



CHAPTER BYLAWS

ARTICLE I. NAME AND AREA SERVED

The name of the Chapter is the Tennessee 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 Tennessee.

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 Authorized

The Chapter may indemnify an individual made a party to a proceeding because the individual is or was an authorized representative against liability incurred in the proceeding if: (1) The individual's conduct was in good faith; and (2) The individual reasonably believed: (a) In the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in its best interest; and (b) In all other cases, that the individual's conduct was at least not opposed to its best interests; and (3) In the case of any criminal proceeding, the individual had no reasonable cause to believe the individual's conduct was unlawful. A authorized representative's conduct with respect to an employee benefit plan for a purpose the authorized representative reasonably believed to be in the interests of the participants in, and beneficiaries of, the plan is conduct that satisfies the requirements of this Section. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the authorized representative did not meet the standard of conduct described in this Section.

The Chapter may not indemnify an authorized representative under this Section: (1) In connection with a proceeding by or in the right of the Chapter in which the authorized representative was adjudged liable to the Chapter; (2) In connection with any other proceeding charging improper personal benefit to the authorized representative, whether or not involving action in the authorized representative's official capacity, in which the authorized representative was adjudged liable on the basis that personal benefit was improperly received by the authorized representative; (3) For any breach of the authorized representative's duty of loyalty to the corporation or its members; (4) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (5) for the conduct described in Tennessee Code Annotated ("T.C.A.") §48-58-302.

Section 2. Mandatory Indemnification

Unless limited by its charter, the Chapter shall indemnify an authorized representative to the extent the authorized representative was successful, on the merits or otherwise, or who is immune from suit under T.C.A. § 48-58-601, in the defense of any proceeding to which the authorized representative was a party because the authorized representative is or was an authorized representative of the Chapter against reasonable expenses incurred by the authorized representative in connection with the proceeding.

Section 3. Advance of Expenses

The Chapter may pay for or reimburse the reasonable expenses incurred by an authorized representative who is a party to a proceeding in advance of final disposition of the proceeding if: (1) The authorized representative furnishes the Chapter a document of the authorized representative's good faith belief that the authorized representative has met the standard of conduct described in Section 1 of this Article or is immune from suit under T.C.A. §48-58-601; (2) The authorized representative furnishes the Chapter a document, executed personally or on the authorized representative's behalf, to repay the advance if it is ultimately determined that the authorized representative is not entitled to indemnification; and (3) A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article. The undertaking required by this Section must be an unlimited general obligation of the authorized representative but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 4 of this Article.

Section 4. Determination

The Chapter may not indemnify an authorized representative unless the person has met the standard of conduct set forth in Section 1 of this Article. The determination shall be made by: (1) The board of directors by majority vote of a quorum consisting of directors whether or not at the time are parties to the proceeding; (2) If a quorum cannot be obtained under this Section, majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two (2) or more directors not at the time parties to the proceedings; (3) legal counsel: (a) Selected by the board of directors or its committee in the manner prescribed in this Section; or (b) If a quorum of the board cannot be obtained under this Section and a committee cannot be designated under this Section, legal counsel shall be selected by majority vote of the full board of directors (in which selection directors who are parties may participate); or (4) The members, but directors who are at the time parties to the proceeding may not vote on the determination. Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by legal counsel, authorization

of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under this Section to select counsel.

Section 5. Insurance

The Chapter may purchase and maintain insurance on behalf of an individual who is or was an authorized representative of the Chapter, or who, while an authorized representative of the Chapter, is or was serving at the request of the Chapter as a director, member, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual's status as an authorized representative, whether or not the Chapter would have power to indemnify the individual against the same liability under this Article.

Section 6. Nonexclusive

The indemnification and advancement of expenses granted pursuant to, or provided by, the Sections of this Article shall not be deemed exclusive of any other rights to which an authorized representative seeking indemnification or advancement of expenses may be entitled, whether contained in this Article, the charter, or these bylaws or, when authorized by such charter or these bylaws, in a resolution of members, a resolution of directors, or an agreement providing for such indemnification; provided, that no indemnification may be made to or on behalf of any authorized representative if a judgment or other final adjudication adverse to the authorized representative establishes the authorized representative's liability: (a) For any breach of the duty of loyalty to the Chapter or its members; (b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) For an authorized representative's conflicting interest transaction under this Article; or (d) Under T.C.A. §48-58-302.

Nothing contained in the Section of this Article shall affect any rights to indemnification to which corporate personnel, other than authorized representatives, may be entitled by contract or otherwise under law. If the charter limits indemnification or advancement for expenses, indemnification and advancement for expenses are valid only to the extent consistent with the charter. This Section does not limit the Chapter's power to pay or reimburse expenses incurred by an authorized representative in connection with appearing as a witness in a proceeding at a time when the authorized representative has not been made a named defendant or respondent to the proceeding. This Section does not limit a Chapter's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an authorized representative.

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.

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, member, officer, employee or agent of the Chapter which imposes duties on, or involves services by such director, member, 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-eight day of October, 2016.