

# **Bylaws Of The Payroll Group**

## Article I – Name, Organization and Location

The name of this corporation is The Payroll Group. The corporation is organized under “The General Corporation Code of Kansas” and under the applicable special Kansas statutory provisions. The corporation may have one (1) or more offices within or without the State of Kansas as the Board of Directors may from time to time determine.

## Article II – Purpose

The purpose of this organization is to develop a vehicle where, as a group, we can speak with a united voice and whereby we may help one another with no disservice to ourselves.

## Article III – Membership

### Section A. Charter Members

All service bureau owners who were present at the 1st Annual meeting of The Payroll Group on March 14th and 15th, 1997 in New Orleans are charter members. There are fifteen (15) charter members.

Ellen Gehrs	Abreeze Payroll Systems
Ralph and Connie Accardo	Accu Data Payroll
Greg Potter and Vernon Fowlkes	Automated Payroll Centers
Grant Cook	Automated Resource Management
Michael Marks	Checkmate Payroll Services
Larry Clark	Emerald Payroll
Von Elbert and Linda Hass	Future Systems
Michael Eoff	Nevada Financial Concepts
Don Bosman	Payco
Andy and Sylvana Siegel	Payday
Phil O’Brien	Payright Payroll Services
John Hartnett	Payroll by Professionals
Bettye Smith	The Payroll People
Eric Pensyl and Kim Denewith	Penrich Payroll Services
Kathy Bisonic	Total Payroll Services

### Section B. Regular Member

Membership is limited to service bureaus that primarily provide payroll services to business, and is further limited by location as outlined in Section D. The service bureau must be independently owned and operated. The individual representing the member shall be a principal of the Service Bureau. A principal is defined as any person who owns a Service Bureau, is part of the Service Bureau continuity plan, or has blood relation to the owner of the Service Bureau and has been appointed to serve in that capacity. Membership cannot be transferred.

### Section C. Associate Member

Any company that provides goods and services to Regular members.

### Section D. Area of Protection

A protected area exists in a 35-mile radius from the address of the existing member to the address of the applicant as measured by Google Maps, Mapquest, or similar software. That is, if more than one service bureau exists within an area, the first member candidate is offered membership and upon becoming a member, no other service bureau in that 35-mile area will be contacted for membership. If, however, any member in the 35-mile radius wishes to exercise their right to area protection, additional member candidates will not be granted membership. The existing member(s) have up to five (5) business days from the date of contact to exercise their right to area protection before the vetting process begins.

### Section E. Admission of Regular Members

1. An application for membership, obtained from the Membership Committee, must be completed and returned to the Membership Committee with a check for applicable dues.
2. The application must include the following information:
  - Name of company, Individual representing company
  - Address of primary company location
  - Addresses of additional physical offices representing company
  - Name and address of outside salespeople outside of a protected location
3. All applications are processed to all Regular Members for input.
4. Outside of the 35-mile radius limitation, any current member in good standing may protest the membership application of a potential member. Such protest must be made in writing to the Membership Committee and said membership application must be approved by a two-thirds (2/3) vote of all existing members before membership is granted.

### Section F. Voting Privileges

Each Regular Member is entitled to one vote on each matter submitted to a vote of the members. Associate Members shall have no voting privileges. Members are encouraged to actively engage in the organization. Equally, Regular Members can formally propose to the Board an action at any time.

### Section G. Voting Procedure

A voting member may vote either in person or by proxy executed in writing by the member. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

In all matters to be brought before the membership for a vote, the vote may be taken by mail ballot or email ballot in lieu of a formal meeting, provided that the ballots and a description of

the matter(s) to be voted on are furnished to the members entitled to vote at least fifteen (15) days prior to the return deadline for the ballots.

Members holding 51% of the votes entitled to be cast shall constitute a quorum whether voting is done in person and by proxy, by mail or by email ballot.

#### Section H. Termination of Membership

The Board of Directors, in its discretion, has the right and power to terminate a member where the member no longer qualifies under these Bylaws or amendments thereto, or for failure to pay dues, or for failure to pay Special Assessments, or for failure to adhere to the Association Policies. Before a member may be terminated, written notice must be given to the member and that member must be given the opportunity to be heard before the Board of Directors at the Board of Directors' next regular meeting following notice.

### Article IV – Officers, Board and Committees

#### Section A. Board of Directors

The Board of Directors shall be voted upon by the membership and shall consist of 5 – 7 members, to include 4 officers, a President-Elect, and Past President. If the immediate Past President does not elect to serve on the Board, the previous Past President may serve. If the President-Elect is a current officer, the previous Past President may serve.

#### Section B. Officers

##### 1. The President

- a. shall be elected by a vote of the members.
- b. shall preside over all meetings of The Payroll Group.
- c. shall determine the agenda for meetings.
- d. shall be the person to whom all committee chairs report.
- e. shall be the designated spokesperson for The Payroll Group.

##### 2. The Vice-President

- a. shall be elected by a vote of the members.
- b. shall assume the duties of the President in the latter's absence.
- c. shall serve out the term of the President if the post is vacated.
- d. shall assist the President in the leadership of The Payroll Group by performing such duties and responsibilities as the President may assign.

##### 3. The Secretary

- a. shall be elected by a vote of the members.
- b. shall be responsible for recording the proceedings of meetings, and distribution of agendas and minutes of past meetings to all members of The Payroll Group.
- c. shall receive, maintain, and report on all correspondence directed to The Payroll Group.

d. shall be responsible for all correspondence as directed by the President.

4. The Treasurer

a. shall be elected by a vote of the members.

b. shall receive and disburse all organization funds.

c. shall report at each meeting of The Payroll Group on the current financial status of the organization.

Section C. Committees

1. The board of directors may at its discretion form committees to assist in the affairs of The Payroll Group. Committees may be only staffed by active Regular Members.

2. The Nominating Committee shall consist of the President, President-Elect, Immediate Past President, and a Charter Member. If a Charter Member is unavailable the Board can choose a TPG payroll member in good standing as a replacement.

Section D. Election and Terms of Officers and Committee Chairpersons

1. The term of President shall be for two years. Elections for President shall take place after the current President has served one year and shall take place at the annual meeting. The new elected President shall carry the title of "President Elect" and their term will commence not later than one year after their election and not less than thirty days prior to the next annual meeting.

2. The term of all other officers shall be for two years. Elections shall take place at the last meeting of the second year of their term, and they shall assume the duties of their office at the close of the meeting at which they were elected.

3. Officers are limited to two consecutive terms at the same position. An officer may return to a position after one term removal from that position.

4. After eight consecutive terms as an Officer of the Board, the individual will be considered an honorarium Board member as long as a current membership status is maintained.

Section E. Removal of Officers and Chairpersons

Any Officer or Chairperson may be removed for actions contrary to the best interests of The Payroll Group upon a two-thirds (2/3) vote of the entire voting membership of The Payroll Group, after having been given an opportunity for an informal hearing before the numbers.

Section F. Vacancies

Any vacancy in the President position shall be filled for the unexpired term by the Vice President; or, if there is no Vice-President, by a vote of the majority of the voting members in attendance at any duly constituted meeting. Any vacancy in any other Officer position or

Chairperson position shall be filled by appointment by the President until such time as a meeting can be held and a formal vote taken.

#### Article V - Meetings

At least one meeting shall be held yearly. To better facilitate planning and promote participation in activities, members are encouraged to attend meetings. Special meetings may be called by the President, or by a majority of the members.

All meetings shall be run in accordance with Simplified Robert's Rules of Order.

#### Article VI - Finances

##### Section A. Membership Dues

1. Dues for Regular and Associate Members shall be determined on an annual basis by a vote of the Board.
2. Dues are to be paid in full by April 1 of each year. Failure to pay dues by May 1 may be interpreted as that member's withdrawal from The Payroll Group.

##### Section B. Expenses

1. An annual board approved budget with financial statements will be presented to the membership for review during the annual member-only meeting
2. For expenses in excess of the budget, The Payroll Group funds may be dispersed by the Treasurer to satisfy Payroll Group expenses to a maximum of \$1,000.00 without Board approval. Expenditures in excess of \$1,000.00, but less than \$10,000.00 will be allowed by majority vote of the acting Board of Directors. Expenditures which will reduce the treasury by more than \$10,000.00 and are not included in the approved annual budget must be approved by a vote of the membership. Only Annual Conference expenses and funds allocated to Government Affairs are exempt from membership approval.

##### Section C. Assessments

Special assessments shall be made if necessary. Failure to pay any assessments will result in termination of membership.

#### Article VII - Non-Discrimination

The Payroll Group complies with all federal laws and regulations prohibiting discrimination, and all requirements pertaining thereto.

No person, on the basis of race, color, religion, gender, national origin or ancestry, sexual

orientation, or handicap, will be discriminated against, excluded from participation in, or otherwise denied the benefits of any program or activity that the organization sponsors.

Any person who believes that he or she has been discriminated against may direct a complaint to The President of The Payroll Group.

Article VIII – Amendments

These bylaws may be amended by a vote of the membership as provided in these bylaws provided such proposed amendment is circulated in writing at least fifteen (15) days prior to such meeting and provided such amendments have been reviewed by the Officers and are not, in their opinion, inconsistent or contrary to the best interests of The Payroll Group.

  
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Secretary

Date: May 1, 2024