



## CHAPTER BYLAWS

### ARTICLE I. NAME AND AREA SERVED

The name of the Chapter is the Nevada 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 Nevada.

### 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 Discretionary Indemnification.**

The Chapter may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the Chapter, by reason of the fact that the person is or was an authorized representative of the Chapter, or is or was serving at the request of the Chapter as a director, officer, member, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person: (a) Is not liable pursuant to Nevada Revised Statutes Annotated ("N.R.S.") 78.138; or (b) acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Chapter, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person is liable pursuant to N.R.S. 78.138 or did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Chapter, or that, with respect to any criminal action or proceeding, he or she had reasonable cause to believe that the conduct was unlawful.

### **Section 2 Action by or in the Right of Chapter.**

A Chapter may 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 the person is or was an authorized representative of the Chapter, or is or was serving at the request of the Chapter as a director, member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by the person in connection with the defense or settlement of the action or suit if the person: (a) Is not liable pursuant to N.R.S. 78.138; or (b) acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Chapter. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the Chapter or for amounts paid in settlement to the Chapter, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

### **Section 3 Mandatory Indemnification.**

To the extent that an authorized representative of the Chapter has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, the Chapter shall indemnify him or her against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense.

### **Section 4 Authorization.**

Any discretionary indemnification pursuant to Section 1 of this Article, unless ordered by a court or advanced pursuant to Section 2 of this Article, may be made by the Chapter only as authorized in the specific case upon a determination that indemnification of the authorized representative is proper in the circumstances. The determination must be made: (a) By the members; (b) By the board of directors by majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding; or (c) If a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding so orders, by legal counsel in a written opinion.

The articles of incorporation, the bylaws or an agreement made by the Chapter may provide that the expenses of authorized representatives incurred in defending a civil or criminal action, suit or proceeding must be paid by the Chapter as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the authorized representative to repay the amount if it is ultimately determined by a court of competent jurisdiction that the authorized representative is not entitled to be indemnified by the Chapter. The provisions of this Section do not affect any rights to advancement of expenses to which corporate personnel other than authorized representatives may be entitled under any contract or otherwise by law.

### **Section 5 Nonexclusive.**

The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this Section: (a) does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the

articles of incorporation or any bylaw, agreement, vote of members or disinterested directors or otherwise, for either an action in the person's official capacity or an action in another capacity while holding office, except that indemnification, unless ordered by a court pursuant to Section 1 of this Article or for the advancement of expenses made pursuant to Section 5 of this Article, may not be made to or on behalf of any authorized representative if a final adjudication establishes that the authorized representative's acts or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action. A right to indemnification or to advancement of expenses arising under a provision of the articles of incorporation or any bylaw is not eliminated or impaired by an amendment to such provision after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought, unless the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred. (b) continues for a person who has ceased to be an authorized representative and inures to the benefit of the heirs, executors and administrators of such a person.

### **Section 6 Insurance and Other Financial Arrangements.**

The Chapter may purchase and maintain insurance or make other financial arrangements on behalf of any person who is or was an authorized representative of the Chapter, or is or was serving at the request of the Chapter as a director, member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise for any liability asserted against the person and liability and expenses incurred by the person in his or her capacity as an authorized representative, or arising out of his or her status as such, whether or not the Chapter has the authority to indemnify such a person against such liability and expenses.

The other financial arrangements made by the Chapter pursuant to this Section may include the following: (a) The creation of a trust fund. (b) The establishment of a program of self-insurance. (c) The securing of its obligation of indemnification by granting a security interest or other lien on any assets of the Chapter. (d) The establishment of a letter of credit, guaranty or surety. No financial arrangement made pursuant to this Section may provide protection for a person adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable for intentional misconduct, fraud or a knowing violation of law, except with respect to the advancement of expenses or indemnification ordered by a court.

Any insurance or other financial arrangement made on behalf of a person pursuant to this Section may be provided by the Chapter or any other person approved by the board of directors.

In the absence of fraud: (a) The decision of the board of directors as to the propriety of the terms and conditions of any insurance or other financial arrangement made pursuant to this Section and the choice of the person to provide the insurance or other financial arrangement is conclusive; and (b) The insurance or other financial arrangement: (1) Is not void or voidable; and (2) Does not subject any authorized representative approving it to personal liability for his or her action, even if an authorized representative approving the insurance or other financial arrangement is a beneficiary of the insurance or other financial arrangement.

### **Section 7 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.

## **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.