



CHAPTER BYLAWS

ARTICLE I. NAME AND AREA SERVED

The name of the Chapter is the Wisconsin 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 Wisconsin.

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, to the extent that he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the authorized representative was a party because he or she is an authorized representative of the Chapter.

In cases not included under the above paragraph, the Chapter shall indemnify an authorized representative against liability incurred by the authorized representative in a proceeding to which the authorized representative was a party because he or she is an authorized representative of the Chapter, unless liability was incurred because the authorized representative breached or failed to perform a duty that he or she owes to the Chapter and the breach or failure to perform constitutes any of the following: (1) A willful failure to deal fairly with the Chapter or its members in connection with a matter in which the authorized representative has a material conflict of interest. (2) A violation of the criminal law, unless the authorized representative had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful. (3) A transaction from which the authorized representative derived an improper personal profit or benefit. (4) Willful misconduct. Determination of whether indemnification is required under this subsection shall be made under Section 2 of this Article. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the authorized representative is not required under this subsection.

An authorized representative who seeks indemnification under this Section shall make a written request to the Chapter.

Indemnification under this section is not required if the authorized representative has previously received indemnification, reimbursement or allowance of expenses from any person, including the Chapter, in connection with the same proceeding.

Pursuant to §181.0879 of the Wisconsin Statutes Annotated ("W.S.A."), an authorized representative who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another circuit court of competent jurisdiction.

Section 2. Determination

Unless otherwise provided by the articles of incorporation or these bylaws or by written agreement between the authorized representative and the Chapter, the Chapter seeking indemnification under Section 1 of this Article shall select one of the following means for determining his or her right to indemnification: (1) By a majority vote of a quorum of the board of directors consisting of directors who are not at the time parties to the same or related proceedings. If a quorum of disinterested directors cannot be obtained, by a majority vote of a committee duly appointed by the board of directors and consisting solely of 2 or more directors who are not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the committee. (2) By legal counsel selected by a quorum of the board of directors or its committee in the manner prescribed in subsection (1) or, if unable to obtain such a quorum or committee, by a majority vote of the full board of directors, including directors who are parties to the same or related proceedings. (3) By a panel of three arbitrators consisting of one arbitrator selected by those directors entitled under subsection (2) to select legal counsel, one arbitrator selected by the Chapter seeking indemnification and one arbitrator selected by the two arbitrators previously selected. (4) By an affirmative vote of members with voting rights, if any. Membership rights owned by, or voted under the control of, persons who are at the time parties to the same or related proceedings, whether as plaintiffs or defendants or in any other capacity, may not be voted in making the determination. (5) By a court under W.S.A. §181.0879, or (6) By any other method provided for in any additional right to indemnification permitted under Section 4 of this Article.

Section 3. Allowance of Expenses

Upon written request by an authorized representative who is a party to a proceeding, the Chapter may pay or reimburse his or her reasonable expenses as incurred if the Chapter provides the Chapter with all of the following: (1) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Chapter. (2) A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Chapter, to pay reasonable interest on the allowance to the extent that it is ultimately determined under Section 2 of this Article that indemnification under Section 1 of this Article is not required and that indemnification is not ordered by a court under W.S.A. §181.0879 (2)(b). The undertaking under this subsection shall be an unlimited general obligation of the authorized

representative and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 4. Additional Rights

The Chapter may, by a provision in its articles of incorporation or these bylaws or in a resolution adopted or a contract approved by its board of directors or members, obligate itself to provide indemnification or allowance of expenses in accordance with Section 1 of this Article or advance funds to pay for or reimburse expenses in accordance with Section 3 of this Article. Any provision is deemed to satisfy the requirements for authorization referred to in Section 3 of this Article and in Section 4 of this Article. This Article does not limit the Chapter's power to pay or reimburse expenses incurred by an authorized representative in connection with his or her appearance as a witness in a proceeding at a time when he or she is not a party or as a plaintiff or petitioner in a proceeding.

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 against liability asserted against and incurred by the individual in his or her capacity as an authorized representative, or arising from his or her status as an authorized representative, regardless of whether the Chapter is required or authorized to indemnify or allow expenses to the individual against the same liability under this Article.

Section 6. 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.