



## CHAPTER BYLAWS

### ARTICLE I. NAME AND AREA SERVED

The name of the Chapter is the Lone Star 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 Texas east of San Antonio.

### 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. Mandatory Indemnification**

The Chapter shall indemnify an authorized representative against reasonable expenses actually incurred by the person in connection with a proceeding in which the person is a respondent because the person is or was an authorized representative or delegate if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding. A court that determines, in a suit for indemnification, that an authorized representative, former authorized representative, or delegate is entitled to indemnification under this Section shall order indemnification and award to the person the expenses incurred in securing the indemnification.

### **Section 2. Court-Ordered Indemnification**

On application of an authorized representative, and after notice is provided as required by the court, a court may order the Chapter to indemnify the person to the extent the court determines that the person is fairly and reasonably entitled to indemnification in view of all the relevant circumstances. This Section applies without regard to whether the authorized representative or former authorized representative applying to the court satisfies the requirements of Section 5 of this Article or has been found liable: (1) to the Chapter; or (2) because the person improperly received a personal benefit, without regard to whether the benefit resulted from an action taken in the person's official capacity. The indemnification ordered by the court under this Section is limited to reasonable expenses if the authorized representative is found liable: (1) to the Chapter; or (2) because the person improperly received a personal benefit, without regard to whether the benefit resulted from an action taken in the person's official capacity.

### **Section 3. Permissive Indemnification**

The Chapter may indemnify an authorized representative who was, is, or is threatened to be made a respondent in a proceeding to the extent permitted by this Article if it is determined in accordance with this Section that: (1) the person: (a) acted in good faith; (b) reasonably believed: (i) in the case of conduct in the person's official capacity, that the person's conduct was in the Chapter's best interests; and (ii) in any other case, that the person's conduct was not opposed to the Chapter's best interests; and (c) in the case of a criminal proceeding, did not have a reasonable cause to believe the person's conduct was unlawful; (2) with respect to expenses, the amount of expenses other than a judgment is reasonable; and (3) indemnification should be paid. Action taken or omitted by an authorized representative with respect to an employee benefit plan in the performance of the person's duties for a purpose reasonably believed by the person to be in the interest of the participants and beneficiaries of the plan is for a purpose that is not opposed to the best interests of the Chapter. A person does not fail to meet the standard under this Section solely because of the termination of a proceeding by: (1) judgment; (2) order; (3) settlement; (4) conviction; or (5) a plea of nolo contendere or its equivalent.

Subject to other provisions in this Article, the Chapter may indemnify an authorized representative against: (1) a judgment; and (2) expenses, other than a judgment, that are reasonable and actually incurred by the person in connection with a proceeding. Indemnification under this Section of a person who is found liable to the Chapter or is found liable because the person improperly received a personal benefit: (1) is limited to reasonable expenses actually incurred by the person in connection with the proceeding; (2) does not include a judgment, a penalty, a fine, and an excise or similar tax, including an excise tax assessed against the person with respect to an employee benefit plan; and (3) may not be made in relation to a proceeding in which the person has been found liable for: (a) willful or intentional misconduct in the performance of the person's duty to the Chapter; (b) breach of the person's duty of loyalty owed to the Chapter; or (c) an act or omission not committed in good faith that constitutes a breach of a duty owed by the person to the Chapter. An authorized representative is considered to have been found liable in relation to a claim, issue, or matter only if the liability is established by an order, including a judgment or decree of a court, and all appeals of the order are exhausted or foreclosed by law.

### **Section 4. Determinations**

Except as provided otherwise by this Article, the determinations required under this Section must be made by: (1) a majority vote of the authorized representatives who at the time of the vote are disinterested and independent, regardless of whether the authorized representatives who are disinterested and independent constitute a quorum; (2) a majority vote of a committee of the governing authority of the Chapter if the committee: (a) is designated by a majority vote of the authorized representatives who at the time of the vote are disinterested and independent, regardless of whether the authorized representatives who are disinterested and independent constitute a quorum; and (b) is composed solely of one or more authorized representatives who are disinterested and independent; (3) legal counsel selected by the governing authority of the Chapter, or selected by a committee of the governing authority, by vote in accordance with (1) or (2) of this Section; (4) the members of the Chapter in a vote by each authorized representative who is not disinterested and independent; or (5) a

unanimous vote of the members of the Chapter. If legal counsel determines under this Section that a person meets the standard under this Section, the special legal counsel shall determine whether the amount of expenses other than a judgment is reasonable under this Section but may not determine whether indemnification should be paid under this Section. The determination whether indemnification should be paid must be made in a manner specified by this Section. A provision contained in the governing documents of the Chapter, a resolution of the members or governing authority, or an agreement that requires the indemnification of a person who meets the standard under this Article constitutes a determination under this Section that indemnification should be paid even though the provision may not have been adopted or authorized in the same manner as the determinations required under this Article. The determinations required under this Article must be made in a manner provided by this Section.

### **Section 5. Advancement of Expenses**

The Chapter may pay or reimburse reasonable expenses incurred by a present authorized representative who was, is, or is threatened to be made a respondent in a proceeding in advance of the final disposition of the proceeding without making the determinations required under this Article after the Chapter receives: (1) a written affirmation by the person of the person's good faith belief that the person has met the standard of conduct necessary for indemnification under this Section; and (2) a written undertaking by or on behalf of the person to repay the amount paid or reimbursed if the final determination is that the person has not met that standard or that indemnification is prohibited by this Article. A provision in the governing documents of the Chapter, a resolution of the members or governing authority, or an agreement that requires the payment or reimbursement permitted under this Section authorizes that payment or reimbursement after the Chapter receives an affirmation and undertaking described by this Section. The written undertaking required by this Section must be an unlimited general obligation of the person but need not be secured and may be accepted by the Chapter without regard to the person's ability to make repayment.

Notwithstanding any other provision of this Article, the Chapter may indemnify and advance expenses to a person who is not an authorized representative, including an officer, employee, or agent, as provided by: (1) the Chapter's governing documents; (2) general or specific action of the Chapter's governing authority; (3) resolution of the Chapter's members; (4) contract; or (5) common law. The Chapter shall indemnify an officer to the same extent that indemnification is required under this Article for an authorized representative. A person described by this Section may seek indemnification or advancement of expenses from the Chapter to the same extent that an authorized representative may seek indemnification or advancement of expenses under this chapter. Notwithstanding any authorization or determination specified in this chapter, the Chapter may pay or reimburse, in advance of the final disposition of a proceeding and on terms the Chapter considers appropriate, reasonable expenses incurred by: (1) a former authorized representative or delegate who was, is, or is threatened to be made a respondent in the proceeding; or (2) a present or former employee, agent, or officer who is not an authorized representative of the Chapter and who was, is, or is threatened to be made a respondent in the proceeding. A determination of indemnification for a person who is not an authorized representative of the Chapter, including an officer, employee, or agent, is not required to be made in accordance with this Section.

Notwithstanding any other provision of this Article, the Chapter may pay or reimburse reasonable expenses incurred by a authorized representative, officer, employee, agent, delegate, or other person in connection with that person's appearance as a witness or other participation in a proceeding at a time when the person is not a respondent in the proceeding.

### **Section 6. Insurance**

The Chapter may purchase or procure or establish and maintain insurance or another arrangement to indemnify or hold harmless an existing or former authorized representative against any liability: (1) asserted against and incurred by the person in that capacity; or (2) arising out of the person's status in that capacity. The insurance or other arrangement established under this Section may insure or indemnify against the liability described by this Section without regard to whether the Chapter otherwise would have had the power to indemnify the person against that liability under this chapter. Insurance or another arrangement that involves self-insurance or an agreement to indemnify made with the Chapter or a person that is not regularly engaged in the business of providing insurance coverage may provide for payment of a liability with respect to which the Chapter does not otherwise have the power to provide indemnification only if the insurance or arrangement is approved by the owners or members of the Chapter. For the benefit of persons to be indemnified by the Chapter, the Chapter may, in addition to purchasing or procuring or establishing and maintaining insurance or another arrangement: (1) create a trust fund; (2) establish any form of self-insurance, including a contract to indemnify; (3) secure the Chapter's indemnity obligation by grant of a security interest or other lien on the assets of the Chapter; or (4) establish a letter of credit, guaranty, or surety arrangement. Insurance or another arrangement established under this Section may be purchased or procured or established and maintained: (1) within the Chapter; or (2) with any insurer or other person considered appropriate by the governing authority, regardless of whether all or part of the stock, securities, or other ownership interest in the insurer or

other person is owned in whole or in part by the Chapter. The governing authority's decision as to the terms of the insurance or other arrangement and the selection of the insurer or other person participating in an arrangement is conclusive. The insurance or arrangement is not voidable and does not subject the authorized representatives approving the insurance or arrangement to liability, on any ground, regardless of whether the authorized representatives participating in approving the insurance or other arrangement are beneficiaries of the insurance or arrangement. This Section does not apply in case of actual fraud.

### **Section 7. Definitions**

For purpose of this Article, the term “authorized representative” shall mean a director, member, officer, employee, or agent (including each former member, director, employee, officer 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, 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.

For purposes of this Article, 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; and 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. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Chapter” as referred to in this Section.

## **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.