



## CHAPTER BYLAWS

### ARTICLE I. NAME AND AREA SERVED

The name of the Chapter is the Minnesota 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 Minnesota.

### 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 Mandatory; Standard**

Subject to the provisions of Section 4 of this Article, the Chapter shall indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by the person in connection with the proceeding, if, with respect to the acts or omissions of the person complained of in the proceeding, the person: (1) Has not been indemnified another organization or employee benefit plan for the same judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by the person in connection with the proceeding with respect to the same acts or omissions; (2) Acted in good faith; (3) Received no improper personal benefit and Minnesota Statutes, Section 302A.255, if applicable, has been satisfied; (4) In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and (5) In the case of acts or omissions occurring in the official capacity described in Section 9 of this Article, reasonably believed that the conduct was in the best interests of the Chapter, or in the case of acts or omissions occurring in the official capacity described in Section 9 of this Article, reasonably believed that the conduct was not opposed to the best interests of the Chapter. If the person's acts or omissions complained of in the proceeding relate to conduct as an authorized representative of an employee benefit plan, the conduct is not considered to be opposed to the best interests of the Chapter if the person reasonably believed that the conduct was in the best interests of the participants or beneficiaries of the employee benefit plan. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent does not, of itself, establish that the person did not meet the criteria set forth in this Section.

### **Section 2. Advances**

Subject to the provisions of Section 3 of this Article, if a person is made or threatened to be made a party to a proceeding, the person is entitled, upon written request to the Chapter, to payment or reimbursement by the Chapter of reasonable expenses, including attorneys' fees and disbursements, incurred by the person in advance of the final disposition of the proceeding, (a) upon receipt by the Chapter of a written affirmation by the person of a good faith belief that the criteria for indemnification set forth in Section 1 of this Article have been satisfied and a written undertaking by the person to repay all amounts so paid or reimbursed by the Chapter, if it is ultimately determined that the criteria for indemnification have not been satisfied, and (b) after a determination that the facts then known to those making the determination would not preclude indemnification under this Article. The written undertaking required by clause (a) is an unlimited general obligation of the person making it, but need not be secured and shall be accepted without reference to financial ability to make the repayment.

### **Section 3. Prohibition or Limit on Indemnification or Advances**

The articles or bylaws either may prohibit indemnification or advances of expenses otherwise required by this Section or may impose conditions on indemnification or advances of expenses in addition to the conditions contained in Section 1 and 2 of this Article including, without limitation, monetary limits on indemnification or advances of expenses, if the prohibition or conditions apply equally to all persons or to all persons within a given class. A prohibition or limit on indemnification or advances may not apply to or affect the right of a person to indemnification or advances of expenses with respect to any acts or omissions of the person occurring prior to the effective date of a provision in the articles or the date of adoption of a provision in the bylaws establishing the prohibition or limit on indemnification or advances.

### **Section 4. Reimbursement to Witness**

The Chapter shall reimburse expenses, including attorneys' fees and disbursements, incurred by a person in connection with an appearance as a witness in a proceeding at a time when the person has not been made or threatened to be made a party to a proceeding.

### **Section 5. Determination of Eligibility**

All determinations whether indemnification of a person is required because the criteria set forth in Section 1 of this Article have been satisfied and whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in Section 2 of this Article shall be made: (1) By the Board by a majority of a quorum; Directors who are at the time parties to the proceeding shall not be counted for determining either a majority or the presence of a quorum; (2) If a quorum under clause (1) cannot be obtained, by a majority of a committee of the Board, consisting solely of two or more directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full Board including directors who are parties; (3) If a determination is not made under clause (1) or (2), by

special legal counsel, selected either by a majority of the Board or a committee by vote pursuant to clause (1) or (2) or, if the requisite quorum of the full Board cannot be obtained and the committee cannot be established, by a majority of the full Board including directors who are parties; (4) If a determination is not made under clauses (1) through (3), by the members, excluding the votes of membership held by parties to the proceeding; or (5) If an adverse determination is made under clauses (1) through (4) or under paragraph (b), or if no determination is made under clauses (1) through (4) or under paragraph (b) within 60 days after the termination of a proceeding or after a request for an advance of expenses, as the case may be, by a court in this state, which may be the same court in which the proceeding involving the person's liability took place, upon application of the person and any notice the court requires. With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, an authorized representative possessing, directly or indirectly, the power to direct or cause the direction of the management or policies of the Chapter, the determination whether indemnification of this person is required because the criteria set forth in Section 1 have been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding as provided in Section 2 of this Article may be made by an annually appointed committee of the Board, having at least one member who is a director. The committee shall report at least annually to the Board concerning its actions.

### **Section 6. Insurance**

The Chapter may purchase and maintain insurance on behalf of a person in that person's official capacity against any liability asserted against and incurred by the person in or arising from that capacity, whether or not the Chapter would have been required to indemnify the person against the liability under the provisions of this Article.

### **Section 7. Disclosure**

The Chapter with members with voting rights that indemnifies or advances expenses to a person under this Article in connection with a proceeding by or on behalf of the Chapter shall report to the members in writing the amount of the indemnification or advance and to whom and on whose behalf it was paid not later than the next meeting of members.

### **Section 8. Discretionary Indemnification**

Nothing in this Article shall be construed to limit the ability of the Board of Directors to indemnify any person or entity not described in this Article pursuant to, and to the extent described in, an agreement authorized by a majority of the directors then in office.

### **Section 9 Definitions**

(a) For purposes of this Article, the terms defined in this Section have the meanings given them.

(b) "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.

(c) "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.

(d) "Official capacity" means (1) with respect to a director, the position of director in the Chapter, (2) with respect to a person other than a director, the elective or appointive office or position held by an officer, member of a committee of the Board, or the employment or agency relationship undertaken by an employee or agent of the Chapter, (3) with respect to a director, member, officer, employee, or agent of the Chapter who, while a director, member, officer, employee, or agent of the Chapter, is or was serving at the request of the Chapter or whose duties in that position involve or involved service as a director, member, officer, partner, trustee, or agent of another organization or employee benefit plan, the position of that person as a director, member, officer, partner, trustee, employee, or agent, as the case may be, of the other organization or employee benefit plan.

(e) "Proceeding" means a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of the Chapter.

## **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.