



CHAPTER BYLAWS

These bylaws are a standard template required for use by all CUPA-HR Chapters.
Please do not edit or amend this document.

ARTICLE I. NAME AND AREA SERVED

The name of the Chapter is the Indiana Chapter of the College and University Professional Association for Human Resources (CUPA-HR), herein referred to as the "Chapter." This Chapter includes the state of Indiana.

ARTICLE II. AFFILIATION

The Chapter is affiliated with CUPA-HR as indicated by the signed "CUPA-HR and CUPA-HR-Chapter Affiliation Agreement."

ARTICLE III. PURPOSE

The Chapter 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 1954 (or the corresponding provisions of any further United States Internal Revenue law). The Chapter shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under these statutes.

The Chapter supports CUPA-HR's mission to serve higher education by providing the knowledge, resources, advocacy and connections to achieve organizational and workforce excellence.

The purpose will be accomplished through the strategic priorities of CUPA-HR as approved by the national board and posted on cupahr.org.

In support of the national organization, chapter leaders will strive to apply the following values to the work of the Chapter:

- **Inclusive Participation and Engagement**
Participation in chapter programs and events is open to all higher education human resource professionals from any institution in the chapter area, regardless of national CUPA-HR membership status. Higher education human resources professionals outside of the chapter geographic area are also welcome to participate.
- **Integrity**
We honor our commitments, make decisions in the best interest of higher ed human resources professionals, and act as responsible stewards of chapter resources.
- **Excellence**
We hold to the highest standards in all that we do as we endeavor to exceed higher ed human resources professionals' expectations.
- **Partnerships**
We recognize the benefits of partnership and explore all opportunities to collaborate with other chapters, associations and organizations to advance our objectives.
- **Responsiveness**
We respond to higher ed human resources professionals needs, inquiries and requests in a timely manner and consistently seek their feedback to improve our products and services.

- **Diverse Perspectives**

We value diverse points of view and actively solicit the input of higher education human resources professionals within our geographic area in making decisions about the Chapter.

ARTICLE IV. MEMBERSHIP

Participation in Chapter programs and events is open to all higher education human resources professionals from any institution in the Chapter area, regardless of national CUPA-HR membership status. Higher education human resources professionals outside of the Chapter geographic area are welcome to participate.

Membership for purposes of voting on Chapter business, is reserved for higher education human resource professionals at CUPA-HR National Association member institutions within the Chapter's defined geographic area.

Section 1. Fiscal Year

The fiscal year shall be from July 1 through June 30.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Officers

The affairs of the Chapter shall be governed by a Board of Directors with specific duties and authority given to the **designated officers** which include **Past President, President, President-elect, Secretary and Treasurer**. All designated officers on the Board of Directors must meet the criteria as outlined in Section 2. Chapter Officer Selection Criteria. Any additional board positions, including terms of office and officer responsibilities, may be appointed at the discretion of the Board of Directors and presented during the regular annual business meeting of the Chapter, or other time as decided by the designated officers.

- A. The **President** serves as the Chief Volunteer of the Chapter and partners with the national CUPA-HR board to achieve the Association's mission. The President provides leadership to the Board of Directors, who sets policy for the Chapter. The President also chairs meetings of the Board after developing the agenda and helps guide and mediate Board actions with respect to organizational priorities and governance concerns. In consultation with other Board members, the President may appoint committees as they determine is advisable to assist in accomplishing the mission and goals of the Chapter.
- B. The **President-elect** shall serve as the special aide to the President and shall assume all President duties in the absence of the President. The President-elect serves as President of the Program Planning Committee charged with planning and implementing the annual conferences and meetings of the Chapter.
- C. The **Past President** shall act as advisor to the President and the Board to ensure continuity of leadership.
- D. The **Treasurer** shall ensure that the Chapter operates on sound fiscal principles. The Treasurer shall present to the Board of Directors the Chapter's annual budget and periodically report on the Chapter's fiscal status. The Treasurer shall recommend to the Board of Directors all fiscal policies and operating procedures.
- E. The **Secretary** shall record all official actions of the Board of Directors and of the membership at the Chapter's annual business meeting. The secretary will also ensure that members are notified of the time, date and place of meetings, and ensure distribution of agenda materials.

Section 2. Chapter Officer Selection Criteria

- A. Commitment to the Chapter and its activities.
- B. All individuals holding a designated officer position must be listed as a representative of a higher education institution that is a member of the CUPA-HR national organization within the Chapter's defined geographic area.

- C. A higher education human resources professional who is currently employed in the field with no less than 50% of their job devoted to human resources activities.
- D. Provide leadership that is consistent with CUPA-HR's commitment to providing equal opportunity for participation in all aspects of the organization without regard to race, gender, national/ethnic origin, sexual orientation, age, veteran, religion or disabled status.

Section 3. Terms of Office and Tenure

Terms of office of the **President, Past President, and President-elect** shall begin on July 1 following the date of election and shall continue until the following June 30. The Chapter President automatically succeeds to the office of Past President in the year following tenure as President. The President-elect shall succeed to the office of President in the year following tenure as President-elect.

The **Secretary** and the **Treasurer** shall serve **two-year terms** beginning on July 1 and ending June 30. Members may be re-elected to a two-year term in these positions. These positions will be filled in alternating years.

Section 4. Key Responsibilities of the Board of Directors

The Board of Directors shall abide by all components outlined in the Affiliation Agreement.

Section 5. Vacancies

In the event of a vacancy in any office, the Board of Directors shall make an interim appointment that shall be for the remainder of the former incumbent's term of office. The President-elect will serve in the absence of the President.

Section 6. Removal from Office

A board member, including designated board officers, may be removed from the Board of Directors for cause by a two-thirds vote of board members then in office and present at any regular or special meetings of the Board of Directors. The proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least 10 days prior thereto.

Section 7. Officer Compensation

Officers shall not receive any stated salaries for their services.

ARTICLE VI. MEETINGS

Section 1. Chapter Annual Meetings

The Chapter shall hold an annual business meeting at a time and place designated by the Board of Directors. Sixty days' notice shall be given by the Board of Directors to members of the Chapter 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 as defined in article IV and voting at a properly called meeting shall be sufficient to carry any matter before the Chapter.

Meetings of the Chapter 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 days in advance of the date on which the meeting of the Chapter ordinarily would be held.

Except as herein provided "Robert's Rules of Order as Revised" shall govern the proceedings of the Chapter during the Annual Meeting.

Section 2. Board of Directors Meetings

The Board of Directors shall meet at the call of the Chapter President, and a majority of the membership of the Board shall constitute a quorum for the purpose of transacting business. Except as provided elsewhere in these Bylaws, a majority vote of board members present and voting at a properly called meeting shall be sufficient to carry any matter before the board.

- A. Action by Unanimous Written Consent: Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board may take action without holding a meeting if all designated officers consent in writing to the adoption

of a resolution authorizing or ratifying an action, and the written consent is filed with the minutes of the proceedings of the Board. Electronic mail may be used to provide consent in writing.

B. Telephonic/Video Conferences: An officer may participate in a meeting of the Board by a conference telephone, video conference or similar communication equipment by which all persons participating in the meeting may communicate with each other, if all participants are advised of the communications equipment, and if the names of all participants in the conference are divulged to each participant. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

ARTICLE VII. LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

Section 1. Mandatory Indemnification

To the fullest extent permitted by the laws of the State of Indiana, the Chapter shall indemnify any person who is or was 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 Chapter) by reason of the fact that such person is or was a director or officer of the Chapter, or is or was serving at the request of the Chapter as a director or officer 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, including appeals.

Section 2. Advancement of Expenses

To the fullest extent permitted by the laws of the State of Indiana, the Chapter shall pay expenses incurred in defending a civil or criminal action, suit or proceeding described in this Article VII in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Chapter.

Section 3. Insurance

The Chapter may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Chapter, or is or was serving at the request of the Chapter 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 such person's status as such, whether or not the Chapter would have the power to indemnify such person against such liability under the provisions of this Article VII.

Section 4. Additional Provisions

The provisions of this Article VII shall be applicable to all actions, claims, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after its adoption. The provisions of this Article VII shall be deemed to be a contract between the Chapter and each director, officer, employee or agent who serves in such capacity at any time while this Article VII and the relevant provisions of the laws of the State of Indiana and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing with respect to any state of facts or any action, suit or proceeding then or theretofore existing, or any action, suit or proceeding thereafter brought or threatened based in whole or in part on any such state of facts. If any provision of this Article VII shall be found to be invalid or limited in application by reason of any law or regulation, it shall not affect the validity of the remaining provisions hereof. The rights of indemnification provided in this Article VII shall neither be exclusive of, nor be deemed in limitation of, any rights to which any such officer, director, employee or agent may otherwise be entitled or permitted by contract, the Articles of Incorporation, or directors or otherwise, or as a matter of law, both as to actions in his/her official capacity and actions in any other capacity while holding such office, it being the policy of the Chapter that indemnification of the specified individuals shall be made to the fullest extent permitted by law.

Section 5. Definitions

For purposes of this Article VII, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to "serving at the request of the Chapter" shall include any service as a director, officer, employee or agent of the Chapter which imposes

duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries.

For purposes of this Section, references to "the Chapter" shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger involving the Chapter which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise, shall stand in the same position under the provisions of this Section with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

ARTICLE VIII. AMENDMENTS

These bylaws are a standard template required for use by all CUPA-HR Chapters. This document cannot be edited or amended by the Chapter Board. Only the CUPA-HR National Board can approve an amendment to chapter by-laws by a two-thirds majority vote of the National Board members present and voting at a board meeting. *To be eligible for consideration, proposed amendments must be submitted at least six weeks prior to CUPA-HR's scheduled board meetings (June 1 for summer board meeting, October 1 for fall board meeting, March 1 for spring board meeting.)*

ARTICLE IX. DISSOLUTION OF THE CHAPTER

Section 1 – The Chapter may be dissolved either:

A. Upon a two-thirds vote of the full Chapter Board, or

B. Upon a majority vote of the CUPA-HR National Board upon the absence of an operational Chapter Board for a period of 6 months.

Section 2

Upon Dissolution of the Chapter under Section 1, after paying or making provision for paying all liabilities of the Chapter, the remaining assets shall be paid to CUPA-HR, a non-profit organization duly qualified under the applicable rules of the Internal Revenue Service.

Section 3

Any Chapter assets not distributed through Section 2 shall be disposed of pursuant to the direction of the applicable local Court of Common Pleas, or the equivalent thereof, in the County in which the principal office of the Chapter is located, as the Court may determine.

ARTICLE X. MISCELLANEOUS

Section 1. Methods of Voting

The Chapter is at liberty to utilize any method of communication approved by majority vote of their Board to conduct elections (including nominating procedures). Such methods may include, but not be limited to, secret ballots, e-mail ballots, written ballots, mail ballots, or a combination thereof. Where specific reference is made herein to ballot type, this provision shall take precedence.

ARTICLE XI. EFFECTIVE DATE

These Bylaws are adopted and ratified by a two-third majority vote of the CUPA-HR National Board on the fifth day of December, 2024.