

**INTERNATIONAL PUBLIC MANAGEMENT ASSOCIATION - HUMAN
RESOURCES, MONTGOMERY COUNTY MARYLAND
CHAPTER**

BYLAWS

Article I - NAME

The name of this Corporation shall be the International Public Management Association for Human Resources, Montgomery County Maryland Chapter ("Chapter"). The geographical area covered by this Chapter will be Montgomery County Maryland and the surrounding metropolitan area.

Article II - PURPOSE AND OBJECTIVES

Section 1: PURPOSE.

- (a) The Chapter is a non-profit organization that represents the interests of agencies and individuals in public sector human resources. Its purpose shall be to promote professional and career development of Members and the public, and provide Members a local educational forum for free interchange of ideas and information in the field of human resources management and public administration. This not-for-profit, non-partisan corporation is formed exclusively for educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 ("IRC").
- (b) The Chapter shall:
 - (i) further professional and career development of Members and the public in the field of human resources through efforts such as seminars, mini-conferences, regional conferences, journal club activities, position papers on topics relevant to the field of human resources and public administration, presentations at IPMA-HR conferences, recognition awards, training programs, tuition reimbursement, and speaker assistance to bring new developments and trends to Members and the interested public;
 - (ii) promote growth of the International Public Management Association for Human Resources (IPMA-HR) and the Chapter through increased membership.

Section 2: OBJECTIVES. The objectives of the Chapter shall be as follows:

- (a) to sponsor forums, conferences and related educational programs in the field of human resources management and public administration;
- (b) to implement the objectives and programs of the IPMA-HR within the Chapter area;
- (c) to explain and interpret the objectives and methods of human resources management to the general public, civic groups, government officials and

employees; and

- (d) to encourage and facilitate cooperative action among public jurisdictions and private employees within the Chapter area on human resource matters of mutual concern.

Section 3: Notwithstanding any of the foregoing:

- (a) The purposes for which the Chapter is organized and operated shall be confined to those that are exclusively educational and charitable as defined in IRC 501(c)(3);
- (b) no part of the net earnings of the Chapter shall inure to the benefit of any Member, officer, employee, or member of the Executive Board, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Chapter effecting one or more of its educational or charitable purposes); no substantial part of the activities of the Chapter shall be used for the carrying on of propaganda, or otherwise attempting to influence legislation; and the Chapter shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office;
- (c) upon the dissolution of the Chapter or the winding up of its affairs, the assets of the Chapter remaining after the payment or provision for debts or obligations shall be distributed to IPMA-HR. If IPMA-HR is not an organization described in IRC 501(c)(3) at the time when any assets are to be distributed to it, then such property shall be distributed exclusively to religious, charitable, scientific, testing for public safety, literary, or educational organizations which would then qualify for exemption from federal income tax under the provisions of IRC 501(c)(3) and regulations published as they now exist or as they may hereafter be amended; and no Member, officer, employee, or member of the Executive Board or any private individual shall be entitled to share in the distribution of any of its assets upon dissolution of the Chapter.

Article III - MEMBERSHIP

Section 1: TERMS AND CLASSES. All persons are eligible for membership regardless of sex, race, religion, color, national origin, disability, or sexual orientation if they are interested in the objectives of the Chapter. Full enjoyment of the privileges and benefits of membership is dependent on participation in the Chapter and shall be available to all members whose dues and other obligations to the Chapter are current. Persons possessing the necessary qualifications may upon the approval of the Chapter be admitted to membership in one of the following classes: Student, Honorary, or Professional.

Section 2: CLASSES OF MEMBERSHIP. The Chapter supports three (3) memberships: Student, Honorary, and Professional.

- (a) STUDENT MEMBER - Student membership is reserved for individuals pursuing an undergraduate or graduate degree in human resources or other

related studies, who are enrolled at an accredited institution in full-time status, and who possess a desire to advance human resource management initiatives in the workplace. There will be no ceiling on the number of Student Members.

- (b) HONORARY LIFE MEMBER - Honorary Life membership may be granted to prominent practitioners in the field of human resources who have made significant contributions to the field and have been Professional and continuous members of the Chapter for a minimum of five (5) years. The granting of Honorary Life status must be approved by at least a two-thirds (2/3) vote of the Executive Board.

An Honorary Life member shall be entitled to all privileges of membership and shall pay no annual Chapter dues. The Chapter will maintain, at all times, a ratio of at least ninety percent (90%) Professional membership with the remainder comprised of Honorary Life and/or Student Members. In the event that the percentage of Professional membership should drop below the required ninety percent, no new nominations for Honorary Life membership will be approved until the Professional membership has increased to ninety (90) percent.

- (c) PROFESSIONAL MEMBER - Professional Members are individuals who are engaged in the profession of human resources management or public administration and/or have demonstrated a bona fide interest in promoting the field of human resources and/or public administration. Individuals employed as consultants may be considered for professional membership in the Chapter if:

- (i) They are actively engaged in providing professional services to clients in the field of human resources and/or directly related areas; and

- (ii) Meet all other criteria established as defined. Consultants or other similarly classified who are employed by employment agencies (permanent or temporary), search firms, or consulting organizations and who shall advertise through any means for the purpose of assigning or directing a person to some other employer to work and charge a fee or commission for such service will be denied membership.

Section 3: APPLICATION FOR MEMBERSHIP. Application for membership shall be made in writing on the Chapter application form or electronically at the Chapter website.

Section 4: MEMBERSHIP DUES. The Executive Board will establish a schedule of membership dues for Student and for Professional members sufficient to meet budgeted expenditures. Solicitation for membership renewals will be conducted annually (May and June). New member applications will be in effect through the end of the fiscal year in which received or as determined by the Board. Members whose annual dues are paid shall be entitled to receive all official communications of the Chapter, to participate in all activities, and to receive its special publications free or at the reduced membership price. The Executive Board may prescribe other assessments as necessary.

Section 5: IPMA-HR MEMBERS. Upon paying Chapter membership dues, members in good standing of IPMA-HR who have indicated affiliation with the Chapter will receive a voucher redeemable at any Chapter function.

Article IV - MEETING OF MEMBERS

Section 1: ANNUAL MEETINGS. The Chapter shall hold an annual meeting for the purpose of electing officers and directors of the Executive Board and for the transaction of other business at a time and place, either within or outside Montgomery County Maryland, to be determined by the Executive Board. Failure to hold the annual meeting at the designated time and place shall not work a forfeiture or dissolution of the Chapter.

Section 2: SPECIAL MEETINGS. Special meetings of the Chapter may be called at the discretion of the President at a time and place, either within or outside Montgomery County Maryland, for the transaction of business.

Section 3: NOTICE OF MEETINGS. The Chapter will conduct one annual business meeting of members, which shall ordinarily serve as the meeting at which the Board of Directors (Executive Officers) and Executive Members-at-Large are elected to fill vacancies including vacancies arising from expiring terms. Notice of such meeting, with nominations of officers and members-at-large enclosed, shall be signed by President (or other officer/member designated by the President), and mailed or transferred electronically to the last recorded address of each Member not less than 30 nor more than 90 days before the date appointed for the meeting.

Section 4: QUORUM. At any meeting of members held for the purposes of transacting Chapter business, a quorum shall consist of twenty-five (25) members eligible to vote.

Section 5: VOTING AT ANNUAL MEMBERS MEETINGS. As of June, 2012, the Executive has two options for voting by membership. 1. At its annual meeting to elect Executive Board members, members may vote in person or by proxy. The authorization for another person to act as proxy may be transmitted via electronic mail. Attendees at the annual meeting must be able to hear each other. Proxy votes may be included in determining a quorum. A member cannot vote via electronic mail in this scenario, but may authorize another person to act as proxy via electronic mail. This authorization will be included with the written ballot at the time of voting. 2. Alternatively, the Executive Board may provide a vote of the Association by mail ballot or electronic ballot in connection with any matter on which action by the membership is desirable at any time.

Section 6: INITIATIVE. Members may bring any matter to a vote by the Executive Board by presenting it in the form of a petition signed by at least forty voting members. Such petitions must be submitted by the Secretary to the Executive Board for action within sixty (60) days of receipt thereof.

Section 7: BYLAWS. The Chapter's Bylaws will be made available electronically through the Chapter website. Copies will be provided upon request.

Section 8: PROCEDURE. Except as otherwise provided in these Bylaws, "Roberts Rules of Order" shall govern the proceedings of any meetings of the membership.

Article V - EXECUTIVE BOARD

Section 1: AUTHORITY AND RESPONSIBILITY. The governing body of the Chapter shall be the Executive Board, which shall supervise, control, and direct the affairs of the Chapter, including the raising of necessary funds. The Treasurer shall inform the Executive Board, not later than October 31 of each year of the income and expenditure estimates to be approved by the Executive Board for the forthcoming fiscal year, and of the financial results of the previous year's operations. The Executive Board shall have all powers granted by the State of Maryland without limitations.

Section 2: NUMBER. The number of Class 1 directors shall be six (6). The number of Class 2 directors, as described in Section 4, shall be six (6).

Section 3: DUTIES. The Executive Board will manage the Chapter's affairs and will be responsible for the development and guidance of its programs and activities. The Executive Board will adopt budgeting and accounting procedures, approve an annual budget and expenditures, receive and review the annual audit, appoint committees as necessary, and authorize programs consistent with the objectives of the Chapter. The Executive Board shall have the power at any time to fill vacancies in, to change the membership of, or to discharge any such committee.

Section 4: COMPOSITION. The Executive Board of the Chapter shall consist of two classes of directors:

- (a) Class 1 shall be known as "Executive Officers." Executive Officers shall be the President, President-elect, immediate Past President, Secretary, Treasurer, and Treasurer-Elect shall perform duties as described in Article VI of these Bylaws.
- (b) Class 2 shall be known as "Executive Members-at Large." Executive Members-at-Large shall assist the President and Officers in conducting the business of the Chapter.

Section 5: MANNER OF NOMINATION, ELECTION AND TERM. The Executive Board shall be nominated and elected to their positions in the manner provided in Article VII of these Bylaws and shall serve on the Executive Board for the duration of their elected terms. Executive Officers shall serve terms as prescribed in Article VI of these Bylaws. An Executive Member-at-Large shall serve a two-year term. Three (3) Executive Members-at-Large shall be elected in one (1) year and three (3) in the alternate year. Executive Members-at-Large who have been elected and served as much as four (4) years will not be eligible to succeed themselves as Executive Members-at-Large without a break of at least one (1) year.

Section 6: VOTING BY EXECUTIVE BOARD. Both classes of directors shall possess voting rights. Unless otherwise specified in these Bylaws, matters calling for a vote of the Executive Board shall be decided by a majority vote of the members of the Executive Board present and voting at the meeting. Voting rights of a member of the Executive Board shall not be delegated to another nor exercised by proxy.

Section 7: QUORUM. At any meeting of the Executive Board, a quorum may not consist of less than a majority of the number of members of the Executive Board. If there be no

such quorum, a majority of the persons so present or so represented may adjourn the meeting without further notice.

Section 8: REMOVAL. The Executive Board is authorized to remove a member of the Executive Board for dereliction of duty. To effect removal, a vote shall be taken at a regular meeting by the Executive Board and shall require two-thirds majority of Executive Board members voting at a regular meeting. The Executive Board may remove from office any director or officer of the Chapter for cause but only after the officer or director has been advised of the complaint and has been given reasonable opportunity to defend against such charges. The President may accept the resignation of any officer. Any such resignation shall be in writing, but the reasons therefore need not be stated.

Section 9: ADVISORY BOARD. The Executive Board or the President may appoint advisory committees that shall not have voting rights or any other power to exercise the authority of the Board in the management of the Chapter. Such advisory committees may include members and/or non-members of the Board.

Section 10: ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Executive Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 11: FEES AND COMPENSATION. The directors shall not receive any compensation for their services; however, the Executive Board may authorize reimbursement for expenses incurred in connection with the performance of services for the Chapter. Nothing herein contained shall be construed to preclude any director from serving the Chapter in any other capacity and receiving compensation therefore.

Section 12: ADJOURNMENT. A majority of the Executive Board members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 13: INCREASING THE NUMBER OF EXECUTIVE BOARD MEMBERS. If the number of Executive Board positions shall be increased, the additional member(s) then to be elected shall be promptly elected by a majority of the members enrolled at the time of the increase, or if not so elected, they shall be elected at the next annual meeting of the Chapter.

Article VI - OFFICERS

Section 1. OFFICERS. The officers of the Chapter shall be the President, President-elect, immediate Past President, Secretary, Treasurer, and Treasurer-elect, whom shall be elected by the membership in accordance with these Bylaws. The Officers also serve as Class 1 directors, known as "Executive Officers" of the Chapter.

- (a) TERM OF OFFICE. The President, President-elect, Past President, and Secretary shall serve from July 1 of the year in which they are elected through June 30 of the following year or thereafter until their successors have been elected and qualified. Notwithstanding the forgoing, the President-elect shall succeed to President without further election. The Treasurer and Treasurer-Elect shall serve from July 1 of the year in which he/she is elected through June 30 of the following year or thereafter until his/her successor has been

elected and qualified. Notwithstanding the forgoing, the Treasurer-elect shall succeed to Treasurer without further election.

Section 2: DUTIES. The duties of the officers are as follows:

- (a) **PRESIDENT.** The President shall be the chief executive officer of the Chapter. The President will preside over the meetings of the Chapter and its Executive Board. The President will appoint from the membership of the Chapter such standing and special committees as are authorized by the Executive Board and these Bylaws. In concert with the Executive Board, the President will develop and distribute an annual plan for approval by the Executive Board. The annual plan will be available to any member upon request. The President will coordinate the activities of the Chapter with the activities of other chapters and with other echelons of IPMA-HR. Chapter Presidency is a three-year commitment, with the first year as President-Elect, the second year as President, and the third year as Immediate Past President. The President may not succeed him/herself without a break of at least one (1) year.
- (b) **PRESIDENT-ELECT.** The President-Elect will act for the President in the President's absence or in the event of a vacancy in that office, will assist the President in coordinating the activities of the Chapter, and will carry out other assignments made by the President, to include chairing the Resolutions Committee.
- (c) **IMMEDIATE PAST PRESIDENT.** The Past President will provide consultative services to the President and Executive Board with respect to the business of the Chapter including matters pertaining to Articles of Incorporation and these Bylaws.
- (d) **SECRETARY.** The Secretary will maintain the minutes and records of the Chapter, will conduct the correspondence of the Chapter, and will perform other functions assigned by the President. The term of the Secretary shall be one (1) year or until a successor is elected. A Secretary may succeed himself/herself once without a break of one (1) year.
- (e) **TREASURER.** The Treasurer will maintain the financial records, audit other records, and conduct the financial business of the Chapter. The Treasurer will be responsible for the receipt, safekeeping and disbursement of funds. The Treasurer will prepare an annual budget for consideration by the Executive Board. Chapter Treasury is a two-year commitment, with the first year as Treasurer-Elect and the second year as Treasurer. The Treasurer may not succeed him/herself without a break of at least one (1) year.
- (f) **TREASURER-ELECT.** The Treasurer-Elect will act for the Treasurer in the Treasurer's absence or in the event of a vacancy in that office; will assist the Treasurer in performing the duties of the office, and will carry out other assignments.

Section 3: IPMA-HR. The President, President-elect, and immediate Past-President shall be members in good standing of IPMA-HR.

Article VII: ELECTION OF OFFICE

Section 1: EXECUTIVE BOARD. The Executive Board of the Chapter shall be filled through general membership elections. Candidates for office must be Professional members in good standing of the Chapter at time of nomination and during term of office. Terms of office shall begin on the first day of July following election to office.

SECTION 2: NOMINATING COMMITTEE. No more than ninety (90) days before each annual meeting, the President shall appoint a nominating committee that will consist of a Chairperson designated by the President and two (2) other members. Before April of each year, the Chairperson of the Nominating Committee will invite the membership to suggest candidates for the elective offices to be filled by annual election. The Nominating Committee will consider all such candidates and may nominate additional candidates. Provisions will be made on the ballot for writing in additional candidates. The Nominating Committee will present nominations for the elective offices to the President at least forty-five (45) days before the annual meeting. The President (or designee) shall send the list of nominees to each member with a biographical sketch of each nominee at least thirty (30) days before the annual meetings. Voting for the election of Directors and Members of the Executive Board shall be made by written ballot and submitted at the annual meeting.

Section 3: VOTES. Members voting will be in accordance with Article IV of these Bylaws. The candidate for each office receiving the highest number of votes shall be declared elected. In case of a tie vote, the Executive Board will make the determination among the tied candidates. The Chair of the Nominating Committee will record and maintain all records associated with the election of officers and will give such records to the incoming President immediately after the Board's transition in July.

Section 4: VACANCIES. A vacancy in any elective office except that of President-elect will be filled by the candidate having the most votes from the most recent election ballot for the remainder of the unexpired term of the previous incumbent. If there were no other candidates from the most recent election, nominations for the position will be solicited from the membership and the vacancy will be filled by vote of the Executive Board for the remainder of the term of office.

If the office of President becomes vacant, the President-elect will automatically succeed for the remainder of the term. If the office of President-elect becomes vacant, it will remain so for the remainder of the term. If both of these offices are vacant simultaneously, the Executive Board will designate a President pro tempore to serve until the next regular election. If the immediate Past President is not available for such service, the Executive Board shall appoint an alternative representative from the Chapter membership for the remainder of the year.

Section 5: TERM OF EXECUTIVE MEMBERS-AT-LARGE AFTER LOSS OF ELECTION. If an Executive Member-at-Large serving a two-year term runs for another position in the middle of the term and is not elected, the member completes the remainder of his/her term on the Executive Board.

Article VIII - AMENDMENTS TO THE BYLAWS

Section 1: PROPOSED AMENDMENT. Amendments may be proposed at any time by the Executive Board or by any member of the Chapter through the Executive Board.

Section 2: IPMA-HR REVIEW. Proposed amendments shall be submitted to the Executive Board at least forty-five (45) days prior to the next regular meeting. All proposed amendments to these Bylaws shall be forwarded to the Secretariat (IPMA-HR) with a request that the proposed Bylaw changes be reviewed for conformity with the policies of the IPMA-HR established by the Executive Council. No action shall be taken on these proposals until the Executive Council has had the opportunity to review and comment on the proposed amendments. Should this review go beyond three (3) months, the Chapter's Executive Board shall proceed with sending the proposed amendments to the Chapter's membership with the Executive Board's recommendations on their acceptance or rejection.

Section 3: APPROVAL BY THE MEMBERSHIP. The membership shall have the opportunity to review and provide comment on the proposed Bylaw amendments and a vote shall be taken on a specified date. A two-thirds majority vote of those members voting shall be required for approval.

Article IX - MONIES

Section 1: USE OF FUNDS. All monies levied or otherwise collected or amassed by the Chapter will be used in accord with stated objectives of the parent organization IPMA-HR and in the best interest of the Chapter. IPMA-HR is not responsible for any liabilities the Chapter may incur.

Section 2: APPROVAL OF EXECUTIVE BOARD. Approval of the Executive Board will be obtained before any unbudgeted expenditure is incurred.

Section 3: BUDGET AMENDMENTS. Proposed amendments to any established budget plan or other previously approved expenditure shall be decided by the Executive Board.

Section 4: CONTRACTS AND DEBTS. The Chapter will not enter into any contract that imposes any liability on the IPMA-HR nor shall the Chapter incur any debt that cannot be met out of the available funds of the Chapter.

Section 5: AUDITING. At the beginning of each fiscal year, July 1, the President will appoint an Auditing Committee, which will arrange for an audit of the financial and property records of the Chapter and submit by September 30 a report to the Executive Board. This report will be available upon request to any member of the Chapter. The Executive Board shall also arrange for an annual, independent audit of the books and accounts of the Chapter.

Section 6: HONORARY AWARDS. The Executive Board is directed to establish budget and to expend Chapter funds for honorary awards as it may deem to be in accord with the objectives of the Chapter and the restrictions of these Bylaws.

Section 7: CHARITABLE ORGANIZATIONS. By vote of the Executive Board, donations may be made with Chapter funds but will be limited to tax-exempt, charitable organizations described in section 501(c)(3) of the Internal Revenue Code.

Section 8: DEPOSITORIES. The funds of the Chapter not otherwise employed shall be deposited to the order of the Chapter in such banks, trust companies or other depositories as the Executive Board may select, or as may be selected by any one or more officers or agents of the Chapter to whom such power may be delegated by the Executive Board.

Section 9: SIGNATORIES. All checks, drafts and other orders for payment of money from the funds of the Chapter, and all notes and other evidences of indebtedness of the Chapter shall be signed on behalf of the Chapter in such manner as shall be determined by the Executive Board. In the absence of such determination by the Executive Board, such instruments shall be signed by the treasurer and counter-signed by the President of the Chapter.

Article X - FISCAL YEAR

Section 1: OPERATING YEAR. The Chapter's operating year shall be July 1 to June 30 of each year.

Article XI - CORPORATE SEAL

Section 1: INCORPORATION. The Chapter shall have a corporate seal with its name, year of incorporation and the words "Corporate Seal, State of Maryland" inscribed thereon. The seal shall be maintained in the custody of the Secretary and used by him/her, or any other officer so authorized by the Directors, by causing it, or a facsimile thereof, to be impressed, affixed or otherwise reproduced on any instrument or document as may be required by law, these Bylaws, the Directors or the President. The presence or absence of the seal on any instrument, or its addition thereto, shall not affect the character, validity or legal effect of the instrument in any respect.

Sleyo/6/7/02 REVISED
Sleyo/6/27/02
Bauhs/8/15/02 REVISED
Steyer/3/13/03 REVISED
Keller/6/2/05 REVISED
Bass/01/17/07 REVISED