



**College and University Professional
Association for Human Resources**

Association Bylaws

Approved during annual business meeting, October 9, 2018

Approved by Board of Directors, April 29, 2018

Article I. Name/Organization

The College and University Professional Association for Human Resources (the association) shall consist of one international organization representing the entire body of membership including such regional and chapter organizations as may be accredited by the board of directors, hereafter referred to as "Association."

Article II. Purpose

The Association serves higher education by providing the knowledge, resources, advocacy and connections to achieve organizational and workforce excellence.

The association is organized and is to be operated exclusively for charitable and educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any further United States Internal Revenue law) (the Code). The association shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under these statutes.

- The purposes will be accomplished through the strategic priorities outlined on the association's website.

Article III. Membership

The association's national board shall establish membership categories which it shall publish on the association's Web site.

Dues and Fiscal Year

Annual dues for all members shall be due on July 1 of each year and shall be for the fiscal year. Dues of members shall be fixed by the board of directors. The fiscal year shall be from July 1 through June 30.

Article IV. Board of Directors

Section 1. General

The affairs of the association shall be governed by a board of directors consisting of: the chair of the national board of directors, the chair-elect; the past chair; the treasurer; four (4) regional directors and seven (7) at large directors. The number of at large directors may be adjusted by the board to as few as five (5) and as many as nine (9) based on association needs. The association's president and chief executive officer is an ex-officio member of the board but shall have no right to vote. Members of the president and chief executive officer's staff and others may attend meetings of the board of directors upon invitation of the president, but shall have no right to vote. All members of the board shall receive minutes of the board meetings.

Section 2. Election and Tenure

- A. No later than May 31 of each year, and in no situation less than thirty (30) days prior to the annual meeting, each region's board will select one (1) member to serve on the association's board. The selection process for regional directors shall be at the discretion of each region. Seven (7) at large board members will be selected from the association's members. The at large board members will be elected no later than May 31 of each year, and in no situation less than thirty (30) days prior to the annual meeting.
- B. Each regional member shall hold office for a three-(3) year term. The member must serve concurrently on his or her region's board. The at-large members shall each serve a three-(3) year term.
- C. Each director shall hold office until his or her successor shall have been duly elected and shall have qualified. Directors need not be residents of Illinois.

Section 3. Vacancies

The association's board shall establish procedures to address board vacancies which it shall publish on the association's Web site.

Section 4. Meetings

The board of directors shall meet at the call of the chair of the national board, and a majority of the membership of the board shall constitute a quorum for the purpose of transacting business. The board may designate in board policy that certain actions will require approval of a two-thirds majority of the board.

Section 5. Committees and Communications

Regional directors, who represent each of the regions, may serve on standing and ad hoc committees. Directors submit reports on region activities, and shall assist in promoting association activities and initiatives in their respective regions. The regional directors are also responsible for reporting board activities to their region's board.

Section 6. Responsibilities of the Board of Directors

- A. Establish the association's mission and strategic plan.
- B. Select and support the association's president and chief executive officer, negotiate the president and chief executive officer's contract and renewal if appropriate, and review performance annually.
- C. Provide proper financial oversight including development of an annual budget and the implementation of proper financial controls.
- D. Ensure adequate resources to fulfill the association's mission.
- E. Ensure legal and ethical integrity and maintain accountability.
- F. Recruit and orient new board members and assess board performance.
- G. Promote the association within the higher education and human resources communities.

Section 7. Chapters

The board of directors may authorize the formation of CUPA-HR Chapters pursuant to uniform procedures developed and approved by the Board.

Article V. Officers

Section 1. Enumeration

The officers of the association shall be a chair, chair-elect, past chair, secretary, and treasurer.

Section 2. Election and Qualification

The association's board shall establish election procedures for the board chair-elect, and the treasurer and make these procedures available via the association's Web site. The association's president and chief executive officer is designated as the secretary of the board. Annual candidate declaration procedures and deadlines will be publicized to all members. The association's board shall establish officer qualifications which it shall publish on the association's Web site.

Section 3. Term of Office

The term of office for treasurer shall be three years.

The board chair, chair-elect, and past chair shall serve one-year terms beginning on July 1 of the year for which they were elected to serve.

Section 4. Duties of Officers

- A. The chair of the board of directors serves as the chief volunteer of the association and partners with the association's president and chief executive officer in achieving the association's mission. The board chair provides leadership to the board of directors, which sets policy. The association's president and chief executive officer is accountable to the board of directors. The board chair also chairs meetings of the board after developing the agenda with the association's president and chief executive officer and helps guide and mediate board actions with respect to organizational priorities and governance concerns.

The board chair-elect shall serve as aide to the board chair, and shall assume all board chair duties in the absence of the board chair.

- B. The board past chair shall act as advisor to the board chair and the board to ensure continuity of leadership.
- C. The treasurer shall ensure that the association operates on sound fiscal principles. The treasurer shall present to the board of directors the association's annual budget and periodically report on the association's fiscal status. The treasurer shall recommend to the board of directors all fiscal policies and operating procedures. The treasurer serves as chair of the Budget and Finance Committee.
- D. The secretary shall keep a record of all proceedings of the board of directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the records of the corporation; and perform all duties incident to the office of a secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. The President and CEO serves as secretary.

Section 5. President and Chief Executive Officer

The president and chief executive officer shall be appointed by the board of directors and shall be responsible for representing the association, the board and the higher education HR professional community that the association represents. The president and chief executive officer shall be responsible for the administration and day-to-day operations of the association, its national office and the conduct of association activities consistent with the mission, strategic priorities, work and values of the association. The president and chief executive officer shall report annually to the board of directors and make such other reports necessary to support board activities. The president and chief executive officer is an ex-officio non-voting member of the board and shall serve at the pleasure of the board of directors or for such term as the Board of directors may determine.

Article VI. Meetings

Section 1. Association Annual Meetings

The association shall meet annually at a time and place designated by the board of directors. Sixty (60) days' notice shall be given by the association's president and chief executive officer to members of the association of such dates and places as may be determined for the annual meeting. Except as provided elsewhere in these bylaws, a majority vote of members present and voting at a properly called meeting shall be sufficient to carry any matter before the association. Each member institution receives one vote that will be cast by the key representative or the key representative's delegate from the member institution. Member institutions that have no representatives present at a meeting shall not have the right to send a vote by proxy to the meeting.

Meetings of the association may be postponed or suspended by the board of directors when necessary because of exceptional circumstances, but notification of such postponement or suspension and the reason therefore shall be given to the membership whenever possible at least thirty (30) days in advance of the date on which the meeting of the association ordinarily would be held.

Except as herein provided "Robert's Rules of Order as Revised" shall govern the proceedings of the association during the annual meeting.

Article VII. Provision for Dissolution

Upon the dissolution of the association, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the association including payment of the appropriate business expenses related to association operations, dispose of all the assets of the association exclusively for the purposes of the association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations described under section 501(c)(3) of the Code as the board of directors shall determine.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, or the equivalent thereof, of the county in which the principal office of the association is then 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.

Article VIII. Amendments

Any provision in these bylaws may be amended by a two-thirds majority vote of members present and voting at the regular annual business meeting of the association, or by a two-thirds majority of the votes cast in the event of a ballot, provided that members of the association have access to any proposed amendment or amendments at least thirty (30) days prior to the closing date for receipt of votes as expressed in the proposed amendment(s) provided to members. Notice to members of the association may be delivered via posting on the official

CUPA-HR website, by email distribution to all members or by written distribution to members. If notification via posting on the website is selected, members will be alerted with an email directing them to the site.

Article IX. Indemnification and Insurance

- A. The association may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the association) by reason of the fact that he or she is or was a director, officer, employee or agent of the association, or who is or was serving at the request of the association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the association, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

- B. The association may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the association to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the association, or is or was serving at the request of the association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the association, provided that no indemnification shall be made in respect of any claim issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the association, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses as the court shall deem proper.

- C. To the extent that a director, officer, employee or agent of the association has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding

referred to in paragraphs A and B of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

- D. Any indemnification under paragraphs A and B of this Article (unless ordered by a court) shall be made by the association only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs A and B of this Article. Such determination shall be made (i) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.
- E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the association in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the association as authorized in this Article.
- F. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G. The association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the association, or who is or was serving at the request of the association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the association would have the power to indemnify such person against such liability under the provisions of this Article.
- H. If the association has paid indemnity or has advanced expenses under this Article to a director, officer, employee or agent, the association shall report the indemnification or advance in writing to the members entitled to vote with or before the notice of the next meeting of such members.

Article X. Methods of Voting

Regions and the Association are at liberty to utilize any method of communication approved by majority vote of their board to conduct elections (including nominating procedures) or to vote on bylaws changes. Such methods may include, but not be limited to, voice votes, secret ballots, email ballots, written ballots, mail ballots, or a combination thereof. Where specific reference is made herein to ballot type, this provision shall take precedence.