



GATEWAY ASSOCIATION OF PAYROLL PROFESSIONALS
Post Office Box 410556, St. Louis, MO 63141
Website: <http://www.gatewaypayroll.org/>
Email: admin@gatewaypayroll.org

GAPP CONSTITUTION



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CONSTITUTION

ARTICLE I - NAME

Section 1: The name of the organization shall be Gateway Association of Payroll Professionals (GAPP).

ARTICLE II - PURPOSE

Section 1: The purpose of this organization shall be:

1. to provide a forum to exchange information and experiences in the payroll environment for the benefit of its members.
2. to increase the skill level of the payroll professional throughout the greater St. Louis area.
3. to promote the highest standards of professional practice and payroll ethics.

ARTICLE III - MEMBERSHIP

Section 1: A member shall be a person actively engaged in, or closely related to, the payroll function within their organization.

Section 2: Membership is open to any individual from any organization that wishes to participate and contribute in accordance with Article III, Section 3.

Section 3: It is a condition of membership that members are expected to share their knowledge and experience and to make a positive contribution to the association and not to use the Gateway Association of Payroll Professionals as a forum to promote their own interest for monetary gain.

Section 4: New applicants for membership who qualify under Article III, Section 1, 2, and 3, are required to complete the Membership Application.

Section 5: Membership will be approved/disapproved, as recommended by the Membership Committee, by a majority vote of the officers.

Section 6: Membership dues shall be considered/established by the majority of the organization members at any regular meeting.



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- Section 7: In the case of new members, dues are payable immediately upon their submission of application for membership in the organization. Effective January 1, 2010 and thereafter, dues shall be \$65.00 per year, regardless of the month in which the member applies for membership. If membership is denied, a full refund of the amount assessed shall be made promptly.
- Section 8: Membership may be revoked by the Board of Directors for violations of the constitution or Code of Ethics or any other conduct that discredits the organization or the payroll profession.
- Section 9: Any person whose membership has been terminated may, upon written request and explanatory statement to the Board of Directors, have their membership reinstated upon a majority vote of the Board of Directors.

ARTICLE IV - COMMITTEES

- Section 1: Committees shall be comprised of active members of the Gateway Association of Payroll Professionals in good standing. They will be selected from those who volunteer to the President or President Elect, and approved by the Officers or Officers Elect.
- Section 2: Each committee shall select amongst themselves a chairperson or two co-chairpersons. Committee members shall serve a term beginning January 1, and ending December 31, each year.
- Section 3: The duties of the Committees are as follows:
- a: The Membership Committee shall coordinate retention of existing members while soliciting new members. The Membership Committee shall review each application for membership to assure that the applicant is an upstanding person and conforms to Article III, Sections 1, 2, and 3. The Membership Committee will recommend approval/disapproval of membership to the officers. This Committee will work with the Planning Committee welcoming guests, speakers and new members.
 - b: The Planning Committee shall consist of a chairperson or two co-chairpersons and the following sub-committees: Program, Sponsorship and Locations, and Publicity. The Program chairperson will serve as the Planning Committee chairperson(s) with Sponsorship and Locations, and Publicity coordinating through the chairperson(s).



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The Planning Committee shall obtain and coordinate speakers, presentations, sponsors and locations for each monthly meeting. This Committee shall obtain publicity for meetings and membership through the media. The Planning Committee will work with the Membership Committee welcoming guests, speakers and new members.

In addition to the previous duties, the Planning Committee chairperson(s) is/are responsible to insure that all financial expenditures are properly approved by the officers prior to contracts or commitments on behalf of the organization.

Section 4: Committee members may be removed from office by a two-thirds majority vote of voting members present at a regular meeting. Failure to carry out the responsibilities of the Committee warrants removal.

ARTICLE V - OFFICERS

Section 1: The officers of the Gateway Association of Payroll Professionals shall be a President, Vice President, Secretary and Treasurer and APA Liaison and shall be active members of the organization, in good standing.

Section 2: Duties of the officers shall be as follows:

- a: The President shall lead, plan, and direct the activities of the Gateway Association of Payroll Professionals, conduct and preside over meetings and conferences, and periodically form working committees which will perform assigned tasks. The President shall be an ex-member of all committees.
- b: The Vice President shall assist the President in all administrative functions, and will fulfil/assume presidential responsibilities in the event of the President's absence or inability to complete the term of office. Should this event occur, a new Vice President shall be elected. The Vice President shall assume the duties of the President at the end of his/her elected term, in accordance with Article V, Section 3.
- c: The Secretary shall be responsible for recording minutes, resolutions, votes, and any other pertinent issues and presenting these reports (including a current membership listing) at the following meeting. The Secretary will coordinate ordering of supplies, stationary, badges, etc., and be the custodian of all formal



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records of the organization. Also, the Secretary will handle all correspondence and inquiries regarding the organization.

- d: The Treasurer shall be responsible for collecting/depositing annual dues, disbursing funds (after expenses are approved), coordinating the preparation of an annual budget, and reporting on all of the above. The Treasurer shall prepare a monthly report outlining income, expenses, and budget variances for presentation at each meeting. The Treasurer will also supply officers and committees with a roster of paid members on an as needed basis.
- e. The APA Liaison shall be responsible for coordinating with the APA on the activities of GAPP and stay up to date on the APA's work at the state and federal level on lobbying activities. The Liaison will notify GAPP of APA activities that should be supported by the Association members, including APA professional educational opportunities offered in the state and APA lobbying activities on issues that impact the payroll professional. Whenever possible, the Liaison will assist the APA in any lobbying activities on payroll issues in the state of Missouri. New APA members will be extended an invitation to join GAPP, and prospective members will be distributed information regarding GAPP.

Section 3: Elections shall be held annually, at the June meeting, for Vice President, Secretary, Treasurer, and APA Liaison with the incumbent Vice President succeeding to the office of President. Term of office begins July 1, and ends June 30, of each year.

Section 4: Officers may be removed from office by a two-third majority vote of the Board of Officers. Failure to carry out responsibilities of the respective office, failure to attend a majority of both the regular and board meetings, or conduct deemed as unprofessional or detrimental to the chapter warrants removal. The Board will appoint a replacement and that individual will serve out the current term of the office and be eligible to be on the ballot for the next Annual Election of Officers.

Since all officers are required to be members of the American Association of Payroll Professionals, the Gateway Association of Payroll Professionals will cover the cost of the annual dues for the American Association of Payroll Professionals for any of its current officers whose company/organization does not do so for the year in which the office is held. If any of these officers is not



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able to complete his or her term of office, their APA membership paid for by the Gateway Association of Payroll Professionals will transfer to the officer replacing the current officer, for the duration of the term.

ARTICLE VI - VOTING

- Section 1: On all voting matters, there is one vote per member.
- Section 2: Voting is by simple majority of members present except as noted in Article V, Section 4. A quorum will not be required.
- Section 3: The President shall not vote unless it becomes necessary to break a tie vote.

ARTICLE VII - MEETINGS

- Section 1: Meetings will be held on a frequency to be determined by a simple majority vote. Meeting date and time can be set by the host.
- Section 2: Meetings of this chapter shall be conducted in accordance with Roberts Rules of Order except where superseded by other Articles within this constitution.

ARTICLE VIII – CONTRACTS, CHECKS AND FUNDS

- Section 1: The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by this Constitution, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.
- Section 2: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Association. All checks issued in the amount greater than \$500 (\$1,500 in the case of checks for payment of the expenses associated with a regular meeting) must be authorized by the President or Vice President.



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Section 3: All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select. An annual report of all receipts and expenditures shall be presented at the November meeting and be made a part of the minutes of this Association.

ARTICLE VIII - AMENDMENTS

Section 1: This constitution may be amended by a majority vote of the membership present at any meeting.

ARTICLE X – CODE OF ETHICS

Section 1: To be mindful of the personal aspect of the payroll relationship between employer and employee and to ensure that harmony is maintained through constant concern for the Payroll Professional's fellow employees.

Section 2: To strive for perfect compliance, accuracy and timeliness of all payroll activities.

Section 3: To keep abreast of the state of the payroll art with regard to developments in payroll technologies.

Section 4: To be current with legislative developments and actions on the part of regulatory bodies, insofar as they affect payroll.

Section 5: To maintain absolute confidentiality of the payroll within the procedures of the employer.

Section 6: To refrain from using the Association activities for one's self-interest or personal gain.

Section 7: To support one's fellow Payroll professionals, both within and outside one's organization.

ARTICLE XI – DISSOLUTION

Section 1: The Organization shall use its funds only to accomplish the objectives and purposes specified in this Constitution, and no part of said funds shall inure, or be distributed, to the members of the Organization. On dissolution of the



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Organization, any assets remaining shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose to be selected by the Board of Directors. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted this 9th day of December 1986.

Robert A. Zuroweste
President

Sandra Dew
Vice-President

Joan A. Griffin
Secretary/Treasurer

Amended this 15th day of April 1993.

Joan A. Griffin
President

Marcia Diekhoff
Vice-President

Ann Bess
Secretary

Jan Borrini
Treasurer

Amended this 19th day of November 1998.

Dee O'Neill
President

Winona Stelmach
Vice-President

Libby Schrautemeier
Secretary

Anne Jesse
Treasurer



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Amended this 24th day of May 2001 to read as follows:

Whereby a majority vote on a resolution to apply for affiliation with the American Payroll Association has been passed as of May 24, 2001, the Association will conform its operating procedures so that they may be in accordance with the American Payroll Institute, Inc., Policy Statement Regarding Chapter Affiliation.

Sue Wines
President

Barbara Trampier
Vice-President

Nancy Evans
Secretary

Dee O'Neill
Treasurer

Amended this 16th day of August 2001 to read as follows:

Since all officers are required to be members of the American Payroll Association, the Gateway Association of Payroll Professionals will cover the cost of the annual dues for the American Payroll Association for any of its current officers whose company/organization does not do so for the year in which the office is held. If any of these officers is not able to complete his or her term of office, their APA membership paid for by the Gateway Association of Payroll Professionals will transfer to the officer replacing the current officer, for the duration of the term. .

Barbara Trampier
President

Donald Weber
Vice-President

Sally Rash
Secretary

Vicki DeLong
Treasurer

Amended this 9th day of May 2002 as follows:

Added the APA Liaison to the Board of Directors. Modified the dues to clarify the prorating of the dues.

Barbara Trampier

Donald Weber



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President

Vice President

Sally Rash
Secretary

Vicki DeLong
Treasurer

Amended this 17th day of June 2004 as follows:

Miscellaneous wording changes. Expanded the purpose. Added the ability to revoke membership. Added the provision for co-chairpersons of a committee. Added the responsibilities for the APA Liaison. Added a new section on Contracts, Checks and Funds. Added the Code of Ethics. Added procedures in the case of dissolution.

Bruce Hagy
President

Carl Tibbetts
Vice President

Angie Dollens
Secretary

Liann Brimmer
Treasurer

Amended this 17th day of July 2008 as follows:

In the case of new members, dues are payable immediately upon their submission of application for membership in the organization. Effective January 1, 2009 and thereafter, dues shall be \$50.00 per year, regardless of the month in which the member applies for membership. If membership is denied, a full refund of the amount assessed shall be made promptly.

Pat McQuiller
President

Deniece Neal
Vice-President

Doris Johnson
Secretary

Carolyn Ewald
Treasurer



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Amended this 17th day of July 2009 as follows:

In the case of new members, dues are payable immediately upon their submission of application for membership in the organization. Effective January 1, 2010 and thereafter, dues shall be \$65.00 per year, regardless of the month in which the member applies for membership. If membership is denied, a full refund of the amount assessed shall be made promptly.

Deniece Neal
President

Michelle White
Vice-President

Lisa Roberts
Secretary

Carolyn Ewald
Treasurer

Pat McQuiller
APA Liaison

Amended this 20th day of June 2013 as follows:

Effective June 20, 2013, in the event of a tie for any officer position during board elections, the GAPP members will vote to break the tie.

Michelle Longs
President

Felicia Chatman
Vice-President

Brenda Whitted
Secretary

Cheryl Proyaseng, CPP
Treasurer

Pat McQuiller, CPP
APA Liaison