

**SAN DIEGO CHAPTER
INTERNATIONAL PUBLIC MANAGEMENT ASSOCIATION FOR
HUMAN RESOURCES (IPMA-HR)
BY-LAWS**

**ARTICLE I
NAME AND LOCATION**

SECTION 1.

This Chapter shall be known as the "San Diego Chapter" (SDIPMA-HR) of the International Public Management Association for Human Resources (IPMA-HR)

SECTION 2.

The geographical area covered by this Chapter shall be San Diego and Imperial Counties, California, USA.

**ARTICLE II
OBJECTIVES**

SECTION 1.

The objectives of this Chapter shall be as follows:

- To foster and develop interest in sound public human resources administration;
- To encourage affirmative programs that guarantee equal employment opportunity to all individuals;
- To encourage in the field of human resources administration the utilization of the most advanced technologies by (1) providing a structure for developing and promulgating specific human resources administration programs; (2) disseminating information to individual members; and (3) exchanging and coordinating ideas among the various members of the Chapter.
- To alert the members to relevant pending legislation, developing position papers, where necessary, and reviewing existing laws and regulations affecting their interests;
- To render a program of services and assistance to human resources organizations in meeting administration and technical problems;

- To provide a forum for all public human resources professionals; and
- To provide its members who are either actively engaged or studying in the field of human resources administration with encouragement, assistance and programs designed to provide for their professional growth and development.

ARTICLE III MEMBERSHIP

SECTION 1.

Membership in this Chapter shall be open to any person within the Chapter area who is a member of the International Public Management Association for Human Resources (IPMA-HR). Chapter membership, with no International Public Management Association for Human Resources (IPMA-HR) privileges, also shall be available to any person who is not a member of the International Public Management Association for Human Resources (IPMA-HR) but who is in support of the objectives and programs of the San Diego Chapter and of the International Public Management Association for Human Resources (IPMA-HR).

SECTION 2. NON-LIABILITY OF MEMBERS

No member of this Chapter shall be personally liable for the debts, liabilities, or obligations of the Chapter.

SECTION 3. NON-TRANSFERABILITY OF MEMBERSHIPS

No member may transfer or sell a membership or membership rights. All rights of membership cease upon the member's death or termination from the Chapter.

SECTION 4. TERMINATION OF MEMBERSHIP

Membership shall terminate upon the following events:

(a) Failure of a member to renew his or her membership by paying dues on or before their due date. Such termination shall be effective thirty (30) days after written notification of delinquency is given personally or mailed to such member by the Vice President of the Chapter. A member may avoid such termination by paying the full amount of delinquent dues within a thirty (30) day period following the delivery or mailing of the written notification of delinquency.

(b) Direct solicitation of business or use of mailing lists for gain or profit without explicit written permission of the Board shall be considered grounds for termination of membership.

SECTION 5. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a member in the Chapter shall cease on termination of membership.

SECTION 6. REINSTATEMENT

A resigned member may be reinstated after paying all dues in arrears.

SECTION 7. MEMBERSHIP ROSTER

The Chapter shall keep and maintain a membership roster containing the name, address and admission date into the Chapter. Termination of membership of any member shall be recorded together with the date of termination. Such a roster shall be kept by the Vice President of the Chapter and shall be available for inspection by any member of the Chapter at any regular or special meeting conducted by the Chapter.

ARTICLE IV MEETING OF MEMBERS

SECTION 1. PLACE AND ORDER OF MEETINGS

Place of meetings: Meetings of members shall be held at least four times a year at such place as may be designated by Board of Directors.

Order of the Meeting: The order of business at the meetings of the members shall be as follows:

1. Call to order
2. Committee Reports
3. Unfinished/Old Business
4. New Business
5. Agenda Items of Next Meeting
6. Set Date, Time and Place of next meeting
7. Adjournment

SECTION 2. CHAPTER MEETINGS

President sets the time and place of the Chapter meetings, and the Board shall notify the members.

SECTION 3. SPECIAL MEETINGS

Persons Who May Call Special Meetings of Members. Special meetings of the members shall be called by the President of the Chapter or by the majority of the Board or by 20 or more of the members.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice. The Secretary of the Chapter shall send a written notice of the meeting to each member not less than ten (10) days prior to the date of the annual and regular meetings, and no less than 72 hours prior to the date and time of any other meeting.

(b) Contents of Notice. In the case of a special meeting, only the general nature of the business to be transacted will be in the notice. No other business may be transacted.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of 20 members of the membership. If the loss of a quorum, once established occurs, business may continue as long as at least 15 of the voting members are present, but no other new business shall be transacted at such meeting.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision voted on by a majority present at a duly held meeting at which a quorum is present is the act of the membership.

SECTION 7. VOTING RIGHTS

Eligibility to Vote: Persons entitled to vote shall be those who have been members of the Chapter for thirty (30) days prior to the date a matter is submitted to a vote. Each member shall be entitled to one vote.

Manner of Casting votes: Voting may be by voice or by ballot. Proxies are prohibited.

SECTION 8. CONDUCT OF MEETINGS

Meetings of the members shall be presided over by the President, or, in his or her absence, by the Vice-President of the Chapter, or in the absence of both people, by a member of the Board, or in the absence of all board members, a member at large who is chosen by a majority of the members present at the meeting. The Secretary of the Chapter shall act as Secretary of all meetings of the members, provided that in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the By Laws.

SECTION 9. ADJOURNMENT

Any meeting of the members may be adjourned by a vote of the majority of the members present at the meeting.

ARTICLE V OFFICERS AND BOARD OF DIRECTORS

SECTION 1. OFFICERS

The officers of this Chapter shall consist of a President, Vice-President, Past President, Secretary and Treasurer.

SECTION 2. BOARD OF DIRECTORS

The Board shall have ten members, consisting of the five Chapter officers, together with five additional Board members elected from the Chapter membership.

SECTION 3. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the By-Laws relating to action required or permitted to be taken or approved by the members of this Chapter, the activities and affairs of this Chapter shall be conducted and all powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. QUALIFICATION, ELECTION AND TERM OF OFFICE

Anyone who has been a regular member of the Chapter for at least sixty (60) days prior to the elections, and has paid their annual dues, is eligible to serve as an Officer or Director of this Chapter. Officers and Directors shall be elected by the membership at the annual meeting and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No person shall be elected to the same office for more than two (2) consecutive terms unless no other eligible member of the Chapter is willing to be a candidate for that office.

SECTION 5. DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors consists of members elected by the membership for the purpose of performing those functions and responsibilities that are proscribed in the By-Laws of the Chapter. The terms of office for the members of the Board of Directors shall be prescribed in the Chapter's By-Laws. The Board of Directors establishes broad objectives and goals for the Chapter, including programs, projects and budgets and sees that the affairs of the Chapter are conducted in a fashion that achieves these goals and objectives. The Board of Directors shall:

Conduct the business of the Chapter during the interim between business meetings of the membership;

Ensure that funds are available prior to incurring any financial obligation to carry-out the objectives and purposes of the Chapter;

Ensure the proper custody and disbursements of available Chapter funds, (Board members should require or secure at their discretion adequate and sufficient bonds for the protection of the funds and may authorize the Treasurer to pay bills necessary to maintain and support the Chapter's programs and projects).

SECTION 6. MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at such times and at such places that it may elect to conduct the necessary business of the Chapter.

SECTION 7. DUTIES OF THE PRESIDENT

The President of the Chapter is an elected officer who serves a one-year term as the Chapter's Chief Executive Officer. The President:

- Conducts the business of the Chapter in accordance with the Chapter By-Laws and serves as Chairperson of the Board of Directors;
- Presides at all business sessions;

- Appoints all committees, taking into consideration the recommendations of the Board of Directors;
- Serves as the chief spokesperson for the Chapter on all issues pertinent to the profession of public human resources administration and keeps the Board of Directors advised of statements relating to such matters for their information;
- Represents the Chapter and profession among the Chapter's members, the general public and other professional organizations;
- Maintains contact with the general membership of the Chapter;
- Receives, disseminates and responds, as appropriate, to memoranda from Association headquarters concerning legislative activity and/or Association organizational matters;
- Sets the agenda;
- Arranges for the annual audit of Chapter financial operations.
- Attends on behalf of San Diego IPMA-HR the annual Western Region Conference, annual IPMA-HR Leadership Conference & one National IPMA-HR Conference during a two year term.
- Contributes articles to the Chapter newsletter if Newsletter is being produced.

SECTION 8. DUTIES OF THE VICE-PRESIDENT

The Vice-President of the Chapter is an elected officer who serves a one-year term as the officer first in rank to the Chapter's President. The Vice-President:

- Serves as a Vice-President of the Chapter for corporate legal purposes;
- Serves as the acting President of the Chapter for the unexpired portion of the President's term in the event of a vacancy in the presidency;
- Performs specific assignments delegated by the President;
- Takes responsibility for membership promotion activity, maintains membership roster and forwards names and addresses of new chapter members to secretary and to the National IPMA-HR National Office;
- Contributes articles to the Chapter newsletter if Newsletter is being produced.

SECTION 9. DUTIES OF THE PAST PRESIDENT

The Past President is an officer who acquires this position by having just completed the term of President. If a Past-President is not willing to hold this office or serve a second term because the current President is in a second term, this position will be considered a Board Member that will be elected by the membership-at-large as provided in these bylaws. The Past President:

- Provides guidance to the current President for continuity;
- Contributes articles to the Chapter newsletter if Newsletter is being produced; and
- Performs special projects as assigned.

SECTION 10. DUTIES OF THE SECRETARY

The Secretary of the Chapter is an elected officer who serves a one-year term as the Chapter's official Recording Officer. The Secretary:

- Keeps all Chapter records, reports, and minutes of all meetings as the Chapters official Recording Officer;
- Maintains close contact communications with National Association headquarters and supplies reports and records as required, including an annual report of Chapter activities;
- Assists the President of the Chapter in developing meeting agendas;
- Maintains an official book of Minutes of all Chapter meetings which can be passed along to future secretaries;
- Keeps the International headquarters advised of name/address changes of the officers and board of directors.
- Contributes articles to the Chapter newsletter, if Newsletter is being produced.

SECTION 11. DUTIES OF THE TREASURER

The Treasurer of the Chapter is an elected officer who serves a one-year term as the Chapter's financial officer. The Treasurer:

- Executes the financial transactions of the Chapter;
- Collects and deposits membership dues and other income in a commercial bank account at a local bank;
- Maintains accurate records of such deposits in order to be ready at any time to present a report of the Chapter's financial status;
- Prepares financial reports and provides copies for auditing;
- Prepares a year-end financial statement for submission to National Association Headquarters with the Chapter's annual report and submit necessary tax information to Chapter CPA;
- Assists in the development of a reasonable budget for the Chapter and monitors expenditures throughout the year;
- Pays all bills approved by the Board of Directors or appropriate Committee Chairs and keeps accurate records for these disbursements consistent with Article Viii;
- Purchases gift certificates to give to monthly speakers (non paid) as a token of appreciation;
- Contributes articles to the Chapter newsletter, if Newsletter is being produced.

SECTION 12. DUTIES OF THE BOARD MEMBERS

Board members will assume the duties and responsibilities as a Director of one of the three following areas.

Programs:

- Arranges for speakers for the monthly Chapter meeting and half day workshops and introduces speaker/s at meetings
- Prepares the announcement for the Chapter meetings and arranges for the mailing of the announcements.
- Evaluates monthly programs and maintains information.
- Contributes articles to the Chapter newsletter, if Newsletter is being produced.

Special Events & Assistant to Programs:

- Coordinates speaker(s), location and logistics for all special events, including workshops and social events.
- Assist Programs Board Member in arranging speakers for monthly luncheon meetings and with communications to members as needed.
- Prepares and mails the announcement for the special events.
- Publicizes the monthly meeting via other newsletters and/or other networking resources.
- Contributes articles to the Chapter newsletter, if Newsletter is being produced
- Assists the other board members in their duties.

Arrangements and Logistics:

- Reserves the room, makes and finalizes media arrangements and selects menu for the monthly meetings;
- Takes and confirms reservations for meetings and prepares roster and name tags for each monthly meeting;
Assist at the registration table at the monthly meetings.

Board Member-at-Large (up to two positions)

Assists with various needs of the chapter as assigned including coordinating HR Competency Training and registration information, assist with SDIPMA-HR website and with monthly program coordination and monthly registration table check-in. Assist other Board Members as needed.

SECTION 13. REMOVAL

Any officer or Director may be removed, for cause, by a recommendation of a majority of the Board of Directors and ratification by a vote of three-fourths of the members present at any regular or special meeting.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist: (1) on the death, resignation or removal of any officer or Director, or upon termination of member and (2) whenever the number of authorized Directors is increased.

Any Officer or Director may resign by giving written notice to the President of the Chapter, the Secretary or the Board of Directors. Unless the notice specifies a later time for the effectiveness of such resignation, the resignation shall become effective upon receipt of the written notice.

Vacancies created by either the removal or resignation of an Officer or Director may be filled by the approval of the members. A person elected to fill a vacancy as provided in this Section shall hold office until the next annual election of the Board of Directors.

SECTION 15. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

- Authority to call: Special meetings of the Board of Directors may be called by the President, or by any four (4) Directors, and such meetings shall be held at the place designated by the person or persons calling the meeting.
- Notice: Notice of any special meeting of the Board of Directors shall be given to all Directors with a minimum of 72 hours notice.

SECTION 16. QUORUM

A quorum shall consist of four (4) of the Board of Directors. The Board of Directors shall take no action requiring board approval at any time at which a quorum is not present.

SECTION 17. MAJORITY ACTION AS BOARD ACTION

Every act or decision voted on by a majority of the Directors present at the duly held meeting at which a quorum is present, is the act of the Board of Directors.

SECTION 18. ADJOURNMENT

Any meeting of the Board of Directors may be adjourned by a majority vote of the Directors present at the meeting.

ARTICLE VI COMMITTEES

Ad Hoc Committees: The President shall appoint Ad Hoc Committees as may be deemed necessary except the Nominations Committee. Such committees shall dissolve upon completion of the assigned task or purpose.

ARTICLE VII NOMINATIONS AND ELECTIONS

SECTION 1. NOMINATIONS COMMITTEE

The Nominations Committee consisting of three (3) members appointed by the Board, shall be established at least three (3) months prior to the annual meeting of the members and shall serve until election. The committee shall designate a Chairperson of the Committee.

Responsibility of Nominations Committee: The Nominations Committee shall solicit nominations from the members of the Chapter for each office (except Past President) and will present in writing a list of the nominees to the members at least thirty (30) days prior to the date of the annual meeting.

SECTION 2. ELIGIBILITY FOR NOMINATIONS AND ELECTIONS

Any person who has been a regular member of the Chapter for a minimum of sixty (60) days prior to the date of the elections, may be nominated and elected to serve as an Officer of the Chapter.

SECTION 3. ELECTION PROCEDURES

Elections of Officers and Directors will be held at the annual membership meeting. The nominations Committee shall follow the procedure for elections outlined below:

- (a) Prepare the ballot of nominees for each office.
- (b) Election of officers shall be by a majority vote of ballots cast either written or by a show of hands at a monthly meeting.
- (c) The results of the election shall be certified by the Committee and announced at the annual meeting.
- (d) All newly elected officers shall take office on July 1st.

ARTICLE VIII FINANCES

SECTION 1. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Chapter shall be signed by the Treasurer and countersigned by the President of the Chapter.

SECTION 2. CHECKS AND NOTES

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of directors may select.

SECTION 3. GIFTS

The Board of Directors may accept or donate, on behalf of the Chapter, any contribution, gift, bequest, or devise for the charitable or public purpose of this Chapter.

SECTION 4. ANNUAL AUDIT

The Board of Directors shall annually appoint an auditor to audit the Treasurer's accounts, and the report of this auditor shall accompany the Treasurer's annual financial report.

SECTION 5. DUES

The annual dues for membership shall be payable in full upon entry into the Association and the beginning of each fiscal year after 1988. Reasonable amounts for annual dues for regular membership and a lower annual dues rate for auxiliary membership shall be determined by the Board of Directors and approved by the majority of the members.

SECTION 6. FISCAL YEAR

The fiscal year of the Chapter shall be on the first of July and shall end on the last day of June of each year.

ARTICLE IX AMENDMENTS TO BY-LAWS

SECTION 1.

Proposed amendments to these By-Laws 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.

Proposed amendments shall be transmitted by the Secretary to the members in writing 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.

SECTION 3.

Before any amendments to these By-Laws are formally presented to the Chapter membership for consideration, the Secretary shall submit the proposed amendment or amendments to the Secretariat of the International Public Management Association for Human Resources as established by the Executive Council. No action on these proposed amendments will be taken until the Chapter has received a response to a request for review.

SECTION 4.

Any amendments to these By-Laws deemed by the Executive Council to be in conflict with the objectives or policies of the International Public Management Association- for Human Resources shall be referred back to the Chapter membership.

SECTION 5.

Amendments to these By-Laws shall be by a majority vote of the ballots cast.

SECTION 6.

Effective Date. These By-Laws shall become effective upon approval by the Executive Council of the International Public Management Association for Human Resources

ARTICLE X CHAPTER LIABILITIES

The International Public Management Association-Human Resources is not responsible for any liabilities this Chapter might incur.

REVISED: February 2008