

**NORTHERN CALIFORNIA CHAPTER  
INTERNATIONAL PUBLIC MANAGEMENT ASSOCIATION – HUMAN  
RESOURCES  
BYLAWS**

ARTICLE I

Name and Geographical Area

Section 1. This Chapter shall be known as the “Northern California Chapter of the International Public Management Association – Human Resources”.

Section 2. The geographical area covered by this Chapter shall include the Counties of Alameda, Contra Costa, Marin, San Francisco, San Mateo, Sonoma, Santa Clara, Monterey and Napa, California, and surrounding areas.

ARTICLE II

Activities

The activities of the Northern California Chapter of the International Public Management Association – Human Resources (NCCIPMA-HR) shall be nonpolitical, nonsectarian, and nonprofit. NCCIPMA-HR is organized exclusively for educational and training purposes. No part of the net earnings of the Chapter shall insure to the benefit of, or be distributable to its Board, officers, members, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to further the purposes of the Chapter. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, and the Chapter shall not participate in any political campaign on behalf of any candidate for public office.

ARTICLE III

Dissolution

On the event of dissolution of the Chapter or the discontinuance of its activities, the Board shall, after making payment of all liabilities of the Chapter, dispose of all the assets of the Chapter to one or more organizations which at the time qualify as exempt organizations (under Section 501(c)(3) of the Internal Revenue Code of 1954) and that further the aims of the Northern California Chapter of the International Public Management Association-Human Resources (NCCIPMA-HR).

Upon the winding up and dissolution of this association, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational or scientific purposes, and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954.

Notwithstanding any other provisions of these articles, the association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE IV  
Objectives

As a nonprofit organization, the objectives of this Chapter shall be as follows:

1. To render a program of service to individual members that fosters their professional competency and career growth.
2. To further develop and refine the ethical and professional basis upon which the human resources profession is founded.
3. To render a program of service to the employees within the Chapter Area that enables them to more readily exchange information, coordinate action, and in general profit from the collective experience of their Area neighbors.
4. To explain and interpret the proper role of human resources to those upon whom it impacts, such as: management, employees, public officials, and the citizenry served.
5. To cooperate with the International and the other local Chapters of IPMA-HR to provide for a coordinated national and international professional role.

ARTICLE V  
Chapter Membership

Section 1. Membership in this Chapter shall be open to any person, regardless of race, religion, color, sex, sexual orientation, age, national origin, disability, or any other protected category as defined by federal and state law, who is interested in improved human resources administration in accordance with the principles of the merit system in public employment, subject to the membership qualifications contained in this Article.

Section 2. Types of Membership. There shall be three types of membership in this Chapter: Full/Life, Honorary, and Student.

- a. Full/Life Members shall be persons who are employed in or for an agency with responsibility in human resources management work; or who are employed as instructors and teach human resources administration; or persons with an interest in the human resources field. Full/Life members have voting rights.

- b. Honorary Members shall be persons recognized for life by the Chapter for their contribution to the human resources field. Honorary members have voting rights.
- c. Student Members shall be full-time students interested in the field of Human Resources. Student members have no voting rights and are not eligible to serve on the Board of Directors.

Section 3. Any person wishing to become a member of this Chapter shall submit an application to a person designated by the Board.

Section 4. Upon nomination by the Board of Directors of the Chapter and a majority vote of the full members present at the Chapter meeting, persons of acknowledged eminence for their contribution to public human resources administration may be elected to honorary membership in the Chapter.

## ARTICLE VI

### Dues

Section 1. Chapter dues for Full/Life and Student members shall be established on an annual and lifetime basis by the Executive Board. Honorary life members shall be exempt from payment of dues. As part of Chapter membership, all Full/Life members become national affiliate members of International Public Management Association-Human Resources (HR), if not a dues paying member of National IPMA-HR.

Section 2. Non-payment of dues after the membership year shall be considered as equivalent to resignation from the Chapter.

## ARTICLE VII

### Chapter Officers and Board of Directors

Section 1. The officers of this Chapter shall consist of a President, a Vice-President, a Secretary, and a Treasurer. The President and Vice-President shall be required, as a condition of office, to maintain membership in good standing in the Chapter and in the International Public Management Association-HR. A member in good standing is defined as one whose employer is a member of IPMA-HR or who is an individual member of IPMA-HR.

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 consist of the chapter officers and immediate past president, together with six-eight additional Board members elected from the Chapter membership at large.

Section 3. The President shall have the responsibility of providing for an orderly election process for the election of a new Board every other year. Such process shall be written

and shall ensure Board participation in the nomination process, and the selection itself will be by polling of the full membership via individual ballot distributed to each current member.

Section 4. The Board shall have the authority to adopt administrative instructions whenever it is deemed desirable, to provide more detailed operating procedures than are appropriate for the Bylaws. Such administrative instructions shall be submitted as a written plan and shall require majority vote of the full Board to enact or change.

Section 5. The official term of officers and members of the Board of Directors shall be from July 1 through June 30 of the second year. Terms of office are for two consecutive years. However, newly selected Officers and members are expected to attend the outgoing Board's meetings for the preceding months of May and June, the intent being to provide continuity to the succession process.

## ARTICLE VIII

### Duties of Officers and the Board of Directors

Section 1. The President shall preside at all meetings of the Chapter and of the Board of Directors. The President shall appoint all such committees as may be required by the Board to carry out Chapter business. Committees and liaison persons appointed by the President may not hold office beyond the term of incumbency of the President. Finally, the President shall submit an annual Calendar of Chapter Events and Activities to the Chapter membership and to the International Public Management Association-HR.

Section 2. In the absence of or temporary incapacity of the President, the Vice-President shall exercise the functions covered in Section 1 of this Article. Additionally, the Vice-President shall serve as Board liaison with the Chair(s) of any committee(s) appointed by the President, dealing with the subject of training.

Section 3. The Secretary shall be responsible for keeping the Board minutes and agendas, for notifying members of Chapter meetings and elections, for recording all other activities of the Chapter, and for maintaining such other non-financial records as may be assigned by the President.

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 members an annual financial report and shall submit such other reports to the Board as the Board may require. The President shall annually appoint an auditing committee of three members, who are not current officers of the Association, to audit the Treasurer's accounts, and the report of this committee shall accompany the Treasurer's annual financial report.

Section 5. The non-officer members of the Board shall be responsible to attend Directors' meetings, and to accept such assignments as may be made by the President to advance the purposes of the Chapter. This shall include liaison assignments to standing

committees. One such liaison assignment shall be to the Membership Committee. That Board appointee shall be responsible to work with the Membership Committee to promote membership and to ensure a current listing of the membership is at all times maintained. The liaison post shall be called Membership Coordinator.

Section 6. The Board of Directors shall meet at the call of the President, and such meetings shall be held, in general, monthly, and in no event less than quarterly. Board meetings shall be for the purpose of reviewing the activities of the Chapter, for developing plans for future activities, and for considering other matters brought to the attention of the Board by the Chapter officers or by the Chapter membership. A quorum sufficient to conduct business shall consist of a majority of the Board.

Section 7. If any officer of the Board should become unable or unwilling to discharge the duties of their office, they may choose to resign or, failing that, they may be removed from office by two-thirds vote of the remaining Board. In the event such a vacancy arises on the Board, the remaining members shall meet and select a replacement from among the non-officer members of the Board. That Board member shall then be replaced from among current Chapter members who meet the requirements needed to fill the vacated office. All Board members appointed in this manner shall then serve for the duration of that term of office.

Section 8. If any non-officer of the Board should become similarly unable or unwilling to continue, they shall be replaced from the Chapter membership as indicated in Section 7.

## ARTICLE IX Chapter Meetings

Section 1. Regular meetings of the Chapter shall be held at least once annually. The President shall set the time and place of Chapter meetings, and the Secretary shall notify the members.

Section 2. At any meeting held for the purpose of transacting Chapter business, a quorum shall consist of at least 20 full members of the Chapter.

Section 3. Except as herein provided, Robert's Rules of Order shall govern the proceedings of the Chapter.

## 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 30% of the members of the Chapter. Amendments initiated by petition shall be addressed to the President for submission to the Chapter membership.

Section 2. Amendments of these Bylaws shall be distributed with a ballot and shall require the affirmative vote of two-thirds of those eligible members returning ballots. Amendments shall become effective immediately upon adopting, unless otherwise specified in the amendment.

Section 3. Whenever the Bylaws of the Chapter are amended, the Secretary shall prepare a revised draft of the Bylaws incorporating such amendments and shall transmit a complete copy of the revised Bylaws to the office of the International Public Management Association-HR. Any such amendment to the Bylaws shall be subject to approval by the Executive Council of the International Public Management Association-HR.

ARTICLE XI  
Effective Date

These Bylaws shall be submitted following adoption by the group organizing itself as a Chapter for approval by the Executive Council of the International Public Management Association-HR and shall become effective upon approval by the Executive Council.

(Amended September 1991)  
(Amended February 1995)  
(Amended March 2010)