

## **Bylaws of the International Public Management Association for Human Resources -- Oregon Chapter**

### **ARTICLE I – Name and Geographic Area**

Section 1 - This chapter shall be known as the “Oregon Chapter of the International Public Management Association for Human Resources.”

Section 2 - The geographical area covered by this chapter shall be the following: the entire state of Oregon and Clark County, Washington.

### **ARTICLE II – Organizational Purpose and Objectives**

The chapter is organized and operated exclusively for charitable and educational purposes. Subject only to the limitations stated in the Articles of Incorporation, the purposes of the corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Section 65 of the Oregon Revised Statutes (or its corresponding future provisions).

No part of the net earnings of the chapter shall inure to the benefit of, or be distributable to its members, officers or other private persons, except that the organization shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the Articles of Incorporation or these bylaws, the chapter shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The objectives of this chapter shall be as follows:

1. To provide a forum for persons engaged in public personnel administration to discuss their current problems and to provide a medium for their mutual self-improvement;
2. To implement the objectives and programs of the International Public Management Association for Human Resources (hereinafter “IPMA-HR”) within the chapter area;
3. To explain and interpret the objectives and methods of personnel administration to the general public, civic groups, government officials and employees; and
4. To encourage and facilitate cooperative action among public jurisdictions and private employers within the chapter area on personnel problems of mutual concern.

### **ARTICLE III – Chapter Membership**

Section 1 - Membership in the chapter shall be open to any person within the chapter area who is a member of IPMA-HR. Chapter membership, with no IPMA-HR membership privileges, shall also be available to any person who an IPMA-HR member who is in support of the objectives and programs of this chapter and IPMA-HR,

### **ARTICLE IV – Chapter Officers and Board of Directors**

Section 1 - The Officers of the chapter shall consist of a President, a Vice President, an Immediate Past President, a Secretary and a Treasurer.

Section 2 - The management of the chapter's affairs and the development and guidance of its program of activities shall be the responsibility of the Board of Directors of the chapter. The board shall have minimum of seven members, consisting of the five chapter officers, together with at least two additional board members elected from the chapter membership. The term of office of chapter officers shall be for two years commencing January 1 of even numbered years, or until their successors have been elected and installed. Other members of the Board shall be elected to one-year terms commencing January 1 of even numbered years, or until their successors have been elected and installed.

Section 3 - At least thirty days prior to the expiration of the terms of the officers and other members of the board, the President shall appoint a nominating committee of their members. This committee shall present to the membership its nomination of the chapter officers and board members. The report of the nominating committee shall be voted on by the membership at a chapter meeting, or the Board may also adopt an election calendar permitting the membership to elect officers electronically.

Section 4 - All members of the chapter are actively encouraged to participate in the affairs of the chapter. On matters calling for a decision by the chapter membership, voting shall be by voice, paper or electronic ballot as the board may determine appropriate.

### **ARTICLE V – Duties of Officers and Directors**

Section 1 - The President shall preside at all meetings of the chapter and the Board of Directors. The President shall appoint the nominating committee, and any other committees as the board may deem necessary or appropriate for carrying on the activities of the chapter.

Section 2 - In the absence of the President or by the President's temporary incapacity to serve, the Vice-President shall exercise the functions covered in Section 1 of this article.

Section 3 - The Secretary shall be responsible for keeping the minutes of the chapter, including board meetings. The Secretary or someone assigned by the board shall be responsible for maintaining membership records of the chapter, for notifying members of

chapter meetings, and for submitting an annual report of the chapter's activities to IPMA-HR containing a summary of chapter activities, new officers, and a financial report.

Section 4 - The Treasurer shall be responsible for the receipt, custody, and disbursement of chapter funds, subject to the control and review of the board. The Treasurer shall prepare and submit to the board and make available to members an annual financial report, and shall submit such other reports as the board may require. The President annually shall appoint an auditing committee of three members to audit the Treasurer's accounts, and the report of this committee shall accompany the Treasurer's annual financial report.

Section 5 - The Board of Directors shall hold regular meetings at a time and place determined by the Board of Directors for the purpose of reviewing the activities of the chapter, developing plans for future activities, and for considering other matters brought to the attention of the board by any chapter officer or member. No other notice of the date, time, place or purpose of the meetings is required.

Section 6 - The President may call a special meeting of the board by providing 24 hours' notice to board members of the date, time, location and purpose of the meeting, and such notice may be provided to each board member in person, by telephone, or by electronic mail.

Section 7 - A quorum at a board meeting shall be a majority of board of directors, or if no number is prescribed, a majority of the number in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the board members present, except as otherwise provided by these bylaws. Where the law requires a majority vote of the directors in office to establish committees to exercise board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, or to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 8 - Any regular or special meeting of the board may be conducted through use of any means of communication by which all board members participating may simultaneously hear each other during the meeting.

Section 9 - If a chapter officer or director should resign or be unable to discharge the duties of his/her office and if the unexpired portion of the term is 90 days or longer, the Board of Directors shall call a special election to fill the vacancy. If the unexpired portion of an officer's term is fewer than 90 days, the Board of Directors shall designate a board member to discharge the duties of the office for the remainder of the officer's term. A vacant director's position with fewer than 90 days remaining in his/her term need not be filled, at the discretion of the Board of Directors.

Section 10 - If a chapter director has three or more unexcused absences for scheduled board meetings, the board may declare a position vacant and appoint a member to fill the vacancy for the remainder of the replaced director's term.

Section 11 - The Board of Directors shall maintain any other documentation necessary to continue non-profit status with the State of Oregon and the Internal Revenue Service.

## **ARTICLE VI – Conflicts of Interest**

In the event that an officer or other director has a financial or personal interest in any matter coming before the board, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested board members determine that it is in the best interest of the chapter. The minutes of the meeting at which such vote is taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE VII – Chapter Meetings**

Section 1 - At least four (4) regular meeting of the chapter shall be held annually. The President shall establish the time and place of all chapter meetings, and the Secretary or designee shall notify the members.

Section 2 - At any chapter meeting held for the purpose of transacting chapter business, a quorum shall consist of 30% of the number of members of the chapter. No quorum shall be required for any chapter meeting at which no chapter business is to be conducted.

Section 3 - Except as herein provided, "Roberts' Rules of Order" shall govern the proceedings of a chapter meeting.

## **ARTICLE VIII – Chapter Dues**

Section 1 - Chapter dues shall be set with consideration for attracting and retaining membership and maintaining the financial stability of the chapter.

Section 2 - The Board of Directors of the chapter shall establish the annual dues for chapter membership. Dues shall be for a calendar or fiscal year, provided, however, that twelve (12) months' notice shall be provided for any change from the current basis.

Section 3 - A change in dues may be made by a majority vote of the board, provided that any increase in dues shall be effective at the beginning of the next membership year.

## **ARTICLE IX – Indemnification**

Section 1 - Pursuant to the Articles of Incorporation, the chapter indemnifies its directors, officers, employees, and agents for liability and related expenses under ORS 65.387 through 65.414 inclusive.

## **ARTICLE X – Amendments**

Section 1 - Proposed amendments to these bylaws may be initiated by action of the Board of Directors or upon written petition signed by at least ten members of the chapter. Amendments initiated by petition shall be addressed to the President for submission to the chapter membership.

Section 2 - Before any amendments to these bylaws are formally presented to the chapter membership for consideration, the Secretary shall submit the proposed amendment or amendments to the Secretariat of IPMA-HR, with a request that the proposed bylaw change(s) be reviewed for conformity with the association's policies as established by the Executive Council. Action on any proposed amendment shall be taken after a response to a request for review has been received by the chapter.

Section 3 - Any amendments to these bylaws deemed by the Executive Council to be in conflict with the objectives or policies of IPMA-HR shall be referred back to the chapter board for reconsideration and modification by the chapter, and resubmittal to IPMA-HR.

Section 4 - Proposed amendments shall be transmitted by the Secretary to the members in writing or electronically at least thirty days in advance of the date on which they are to be voted on by the members. In the case of proposed amendments initiated by petition, the text of the amendment may be accompanied by the recommendation of the Board of Directors. Election results shall be reported to the Secretary or designee, who shall tally the ballots. The Secretary shall certify the adoption of the proposed amendments.

#### **ARTICLE XI – Dissolution**

In the event the Chapter Board finds it necessary to dissolve, any remaining funds and/or assets of the chapter will be turned over to IPMA-HR, provided such organization at the time of disposition of assets meets the requirements of Section 501(c)(3) of the Internal Revenue Code. In the event IPMA-HR does not meet said requirements, any remaining funds and/or assets of the chapter shall be turned over to the State of Oregon.

#### **ARTICLES XII – Chapter Liabilities**

IPMA-HR is not responsible for any liabilities the chapter may incur.

#### **ARTICLE XIII – Effective Date**

Amendments to these bylaws shall be deemed effective upon certification by the Secretary of the election results. Upon adoption, the revised bylaws shall be filed with the Office of the State of Oregon Attorney General, as required by law.

#### History of Bylaws

Adopted July 2000  
Amended November 2004  
Amended February 2012  
Amended September 2012  
Amended March 2013  
Amended January 2014  
Amended January 2015  
Amended October 2017  
Amended March 2018