

## **BYLAWS**

Eastern Region of the International Public Management Association for Human Resources (IPMA-HR)

### **Article I Name and Offices**

#### **Section 1. Name**

The name of the organization is the Eastern Region of the International Public Management Association for Human Resources (ER IPMA-HR). Throughout these Bylaws the organization will be referred to as the "Eastern Region".

#### **Section 2. Registered Office**

The organization has been incorporated in the District of Columbia under the name, Eastern Region International Public Management Association for Human Resources (ER IPMA-HR).

### **Article II Purposes**

#### **Section 1.**

Receive and administer funds exclusively for educational, scientific and charitable purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to that end take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons or corporation, any property, real, personal, tangible, or intangible, or any undivided interest therein without limitation as to amount or value; sell, convey or otherwise dispose of that property and invest, reinvest, or deal with the principal or the income of the property in such manner as, in the judgment of the Executive Board, will best promote the education, scientific and charitable purposes of the Eastern Region without limitation, except for limitations that are contained in the instrument under which the property is received, the Articles of Incorporation, these bylaws, or any other applicable laws.

#### **Section 2.**

Without limiting the generality of Section 1, the general purpose of the Eastern Region is to foster and promote the following aims and purposes of the International Public Management Association for Human Resources (IPMA-HR):

- 1) Foster and develop interest in sound human resources administration.
- 2) Encourage diversity and equal employment opportunity to all individuals.
- 3) Encourage the use of the most advanced technologies in the field of human resources management by (a) providing a structure for developing and implementing specific human resources management programs, (b) disseminating information to individual members, and (c) exchanging and coordinating ideas among the members of IPMA-HR.
- 4) Alert the members to relevant pending legislation; developing position papers where necessary, and interpreting existing laws and regulations affecting their interest.
- 5) Deliver a program of services and assistance to human resources organizations in meeting administrative and technical problems.
- 6) Provide an identity and forum for all human resources professionals.
- 7) Provide its members who are actively engaged in the field of human resources management with encouragement, assistance and programs designed to provide for their professional growth and development.

- 8) Promote professional development in the field of human resources management within the Eastern Region of the United States through efforts such as seminars, mini-conferences, regional conferences and position papers on topics relevant in the Region for submission to the journal of the IPMA-HR or presentation at the International Conference, debates on professional issues, awards and program and speaker assistance to bring new developments and trends to chapters and members.
- 9) Provide communications and professional development linkages between local chapters, the Region as a whole, and the Region and the International organization not only through the mechanism of the Regional Executive Council but through regional office visits to local chapters, newsletters, promotion or educational tours, the provision of book abstracts in the field; and
- 10) Promote the growth of the IPMA-HR through membership in the International organization, prepare articles for the IPMA-HR journal on matters of current concern, develop and strengthen local chapters; and provide a reference base for professionals in areas unable to support a local chapter.

### **Section 3.**

- 1) The purposes for which the Eastern Region is organized and operated will be confined to those that are exclusively educational, scientific and charitable as defined in Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.
- 2) No part of the net earnings of the Eastern Region will 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 Eastern Region in support of one or more of its educational or charitable purposes).
- 3) No substantial part of the activities of the Eastern Region will be used for the carrying on of propaganda, or otherwise attempting to influence legislation (except as provided in subsection (h) of Section 501 of the Internal Revenue Code of 1954 as amended).
- 4) The Eastern Region will not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements).
- 5) Upon the dissolution of the Eastern Region, or the winding up of its affairs, the assets of the Eastern Region will be distributed exclusively to religious, charitable, scientific, public safety testing, literary, or educational organizations that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and regulations implementing those provisions as they now exist or as they may be amended in the future.
- 6) No member, officer, employee, or member of the Executive Board or any private individual will be entitled to share in the distribution of any of the Eastern Region's assets upon the Region's dissolution.

## **Article III Membership**

### **Section 1. Geographic Qualification**

Membership in the Eastern Region is restricted to agencies, chapters and individuals located or residing within the following geographic areas:

- (a) The states of: Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New York, New Jersey, Pennsylvania, Delaware, Maryland, West Virginia and District of Columbia.
- (b) The Commonwealth of Puerto Rico.
- (c) The United States Territory of the Virgin Islands
- (d) Other islands in the area of the Caribbean.

## **Section 2. Changes in Geographic Area**

The geographic boundaries of the Eastern Region may be changed at any time when new boundaries affecting the Eastern Region are adopted and established by IPMA-HR. Any such boundary change made by IPMA-HR automatically establishes new boundaries for the Eastern Region.

## **Section 3. Voting Members of the Region**

Members in good standing of IPMA-HR, including Chapter Affiliate members who have full voting rights, and who reside within or whose agency or chapter is located within the geographic boundaries set forth in Section 1 of this Article III, are considered voting members of the Eastern Region.

Full conference registrants, excluding exhibitors/vendors, in attendance at the Annual Business Meeting are also considered to be voting members of the Region.

# **Article IV Annual Meeting of Members**

## **Section 1. Annual Meetings**

The Eastern Region will hold an annual meeting for the purpose of electing officers and members of the Executive Board and for the transaction of other business at a time and place, determined by the Executive Board. Failure to hold the annual meeting at the designated time and place does not create a forfeiture or dissolution of the Eastern Region.

## **Section 2. Special Meetings**

Special meetings may be called at the discretion of the President at a time and place determined by the President.

## **Section 3. Voting**

Each Voting Member of the Eastern Region in attendance at the Annual Meeting has one vote. Except as provided below, all matters calling for decision by the Region are decided by a majority vote of the members present and voting. Except as otherwise provided in these Bylaws, voting is by voice or a show of hands, as determined by the President. At the discretion of the President, ballots may also be utilized.

## **Section 4. Quorum**

At the annual or special meeting of the Eastern Region, a quorum will be no less than twenty-five members eligible to vote.

## **Section 5. Initiative**

Except as otherwise may be provided, all members shall have a voice in the proceedings of the Eastern Region. Open discussion of Meeting Agenda items, Motions related the Meeting Agenda Items and Motions regarding the normal conduct of Eastern Region business is welcomed and encouraged.

In the event that an item, outside the normal conduct of Eastern Region business, is to be added to the Region's Annual Business meeting, members may petition the Executive Board to consider any matter they consider important to the overall operation and direction of the Eastern Region. The petition must be signed by at least forty (40) members, representing no fewer than three (3) chapters within the geographical boundaries of the Region. The petition must be submitted to the Eastern Region Secretary no later than ninety (90) days prior to the Annual Business meeting; at which time and place the matter will be considered and voted on by the Executive Board. The vote of the Executive Board is final and determinate. The President of the Eastern Region will send notification of this entitlement to all Chapter Presidents, one hundred and eighty (180) days prior to the Annual Business meeting.

## **Section 6. Procedure**

Except as may be otherwise provided in these Bylaws, “Roberts Rules of Order (Revised)” will govern the proceedings of any meeting of the membership.

## **Article V Executive Board**

### **Section 1. Authority and Responsibility**

The governing body of the Eastern Region is the Executive Board, which supervises, controls, and directs the affairs of the Eastern Region, including the raising of necessary funds, and arranges for an annual, independent audit of the books and accounts of the Region. The Treasurer will inform the Executive Board, not later than October 31 of each year, of the income and expenditure estimates for the forthcoming fiscal year and of the financial results of the previous year’s operation.

### **Section 2. Composition**

The Executive Board of the Eastern Region will consist of a President, a President-Elect, the Immediate Past President, a Secretary, a Treasurer, a Treasurer-Elect, four Members-At-Large, and the Eastern Region member of the Executive Council of IPMA-HR.

### **Section 3. Manner of Nomination, Election and Term**

The elected officers serving as members of the Executive Board, including three Members-At-Large and the Eastern Region Member of the Executive Council of IPMA-HR, will be nominated and elected in the manner provided in Article VII of these Bylaws and will serve on the Executive Board for the duration of their elected terms.

### **Section 4. Meetings of the Executive Board**

The Executive Board will meet at such times and places as it determines. **The President will give written notice of each Board meeting to each member of the Executive Board and each Chapter President not less than ten days before the date of the meeting, but failure in the delivery of the notice will not invalidate the meeting or any business transacted at the meeting.** Any Chapter in the Region may send one non-voting representative to Executive Board meetings at its own expense.

### **Section 5. Voting**

All members of the Executive Board have voting rights. All matters calling for a vote of the Executive Board will be decided by a vote of the members of the Executive Board present and voting at the meeting. In the event that meetings of the Executive Board are held by conference call, voting may be accomplished by voice vote. If business needs to be transacted outside of a meeting or conference call, voting may be accomplished electronically, in response to a written Motion with a Second. Voting rights of a member of the Executive Board **will** not be delegated to another person or exercised by proxy.

### **Section 6. Quorum**

At any meeting of the Executive Board, a quorum consists of a majority of the members of the Executive Board.

### **Section 7. Committees**

a). **Committees.** Except as provided in (c) below, the Executive Board has the right to establish both standing and ad-hoc committees and task forces.

b). **Committee Organization.** Committees are established and terminated by the Executive Board.

c). **Standing Committees.**

The following standing committees are established for the annual Regional Training Conference: Host, Awards, Credentials, Exhibitors and Sponsors, Nominations, Program, and Resolutions. **The Region President appoints the Chairs of these Committees.**

The Host Chair may establish additional ad-hoc Committees for the Training Conference as needed.

d). **Committee Chairs.** Appointment of Chairs to committees and task forces is the sole responsibility of the President. The Chairs and the President **will** seek interested members to participate in committee and task force activities.

## **Article VI Offices**

### **Section 1. Officers**

The elected officers of the Eastern Region will be a President, President-Elect, Secretary, Treasurer and Treasurer-Elect.

- a) **Term of Office:** The officers will serve from July 1 of the year in which they are elected through June 30 of the following year, or until their successors have been elected and qualified. The President-Elect will succeed to the Presidency without further election. The Treasurer-Elect will succeed to the office of Treasurer without further election. No other officers are guaranteed succession.
- b) **Duties:**
  1. The President will conduct the business of the Region, subject to policies established by the Executive Board and in accordance with these Bylaws. The President will preside at all meetings of the membership and Executive Board and will appoint all standing and special committees of the Board.
  2. The President-Elect will act for the President in the President's absence and will review, adjust and approve as appropriate any request for payment or reimbursement submitted by the President. The President-Elect serves as Chair of the Nominations Committee and will perform other executive duties prescribed by the President.
  3. The Secretary will record the proceedings of all meetings of the members and the Executive Board. The Secretary will also maintain the registration lists from previous annual meetings.
  4. In cooperation with the President, President-Elect and Treasurer-Elect, the Treasurer will prepare an annual fiscal year budget and submit it to the Executive Board for review, adjustment and approval, as appropriate. Subject to direction from the Executive Board, the Treasurer and the Treasurer-Elect will collect monies of the Eastern Region and render a written, itemized financial report at the annual meeting. Disbursement of monies will be authorized by the President of the Eastern Region, except as noted in Subsection (b) 2 above. The Treasurer and Treasurer-Elect will also prepare other financial reports as directed by the President or the Executive Board.

### **Section 2. Members-At-Large**

The Executive Board includes four members elected to office.

- a) **Term of Office:** The Members-At-Large will serve from July 1 of the year in which they are elected through June 30 of the following year, or until their successors have been elected and qualified.
- b) **Duties:** Members-At-Large will assist the President in conducting the business of the Region subject to the policies established by the Executive Board and in accordance with the Articles of Incorporation and these Bylaws.

### **Section 3. Eastern Region Member of the Executive Council of IPMA-HR**

As IPMA-HR By-Laws provide, the Executive Board shall include one elected representative to the Executive Council of IPMA-HR.

- (a) **Terms of Office:** The representative will serve a term of office in accordance with the Bylaws as adopted by IPMA-HR or thereafter until their successor has been elected and qualified.
- (b) **Duties:** The Region representative to the Executive Council will serve as liaison between the Executive Board and the Executive Council representing the needs of the Region and will serve as a conduit of information concerning the activities of the Council.

## **Article VII Election of Officers**

### **Section 1. Nomination and Elections**

- a). The President-Elect will serve as the Chair of the Nominations Committee. No later than ninety days before each annual meeting, the President-Elect, with the concurrence of the President, will appoint the members of the Nominations Committee, with the number of committee members determined by the **President-Elect**. The Nominations Committee will consider the qualifications of nominees in terms of the offices to be filled, and will present nominations for the elective offices, including the Eastern Region member of the Executive Council of IPMA-HR, to the President no later than forty five days before the Region's Training & Development Conference.
- b). The President will send the list of nominees to each chapter located within the geographic boundaries set forth in Section 1 of Article III of these Bylaws, together with a biographical sketch of each nominee, no later than thirty days before the Region's Training & Development Conference. Additional nominations may be made from the floor by any Voting Member. All nominees must be current IPMA-HR National Members. Voting for election of officers may be by voice or a show of hands. At the discretion of the President, ballots may be used.
- c). Additional nominations may be made from the floor at the annual business meeting before the voting begins.

### **Section 2. Vacancies**

- a) Except for the office of President, President-Elect, Treasurer, Treasurer-Elect, and Eastern Region member of the Executive Council of IPMA-HR, if any of the Executive Board members resigns or is unable to discharge the duties of the office, and if the unexpired portion of the term is 180 days or more, the President will appoint an individual to serve the remainder of the unexpired term, subject to confirmation by the majority of the remaining Executive Board members. If the unexpired portion of the term is less than 180 days, the President will designate one of the Executive Board members to discharge the duties of the office until the next annual meeting.
- b) In the event of a vacancy in the Office of the President, the President-Elect will serve as Acting President for the unexpired portion of the President's term and will continue in office as President for the elected term of office.
- c) In the event of a vacancy in the office of the President-Elect, the office will remain vacant until the next annual meeting. The Nominating Committee for that meeting will nominate both a President and a President-Elect.

- d) In the event of a vacancy in the office of the Eastern Region Member of the Executive Council of IPMA-HR, the Executive Board will elect one of its members to fill the unexpired term.
- e) In the event of a vacancy in the office of Treasurer, the Treasurer-Elect will serve as Acting Treasurer for the unexpired portion of the Treasurer's term and will continue in office as Treasurer for the elected term of office.
- f) In the event of a vacancy in the office of the Treasurer-Elect, the office will remain vacant until the next annual meeting. The Nominating Committee for that meeting will nominate both a Treasurer and a Treasurer-Elect.

### **Section 3. Removals and Resignations**

At any meeting called for that purpose, the Executive Board may, by vote of the majority of their entire number, remove any Officer of the Eastern Region for cause, but only after the officer has been advised of the complaint and has been given reasonable opportunity to defend against the charges.

At any meeting called for that purpose, the Executive Board may, by vote of the majority of the members present, accept the resignation of any officer. The resignation must be in writing, but the reasons for resignation need not be stated.

## **Article VIII General Provisions**

### **Section 1. Relationship with IPMA-HR**

To the extent consistent with the Bylaws, the Eastern Region will take no action that is contrary to the bylaws and policies of IPMA-HR.

### **Section 2. Books and Records**

The Eastern Region will keep correct and complete books and records of account, minutes of the proceedings of its members and Executive Board and will also keep at its principal office a record of the names and addresses of members entitled to vote. All books and records may be inspected by any member with voting rights for any proper purpose at any reasonable time.

### **Section 3. Execution of Instruments Generally**

All documents, instruments, or writings of any nature will be signed, executed, verified, acknowledged, and delivered by such officer or officers or agent or agents of the Eastern Region as the Executive Board may determine from time to time.

### **Section 4. Checks, Drafts, etc.**

All notes, drafts, acceptance checks, endorsements and all evidence of indebtedness of the Eastern Region whatsoever will be signed by such officer or officers or agent or agents of the Eastern Region and in the manner that the Executive Board may determine from time to time. Endorsements for deposit to the credit of the Eastern Region in any of its authorized depositories will be made in the manner that the Executive Board may determine from time to time.

### **Section 5. Fiscal Year**

The fiscal year of the Eastern Region will begin on the first day of July each year and ends on the last day of June of the following year.

## **Article IX Amendments**

Any provision of these Bylaws may be suspended or amended by a two-thirds majority vote of the Voting Members attending the Annual Business Meeting or any Special Meeting called by the President of the Eastern Region. Any amendments to the Bylaws will be sent to the Chapters no less than 30 days in advance of the Eastern Region's Annual Business Meeting for Chapter Presidents to distribute. Any action necessary between Business Meetings will be addressed by the Executive Board on behalf of the Eastern Region.

### **End Note:**

Written as approved by the Executive Committee of the Eastern Region, IPMA-HR on January 30, 2004 and the membership of the Eastern Region, IPMA-HR on June 15, 2004 (New Haven, CT).

Retyped and Formatted 6/8/2006

Revised – May 13, 2008 (Hyannis, MA)

Revised – October 6, 2009 (Mystic, CT)

Revised – June 6, 2017 (Saratoga Springs, NY)