



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 Northern & Central California 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 California north of Santa Barbara up to the northern Californian border.

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. Generally

The Chapter shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that the person is or was an authorized representative of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Chapter and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Action by or in the Right of Chapter

The Chapter shall have the power indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Chapter to procure a judgment in its favor by reason of the fact that such person is or was an authorized representative of the Chapter, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this subdivision: (1) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to the Chapter in the performance of the person's duty to the Chapter, unless and only to the extent that the court in which the proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court shall determine; (2) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or (3) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

Section 3. Mandatory Indemnification

To the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

Section 4. Authorization

Except as provided in Section 3 of this Article, any indemnification under this Article shall be made by the Chapter only if authorized in the specific case, upon a determination that indemnification of the authorized representative is proper in the circumstances because he or she has met the applicable standards of conduct set forth in Sections 1 and 2 of this Article by: (1) A majority vote of a quorum consisting of directors who are not parties to the proceeding; (2) Approval of the members, with the persons to be indemnified not being entitled to vote thereon; or (3) The court in which the proceeding is or was pending upon application made by the Chapter or the authorized representative or the attorney or other person rendering

services in connection with the defense, whether or not the application by the authorized representative, attorney, or other person is opposed by the Chapter.

Section 5. Expenses

Expenses incurred in defending any proceeding may be advanced by the Chapter prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the authorized representative is entitled to be indemnified as authorized in this Article.

Section 6. Miscellaneous

No provision made by the Chapter to indemnify its or its subsidiary's authorized representatives for the defense of any proceeding, whether contained in the articles, these bylaws, a resolution of members or directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the authorized representative may be entitled by contract or otherwise.

No indemnification or advance shall be made under this Article, except as provided in Section 3 or 4 of this Article, in any circumstance where it appears: (1) That it would be inconsistent with a provision of the articles of incorporation, these bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or (2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Insurance

The Chapter shall have power to purchase and maintain insurance on behalf of any authorized representative of the corporation against any liability asserted against or incurred by the authorized representative in such capacity or arising out of the authorized representative's status as such whether or not the Chapter would have the power to indemnify the authorized representative against that liability under the provisions of this Article; provided, however, that the Chapter shall have no power to purchase and maintain that insurance to indemnify any authorized representative of the Chapter for a violation of Section 5233 of the Annotated California Corporation Code.

Section 8. Definitions

For purpose of this Article, the term "authorized representative" shall mean a director, member, officer, employee, or agent (including each former director, member, officer, employee, or agent) of the Chapter or of any corporation controlled by the Chapter, or a trustee, custodian, administrator, committeeman, or fiduciary of any employee benefit plan established and maintained by the Chapter or a person serving another corporation, partnership, joint venture, trust, or other enterprise in any of the foregoing capacities at the request of the Chapter.

For purposes of this Article, 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, members, officers, employees or agents, so that any person who was a director, member, officer, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, member, 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.

The indemnification and advancement of expenses provided by or granted under this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, member, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

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.