

# OFFICIAL BY-LAWS

of the

## Iowa Association of Staffing Professionals

### ARTICLE I – Name and Government

**Name.** The name of this Association is "Iowa Association of Staffing Professionals", hereinafter referred to as the "Association", "IASP", or the "Corporation" (not for profit).

**Governing Instrument.** This Association shall be governed by the By-Laws.

**Authority to Represent.** Only members of the Association who are Officers or Directors may speak for the Association.

**Location of Office.** The principal office of the Association shall be in the city of the Association Administrator. The Association may have such other offices as may from time to time be designated by the Board of Directors.

### ARTICLE II – Purposes

This Association is formed to promote the common business interests of its members, who shall be proprietors and firms in the staffing services industry in Iowa. It is the intent of this Association to be an affiliate Chapter of the American Staffing Association and the National Association of Personnel Services and pursue its purposes in cooperation with these national associations.

The purposes and objectives of the Association are subscribed to by its member firms whose principal function is the provision of competent staffing services to business, industry, professional and service organizations and public and government entities.

The purposes of the Association are to represent and promote the interests of its members across the full range of staffing services they provide; to encourage ethical business conduct; to provide information regarding the laws and regulations that apply to staffing services, especially those protecting the welfare of employees and candidates; to foster better public understanding of the industry and its role in the economy; to provide education and other services to help members stay informed about the industry and their business; and, above all, to protect the interests of the industry with respect to legislation and regulatory proposals. The purposes of the Association shall be achieved by meeting the following objectives:

**To promote** the interests of the industry and its employees before federal, state and local Governments.

To promote the industry through effective communication.

**To develop, maintain, analyze and disseminate** comprehensive industry-related information.

**To provide** such services and communications to members as will further the purposes and objectives of the Association.

**To provide** programs and disseminate information that will assist members in keeping their employees informed on industry issues and common concerns.

**To encourage** cooperation with other organizations which will contribute to the advancement of the purposes and objectives of the Association.

**To recruit and retain** members in order to attain a broad representative base of the entire staffing services industry.

**To manage** the Association in an efficient and effective manner in order to accomplish the purposes and objectives of the Association.

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**To promote**, through programs, publicity, publications, and position statements positive recognition of staffing services by government and the general business and professional public as serving a useful and necessary function in the economy and for society.

**To provide** common meeting functions annually, and as frequently as otherwise needed.

**To establish and maintain** programs through activity and membership communications utilizing committees and special task groups in such necessary areas as:

Federal, State and Local Legislative Programs.

Public Relations programs

Industry Code of Ethics and good Practices.

Industry research programs to develop factual socio-economic information on the industry, Association members, their employees and customers.

**To assist** the members and the industry (utilizing Committee and special task groups) in areas of mutual concern, interest advancement, and the common good.

The Association, through its members, recognizes its obligations to the individuals its members employ and acknowledges as one of its objectives a continuing program to alert members to the needs of their employees and a continued dedication to the welfare of these employees.

The Association and its members also recognize their fundamental obligation to the organizations and individuals using the services provided by the members of the Association. To this end, the Association pledges its best effort to develop and promote high ethical and professional standards of service to its customers and the public.

## **ARTICLE III – Membership**

**Membership.** There shall be three (3) classes of membership in the Association as follows: Active, Honorary and Associate.

**Active Members.** Any firm actively engaged for profit in the staffing services industry is eligible for Active membership. Active members are entitled to vote in the affairs of the Corporation, to serve as Directors or Officers, or to be counted toward a quorum at any meeting of the membership. Active membership shall be held in the name of the firm. Firms operating from more than one office within the State of Iowa shall join for all offices. Voting shall be by the one representative designated by a member to the Secretary of the corporation. Such designations shall be revocable at the pleasure of the member firm, by giving notice of such revocation and of the appointment of a successor representative to the Secretary.

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**Affiliate Members.** Branches, franchisees, licensees, or similar business entities included in the dues computation and payment of an active member shall be affiliate members without further action or application.

**Honorary Members.** In recognition of distinguished service to the staffing service profession or this Association, the Board of Directors may from time to time confer honorary membership. Honorary members, unless also Active members, shall not have the right to vote or hold office.

**Associate Members.** Associate membership shall be open to those who do not qualify for Active membership but who, in the opinion of the Board of Directors, are engaged in businesses which provide goods or services to the staffing services industry. Associate membership may be terminated by the Board of Directors upon the Board's determination that an Associate member's conduct is inimical to the best interests of the Association. Associate members shall not have the right to vote or hold office.

**Application for Membership.** Application for membership shall be in writing in such form as the Board of Directors shall prescribe. The applicant shall agree to abide by the Association's Code of Ethics and Good Practices. An applicant shall become a member when the application has been approved by a majority vote of the Board of Directors and when any fees proscribed by the Board of Directors have been paid.

**National Membership.** All local/state members of this Association shall be encouraged to become members of the National Association of Personnel Services and/or American Staffing Association.

**Resignation.** Any member may withdraw from membership by submitting to the Secretary a written resignation. Resigning members are obligated to pay all outstanding dues and assessments.

**Suspension/Expulsion.** If the Board of Directors deems it to be in the best interest of the Association or of the industry to suspend a member, it may do so by following a procedure established by the Board. A member may be expelled for cause. Expulsion shall be by two-thirds vote of the entire membership of the Board of Directors provided that notice and opportunity to be heard is provided to the member in accordance with procedures established by the Board. Any member of the Board of Directors against whom charges have been preferred shall be deprived of his/her vote at any hearing on his/her case.

**Reinstatement.** Former members may be reinstated upon making application and receiving approval in the same manner as provided for new members (Article III, Section 6). Prior to reinstatement such former member shall be held responsible for any and all arrearages in his/her account which accrued during the former membership and for the pro-rated portion of the current year's dues.

## **ARTICLE IV – Dues and Assessments**

**Dues.** Membership dues shall be set by the Board of Directors annually based on the budget. Multiple office members shall pay separate dues for each location determined, from time to time, by the Board of Directors.

**Nonpayment.** Any member whose dues or assessments are more than sixty (60) days in arrears, and who has been notified by U.S. mail, shall be suspended and thereby lose all rights and privileges of membership, unless, for good cause shown to the Board of Directors, the default is excused.

**Refunds.** No dues shall be refunded to any member whose membership terminates for any reason.

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**Prorated Dues.** Applications processed for membership during the fiscal year may bear dues prorated as approved by the Board of Directors.

**Special Assessments.** Special assessments for special needs, such as legislative expenses, may be levied upon the members at the direction of the Board of Directors and shall be accompanied by proper explanation. However, any member may voluntarily contribute more than the amount assessed.

**National Dues.** Dues for ASA and NAPS or any other national association are in addition to IASP dues.

**Honorary Members.** Honorary members shall pay no dues and shall not be subject to assessments.

**Associate Members.** Associate members may pay dues but shall not be subject to assessments.

## **ARTICLE V – Meetings of Members**

**Annual Meeting, Regular Meetings, Notice.** Regular meetings of the membership shall be held as provided for by the Board of Directors, at such time and place as the Board may determine, provided that the regular meeting each year shall also be the Annual Meeting of the membership for the election of officers and directors for the ensuing year. No notice shall be required to be given for Regular Meetings, except the Annual Meeting, or unless time and/or place of a meeting has been changed from that of a previous meeting. Written notice of the Annual Meeting shall be sent via mail, courier or facsimile to the last recorded address of each member of the Association at least fourteen (14) days before the day of the meeting. Notice of a changed regular meeting may be verbal or written and shall be given or mailed to each member at least five (5) days before the day of the meeting.

**Special Meetings.** Special meetings shall be held at the call of the President, or of the Board of Directors, or of the Secretary acting on written request of a majority of the Active members. Notice of Special Meetings stating the time, place and purpose or purposes thereof shall be sent via mail, courier or facsimile to each member at least ten (10) days before the day of the meeting.

**Quorum, Voting.** Forty (40) percent of the Active members, represented either in person or by proxy, shall constitute a quorum of any meeting of members. If a quorum is not present at any meeting, the officer presiding may adjourn the meeting from time to time until a quorum is present. The affirmative vote of a majority of the Active members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law or these by-laws.

**Conduct of meetings.** Meetings of the members shall be presided over by the President; or if he/she is not present, by the First Vice President; or if he/she is not present, by the Second Vice President; or if none of them are present, by a chair chosen by the meeting. The Secretary, or in his/her absence a person chosen by the meeting, shall act as Secretary of the meeting. The order of business may be altered or suspended at any meeting by a majority vote of the members present. When not in conflict with these by-laws, Robert's Rules of Order shall govern all deliberations.

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### **ARTICLE VI – Executive Officers**

The Executive Officers of the Association shall be: a President, two (2) Vice Presidents, a Secretary, a Treasurer, and the immediate Past President, all of whom shall be Active members of the Association and in good standing. It is the intent of the Association that, whenever practicable, one Vice President shall represent the temporary help/contract side of the industry, while the other Vice President shall represent the perm/search side. Executive Officers shall be encouraged to be members in good standing of national organizations representing the industry. The Executive Officers shall receive no remuneration from the Association other than expenses. No Executive Officer shall have the authority to commit or obligate the Association contractually or financially without prior approval of the Board of Directors.

**Nomination.** The President shall appoint a Nomination Committee of not less than three (3) at least thirty (30) days before the annual meeting who shall recommend for nomination candidates for the respective officers. Further nominations may be made from the floor.

**Election.** Election of Officers shall be at the Annual Meeting of the Association and the majority of votes cast shall elect, and the elected shall take office at the beginning of the calendar year.

**President.** The President shall have general charge of the affairs of the Association, subject to the direction of the Board of Directors. He/she shall preside at all meetings of the members and of the Board of Directors at which he/she is present; and shall perform the usual duties incident to this office.

**First Vice President.** The First Vice President shall exercise the powers of the President during that officer's absence or inability to act; and shall have such other duties as the Board of Directors or the President may assign to him/her.

**Second Vice President.** The Second Vice President shall exercise the powers of the First Vice President during that officer's absence or inability to act; and shall have such other duties as the board of Directors or the President may assign to him/her.

**Secretary.** The Secretary shall keep minutes of the meetings of the members of the Board of Directors, shall be custodian of the records of the Association, and shall issue notices as required by these by-laws. The records, books and minutes of the Association and the Board of Directors shall, at all times, be open to the inspection of the President and the Board of Directors.

**Treasurer.** The Treasurer shall be responsible for all the funds of the Association and shall attend to all disbursements subject to the direction of the board of Directors. The Treasurer shall keep and maintain appropriate records of all disbursements. Whenever requested by the President or the Board of Directors, he/she shall render a statement of accounts. He/she shall give such bond for the

faithful discharge of his/her duties in such form as the Board of Directors may require. In the event of disability of the Treasurer, the President shall sign checks for the Association. Should the Board of Directors determine, based on serious circumstances, that an emergency exists and both the President and Treasurer are unable to perform their duties due to the existing emergency and/or other circumstances, the Board may assign another Executive Officer or person of its choice to sign checks and disburse funds.

**Past President.** The Past President shall advise and assist the Executive Officers.

**Executive Director/Association Administrator.** The Board of Directors, at its option, may hire a person or firm with the title of Executive Director or Association Administrator or any other appropriate title to assist the Treasurer or other Executive Officers in their duties and may authorize such a person to receive or disburse funds of the Association under supervision of the Treasurer and the Board of Directors.

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**Removal.** An officer may be removed by the persons authorized to elect him/her whenever, in their Judgment, the best interest of the Association will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person being removed.

**Vacancies.** The President, with the approval of the Board of Directors, may fill by appointment a vacancy in any office for the unexpired portion of the term. If the President is unable to fulfill his/her duties of the office, the next highest-ranking officer shall assume said responsibilities for the unexpired portion of the term.

## **ARTICLE VII – Board of Directors**

The Association may elect a Board of Directors to govern its affairs. If the Association does not have the necessity of a Board, the Executive Committee, made up of the elected Executive Officers, shall govern the affairs of the Association.

**Number, Powers, Term, Quorum.** The property, affairs, and business of the Association shall be managed by its Board of Directors, which shall consist of the following persons: the President, two Vice Presidents, Secretary, Treasurer and immediate Past President, and an appropriate number of persons elected by the Active members at the Annual Meeting. A majority of the directors present at a duly called meeting shall be binding upon the board, unless a greater vote is required by law or these by-laws. Directors shall serve for one year from their election, or until their successors shall be elected and take office.

**Meetings.** The Board of Directors shall have a regular meeting immediately after the Annual Meeting of members, and such other regular meetings as the Board may, from time to time, determine. Special meetings shall be held at the call of the President, or of any three Directors. Notice of any meetings of Directors (except that held immediately after the Annual Meeting of members shall be given verbally or in writing to each Director at least five days before the day of the meeting.

**Vacancies.** Any vacancy occurring in the Board of Directors may be filled by the President with the approval of the majority of the remaining Directors, even though less than a quorum. A Director so chosen shall serve for the unexpired term of his/her predecessor.

**Committee Chairperson's.** The Committee chairpersons are nominated by the President or any association member. The committee chairpersons are elected by the Executive Committee by a majority vote.

## **ARTICLE VII – Committees**

**Committees.** The Association shall have committees on Membership, Ethics, Program/Education, Public Relations, Legislation, and on such subjects as the Board of Directors may provide for, each to be composed of members to be appointed by the President. The President shall be an ex-officio member of all committees. There shall also be a Nominating Committee, chosen as hereinafter provided.

**Membership Committee.** The Membership Committee shall recruit new members and shall consider and make recommendations to the Board of Directors and/or the Executive Committee on applications for membership.

**Ethics Committee.** The Ethics Committee shall give continuing study to questions of ethical practice and to interpretation of the Code of Ethics and any similar code promulgated by this Association. It shall be the duty of the Ethics Committee to evaluate all complaints of unethical practices and make recommendations to the Board of Directors and/or Executive Committee thereon.

Members shall agree to refer all fee disputes (a) between member firms of IASP, and (b) between member firms of IASP and client companies if requested by the client company, to the Ethics Committee for resolution which may include mediation and, if necessary, binding arbitration.

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**Program/Education Committee.** The Education Committee shall study and devise methods for upgrading the industry's performance through educational efforts, at both management and secondary employee levels, through seminars, meetings and written materials.



**Public Relations Committee.** The Public Relations Committee shall promote a positive image of the staffing services industry and devise methods by which such promotion can be made successful.

**Legislative Committee.** The Legislative Committee shall study pending and proposed legislation affecting the business of the members at the state, local, and national level and make recommendations to the membership as to the position to be taken thereon; shall cooperate with the Legislative Committees of NATSS, NAPS and any other appropriate National Associations; and make such representations to the legislative authorities as may be requested of it by the Board of Directors.

**Nominating Committee.** The Nominating Committee shall consist of at least three (3) Active members, the Chairperson and members to be designated by the Association President. The committee shall submit to the Board of Directors and/or Executive Committee its recommendations of the persons to be nominated as Directors and Officers for the ensuing year. The recommendations of the committee shall be submitted to the membership along with notice of the Annual Meeting. Additional nominations may be received from the floor.

**Audit Committee.** An Auditing Committee of two members shall be appointed by the President to audit the Treasurer's records and shall certify same to the membership in writing at the Annual Meeting.

## **ARTICLE VIII – Area Chapters and Non-Affiliated Chapters**

Members in a particular geographical area or region may form area chapters under these by-laws, subject to recognition by the Board of Directors. Recognized chapters are authorized to elect chapter officers and hold meetings, as necessary, to further the objectives and purposes of the Association.

Failure to adhere to the objectives and purposes of the Association shall result in the termination of the chapter's affiliation with the Association. This termination of a chapter will be by action of two-thirds of the Board of Directors.

## **ARTICLE IX – Liabilities**

**Limitation of Liabilities.** Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent or employee of the Association. Nor shall any member, officer, agent or employee be liable for his/her acts or failure to act under these by-laws, excepting only acts or omissions to act arising out of his/her willful malfeasance.

**Indemnification.** Any officer or Director of this Association or former officer or Director of this Association shall be reimbursed against the reasonable expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party by reason of having been Directors or a Director or officer of the Corporation, except in relation to matters as to which such director or officer or former director, or officer, shall be adjudged in such action, suit, or proceeding to be liable for gross

negligence of misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

The Association and/or its officers shall not incur indebtedness above the cash assets of the Association unless a definite form or means of payment can be established at that time.

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#### **ARTICLE X – Mail/Fax Vote**

Whenever, in the judgment of the Board of Directors, any question shall arise which it considers should be put to a vote of the Active membership, including amendments to these By-Laws, and when it deems it inexpedient to call a Special Meeting for this purpose, the board may, unless otherwise regulated by these By-Laws, submit such a matter to the membership in writing by mail and/or facsimile for vote and decision. The Board shall determine a reasonable response deadline for ballots to be returned. The question thus presented shall be determined according to a majority of the votes received by mail and/or facsimile after such submission to the membership; provided that in each case votes of at least fifty-one (51) percent of the Association members must be received. Any and all action taken in pursuance to a majority vote in each such case shall be binding upon the Association in the same manner as would be taken at a duly called meeting. In those instances whereby a vote greater than a simple majority is required by law or these By-Laws, the larger threshold shall prevail.

#### **ARTICLE XI – Amendment**

**Amendment.** These By-Laws may be amended by the affirmative vote of a majority of the Active members present at any Annual Meeting or at a Special Meeting called for that purpose, provided that notice of the proposed change(s) shall have been submitted to all Active members and filed with the Secretary at least ten (10) days before the day of the meeting.

**Effective Date.** Amendments to the By-Laws shall take effect immediately upon adoption by this Association unless otherwise so stated. All previous versions of the By-Laws in conflict herewith are hereby repealed.

#### **ARTICLE XII – Dissolution**

The Association may be liquidated and dissolved on the vote of three-fourths (3/4) of the Active membership, provided that notice of the proposed dissolution has been given in the call of such meeting.

There shall be no distribution of the Association's assets except upon dissolution of the Corporation.

In the event of dissolution, all funds remaining in the treasury, after the payment of all debts, shall be distributed as determined by the Board of Directors.

No part of net earnings will inure to the benefit of any individual. IASP is not organized for profit or organized to engage in any activity ordinarily carried on for profit.

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