

# IPMA-HR Virginia, Inc.

## Bylaws: Effective July 1, 2020

### Article I: Name

- Section 1: The corporation shall be known as IPMA-HR Virginia, Inc, herein referred to as the “Organization”.
- Section 2: The geographical area for purposes of membership and activities shall be the Commonwealth of Virginia.

### Article II: Organization Goals and Objectives

- Section 1: To provide a forum for persons engaged in public human resources administration to discuss current issues.
- Section 2: To explain and interpret the objectives and methods of public human resources administration to the general public, civic groups, public officials, and public employees.
- Section 3: To encourage and facilitate cooperative action among public jurisdictions and private employers within the Organization area on matters of mutual concern.
- Section 4: To facilitate the professional development of members by providing training and networking opportunities.
- Section 6: To enhance the professional relationship of the Organization with other public sector and professional associations.

### Article III: Membership and Dues

- Section 1: Active Membership, with all member privileges, may be held in the Organization by any human resources staff member of any public jurisdiction in the Commonwealth of Virginia (the job title of the individual being immaterial) who meets the requirements for such membership as specified below:

Active Membership: Any person who has paid their annual dues and is either:

- a) An official or staff member of a public human resources

- agency; or
- b) Engaged in human resources work in a public agency; or
- c) Engaged in teaching Business Administration, Public Administration, or related field as a faculty member of an accredited college or university; or
- d) Public sector human resource retirees.

Section 2: Lifetime Membership, with voting privileges, may be awarded to members who have rendered sustained, valuable service to the Organization and/or the professional field of Public Human Resources Administration and are so designated by the Executive Board. Lifetime Members shall have all the privileges of active members and pay no dues.

Section 3: Associate Membership may be held in the Organization by any person not eligible for an Active Membership but who meets the requirements for Organization Associate Membership as specified below. Associate Members shall not be eligible to hold office or vote on the business matters of the Organization.

Associate Membership: Any person who has paid their annual dues and is either:

- a) Engaged in management or human resources work in private enterprise; or
- b) A full-time or part-time student majoring in Business Administration, Public Administration, or related field at an accredited college or university; or
- c) Who is interested in the principles and practices of the professional field of Public Human Resources Administration and who subscribes to the goals and objectives of this Organization.

Section 4: Dues – Annual membership dues are assessed by the Executive Board, as follows:

- a) Individual membership dues shall be set by the Executive Board annually. Any individual member who leaves their position of employment and/or transfers to a new organization, if they continue to meet the membership requirements, shall have their membership transfer with them.
- b) Organizational Members – Organizational dues shall be set by the Executive Board annually. Any public organization may elect to pay an organizational membership, which covers three or more members of that organization and is arranged by tier, each fiscal year. Additional organizational members may be added at the time of the initial organizational membership application, which may result in the organization moving to a higher tier. Organizational memberships stay with the organization and do not transfer. Organizational memberships are not pro-rated.

- c) Annual membership rates shall be set by April 1<sup>st</sup> of each year for the following fiscal year. Adjustments to annual membership dues may be made upon majority vote by the Executive Board.
- d) Dues shall be payable not later than July 1<sup>st</sup> of each fiscal year. Persons who have not paid dues by August 15<sup>th</sup> of each year shall be dropped from the membership roles. Dues paid in advance, up to April 1<sup>st</sup> prior to the new fiscal year, will cover the remainder of the current fiscal year and all of the upcoming fiscal year. For example, a person enrolling and paying dues May 12, 2020 will be covered for the remainder of the 2019-2020 membership year, and be covered for the entire 2020-2021 membership year.

Section 5: The Organization is nonprofit and no part of any dues, income, or earnings will be assigned or delivered to the benefit of any member. This section does not remove the right of the Organization to purchase a particular service from any member or other individual or business entity provided all such activities are in accordance with the Organization’s Conflict of Interest Policy.

## Article IV: Executive Board

Section 1: There shall be an Executive Board consisting of up to fourteen active members. The Executive Board of this Organization shall be comprised of the following members: President, President-elect, Immediate Past-president, up to seven (7) Directors At Large and four (4) Regional Directors. All officers shall be elected by electronic ballot by a majority vote of all eligible and voting Organization members and shall serve for a period of two (2) years from July 1<sup>st</sup> through June 30<sup>th</sup> and/or until their successors have been duly qualified.

Financial Year – July 1<sup>st</sup> until June 30<sup>th</sup> shall be the fiscal year of the Organization.

Section 2: The office of President and President-elect shall be elected by the membership at large. All nominees for the Office of President and President-elect, at the time of their nomination, shall be Active and/or Life Members in the Organization. The Executive Board or Nominations Review Committee shall gather and publish information on the experience and professional background of all nominees.

Section 3: The offices of the Directors At Large shall be statewide “At- Large” - offices elected by the membership. All nominees for the offices of Director At Large shall be Active and/or Life Members in the Organization, at the time of their nomination. The Executive Board or Nominations Review Committee shall gather and publish information on the experience and professional background of all nominees. Each Director At Large will be assigned a function for the Organization and Board such as, finance, secretary, communications or membership.

Section 4: The offices of the four (4) Regional Directors shall be “Regional” offices that are filled by nominees based upon geographic regions. All nominees for the offices of Regional Director shall be Active and/or Life Members in the Organization, at the time of their nomination that are also employed in an agency office located in the geographic region for which they are elected.

In the event that there are no eligible nominees from a geographic region, Active and/or Life Members from other geographic regions may be nominated to represent that region. The Nominations Review Committee shall gather and publish information on the experience and professional background of all nominees.

Section 5: For the purposes of nomination and election of the offices of the four (4) Regional Directors, the geographic boundaries of the four (4) regions of the Organization shall be defined as follows:

- (A) Northern Region: That portion of the Commonwealth North of the southern boundary of Rockingham County at the Virginia/West Virginia border eastward along the southern boundary of the counties of Greene, Orange, Stafford, King George, and Westmoreland to the Virginia/Maryland border including, but not limited to, the counties of Shenandoah, Page, Madison, Culpeper, Rappahannock, Fauquier, Prince William, Fairfax, Warren, Frederick, Clarke, Loudon, and Arlington and the cities of Harrisonburg, Winchester, Manassas, Fairfax, and Falls Church.
- (B) Eastern Region: That portion of the Commonwealth East of the western boundary of the Counties of Mecklenburg and Lunenburg and South of the northern boundary of the Counties of Lunenburg, Brunswick, Sussex, Surry, James City, Gloucester, Accomack, Northampton, and Mathews including, but not limited to, the Counties of Southampton, York, Isle of Wright, and the Cities of Emporia, Franklin, Poquoson, Williamsburg, Newport News, Hampton, Suffolk, Chesapeake, Norfolk, Portsmouth, and Virginia Beach.
- (C) Central Region: That portion of the Commonwealth South of the Northern Region boundary, East of the Western Region boundary, and North of the Eastern Region boundary including, but not limited to, the Counties of Albemarle, Louisa, Fluvanna, Spotsylvania, Caroline, Essex, Northumberland, Lancaster, Middlesex, King & Queen, New Kent, King William, Hanover, Henrico, Goochland, Chesterfield, Powhatan, Amelia, Prince Edward, Nottoway, Dinwiddie, Prince George, Charles City, and Cumberland, and the Cities of Fredericksburg, Richmond, Petersburg, Hopewell, Colonial Heights, and Charlottesville.
- (D) Western Region: That portion of the Commonwealth West of the eastern boundary of the Counties of Augusta, Nelson, Buckingham, Appomattox, Charlotte, and Halifax to the Virginia/West Virginia and Virginia/Kentucky borders

including, but not limited to the Counties of Highland, Bath, Rockbridge, Amherst, Campbell, Pittsylvania, Bedford, Botetourt, Alleghany, Craig, Roanoke, Franklin, Henry, Giles, Montgomery, Floyd, Patrick, Carrol, Pulaski, Bland, Wythe, Grayson, Tazewell, Smyth, Buchanan, Russel, Abingdon, Dickenson, Wise, Scott, and Lee and the Cities of South Boston, Danville, Martinsville, Salem, Roanoke, Bedford, Lynchburg, Lexington, Buena Vista, Clifton Forge, Covington, Norton, Bristol, Galax, Staunton, and Waynesboro.

Section 6: A quorum of the Executive Board shall consist of a majority of officers in office for the purpose of transacting the business of the Organization.

Section 7: It shall be the duty of the President to:

- (1) Call meetings as necessary for the continuing activity of the Organization;
- (2) Prepare agendas and preside over all meetings of the Organization and Executive Board;
- (3) Serve as the primary representative of the Organization to other organizations or officials in areas of interest to the Organization;
- (4) Coordinate the activities of all Organization officers;
- (5) Appoint the Finance Officer(s) and Chairs of Organization Committees and assist the Chairs as required; and
- (6) Perform other duties as the Executive Board may request.

Section 8: It shall be the duty of the Immediate Past President to:

- (1) Meet with the President prior to the beginning of his/her term to ensure continuity of processes and activities by reviewing all with the incoming incumbent;
- (2) Provide assistance to the President and Executive Board as requested.

Section 9: It shall be the duty of the Executive Board to:

- (1) Transact the business of the Organization including all policy, financial management, professional development, public relations, and membership communications matters;
- (2) Study all matters referred to it by the member of the Organization; and
- (3) Perform such duties as may pertain to the business, advancement, welfare, and the best interests of the Organization and its members.

At the beginning of each election term, it shall be the responsibility of the Executive Board to identify the organizational goals and objectives to be addressed that year, and to determine responsibility for and method of accomplishing the following:

- 1) receipt, disbursement, record keeping and auditing of Organization funds (the President shall appoint this responsibility to one of the

- Board members);
- 2) maintenance of Organization records, including membership records and minutes of all Executive Board and Organization annual conference business meetings;
  - 3) coordination of member communications;
  - 4) coordination of the planning of the Organizations regional meetings, annual conference and business meetings as to time, place, and program;
  - 5) preparation of the Organization's nomination for the IPMA – Southern Region Outstanding Organization Award;
  - 6) Submission of the Organization's nomination for the Edwin L. Swain IPMA – Southern Region Outstanding Member Awards; and,
  - 7) Any other responsibilities required to achieve the identified goals and objectives.

- Section 10: In addition to carrying out the overall business of the Organization, it shall be the responsibility of the Regional Directors to:
- 1) Serve as the Executive Board's liaison to all public sector agencies in their region;
  - 2) Coordinate the planning and marketing of networking and professional development events in their region;
  - 3) Assist with membership recruitment in their region;
  - 4) Assist in the submission of articles from public sector agencies in their region; and,
  - 5) Assist with the planning and marketing of the Organization annual conference when the conference is held in their region.

- Section 11: Removal from Office – Any member of the Executive Board who violates the Organization's Code of Ethics or Conflict of Interest Policy or who fails to participate as an active member of the Executive Board after being elected to such Board, may be removed from office. Removal from office requires a 2/3 majority vote of the Executive Board after due notice is given to the affected Board member.

## Article V: Election of Board Members and Officers

- Section 1: Each year, the Executive Board shall solicit active members for nominations for upcoming offices to be filled. In the event the minimum number of nominations is not received, the President shall appoint a Nominations Review Committee consisting of Active and/or Life Members in the Organization to select at least one (1) name from the active membership as a candidate for each office to be filled where there is no nominee. In the event a committee member accepts nomination for office, the committee member shall immediately tender their resignation to the President who will then appoint a replacement.

- Section 2: Nominations Process – The Executive Board shall ensure that the Organization membership is given an opportunity to submit names of members for consideration.

Section 3: Terms:  
(1) President and President Elect, and all Executive Board Members shall be elected for a two (2) year term;  
(2) The President and President Elect, and all Executive Board Members who are serving in corresponding positions in the IPMA Virginia Chapter shall continue in those positions in the Organization until the time their terms in IPMA Virginia Chapter would have expired and thereafter shall be elected as provided above, for two year terms.

Section 4: Voting – At an appointed time and place, but not more than twenty- one (21) calendar days following the distribution of electronic Organization officer election ballots, the Executive Board and/or Nominations Review Committee shall review and certify the digital votes. A tie vote for any office shall be decided in favor of the nominee with the longest continuous Active Membership in the Organization. The President or the Chair of the Nominations Review Committee shall certify the results of the election and forward them digitally to the Executive Board within five (5) calendar days.

Section 5: The members of the Executive Board shall elect, from among the Board members a Treasurer and Secretary.

The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. S/he shall be in charge of its financial affairs, books of account, accounting records and procedures, funds, securities and valuable papers, and s/he shall keep full and accurate records thereof. S/he shall also prepare or oversee all reports and filings required by the Commonwealth of Virginia, the Internal Revenue Service, and other governmental agencies. S/he shall have such other duties and powers as designated by the Executive Board or the President.

The Secretary shall record and maintain records of all proceedings of the members and directors in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth of Virginia at the principal office of the corporation or at the office of its Secretary or of its resident agent. Such book or books shall also contain records of all meetings of incorporators and the original, or attested copies, of the Articles of Organization and By-laws and names of all directors and the address of each. If the Secretary is absent from any meeting of directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting.

## Article VI: Filling of Vacancies For Unexpired Terms

Section 1: Should a vacancy occur in the Presidency, the Immediate Past President will serve the remaining portion of the first half of the term, and the President Elect will serve the second half of the term. The Executive Board, by a majority vote, shall elect a current member of the Executive Board to serve the unexpired portion of the term for President Elect.

- Section 2: Should a vacancy occur during the term of any Director At-Large, the Executive Board, by a majority vote, shall appoint an Active and/or Life Organization member to serve the unexpired portion of the term.
- Section 3: Should a vacancy occur during the term of a Regional Director, the Executive Board, by a majority vote, shall appoint an Active and/or Life Organization member from the underrepresented region to serve the unexpired portion of the term.

## Article VII: Meetings

The Organization shall hold at least one (1) annual general membership meeting to include a Organization business session. The Executive Board shall hold a minimum of three (3) meetings per year upon call by the Organization President and/or a quorum of the Executive Board. There shall be at least one (1) meeting or event in each Region per year.

## Article VIII: Amendment of Bylaws

- Section 1: These Bylaws may be amended by a majority vote of the eligible and voting Organization Active and Life Members at any properly called business meeting of the Organization or digital vote submitted to the Organization members during the fiscal year.
- Section 2: Proposed amendments to these Organization Bylaws may be initiated by the Executive Board or upon written/digital petition signed by at least ten (10) Active Members of the Organization. Amendments initiated by petition shall be addressed to the Organization President for submission to the Organization membership.
- Section 3: Proposed amendments shall be transmitted to the Organization membership digitally at least thirty (30) calendar days prior to the Organization business meeting. In the case of proposed amendments initiated by petition, the text of the proposed amendments may be accompanied by a recommendation for approval or disapproval from the Executive Board.

## Article IX: Conduct of the Affairs of the Organization

- Section 1: Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the Organization shall be signed by the President or President Elect. Policies to insure appropriate monitoring and control of the



organizations assets shall be developed and implemented by the Executive Board.

Section 2: In the absence of specific text in these By-Laws or the Articles of Incorporation as to the conduct of the affairs of the Organization, Roberts Rules Of Order (Revised) shall apply.

## Article X: Liability

The International Public Management Association for Human Resources (IPMA-HR) is not responsible for any liabilities this Chapter may incur. The directors and officers of the Organization shall not be personally liable for any debt, liability or obligation of the Organization. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Organization may look only to the funds and property of the Organization for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Organization.

## Article XI: Use of Funds in the Event of Dissolution

In the event of the dissolution of the Organization, none of the assets of the Organization shall be distributed to or among the directors, officers or members. After payment of all debts and liabilities, all remaining assets of every nature and description shall be paid over and transferred to an organization or organizations, registered as a public charity in the Commonwealth of Virginia, whose policies and principles are most similar to those of the corporation. The Board of Directors shall make the determination as to which organization or organizations shall receive such assets.

## **Records Retention Policy**

The Virginia Chapter's By-Laws require at the beginning of each election term (annually) that it shall be the responsibility of the Executive Board to determine responsibility for:

-method of maintenance of Organization records, including membership records and minutes of all Executive Board and Organization annual conference business meeting

-receipt, disbursement, record keeping and auditing of Organization funds

In accordance with the chapter by-laws, the members of the Executive Board shall appoint a Secretary and a Treasurer from among the members to accomplish these responsibilities.

The Secretary shall record and maintain records of all proceedings of the members and directors in electronic files kept for that purpose. Such electronic files shall also contain records of all meetings and names of all directors and contact information for each.

Information on events, newsletters and board meeting minutes will be archived on the chapter website. Information used in applications for recertification credit, along with identification numbers, are maintained in confidential electronic files by the Chapter Administrator and the Director at Large for Program Planning.

The Treasurer shall be the chief financial officer and the chief accounting officer of the Chapter and shall be in charge of its financial affairs, accounting records and procedures, funds, securities and electronic reports, and shall keep full and accurate records thereof. The Treasurer shall also prepare or oversee all reports for reconciliation and audit purposes and filings required by the Commonwealth of Virginia, the Internal Revenue Service, and other governmental agencies. Financial and budget reports will become part of the chapter's records maintained in electronic files and archived on the chapter website.