

**Grand Canyon State IPMA-HR**  
**Chapter Bylaws**  
(Effective May 2018)

**Article I – Grand Canyon State Chapter**

Section 1. This chapter shall be known as the “Grand Canyon State Chapter of the International Public Management Association for Human Resources.”

Section 2. The geographical area covered by this Chapter shall be the following:  
The State of Arizona.

**Article II – Objectives and Exempt Organization Restrictions**

The objectives for which the Chapter is organized are:

- A. The principal objectives of this Chapter shall be as follows:
1. To actively lead the Arizona public sector human resource community by providing opportunities and resources that establish relationships, promote learning, and enhance organizational value;
  2. To represent all areas of human resources within the Arizona public sector regardless of organizational size or geographical location;
  3. To provide a forum for persons engaged in public human resource administration to discuss their current problems and to provide a medium for their mutual self-improvement;
  4. To implement the objectives and program of the International Public Management Association for Human Resources within the Chapter area;
  5. To explain and interpret the objectives and methods of public human resource administration to the general public, civic groups, government officials and employees; and
  6. To encourage and facilitate cooperative action among public jurisdictions and private employers within the Chapter area on public human resource problems of mutual concern.

- B. The Chapter is restricted to activities permitted of organizations recognized as exempt under Section 501(c)(6) of the Internal Revenue Code. Notwithstanding anything in these Bylaws to the contrary, at all times the Chapter shall be organized and operated as follows:
1. The Chapter is an association of persons having a common interest of improving public sector human resources management, and its purpose shall be to promote this common interest of its members;
  2. The Chapter is a membership organization and shall have meaningful membership support;
  3. The Chapter is not be organized for profit;
  4. No part of the net earnings of the Chapter may inure to the benefit of any private shareholder or individual;
  5. The Chapter's activities shall be directed to the improvement of public sector human resources generally, as distinguished from the performance of particular services for individual persons or governmental entities;
  6. The Chapter's primary activity shall not consist of performing particular services for individual persons; and
  7. The Chapter shall not engage in a regular business of a kind ordinarily carried on for profit, even if the business is operated on a cooperative basis or produces only sufficient income to be self-sustaining.

### **Article III – Chapter Membership**

Section 1. Membership in this Chapter shall be open to any person within the Chapter area who is a member of the International Public Management Association. Chapter membership, with no International Public Management Association privileges, also shall be available to any person who is not a member of the International Public Management Association, but who is in support of the objectives and programs of this Chapter and of the International Public Management Association.

Section 2. The annual dues for Chapter Membership shall be established by the Board of Directors of the Chapter.

Section 3. The Board may determine current Board members receive free registration to regular Chapter's program(s) and/or the annual conference. The Board may also determine to send current Board members to any training sponsored by IPMA-HR, Western-Region IPMA-HR, and/or another chapter's training as long as the training meets the objectives of the Arizona Chapter.

#### **Article IV – Chapter Officers and Board of Directors**

Section 1. The officers of this Chapter shall consist of a Board of Directors consisting of the six officers of the Chapter and other Board members as shall be established annually by the Board of Directors. The Chapter Officers shall be President, President-Elect, Past President, Secretary, Treasurer, and Assistant Treasurer. All Chapter Officers must be voting members of the International Association.

Section 2. The management of the Chapter's affairs and the development and guidance of its program of activities shall be the responsibility of the Board of Directors of the Chapter. The Board shall have a membership consisting of the Chapter Officers, along with a number of additional Board Members elected annually from the Chapter Membership. The number of Board Members shall be established on an annual basis by the Board of Directors thirty (30) days prior to nominations being presented to the Chapter Membership for consideration. One Board Member position may be reserved for a Board Member Emeritus. The term of office of Chapter President, President-Elect and Past President shall be one (1) year. The Secretary, Treasurer and Assistant Treasurer shall serve a two (2) year term. Board Members shall serve a two-year staggered term. The term of office of Chapter officers and other members of the Board shall begin July 1, or as soon as successors have been elected and installed following an unexpected vacancy.

Section 3. The Board of Directors may, by a majority vote of those present, remove any Officer or Board Member for: 1) misfeasance or nonfeasance in the performance of the duties of the officer; or 2) who fails to attend three (3) consecutive Board meetings without excuse.

Section 4. At least sixty (60) days prior to the expiration of the terms of the officers and other members of the Board, the Past-President shall present to the Membership its nominations of the Chapter Officers and for Board Members. The nominations shall be voted on by the Chapter Membership during an annual election period beginning May 1 and ending no later than June 1. Additional nominations may be submitted from the membership by writing in the nomination on the ballot. For President-Elect, a nomination

must come from current Officer(s) or Board Member(s) who have served in such capacity for at least one year prior to beginning of term of office.

Section 5. Ballots shall be returned to a member of the nominating committee not on the present ballot or seeking reelection. The current President, or designee shall confirm the final vote and announce the results to the membership in June.

Section 6. All Members of the Chapter shall have a voice and a vote in the affairs of the Chapter. On matters calling for a decision by the Chapter Membership, voting shall be by voice or by written or electronic ballot as the Members may determine.

## **Article V – Duties of Officers and Board of Directors**

Section 1. The President is an elected officer who serves as the Chapter's chief executive officer. The President:

1. Conducts the business of the Chapter in accordance with the Chapter bylaws and serves as chair of the Board of Directors
2. Presides at all business sessions
3. Appoints all committees, taking into consideration the recommendations of the Board of Directors
4. Serves as the chief spokesperson for the Chapter on all issues pertinent to the profession of public human resource administration and keeps the Board of Directors advised on statements relating to such matters for their information
5. Represents the Chapter and profession among the Chapter's members, the general public, and other professional organizations
6. Maintains contact with the general membership of the Chapter
7. Responsible for ensuring timely submission of Chapter Reporting and Rebate information to Association Headquarters, and
8. Receives, disseminates and responds to, as appropriate, memoranda from Association headquarters concerning Association matters.

Section 2. The Chapter's President-Elect is an elected officer who serves as the successor to the President. The following year, the President-Elect assumes the role of Chapter President. The President-Elect:

1. Serves as an officer of the Chapter for corporate legal purposes
2. Serves as the acting President of the Chapter for the unexpired portion of the President's term in the event of a vacancy in the presidency
3. Performs specific assignments delegated by the President, and
4. Prepares for the office of President and familiarizes himself/herself with the Chapter's committee structure and begins to develop the composition of the following year's

committees so that appointments are made at an early date in order for the various committee charges to be accomplished in a timely and effective manner.

Section 3. The Past President of the Chapter is an elected officer who serves as the officer in rank in the absence of the President and President-Elect. The Past President:

1. Serves as an officer of the Chapter for corporate legal purposes, and
2. Performs specific assignments delegated by the President.

Section 4. The Secretary of the Chapter is an elected officer who serves as the Chapter's official recording officer. The Secretary:

1. Keeps all Chapter records, reports, membership lists, and minutes of all meetings as the Chapter's official recording officer
2. Maintains close contact with Association headquarters and supplies whatever reports and records may be required, including an annual report of Chapter activities
3. Assists the President of the Chapter in developing meeting agendas
4. Notifies each Chapter member of meetings at least two weeks in advance of the meeting (meeting notice should be complete in detail as to time, place and purpose of the meeting)
5. Maintains an official book of minutes of all Chapter meetings which can be passed along to future secretaries
6. Serves as the Chapter's official correspondent and in this capacity handles all written communication with the members of the national office, and at other times as may be directed by the President (a file of such correspondence should be established for future reference and passed along to future secretaries)
7. Prepares informational articles regarding recent Chapter activities for inclusion in the Association's monthly newsletter, IPMA-HR News, Western Star
8. Takes responsibility for membership promotion activity, including communication with Association headquarters, and
9. Keeps the Association headquarters advised of name/address changes of the officers and Board of Directors.

Section 5. The Treasurer of the Chapter is an elected officer who serves as the Chapter's financial officer. The Treasurer:

1. Executes the financial transactions of the Chapter
2. Collects and deposits membership dues and other income in a commercial bank account at a local bank
3. Maintains accurate records for such deposits in order to be ready at any time to present a report of the Chapter's financial status
4. Prepares financial reports and provides copies for auditing

5. Prepares a year-end financial statement for submission to Association headquarters with the Chapter's annual report
6. Assists in the development of a reasonable budget for the Chapter and monitors expenditures throughout the year
7. Pays all bills approved by the Board of Directors and keeps accurate records of disbursements
8. Arranges for the annual audit of Chapter financial operations, and
9. Maintains accurate and up -to-date membership records and forwards names and addresses of new Chapter members to Association headquarters quarterly

Section 6. The Assistant Treasurer of the Chapter is an elected officer who serves as an assistant to the Chapter's financial officer, the Treasurer. The Assistant Treasurer serves as the successor to the Treasurer. Following the second year in office the Assistant Treasurer assumes the role of the Chapter Treasurer. The Assistant Treasurer:

1. Assists in auditing the financial transactions of the Chapter
2. Assists the Treasurer in collecting and depositing membership dues and other income in a commercial bank account at a local bank
3. Assists with the development of a Chapter budget
4. Maintains primary responsibility for filing of necessary financial filings with the Internal Revenue Service
5. Trains to assume responsibility of the Treasurer

Section 7. At the transition meeting (normally held in June), a Board Member is assigned by the new Chapter President for the coming year to serve as committee chairperson over programs, membership, the annual conference, professional development, and website/communications committees. Other Board members may serve as committee members in each of these areas.

Section 8. The Board of Directors, which includes the officers of the Chapter, consists of members elected by the membership for the purpose of performing those functions and responsibilities that are prescribed in the bylaws of the Chapter. The terms of office for the members of the Board of Directors shall be two years. The Board of Directors establishes broad objectives and goals for the Chapter, including programs, projects, and budgets, and sees that the affairs of the Chapter are conducted in a fashion which achieves these goals and objectives. The Board of Directors:

1. Conducts the business of the Chapter during the interim between business meetings of the membership
2. Ensures that funds are available to carry out the objectives and purposes of the Chapter
3. Ensures the proper custody and disbursements of available Chapter funds

4. Familiarizes themselves with the bylaws of the Chapter, minutes of recent meetings of the Board of Directors, Association headquarters memoranda disseminated by the Chapter President, and other reports and materials as received
5. Strives to attend every meeting of the Board of Directors so as to offer considered judgment on matters presented and to recommend actions considered to be in the best interest of the Chapter (if a board member is unable to attend a meeting of the Board of Directors, his or her views on pertinent subjects to be covered at the meeting should be provided to the President in advance of the meeting), and
6. Recognizes that there is a personal and legal responsibility for each board member for all acts and omissions of the Board of Directors in the discharge of its responsibilities in accordance with the bylaws of the Chapter.

Section 9. If any of the Chapter Officers should resign or be unable to discharge the duties of their office the Board of Directors shall designate one of the Board Members to discharge the duties of the office until the next regular election is held.

Section 10. If any of the Chapter Board Members should resign or be unable to discharge the duties of their office and if the unexpired portion of the term is ninety (90) days or more, the Board of Directors shall appoint or call a special election to complete the remainder of the unexpired term. If the unexpired portion of the term is less than ninety (90) days, the vacancy shall be filled at the next election.

## **Article VI – Chapter Meetings**

Section 1. A minimum of four (4) regular meetings of the Chapter shall be held annually from July 1 –June 30,which includes one chapter membership meeting. The Board of Directors shall establish the time and location of those meeting at the annual Board planning session held prior to July 1 of each fiscal year. In addition, the Chapter must have at least four (4) board meetings a year,

Section 2. One annual conference shall be held for the membership. One of the regular meetings may be designated as an annual conference based on the budgetary position of the Chapter.

Section 3. At any meeting held for the purpose of transacting Chapter business, a quorum shall consist of at least 20 percent of the Chapter Membership.

Section 4. Except as herein provided, the most recent edition of Robert’s “Rules of Order” shall govern the proceedings of the Chapter.

## **Article VII - Amendments**

Section 1. Proposed amendments to these bylaws may be initiated by action of the Board of Directors or upon written petition signed by at least five (5) Members of the Chapter. Amendments initiated by petitions shall be addressed to the President for submission to the Chapter Membership.

Section 2. Proposed amendments shall be transmitted by the Secretary to the Members in writing at least thirty (30) days in advance of the date on which they are to be voted on by the Members. In the case of proposed amendments initiated by petition, the text of the amendment may be accompanied by the recommendation of the Board of Directors.

Section 3. Before any amendments to these bylaws are formally presented to the Chapter Membership for consideration, the Secretary shall submit the proposed amendment or amendments to the International Public Management Association for Human Resources, with a request that the proposed bylaw change(s) be reviewed for conformity with policies of the International Public Management Association for Human Resources as established by the Executive Council. No action on these proposed amendments will be taken until a response to a request for review has been received by the Chapter.

Section 4. Any amendment to these bylaws deemed by the Executive Council to be in conflict with the objectives or policies of the International Public Management Association for Human Resources shall be referred back to the Chapter Membership.

## **Article VIII – Chapter Liabilities**

Section 1. The International Public Management Association for Human Resources is not responsible for any liabilities this Chapter might incur.

Section 2. If at any time the Chapter is officially dissolved, any remaining Chapter assets will be distributed to local (Arizona) Section 501(c)(6) organization(s), or to one or more governmental entities for a public purpose, as determined by the Officers of the Chapter.

## **Article IX – Effective Date**


These bylaws shall become effective upon approval by the Executive Council of the International Public Management Association for Human Resources.



## CERTIFICATION

I certify that I am the Secretary of the Grand Canyon State Chapter of the International Public Management Association for Human Resources, an Arizona nonprofit corporation (the "Corporation"), and have been designated by the Board of Directors of the Corporation to be the officer directed to prepare minutes of the directors' meetings and for authenticating records of the Corporation; that the foregoing Amended and Restated Bylaws have been adopted as the Bylaws of the Corporation effective as of May 24, 2018, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.

DATED July 25, 2019

  
Secretary

Lisa Esquivel  
Secretary - Print