



## CHAPTER BYLAWS

### ARTICLE I. NAME AND AREA SERVED

The name of the Chapter is the Alabama 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 Alabama.

### 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 Membership**  
We perceive CUPA-HR to be the collective voice of the higher education human resource community and strive to ensure that our membership includes all institutions, individuals and organizations with a vested interest in the higher education human resource profession.
- **Integrity**  
We honor our commitments, make decisions in the best interest of our members, and act as responsible stewards of association resources.
- **Excellence**  
We hold to the highest standards in all that we do as we endeavor to exceed our members' expectations.
- **Partnerships**  
We recognize the benefits of partnership and explore all opportunities to collaborate with other associations and organizations to advance our objectives.
- **Responsiveness**  
We respond to member 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 our members in making decisions about the association.

## ARTICLE IV. MEMBERSHIP

Participation in the chapter is open to all individuals from any institution in the chapter area as defined in these Bylaws.

### 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: **President, President-Elect, Past President (or Chair, Chair-elect, Past Chair), 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 regional and national CUPA-HR boards 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. The President may appoint committees as he or she determines 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 presidential duties in the absence of the President. The President-elect serves as Chair 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 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.
- C. A higher education human resource professional who is currently employed in the field with no less than 50% of her/his 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, President-Elect, Past President** (*or Chair, Chair-elect, Past Chair*) 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 meeting 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 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 or facsimile mail may be used to provide consent in writing.

B. Telephonic Conferences: An officer may participate in a meeting of the Board by a conference telephone 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. Indemnification**

- A. The Chapter shall indemnify all persons who may be indemnified by the Chapter to the full extent required or permitted by law, including but not limited to the indemnification provided in Sections 10A-2-8.50 through 10A-2-8.58 of the Alabama Business Corporation Law, as such Alabama Business Corporation Law or such Sections 10A-2-8.50 through 10A-2-8.58 now or hereafter exist.
- B. In addition to the above, and without restricting the power or duty of the Chapter to provide indemnification, the Chapter shall:
- (i) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals and whether formal or informal by reason of the fact that he 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, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against expenses (including reasonable attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he conducted himself in good faith and he reasonably believed (1) in the case of conduct in his official capacity with the Chapter, that his conduct was in the best interests of the Chapter, (2) in the case of conduct with respect to an employee benefit plan, that his conduct was for a purpose that was in the best interests of the participants and beneficiaries, and (3) in all other cases (except a criminal action or proceeding), that his conduct was at least not opposed to the Chapter's best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the person did not conduct himself in good faith and in a manner in which he reasonably believed (1) in the case of conduct in his official capacity with the Chapter, that his conduct was not in the best interests of the Chapter, (2) in the case of conduct with respect to an employee benefit plan, that his conduct was for a purpose that was not in the best interests of the participants and beneficiaries, and (3) in all other cases (except a criminal action or proceeding), that his conduct was opposed to the best interests of the Chapter and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The Chapter may not, however, indemnify a person if (1) in connection with any claim, action, suit or proceeding by or in the right of the Chapter, if the person was adjudged liable to the Chapter or (2) in connection with any other claim, action, suit or proceeding charging improper personal benefit to the person, whether or not involving action in his official capacity, if the person was adjudged liable on the basis that a personal benefit was improperly received by him.
  - (ii) Indemnify any director, officer, employee or agent of the Chapter against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with any action, suit, or proceeding referred to in paragraph (i) of this subsection or in defense of any claim, issue or matter therein, to the extent that he has been successful on the merits or otherwise in defense of any such action, suit or proceedings, or in defense of any claim, issue or matter therein. Any indemnification under paragraph (i) of this subsection, unless ordered by a court, shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (i) of this subsection. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, by majority vote of a committee duly designated by the board of directors (in which designated directors who are parties to such action may participate) consisting solely of two or more directors not at the time parties to the action, or (3) by special legal counsel, selected by the board of directors or its committee in the manner prescribed in (1) or (2) or, if a quorum of the board of directors cannot be obtained under (1) and a committee cannot be designated under (2), selected by a majority vote of the full board of directors (in which selected directors who are parties to the action may participate).
  - (iii) Indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding if the court in which such action was brought or another court of competent jurisdiction determines that the person is entitled to mandatory indemnification under Section 10A-2-8.52 of the Alabama Business Chapter Law or that the person is fairly and reasonably

entitled to indemnification in view of all the relevant circumstances, whether or not he met the applicable standard of conduct in paragraph (i) of this subsection or was adjudged liable to the Chapter.

- C. Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Chapter in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in subsections (B) and (C) of this Section upon (1) if authorized pursuant to subsection (B), receipt of a written affirmation by the director, officer, employee or agent of good faith belief that he has met the appropriate standard of conduct provided in subsection (B), (2) receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Chapter as authorized in subsections (B) of this Section, and (3) a determination that the facts then known to those making the determination would not prevent indemnification under these Bylaws.
- D. The indemnification authorized by this Section shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provision of the Articles of Incorporation, these Bylaws, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Chapter and shall inure to the benefit of the heirs, executors, administrators, and personal representatives of such a person.
- E. The Chapter may purchase and maintain insurance or furnish similar protection (including but not limited to trust funds, self-insurance reserves, or the like) 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, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Chapter would have the power to indemnify him against such liability under the provisions of this Section or under Sections 10A-2-8.50 through 10A-2-8.58 of the Alabama Business Corporation Law, as such Sections 10A-2-8.50 through 1-A-2-8.58 or such Alabama Business Corporation Law now or may hereafter exist.
- F. For purposes of these Bylaws, the phrase official capacity shall mean (i) with respect to a director, the office of director in the Chapter; and (ii) when used with respect to an individual other than a director, the office in the Chapter held by an officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Chapter. Official capacity does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise.
- G. 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**

Any provision in these Bylaws may be amended by a two-thirds majority vote of members present and voting at the regular annual business meeting of the Chapter, or by a two-thirds majority of the votes cast in the event of a ballot, provided that members of the Chapter have access to any proposed amendment or amendments at least thirty days prior to the closing date for receipt of votes as expressed in the proposed amendment(s) provided to members. Notice to members of the Chapter may be delivered via posting on the Chapter Web site, by publication in the Chapter newsletter, or by written distribution to members. If notification via posting on the Web site is selected, members will be alerted with an e-mail directing them to the site.

## **ARTICLE IX. DISSOLUTION OF THE CHAPTER**

The Chapter may be dissolved upon a two-thirds vote of the full Chapter Board. Upon the dissolution and liquidation of the Chapter, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Chapter, distribute all Chapter assets to a nonprofit fund, foundation, association, or corporation in the Human Resources field which is recognized and operated exclusively for charitable and educational purposes with 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 future United States Internal Revenue Law, as selected by the Board of Directors.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, or the equivalent thereof, of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

## **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) or to vote on bylaws changes. 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 on the on the Twenty-eighth day of October, 2016.