

Bylaws

International Public Management Association for Human Resources of Texas (IPMA-TEXAS)

A Texas Non-Profit Corporation

ARTICLE I

PERMANENT BYLAWS Amended 09/17/2018

SECTION 1. REPLACEMENT OF PROVISIONAL IPMA-TEXAS CHAPTER BYLAWS. This document shall hereby replace the Provisional IPMA-Texas Chapter Bylaws signed on September 2016 by IPMA_HR Board These Bylaws have been adopted by the Chapter Board with the approval of the Executive Council of the International Public Management Association for Human Resources.

ARTICLE II

TEXAS CHAPTER

SECTION 1. This Chapter shall also be known as the "The Texas IPMA-HR Chapter of the International Public Management Association for Human Resources, hereinafter referred to as "The Chapter."

SECTION 2. The Texas IPMA-HR Chapter is the nonprofit, public sector organization representing and serving Human Resources professionals in the state of Texas which provides the opportunity for them to convene and discuss issues that affect them in the Human Resources profession. The Texas IPMA-HR is affiliated with the National chapter of the International Public Managers Association for Human Resources. Through this affiliation, the Texas IPMA-HR offers its Texas members a unique opportunity to share information and resources that represent the interests of human resource professionals at all levels and strive to promote excellence in HR management.

SECTION 3. The geographical area covered by this Chapter shall be the state of Texas.

ARTICLE III

OFFICE

SECTION 1. REGISTERED OFFICE AND AGENT. The registered office and registered agent of the Corporation shall be as designated from time to time by the appropriate filing by the corporation with the Office of the Secretary of State of the State of Texas.

SECTION 2. OTHER OFFICES. The Corporation may also have offices at such other places both within and outside of the State of Texas as the Board of Directors may from time to time determine or the business of the Corporation may require or as may be desirable.

ARTICLE IV

OBJECTIVES

SECTION 1. PURPOSE. The purpose of this Chapter shall be as follows:

- A. Provide a forum for persons engaged in public human resource management administration to discuss their current problems and to provide a medium for their mutual self-improvement;
- B. To implement the objectives and program of the International Public Management Association for Human Resources within the Chapter area;
- C. To explain and interpret the objectives and methods of human resource management to the general public, civic groups, government officials and employees; and
- D. To encourage and facilitate cooperative action among public jurisdictions and private employers within the Chapter area on public HR issues of mutual concern.
- E. To collaborate and provide training to members of the organization and participate in education and training provided by the national organization. There is no requirement for The Chapter to host a national or regional conference and any programming is at the discretion of The Chapter.
- F. Provide an opportunity for the members to be aware of state, national and global policy and legislative issues and share perspectives on behalf of human resources professionals in the Texas public sector.

ARTICLE V

MEMBERSHIP

SECTION 1. TYPES OF MEMBERSHIP.

- A. **Active.** Membership in the Chapter shall be open to any person in the State of Texas who is responsible for the provision of services related to human resources management in Texas for public entities such as cities, counties, state agencies, and special authorities/districts. Active members shall be entitled to all benefits and privileges of the Chapter including eligibility to vote and hold office.
- B. **Associates.** Associate members shall be persons or groups interested in contributing to the Chapter who have attained a position in a field of specialization qualifying them to contribute to the advancement of professional knowledge in cooperation with the membership of the Chapter. This may include Independent consulting groups or other third party vendors or for-profit, private sector agencies. Associate membership shall

be entitled to all benefits and privileges of the Association except chairing committees, holding offices and voting.

- C. **Affiliate.** Affiliate members shall be any person who shall have been a member of the Chapter in good standing, and who shall have resigned, retired, or separated from his/her position with a public entity in Texas and is in a position which would not qualify him/her to retain any other membership classification. Affiliate membership shall be entitled to all benefits and privileges of the Association except, holding offices and voting.
- D. **Cooperating Member.** Cooperating members shall be persons employed in human resources positions in the private sector, or persons who work for corporations or businesses that provide services for human resources functions. Cooperating members shall be entitled to all benefits and privileges of the Chapter except, holding offices and voting.
- E. **Student/Intern.** Student/Intern members shall be persons who are currently enrolled in a course of study related to human resources management at an accredited college or university in Texas and are not eligible for other categories of membership. Student/Intern members shall be entitled to all benefits of the Association except, holding offices, and voting.
- F. **Emeritus.** Emeritus members shall be persons who have separated from active employment in public sector while an active member in good standing of IPMR HR Texas and who have contributed positively to the Chapter. Emeritus memberships shall be granted by a majority vote of the Board of Directors. Emeritus members shall be entitled to all benefits of the Association.

SECTION 2. SELECTION FOR MEMBERSHIP. There shall be an application for membership. Eligibility for or continuation of membership shall be determined by action of the Chapter's Board of Directors with consideration from the committee assigned to consider such applications.

- A. Members changing positions may retain their membership for a reasonable period of time, provided all other obligations of membership are met and the member is not employed in a position contrary to the goals and objective of the Texas IPMA-HR Chapter, and so long as the member is seeking a position which would permit the member to retain membership status. Eligibility for membership or continuation of membership shall be determined by action of the Chapter Board and on a specific case basis.
- B. Except as otherwise provided by these bylaws, Active Texas IPMA- HR Chapter membership shall entitle the member to all privileges extended by the Texas State IPMA-HR Chapter. Special member privileges for other types of membership shall be determined by the Chapter Board.

- C. All active members will be afforded voting rights, Chapter Board elections, and service on Chapter committees.

SECTION 3. DUES. Annual dues for Chapter membership shall be determined by a majority vote of the Chapter Board no later than the end of the calendar year, to be effective on January 1 of the following year. Changes to dues may be made as necessary and voted on by The Chapter's Board to cover expenses.

ARTICLE VI

DIRECTORS

SECTION 1. BOARD OF DIRECTORS. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, the Board of Directors (the "Board"), who may exercise all such powers of the Corporation.

Directors on the Board (individually, a "Director," and collectively, the "Directors") will discharge their duties in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term ordinary care means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on them, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors, or experts such as accountants or legal counsel. A Director is not relying in good faith if he has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

The initial Board shall consist of those Directors named in the Certificate of Formation. Thereafter, the number of Directors to be elected shall be fixed at a maximum as determined by the Board. The number of Directors shall never be fewer than three. Directors may change these numbers by majority vote as the organization grows. All Directors have equal voting rights.

SECTION 2. CHAPTER OFFICERS. The Chapter shall have three officers: President, Vice President, and Secretary/Treasurer. The Secretary/Treasurer, and Vice President shall be selected by majority vote of the Board.

SECTION 3. TERM OF DIRECTORS. Directors will serve for a term of two years. There is no limitation on the number of terms a Director may serve on the Board. For purposes of this paragraph, a Director elected to the Board to fill an unexpired term shall not be deemed to have served the entire term.

- A. Term of Officers and Board Members. The calendar shall begin on October 1, each year and occur as follows:
 - i. Place 1: President-one-year term
 - ii. Place 2: Vice President-one-year term, automatic succession to President
 - iii. Place 3: Secretary/Treasurer- appointed by Board for two – year term in even years.
 - iv. Place 4: IPMA-HR Chapter Member- appointed by Board for two-year term in even years.
 - v. Place 5: IPMA-HR Chapter Member- appointed by Board for two-year term in odd years.
 - vi. Place 6: IPMA-HR Chapter Member- appointed by Board for two-year term in even years.
 - vii. Place 7: IPMA-HR Chapter Member- appointed by Board for two-year term in odd years.
 - viii. Place 8: Past President – one-year term
 - ix. Place 9: Executive Director- appointed by the Board for two-year term in even years beginning 2018.

SECTION 4. NOMINATION, ELECTION, VACANCIES, AND COMPOSITION.

- A. **Nomination of Director Candidates.** Nominations for the election of Term Directors in Places 4-7 may be made by any Member at the Annual Meeting.
- B. **Election and Vacancies.** Term Director candidates may be elected to the Board only by the affirmative vote of a majority of the Members present at the Annual Meeting. Any vacancies in the Board may be filled only by the affirmative vote of a majority of the Directors then in office, though less than a quorum, or by the sole remaining Director.
- C. **Removal.** Chapter Board members may be removed by a super-majority of the Chapter Board for cause.
- D. **Compensation.** Directors shall not receive compensation for serving in their role as a Director.

SECTION 5. MEETINGS. The Board may hold meetings, both regular and special.

SECTION 6. ANNUAL MEETINGS AND REGULAR MEETINGS OF THE BOARD. The Board shall have at least semi-annual meetings which may be held within seventy-two hours’ notice, on the date determined by resolution of the Board. Other regular meetings of the Board may be held with seventy-two hours’ notice, on a date determined by resolution of the Board.

SECTION 7. SPECIAL MEETINGS OF THE BOARD. Special meetings of the Board may be called by the President or a majority of the Directors with seventy-two hours’ notice to each Director

given in the manner provided in Section 1 of Article VII of these Bylaws and with notice to each Director at the written request of any two of the Directors.

Unless otherwise required by law, the Certificate of Formation, or these Bylaws, neither the business to be transacted at nor the purpose of any special meeting of the Board need be specified in the notice or waiver of notice of such meeting.

SECTION 8. QUORUM; MAJORITY VOTE.

(i) Unless otherwise provided in the Certificate of Formation or these Bylaws, at all meetings of the Board or a committee thereof, the majority of the number of Directors or committee members constituting the entire Board or committee thereof, present in person, shall constitute a quorum for the transaction of business, and the act of a majority of all Directors or committee members, including those not present, shall be the act of the Board or a committee thereof. If a quorum shall not be present in person at any meeting of the Board or a committee thereof, the Directors or committee members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

(ii) The vote of a majority of the Directors then in office shall be required to amend the Certificate of Formation or these Bylaws or to dissolve the corporation.

SECTION 9. TELEPHONIC MEETING. Unless otherwise restricted by the Certificate of Formation, subject to the provisions required or permitted by law or these bylaws for notice of meetings, a Director, or a member of any committee designated by the Board, may participate in and hold a meeting of the Board, or such committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

SECTION 10. RESIGNATION, REMOVAL, AND VACANCIES. Any Director may resign at any time by written notice to the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at such other time as may be specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Directors may be removed from office, with or without cause, by the affirmative vote of a majority of all Directors. If any Director violates her duty of loyalty to the Corporation, he may be removed from office by the vote of a majority of Directors then in office. Any person elected to the Board to fill a vacancy caused by the death, resignation, or removal of a Director shall serve for the unexpired term of the person replaced. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, or other cause (including removal from office) may be filled only by the affirmative vote of a majority of the Directors then in office, though less than a quorum, or by the sole remaining Director.

SECTION 11. ACTION WITHOUT MEETING. Any action required to be taken at any meeting of the Directors, or any action which may be taken at any meeting of the Directors, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed and dated by a sufficient number of Directors as would be necessary to take such action at a meeting at which all directors were present and voted.

SECTION 12. COMMITTEES. The Board by resolution adopted by a majority of the Directors then in office may designate one or more committees to serve at the pleasure of the Board, with such powers and duties as authorized by Sections 22.218 and 22.219 of the Texas Business Organizations Code, the Board, the Certificate of Formation, and these Bylaws. The Chapter President may also appoint such committees as are deemed necessary or appropriate for carrying on the activities of the Chapter.

SECTION 13. CHAPTER MEETINGS.

- A. At least one regular meeting of the members of the Chapter shall be held annually. The President shall set the time and place of Chapter meetings, and the Secretary shall notify the members.
- B. Special meetings may be scheduled at the discretion of the Board of Directors. Special meetings may be conducted through use of communication technology.
- C. Meetings of the Association shall be presided over by The Chapter President or, in his/her absence, by the Vice-President. Meetings of The Chapter Board may be held as called and presided over by the President, if present. In the event of a vacancy or the absence of the President from a meeting, the highest officer at the time the vacancy occurs, or present at the meeting, shall assume the duties or chair the meeting, as appropriate.

ARTICLE VII

OFFICERS

SECTION 1. PRESIDENT. The President shall, if present, preside at all meetings of the Board and, subject to the direction of the Board, shall have and exercise charge of and general supervision over the business affairs and employees of the Corporation. He or she shall also have responsibility for managing the day-to-day operations of the Corporation and, subject to the oversight and direction of the Board, shall have the powers and duties customarily held by the chief executive officer of a corporation. The President will also be responsible for all annual and end of year reporting required by the Corporation. He or she shall also have such other authority

and perform such other duties as may be prescribed from time to time by the Board or these Bylaws.

SECTION 2. VICE PRESIDENT. In the temporary absence/incapacity of the President, the Vice President shall exercise the functions covered in Section 1 of this Article. In the event of a vacancy in the office of the President, the Vice President shall assume the Presidency.

SECTION 3. SECRETARY/TREASURER. The Secretary shall have the duty of recording the proceedings of the minutes of the Board in a minute book to be kept for that purpose. In the absence of the Secretary, the minutes of all meetings of the Board shall be recorded by such person as shall be designated by the Board. The Secretary shall give or cause to be given notice, as required by these Bylaws or by law, of all meetings of the Board. The Secretary shall be responsible for keeping membership records and notifying members of Chapter meetings. The Secretary shall also perform such other duties and have such other powers as may be permitted by law or as the Board may from time to time prescribe or authorize.

As Treasurer, this member shall perform such duties and have such powers as are incident to the office of treasurer, including, without limitation, the duty and power to keep and be responsible for all funds and securities of the corporation, to maintain the financial records of the corporation, to deposit funds of the corporation in depositories as authorized, to disburse such funds as authorized, to make proper accounts of such funds, to prepare the necessary annual and periodic state and federal tax filings of the Corporation, and to render as required by the Board accounts of all such transactions and of the financial condition of the corporation. He or she shall also have such other authority and perform such other duties as may be prescribed from time to time by the Board or these Bylaws.

In the temporary absence/incapacity of the Vice President, the Secretary/Treasurer shall exercise the functions covered in Section 1 of this Article. In the event of a vacancy in the office of the President as well, the Secretary/Treasurer shall assume the Presidency.

Section 4. Executive Director. The Executive Director, subject to the direction of the Board, shall have and exercise charge of and general supervision over the financial affairs of the Corporation. The Executive Director will also be responsible for ensuring the execution of annual and end of year financial reporting required by the Corporation, the State of Texas and the IRS.

SECTION 5. PAID STAFF. The Board, by a majority of Directors, may hire paid staff who may not be officers, as it deems proper and necessary for the operations of the Corporation. The

powers and duties of the paid staff shall be as assigned or delegated by the President or as otherwise assigned or delegated by the Board.

ARTICLE VIII

INDEMNIFICATION; INSURANCE

SECTION 1. INDEMNIFICATION. To the extent permitted by Sections 8.101 through 8.106 of the Texas Business Organizations Code, the Corporation shall indemnify any present or former Director, officer, employee, or agent of the Corporation against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by the person in connection with a proceeding in which the person was, is, or is threatened to be made a named defendant or respondent because of actions taken by the person in the capacity of, and as, a Director, officer, employee, or agent of the Corporation, unless the person shall have been adjudged guilty of willful misconduct in the performance of her duties by a court of law.

Notwithstanding the foregoing, the Corporation will indemnify a person only if he acted in good faith and reasonably believed that her conduct was in the Corporation's best interests, and in all other cases, that her conduct was at least not opposed to the Corporation's best interests. In the case of a criminal proceeding the person may be indemnified only if he had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

SECTION 2. INSURANCE. The Corporation may purchase and maintain insurance or make other arrangements, at its expense, to protect itself and any such Director, officer, employee, agent, or person as specified in Section 1 of this Article, against any such expense, liability, or loss, whether or not the Corporation would have the power to indemnify her against such expense, liability, or loss under the Texas Business Organizations Code. The provisions of the International Public Managers Association national chapter provide liability insurance coverage for the chapter and those acting on behalf of the Chapter as Director, officer, employee agent, or person as specified in Section 1 of this Article.

ARTICLE IX

DISSOLUTION

SECTION 1. DISSOLUTION. Upon the vote of a majority of the Directors then in office, the Board may dissolve the Corporation. In the event of the dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Corporation shall go and be distributed to a non-profit fund, foundation, or

corporation which is organized or operated exclusively for charitable, scientific, and/or educational purposes and which has established its tax exempt status under Section 501(c)(6) of the Internal Revenue Code as the Directors of the Corporation may select and designate. In no event shall any of the said assets or property go or be distributed to any persons, either for the reimbursement of any sum subscribed, donated, or contributed by such persons, or for any other such purpose.

ARTICLE X

GENERAL PROVISIONS

SECTION 1. METHOD OF NOTICE. Whenever by law, the Certificate of Formation, or these Bylaws, notice is required to be given to any Members, committee member, or Director, it shall not be construed to mean personal notice, but any such notice may be given in writing in any of the following methods:

- (i) In person;
- (ii) By mail, postage prepaid, addressed to such person at his address as it appears in the records of the Corporation;
- (iii) By facsimile transmission to a number provided for the purpose of receiving notice
- (iv) By electronic transmission, including email;
- (v) By posting on an electronic network and providing a message sent to an electronic mail address for the purposes of alerting such person of the posting; or
- (vi) Communicated by some other form of electronic transmission, in each case to a number or address as it appears on the books of the Corporation and provided by the recipient.

Any notice required or permitted to be given by mail shall be deemed to be delivered and given at the time when the same is deposited in the United States mail. Any notice required or permitted to be given by facsimile transmission or by electronic mail shall be deemed to be delivered on successful transmission of the facsimile or electronic mail. All notices shall be deemed to have been received no later than actual receipt. It shall be the duty of any Member, committee member, or Director to register his physical and electronic address with the Secretary of the Corporation.

SECTION 2. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of law, of the Certificate of Formation, or of these Bylaws, a waiver thereof in writing or by electronic transmission, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends

a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 3. CONTRACTS. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

SECTION 4. BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the Board and each committee of its Board having any authority of the Board. Any books, records, and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

SECTION 5. INSPECTION RIGHTS. Any Director may, by written request, inspect and receive copies of all the corporate books and records required to be kept under the Bylaws if he has a proper purpose related to his interest in the Corporation.

SECTION 6. GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation.

SECTION 7. FISCAL YEAR. The fiscal year of the Corporation shall be fixed by resolution of the Board.

SECTION 8. CONSTRUCTION. These Bylaws will be construed under Texas law. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

- (i) The remainder of these Bylaws shall be considered valid and operative; and
- (ii) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

SECTION 9. TIME PERIODS. In applying any provision of these Bylaws which require that an act be done or not done a specified number of days prior to an event or that an act be done during a period of a specified number of days prior to an event, calendar days shall be used, the day of the doing of the act shall be excluded, and the day of the event shall be included.

SECTION 10. AMENDMENT.

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the Board.

These bylaws were approved as amended on August 17, 2018 by the Board of the International Public Management Association for Human Resources Texas Chapter to be effective immediately.

I, the undersigned, being the Secretary/Treasurer of IPMA-HR, DO HEREBY CERTIFY THAT the foregoing are the Bylaws of said Corporation, as adopted by the Board of said Corporation on the 17th day of August, 2018.

Secretary, IPMA-HR