty-one percent (51%) of the Region Board of Directors.

1.02 An annual Region Business Meeting shall be held each year for the express purpose of electing Region officers and transacting business relative to the affairs of the

organization. The meeting shall be held not less than thirty (30) days prior to the start of the officer term. The site will be determined by the Region Council.

1.03 Unless specifically prohibited by the articles of incorporation, if any, members of the Board of Directors, the Region Council or any Committee may participate in and act at any meeting by conference telephone or other communications equipment which allows all persons participating in the meeting to communicate with each other. Such participation shall constitute attendance and presence in person at the meeting.

Section 2-Other Meetings

2.01 A Planning Meeting for Region officers and/or committee chairpersons shall be held close to the beginning of the officers' term for the purpose of setting goals and planning activities for the new year. Other planning meetings may be scheduled during the year at the discretion of the Region President or any other two (2) officers.

2.02 Other Region meetings may be held at such times and such places as be considered necessary by the Region President or another Region officer or 25% of the Region Board of Directors provided a ten (10) day notice is given to the Board of Directors.

Section 3-Workshop Meetings

3.01 A Leadership Retreat shall be scheduled at least annually for the purpose of providing instruction and beneficial information to all members of the Region, and in particular to Officers, Region Directors and committee chairpersons.

Section 4 - Method of voting, quorum

4.01 All references in these bylaws to votes, voting or ballots other than for elections shall be understood to include voting in person, by mail, facsimile or electronic means.

4.02 For any vote taken by mail, facsimile or electronic means, a quorum shall consist of valid ballots returned within the specified time period from 51% of the Chapter Representatives in the Region.

4.03 Voting by mail, facsimile or electronic means may be authorized by the Region Council. Ballots will be mailed, or sent by facsimile or electronic means to each Chapter Representative by the Region Secretary. Votes are to be returned to the Region Secretary within the time limit specified thereon. The Secretary shall count the votes and forward them to the Region President who will, within 10 days, verify the count and announce the results by mail, facsimile or electronic means to all Region Directors.

Section 5 - Meeting notice

5.01 Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally or by mail, facsimile or other electronic means to each member entitled to vote at the meeting, not less than 10 nor more than 60 days before the date of the meeting.

If mailed, the notice of a meeting shall be deemed delivered on the seventh day following the day the notice is deposited in the United States mail addressed to the Chapter Representative at the Chapter Representative's address as it appears on the records of the Region, with postage thereon prepaid. If notice is given by facsimile or other electronic means, such notice shall be deemed to be delivered when transmitted.

Section 6 - Region Council Quorum

80% of the voting members of the Region Council shall constitute a quorum for Region Council action.

Section 7 - Approval of actions

Unless otherwise specified, actions of the Region Council or Region Board will require at least 51% of the votes cast for approval.

ARTICLE VIII - ACQUISITION AND MANAGEMENT OF PROPERTY AND FUNDS

Section 1-Management of Assets

1.01 The Region Council shall manage and control the assets and property of the Region in accordance with any procedures outlined in the Region Operating Procedures.

Section 2-Region Funds

2.01 Region funds may be raised by annual dues or in any other manner approved by the Region Board of Directors.

2.02 Region funds may be transferred by the proper officers to an operating account or to such other accounts as approved by the Region Council.

Section 3-Region Dues

3.01 Region dues may be assessed by two-thirds of the votes of the Region Board of Directors. Any approved dues shall be assessed proportionately based on members to ensure equitable treatment of all chapters in the Region. Current dues shall be sustained until changed.

3.02 Any Region dues shall be in whole dollar amounts and payable at such date and in such manner as may be prescribed by the AITP Board of Directors.

3.03 The amount of Region dues to be collected by AITP Headquarters must be reported annually on or before the effective date.

ARTICLE IX - COMMITTEES

Section 1-Establishment or Abolishment of Committees

1.01 The Region may establish or abolish a standing committee, as considered necessary to accomplish proper Region objectives, by a vote of the Region Board of Directors.

1.02 Ad hoc committees may be established and staffed by the Region President and/or Region Council as considered necessary.

Section 2-Selection and Dismissal of Region Committee members

2.01 Region committee chairpersons and members, who shall be members in good standing of the organization, shall be appointed by the Region President or designee with the advice of the Region Council.

2.02 Committee Chairpersons or members may be removed from their responsibilities as considered necessary by written notification to the chairperson or member by the person who made the appointment, with the concurrence of the Region President.

Section 3-Responsibilities of Region Committees

3.01 Region committees shall function to support and encourage programs and activities at the Chapter, Region, and AITP level.

3.02 Goals and objectives of Region committees shall be set annually by the Region Council.

3.03 Committee chairpersons of each Region committee shall summarize the activities and recommendations of the committee and shall present same to the Region Council and/or Board of Directors when appropriate.

ARTICLE X - BYLAW AMENDMENTS

Section 1-Submission

1.01 Proposed amendments to these bylaws may be submitted by any member of the Region Board of Directors. The proposal must be submitted in writing to the Region Secretary sufficiently in advance of any scheduled Region business meeting at which it will

be voted on (or in advance of a mail ballot) so as to allow the Secretary to notify all Board members thirty (30) days prior to such meeting.

In the case of a mail, facsimile or electronic ballot, the deadline for the return of ballots shall be no more than 30 days after the ballots have been sent.

Section 2-Approval Procedure

2.01 Amendments to these bylaws shall be by a two thirds affirmative vote of the members voting, providing a quorum is present or has returned ballots.

2.02 Notice of a proposal for a new or modified bylaw may be waived upon a two-thirds approval of the Region Directors voting, provided a quorum is achieved.

Section 3 - Replacement Procedure

3.01 Replacement of these bylaws may be made by a two-thirds affirmative vote of the Region Board of Directors, providing a quorum is reached. These bylaws shall remain in effect until amended or replaced by the procedures specified in this Article.

ARTICLE XI - REGION STANDING RULES

Section 1-Establishment and Approval of Region Standing Rules

1.01 The Region Board of Directors may formulate Region Standing Rules to supplement these bylaws and Operating Procedures, so long as they are not inconsistent with the Region bylaws.

1.02 Region Standing Rules may be adopted, abolished, or modified by a simple majority vote of the Region Board of Directors.

1.03 Notice of a proposal for a new or modified Standing Rule shall be submitted in the same way and with the same notice as an amendment to the Region Bylaws.

1.04 Notice of a proposal for a new or modified Standing Rule may be waived upon a two-thirds approval of the Region Directors voting, provided a quorum is achieved.

ARTICLE XII - REGION OPERATING PROCEDURES

Section 1-Establishment and Approval of Operating Procedures

1.01 Region Operating Procedures may be established to document the normal methods of conducting Region activities and to supplement these bylaws and Standing Rules, so long as they are not inconsistent with the Region bylaws.

1.02 Region Operating Procedures may be adopted, abolished, or modified any by a simple majority vote of the Region Board of Directors.

1.03 Notice of a proposal for a new or modified Standing Operating Procedure shall be submitted in the same way and with the same notice as an amendment to the Region Bylaws.

1.04 Notice of a proposal for a new or modified Standing Rule may be waived upon a two-thirds approval of the Region Directors voting, provided a quorum is achieved.

APPENDIX A

The following Leadership Chapters are charter members of Region 18:

Akron
Azalea
Bright Leaf
Catawba Valley
Central Carolina
Charlotte
Cleveland
Coastal Plain
Columbus
Dayton
Dogwood
Greater Canton
Greater Cincinnati
Greater Tri-City
Greater Wheeling
Greensburg
Hampton Roads
Kanawha Valley
Lynchburg
Monticello
New River Valley
Northeast Ohio
Piedmont
Pittsburgh
Richmond
Roanoke
Shenandoah Valley
Tarheel
Tidewater
Toledo
Western Carolina
Youngstown

SECTION 2 - LEADERSHIP REGION OF AITP STANDING RULES

- I. This Region, Council, Board of Directors and Chapters are bound by the Region bylaws.
- II. This Region shall be nonracial, nonpartisan, nonsectarian, and shall wholly abstain from a political or labor affiliation or endorsements for public office.

III. This Region shall abide by all local laws and regulations of its geographical location.

IV. This Region will reimburse authorized expenses according to the guidelines in the Region Operating Procedures.

V. Rules contained in "Robert's Rules of Order, Revised", most recent edition, shall govern the Region in all cases to which they are applicable and not in conflict with Region Bylaws and Operating Procedures. The presiding officer at all Region meetings shall use discretion to prevent arbitrary restriction of debate through application of parliamentary rules.

VI. These Standing Rules may be amended by the procedures specified in the Region Bylaws.