

IPMA-HR Bylaws as amended December 31, 2008

ARTICLE 1- Name

International Public Management Association for Human Resources.

ARTICLE 2- Purposes

The purposes for which the Association is organized are:

- A. To receive and administer funds exclusively for educational and charitable purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Executive Council, will best promote the educational and charitable purposes of the Association without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, these bylaws, or any law applicable thereto.
- B. Without limiting the generality of the foregoing, the principal purposes of the Association shall be:
1. To foster and develop interest in sound human resources management;
 2. To encourage affirmative programs that guarantee equal employment opportunity to all individuals;
 3. To encourage in the field of human resources management the utilization of the most advanced technologies by (a) providing a structure for developing and promulgating specific human resources management programs, (b) disseminating information to individual members, and (c) exchanging and coordinating ideas among the various members of the Association;
 4. To alert the members to relevant pending legislation, developing position papers, where necessary, and interpreting existing laws and regulations affecting their interests
 5. To render a program of services and assistance to human resource organizations in meeting administration and technical problems;
 6. To provide an identity and forum for all human resource professionals throughout the United States; and

7. To provide its members who are actively engaged in the field of human resources management with encouragement, assistance and programs designed to provide for their professional growth and development.

Notwithstanding any of the foregoing:

1. The purposes for which the Association is organized and operated shall be confined to those, which are exclusively educational, scientific, and charitable, as defined in Section 501 (c)(3) of the Internal Revenue Code of 1954 as amended.
2. No part of the net earnings of the Association shall inure to the benefit of any member, officer, employee, or member of the Executive Council of the Association, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Association affecting one or more of its educational or charitable purposes); no substantial part of the activities of the Association shall be used for the carrying on of propaganda, or otherwise attempting to influence legislation; and the Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association shall be distributed exclusively to religious, charitable, scientific, testing for public safety, literary, or educational organizations which would then qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and regulations published there under as they now exist or as they may hereafter be amended; and no member, officer, employee, or member of the Executive Council, or any private individual, shall be entitled to share in the distribution of any of its assets upon dissolution of the Association.

ARTICLE 3- Membership

Section 1 .Categories of Membership

Agency Membership. Any civil service commission, public personnel office, or board, any public agency vested with authority to administer a formal system of public employment, any private business organization representing management, any educational institution, civic organization or foundation interested in advancing the purposes and activities of the Association shall be eligible to obtain the services provided by the Association and upon payment of the prescribed service fee shall be entitled to Agency Membership in the Association.

Individual Membership. Any person who is either:

- A. An official or staff member of a public personnel agency; or

- B. Engaged in personnel work in a public agency; or
- C. Employed by management in personnel work in private enterprise; or
- D. Engaged in teaching public personnel administration as a faculty member of a college or university; or
- E. Retired from personnel work may become an Individual Member upon payment of the dues as prescribed by the Executive Council.

The Executive Council shall determine, and from time-to-time, revise the annual membership dues for Individual Members.

An Individual Member in good standing who changes employment to a field which does not entitle the member to Individual Membership shall be entitled to retain Individual Membership status subject to the approval by majority vote of the Executive Council of the Association.

Affiliate Membership. Any other person interested in improving personnel management and not eligible for Individual Membership, shall be eligible for Affiliate Membership upon approval by majority vote of the Executive Council and upon payment of membership dues, which shall be no less than that of individual members. Affiliate Members shall be permitted to participate in the affairs of the Association, but shall not be eligible to vote or hold office.

Student Membership. Any full-time graduate or undergraduate student, or any person participating in a formal public service internship program sponsored by a recognized academic institution, may become a Student Member of the Association upon payment of dues as determined by the Executive Council. Student Members shall be permitted to participate in the affairs of the Association, but shall not be eligible to vote or hold office.

Honorary Life Membership. Persons who have rendered distinguished service in advancing or upholding the purposes of the Association may be elected to Honorary Life Membership without fee by the Executive Council. Not more than two persons can be awarded Honorary Life Membership in one year. An Honorary Life Member shall have all the rights and privileges of Individual Members, including the right to hold Association office and to vote on all issues requiring a decision by the membership.

Section 2 .Application for Membership

All applicants for membership shall complete and sign the form of application provided by the Association and submit the application to the Headquarters Office of the Association.

Section 3 .Expulsion

The Executive Council at any meeting, by a two-thirds vote of those present, may terminate the membership of any member who in its judgment has violated the Articles of Incorporation or Bylaws or who has been guilty of conduct detrimental to the best interests of the Association. Such action by the Executive Council shall be final and shall cancel all rights, interest, or privileges of such member in the Association and its services.

Section 4 .Termination for Non-Payment of Dues

The Executive Council shall establish, a grace period during which a member shall not be terminated for non-payment of dues. If payment is not received within the grace period, the membership in question shall be automatically terminated.

Section 5 .Resignation

Any member may resign by filing a written resignation with the executive director, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, or other charges theretofore accrued and unpaid.

Section 6 .Reinstatement

A resigned member desiring a continued membership record may be reinstated showing proof of qualifications and paying all dues in arrears.

ARTICLE 4- .Organization

The Association shall consist of one general organization representing the entire body of the membership. Members may be represented through not more than four (4) regions and may be constituted into chapters and sections in accordance with rules established and published by the Executive Council.

The rules set forth by the Executive Council shall include a provision that either professional membership in the Association or identification as an employee of an Agency member of the Association is required for Section membership.

The Association shall maintain a permanent Headquarters Office and such branch offices as are authorized by the Executive Council.

ARTICLE 5- .Fees

The Executive Council shall be vested with authority to determine the schedule of annual service fees for Agency Members, including the basis for determining variations in such fees, and shall be empowered to revise such schedule from time—to—time when, in the Council's judgment, revision is warranted by

economic conditions or changes in the program of services that accompany Agency Membership. In the event of any increase in Agency Membership service fees, all Agency Members affected by such an increase shall be given no less than (12) months advance notice of the amount of the increase. The Executive Council shall also have the power to remit all or any part of the fees herein specified upon such conditions as it may determine, and to establish a schedule of charges for services rendered by the Headquarters Office of the Association in excess of those regularly provided under the schedule of service fees adopted under this Article.

ARTICLE 6- Elected Officers

Section 1 Elected Officers

The elected officers of the Association shall be the President, the President-Elect, and the immediate Past-President, and shall be nominated, elected and qualified for office in the manner provided for by Article 10. The President-Elect and the immediate Past-President shall also serve as Vice-Presidents of the Association for corporate legal purposes.

Section 2 Term of Office

The term of office of the President and the President-Elect shall be for one (1) calendar year. The President-Elect shall automatically succeed to the Office of President, after having served a one-year term as President-Elect. In the event the President-Elect serves as Acting President because of a vacancy in that office, this individual shall continue in office as President for the calendar year.

Section 3 Vacancies

The President-Elect shall serve as Acting President for the unexpired portion of the President's term in the event of a vacancy in the presidency. In the event of a vacancy in the office of President-Elect, the Executive Council shall elect one of its members to serve as President-Elect and corporate Vice-President of the Association.

Section 4 Duties

The President shall conduct the business of the Association in accordance with these Bylaws and rules and shall act as Chairperson of the Executive Council. The President shall preside at all business sessions and shall appoint all committees, other than committees of the Executive Council.

ARTICLE 7- Executive Council

Section 1 -Composition

The Executive Council shall consist of a minimum of fourteen (14) members including the President, the President-Elect, the immediate Past President, one Regional Member from not more than four (4)

recognized Regions, and seven (7) at-large positions that will be appointed by the Executive Council. Members of the Executive Council shall be nominated, elected, and qualified in the manner provided for by Article 10. Members-at-Large shall be nominated, elected, and qualified in the manner provided for by Article 10. Regional Members shall be elected by procedures adopted by each Region.

Section 2 .Authority and Responsibility

The Executive Council shall be responsible for the conduct of the business of the Association during the interim between business meetings of the membership. It shall be the duty of the Executive Council to establish and maintain a permanent Headquarters Office, to employ an executive director and provide for such other assistants as may be necessary, and for whose compensation funds are available, and to carry out the objectives and purposes of the Association. The Executive Council shall also provide for the proper custody and disbursement of available funds of the Association, shall require or secure in its discretion adequate and sufficient bonds for the protection of the funds, and may authorize the executive director to sign payrolls and expense vouchers necessary to maintain and support the Headquarters Office.

Section 3 .Terms of Office

The terms of the Executive Council members shall be for three years, except as otherwise provided hereafter. The terms of members of the Executive Council shall be on a calendar year basis, beginning on January 1 of the year following their election and terminating on December 31 of the year in which their terms expire.

Section 4 .Vacancies

A vacancy on the Executive Council may be filled by action of the remaining members of the Council. A vacancy in a Regional Membership of the Executive Council shall be filled temporarily by action of the presiding officer of the affected Region until the next regularly scheduled Regional election, when the unexpired term of such a vacancy shall be filled.

Section 5 .Meetings

The Executive Council shall meet at such times and at such places as it may elect. Notice of such meetings shall be given to each member of the Executive Council by the President, but no failure in delivery of such notices shall invalidate the meeting or any proceeding thereat. In the absence of the President and the President-Elect from such meetings, the Executive Council shall appoint one of its members as temporary Chairperson.

Section 6 .Quorum

At any meeting of the Executive Council, a majority of voting members shall constitute a quorum for the transaction of the business of the Association and any such business transacted shall be valid provided it is passed upon by a majority of votes present.

Section 7 -Transition

Nothing in this Article shall be construed to prevent incumbent members of the Executive Council, duly elected at the time of the adoption of these Bylaws, from completing the terms of office for which they have been elected. The Executive Council shall adopt such other rules and procedures, as it may deem appropriate to facilitate the transition to these Bylaws.

ARTICLE 8- Executive Committee

Section 1 .Composition

The Executive Committee shall consist of the President, the President-Elect, and the immediate Past-President.

Section 2 .Quorum

A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee.

Section 3 .Authority and Responsibility

The Executive Committee may act in place and instead of the Executive Council between Executive Council meetings on all matters, except those specifically reserved to the Executive Council by applicable law or by these Bylaws, pursuant to delegation of authority to the Executive Committee by the Executive Council. Actions of the Executive Committee, not otherwise authorized by Executive Council policy, shall be reported to the Executive Council for ratification by mail or at the next Executive Council Meeting.

ARTICLE 9- Executive Director and Staff

Section 1 Appointment

The Executive Council shall appoint an executive director who shall be the executive officer of the Association and shall serve as its Secretary and Treasurer.

Section 2 .Duties

The executive director shall record the proceedings of the Association and of the Executive Council, and shall have charge of the Headquarters Office, and branch offices, and staff, subject to the general direction of the Executive Council. The executive director, subject to the direction of the Executive Council shall collect and disburse the monies of the Association and render a report of all such receipts and disbursements at the annual meeting, or at other times upon demand of the Executive Council. The

executive director shall, subject to the approval of the Executive Council, arrange for an annual audit of the books and records of the Association by a reputable firm of certified public accountants, and shall forthwith make available to the Executive Council the report of such audit.

Section 3 Authority

The executive director shall be the Chief Executive of the Association responsible for all management functions. The executive director shall manage and direct all activities of the Association as prescribed by the Executive Council and shall be responsible to the Executive Council. This person shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. As executive director, this person shall define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as shall, in the executive director's judgment, be in the best interests of the Association.

ARTICLE 10- Nominations and Voting

Section 1 Qualifications

To be nominated, elected, and to continue to hold office as President, President-Elect, or a member of the Executive Council, an individual must be and have been an individual or a staff member covered by an Agency membership for no less than three (3) years, have demonstrated a commitment to the Association through service at any level and be willing to contribute actively of time and talents to the objectives of the Association.

Section 2 -Nominations and Balloting for President-Elect

A nominating committee consisting of five members shall be appointed with the immediate Past-President serving as the chairperson of the committee. Not later than 120 days prior to the annual business meeting, the nominating committee shall present to the President a slate of at least one (1) candidate for President-Elect. Upon receipt of the slate of candidates, the President shall publicize the slate of candidates submitted by the nominating committee. In addition to those candidates selected by the nominating committee, petitions nominating additional candidates shall be permitted and be valid, if signed by a total of fifty (50) Agency and/or Individual Members and/or Honorary Life Members and received by the executive director not later than ninety (90) days prior to the date of the annual business meeting. Not later than forty-five (45) days prior to the date of the annual business meeting, the executive director shall mail or provide electronically to all voting members a brief biographical sketch from material submitted by each candidate, a statement submitted by each candidate, and a ballot for voting. Any ballots received by the executive director fifteen (15) days prior to the date of the annual business meeting shall be validated and counted in accordance with procedures established by the Executive Council. To be elected, a candidate must receive a plurality of votes cast for President-Elect.

Section 3 Nominations and Balloting for Executive Council

The nominating committee shall develop a slate of at least one (1) candidate for all expiring or unfilled Executive Council positions, except the regional representatives and president-elect. The slate of candidates would be submitted to the Executive Council and all individuals on the slate of candidates who

receive a majority of the votes cast by members of the Executive Council would be elected to the Executive Council. All individuals who are approved by the Executive Council will begin serving a three-year term on January 1 of the year following their election.

Section 4 – Eligibility and Procedures

Except as otherwise may be provided, all members shall have a voice in the proceedings of the Association. The Executive Council may provide for a vote of the Association by mail ballot or electronic ballot in connection with any matter on which action by the membership is desirable at any time.

Except as otherwise may be provided in these Bylaws, all matters requiring a vote of the members shall be decided by a majority vote of the Agency, Individual, and Honorary Life Members present and voting. Each Agency Covered Staff Member, and each Individual Member and Honorary Life Member shall have one vote. At business meetings, voting shall be by voice or by ballot, as the voting membership shall determine.

ARTICLE 11- Meetings

Section 1 Annual Meeting

The Association shall meet annually at a time and place designated by the Executive Council.

Section 2 Notice of Meetings

The Executive Council shall give thirty days (30) written notice to members of the Association of such dates and places as may be determined for the annual business meeting.

Section 3 Quorum

At an annual meeting of the International Public Management Association for Human Resources, a quorum shall consist of 50 members.

Section 4 Cancellation of Meetings

The Executive Council may postpone or suspend any scheduled meeting of the Association when necessary because of exceptional circumstances, but shall notify the membership of the reasons for such a postponement or suspension.

Section 5 Rules of Order

The meetings and proceedings of the Association shall be regular and controlled according to Robert's Rules of Order (Revised) for Parliamentary Procedure, except as may be otherwise approved by these

Bylaws.

ARTICLE 12 – Amendments

Amendments to any provision of these Bylaws may be proposed to the membership by a majority vote of the Agency Covered Staff Members, Individual, and Honorary Life Members present and voting at a regular annual business meeting of the Association, and shall become a part of the Bylaws when ratified by a majority of the votes cast in a mail ballot or electronic ballot of Agency Covered Staff Members, Individual, and Honorary Life Members; provided that members of the Association shall be furnished with written copies of any amendment to be considered by an annual business meeting at least thirty (30) days prior to the date of such meeting. In conducting any mail or electronic ballot under this provision, at least three (3) weeks must elapse between the distribution of the ballot and the final count of the votes.