

**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 Board Member administering membership or the Director of Membership 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 Board Member administering membership or the Director of Membership and shall be available for inspection by any member of the Chapter at any regular or special meeting conducted by the Chapter.

ARTICLE IV

BOARD OF DIRECTORS MEETINGS and MEMBERS SPECIAL MEETINGS

SECTION 1. PLACE AND ORDER OF BOARD OF DIRECTORS MEETINGS

- (a) **Place of meetings:** Meetings of the Board of Directors, also known as “Board Members” or “the Board,” shall be held at least four times a year at such place as designated by the Board.
- (b) **Order of Board Meetings:** The Chapter President, who sets the meeting agenda, may present these topics in any order and/or add necessary topics, matters, issues, etc. at his or her discretion. The Board Meeting agenda shall be presented to the Board at least 48 hours in advance. The order of business at the Board of Directors Meetings shall be as follows:
1. Call to order
 2. Approval of previous Board meeting minutes
 3. Informational reports (By Board Position)
 4. Committee reports
 5. Unfinished/old business
 6. New business

7. Agenda items of next meeting
8. Set date, time and place of next meeting
9. Adjournment

SECTION 2. CHAPTER MEETINGS

The Chapter President sets the time and place of the Chapter meetings, and the Board shall notify the members. Chapter Meetings may include training sessions, luncheons, networking sessions and may be held in conjunction with Special Meetings. There is no minimum or limit to the number of Chapter meetings that may be held each year and is decided by the Board.

SECTION 3. SPECIAL MEETINGS

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. Special Meetings are used to hold Chapter-related business discussions and/or voting.

SECTION 4. NOTICE OF MEETINGS

(a) Time of Notice: The Chapter President or his or her designee 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.

(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 if it is not mentioned in the notice or agenda.

SECTION 5. QUORUM FOR MEETINGS

A quorum shall consist of 20 members of the current membership. If a Chapter or Special Meeting has less than the required members for a quorum, the meeting may continue but no business or voting shall be discussed or transacted at such meeting.

A quorum for Board of Directors meetings is discussed in Section 16.

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. Thus, it takes more than 50% +1 of the votes of members present to pass a business item. A 50%-50% vote will mean the item/matter is rejected.

SECTION 7. VOTING RIGHTS

Membership voting (Chapter or Special Meetings): 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 occur by voice or by ballot (paper or electronic). Proxies are prohibited.

Board Meeting Voting: If a Board Member is unable to appear in person to a Board Meeting, he/she may vote and attend a meeting by phone with prior approval of the Chapter President. In some instances, the Chapter President (or another Board Member with the Chapter President's approval), is also allowed to bring motions, ask for seconds, and call for votes on Chapter issues via e-mail. Proxies are prohibited in all Board voting.

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 as assigned by the Chapter President, 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. They are elected by the Chapter Membership as written in Article IIV. The Board President or President-elect can modify or assign these Officers' duties as described in this Article.

SECTION 2. BOARD OF DIRECTORS

The Board shall consist of the Officers described in Section 1, and up to six additional Board Members elected from the Chapter membership. The titles and duties of the additional Board Members will be determined by the Chapter President and shall be given to the nominating committee by the Chapter President (or the President-Elect)

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 and/or as directed by the Board President. The terms of office for the members of the Board of Directors shall be proscribed 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; and
- 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 and shall follow the outline of Article IV, Section 1.

SECTION 7. DUTIES OF THE PRESIDENT

The President of the Chapter is an elected Officer who serves a two-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;
- Ensures Chapter contribution of articles to the Chapter newsletter (if a San Diego Newsletter is being produced) and/or regional or national IPMA publications; and
- Ensures each Board Member position is assigned to the Chapter and assigns duties for each of these Board positions. It is recommended, but not necessary, to have duties assigned to each Board Member at the first Board Meeting of the year and entered into the minutes.

SECTION 8. DUTIES OF THE VICE-PRESIDENT

The Vice-President of the Chapter is an appointed Officer who serves a one-year term as the Officer first in rank to the Chapter's President. The function of the Vice President is carried out as a collateral duty of another Board position, and as such, the Vice President will serve two Board positions concurrently. The Vice-President:

- Serves as 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;
- Completes other duties as assigned by the Chapter President.

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 position that will be elected by the membership-at-large as provided in these By-Laws. In this case, the title of this position may be appropriately changed by the President. The Past President:

- Provides guidance to the current President for continuity;
- Performs special projects and coordinates special events as assigned;
- Assists the Programs Board Member in arranging speakers for monthly luncheon meetings and with communications to members as needed;
- Assists the other Board Members in their duties; and
- Completes other duties as assigned by the Chapter President.

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; and
- Completes other duties as assigned by the Chapter President.

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;
 - Assists at the registration table at the monthly meetings; and
 - Completes other duties as assigned by the Chapter President.

SECTION 12. DUTIES OF THE BOARD MEMBERS

Board Members will assume the duties and responsibilities as a Director of one of the five 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 distribution of the announcements;
- Evaluates monthly programs via survey and maintains information; and
- Completes other duties as assigned by the Chapter President.

Arrangements and Logistics:

- Reserves the room, makes and finalizes media arrangements and selects menu for the monthly meetings;
- Accepts and confirms reservations for meetings and prepares roster and name tags for each monthly meeting;
- Assists at the registration table at the monthly meetings; and
- Completes other duties as assigned by the Chapter President.

Communications:

- Updates SDIPMA-HR website with monthly program information;
- Updates SDIPMA-HR website with job announcements;
- Distributes all SDIPMA-HR announcements via e-mail marketing system and maintains contact list;
- Monitors Chapter e-mail account and maintains contact list; and
- Completes other duties as assigned by the Chapter President.

Membership:

- Participates in membership promotion activities;
- Maintains membership roster and forwards names and addresses of new Chapter members to the National IPMA-HR National office;
- Compiles and distributes Membership Directory;
- Updates e-mail marketing system and membership mailbox with membership contact

information.

- Assists at the registration table at the monthly meetings; and
- Completes other duties as assigned by the Chapter President.

Board Director-at-Large

Assists with various needs of the Chapter as assigned including coordinating HR Competency Training and registration information, performing SDIPMA-HR website administration duties, assisting with Audio/Visual arrangements during monthly programs and assisting with Chapter meeting registration table check-in. A Director-at Large will also be assigned to assist other Board Members as needed and will complete other duties as assigned by the Chapter President.

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.

Failure to report to two (2) consecutive Board Meetings without prior President approval and/or failure to respond to any Board Member's inquiry for thirty (30) days regarding Board status shall be considered resignation of a Board position.

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.

For all Board positions other than the Board President, the following options intended to fill vacancies will apply:

1. The current Board may decide to make a provisional appointment by majority vote (50% +1) of a quorum. A tie-vote is considered non-approval.
2. The current Board by the same majority vote can decide not to appoint and to leave the position open until the next regularly scheduled fiscal year end election cycle.

A person appointed to fill any vacancy (including the President) shall only hold office until the next regularly scheduled fiscal year end election cycle of the Chapter.

If the Board decides to make a provisional appointment, it must post the vacant Board position(s) on the Chapter website and announce the opening(s) to all current members via email at least once. Before any appointments to the Board are completed, the announcement must be posted for at least ten (10) days and shall not exceed thirty (30) days. This is different than the regularly scheduled fiscal year end election cycle of the Chapter and is intended to address the urgency of filling vacancies.

The current or acting President may decide on the process of gathering interest in vacant board positions. This may include holding interviews, and collecting applications and/or resumes from all interested members.

Anyone who has been a regular member of the Chapter for at least sixty (60) days prior to the appointment is eligible to serve as an Officer or Director of the Chapter.

All interested nominees information will be given to the current Board at least three (3) days before a Board vote and the Board will be given at least seven (7) days' notice of the vote date and time so they may make arrangements to participate. Voting will be directed by the current or acting President. Options include: in person special Board meeting, conference call, or email vote. All normal Board meeting rules apply (See Article IV).

Once the appointment(s) are/is completed, an email announcement to the membership regarding the circumstances/decisions shall be done as soon as possible.

If the number of remaining board members of the Board falls below a quorum (4 members), then the remaining Board shall gather interest and a special election requiring the vote of all members shall be done for all open positions. In this circumstance, the rules of a general election shall apply (See Article VII). In an effort to fill the open positions as quickly as possible in this special circumstance of three (3) or less board members, the remaining Board may add or change any of these rules to assist in the ease of filling the Board positions.

If the office of President is vacant due to removal, resignation, abandonment, or death, the Vice President shall serve the remainder of the fiscal year. This is true even if the vacant President position is only in its first year of the two (2) year term of office.

The replacement of the President shall be made in the following current Board held position order. This appointment as Chapter President shall not require any vote of the Board or members:

1. Vice President (if a current board member has been appointed to this position)
2. Past President (if the position is currently filled)
3. Secretary
4. Treasurer

If none of these positions are able to assume the office of President, then the remaining Board shall vote via secret ballot and the current Board member with the most votes shall assume the President position. If still a tie, then the result shall be decided by coin flip. Thus, the President position must be filled by a current Board member.

SECTION 15. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

- The authority to call a Special Meeting of the Board of Directors may be called by the President, or by any four (4) Directors (Board Members), and such meetings shall be held at the place designated by the person or persons calling the meeting.
- The 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. Board action is required for all new expenditures. Existing expenditures may be continued by the Chapter President without a Board motion.

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 Vice-President and 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 Chapter meeting where the announced annual vote will be held.

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 an annual membership “voting” meeting. The Nominations Committee shall follow the procedure for elections outlined below:

- (a) Prepare the ballot of nominees for each office and announce the “slate” (list) of nominees to the membership.
- (b) Election of Officers shall be by a majority vote of ballots cast either written or by a show of hands at a Chapter meeting.
- (c) The results of the election shall be certified by the Committee and announced to all Chapter members.
- (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 (for example, student memberships) shall be determined by the Board of Directors.

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 President 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 President 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.

APPROVED: August 16, 2018 by Membership and May 3, 2018 by National IPMA.