

**BYLAWS OF THE CENTRAL REGION OF THE  
INTERNATIONAL PUBLIC MANAGEMENT ASSOCIATION  
FOR HUMAN RESOURCES**

- As Amended June 3, 2003 at the Central Region Conference,
- As Amended June 21, 2005 at the Central Region Conference,
- As Amended July 16, 2011, by electronic vote of the Central Region membership,
- As Amended April 1, 2012, by electronic vote of the Central Region membership,
- As Amended April 15, 2014 at the Central Region Conference, &
- As Amended June 7, 2017 at the Central Region Conference

**ARTICLE 1 – NAME**

The name of the corporation shall be the Central Region of the International Public Management Association for Human Resources, hereinafter referred to as the Region.

**ARTICLE 2 – PURPOSES**

The purposes for which the Region is organized are:

A. To 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 to 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; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Executive Committee, will best promote the education, scientific and charitable purposes of the Region without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, the Articles of incorporation, these bylaws, or any laws applicable thereto.

B. Without limiting the generality of the foregoing, the principal purposes of the Region shall be to:

1. Foster and develop interest in sound human resources (HR) administration;
2. Encourage affirmative programs that guarantee equal employment opportunity to all individuals;
3. Encourage in the field of HR the utilization of the most advanced technologies by
  - a. providing a structure for developing and promulgating specific HR administration programs,
  - b. disseminating information to members, and
  - c. exchanging and coordinating ideas among the various members of the Region;
4. Alert the members to relevant pending legislation, developing position papers, where necessary, and interpreting existing laws and regulations affecting their interests;
5. Render a program of services and assistance to HR organizations in meeting administrative and technical problems;
6. Provide an identity and forum for all HR professionals throughout the territorial limits of the Region; and
7. Provide its members who are actively engaged in the field of HR administration with encouragement, assistance and programs designed to provide for their professional growth and development.
8. Administer and offer the annual Patrick A. Parsons Training Scholarship Award. The scholarship provides a means to advance the professional growth of a human resources professional who otherwise could not participate in a regional training conference. Contingent upon available regional funds, the Patrick A. Parsons Training Scholarship Award consists of one registration to the IPMA-HR Central Region Training Conference and reimbursement of up to \$750.00 in travel-related expenses for hotel, airfare and ground transportation (or mileage at the federal per diem rate not to

exceed the value of an airline ticket). To be eligible for the Patrick A. Parsons Training Scholarship, applicants must be a member of the Region as defined in Article 4.

Notwithstanding any of the foregoing:

1. The purposes for which the Region is organized and operated shall be confined to those which 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 Region shall inure to the benefit of any member, officer, employee, or member of the Executive Committee, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Region affecting one or more of its educational or charitable purposes); no substantial part of the activities of the Region shall be used for the carrying on of propaganda, or otherwise attempting to influence legislation; and the Region shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Conferences:
  - a. **Annual Central Region Conference:** The Region may pay the registration fee and associated travel costs, including but not limited to airfare and hotel costs for any member of the Central Region Executive Committee who is unable to receive funding from their employer or chapter to attend the regional training conference. Meals and incidentals will be handled on a per diem basis, in accordance with federal per diem guidelines. Costs associated with personal purchases, including but not limited to souvenirs, alcohol, clothing and gifts, will be the personal responsibility of the individual Executive Committee member attending the conference. The expenditure of Region funds to attend the annual Region Conference is subject to review and approval of the President. The President's decision will be based on merit including the individual contributions of each Executive Committee member seeking Region funds to attend the annual Region Conference.
  - b. **Annual Central Region Conference Site Visit(s):** The President will designate up to three (3) Central Region Executive Committee members to perform site visit(s) in preparation for the Central Region Conference. In making the designation, the President shall select those members most knowledgeable about conference and venue requirements and contract negotiations. The Region will pay the travel costs, including but not limited to airfare and hotel costs for those members unable to receive funding from their employer or chapter to attend the site visit. Meals and incidentals will be handled on a per diem basis, in accordance with federal per diem guidelines. Costs associated with personal purchases, including but not limited to souvenirs, alcohol, clothing and gifts, will be the personal responsibility of the individual Executive Committee member attending the site visit(s).
  - c. **International Training Conference:** The Region will pay the registration fee and associated travel costs, including but not limited to airfare and hotel costs, plus the federal per diem rate for meals and incidentals, for the President of the Central Region (or their designee) who is unable to receive funding from their employer or chapter to attend the international training conference. The Region will pay the registration fee and up to \$1,000 in travel-related expenses for hotel, airfare and the federal per diem for meals and incidentals costs for the President-Elect of the Central Region (or their designee) who is unable to receive funding from his/her employer or chapter to attend the international training conference. Costs associated with personal purchases, including but not limited to souvenirs, alcohol, clothing and gifts, will be the personal responsibility of the individual attending the conference.
4. Upon the dissolution of the Region or the winding up of its affairs, the assets of the Region shall be distributed exclusively to religious, charitable, scientific, testing for public safety, literary, or educational organizations which qualify for exemption from federal income tax under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 and regulations published there under as they now exist or as they may hereafter be amended; and no member, officer, employee, or member.

### **ARTICLE 3 – ORGANIZATION**

The Region shall consist of all categories of members of the International Public Management Association for Human Resources (IPMA-HR) who are located within the geographical boundaries of the Region, as demarcated by the Executive

Council of IPMA-HR. The Region shall also include members of Region Chapters who are not members of the International Public Management Association for Human Resources (IPMA-HR).

## **ARTICLE 4 – MEMBERSHIP AND ELIGIBILITY**

All members of IPMA-HR located within the geographical boundaries of the Region automatically become members of the Region, and their Region membership eligibility continues as long as they remain members in good standing of IPMA-HR and maintain residence in the Region. The categories and privileges of membership as described in the IPMA-HR Bylaws shall also apply to membership in the Region.

Notwithstanding the previous paragraph, an officer in good standing who changes employment or residence to a field of work or to a geographical location which would not entitle the officer to Region membership shall be entitled to complete the current program year with full membership rights, subject to the approval by majority vote of the Executive Committee of the Region.

## **ARTICLE 5 – REGIONAL OFFICERS**

### **Section 1 – Elected Officers**

The elected officers of the Region shall be the Immediate Past President, President, President-Elect, Treasurer and Secretary, who shall be nominated, elected and qualified for office in the manner provided in Article 9.

### **Section 2 – Term of the Office**

The term of office of the Immediate Past President, President, President-Elect and Secretary- shall normally be for one (1) year from the date of election, or until their successors have been elected and installed. The term of office of the Treasurer shall normally be for two (2) years from the date of election, or until a successor has been elected and installed. The President-Elect shall automatically serve a term as President upon the completion of his/her term as President-Elect. If the President-Elect is appointed to the presidency as a result of a vacancy, he/she shall complete that term and serve another full term as President. The President shall automatically serve a term as Immediate Past President upon the completion of his/her term as President. In order to provide continuity of operations, ideally, officers will progress from Secretary or Treasurer to President-Elect. Therefore, the Executive Board positions may require up to a five (5) year commitment.

### **Section 3 – Vacancies**

If the office of President should become vacant through resignation or inability of the incumbent to serve, the President-Elect shall serve as Acting President for the unexpired portion of the President's term.

If the office of Immediate Past President should become vacant through resignation or inability of the incumbent to serve, the position of Immediate Past President shall remain vacant for the unexpired portion of the Immediate Past President's term.

If the office of the President-Elect should become vacant through resignation, inability to serve or due to the incumbent being appointed to a vacancy in the Presidency, the Treasurer shall serve as President-Elect for the unexpired portion of the President-Elect's term.

If the office of Treasurer should become vacant through resignation, inability of the incumbent to serve or due to the incumbent being appointed to a vacancy in the President-Elect position, the Secretary shall serve as Treasurer until the next regular election or a person who meets the qualifications as provided in Article 9 may be appointed by the elected officers of the Region for the unexpired portion of the Treasurer's term.

If the office of Secretary should become vacant through resignation, inability of the incumbent to serve, due to the incumbent being appointed to a vacancy in the Treasurer position or the position is not filled by election, the position may remain vacant for the unexpired portion of the Secretary's term or a person who meets the qualifications as provided in Article 9 may be appointed by the elected officers of the Region. If the office of Secretary should remain vacant, the Treasurer shall perform the responsibilities of the Secretary position for the remainder of the term.

In the event of simultaneous vacancies in the office of President and President-Elect, the Immediate Past President shall serve as President until the next regular election.

### **Section 4 – Duties**

The President shall conduct the business of the Region in accordance with these bylaws and rules of the Region and shall Chair the Executive Committee. The President shall preside at all business sessions and shall appoint all Region committees.

The President-Elect shall act in the absence of the President. The President-Elect shall serve as program chair for the annual regional conference and perform such other duties as the President shall prescribe.

The Immediate Past President shall serve as a member of the Executive Committee with the primary function of being an advisor and for updating and maintaining the Region's website. The Immediate Past President shall be expected to assume additional duties in the event of a vacancy on the Executive Committee. The additional duties are to be mutually agreed upon by the President and Immediate Past President with the concurrence of a majority of the Executive Committee.

The Treasurer, subject to the direction of the Executive Committee, shall collect and disburse the monies of the Region and render to the President responsible for that Conference a complete itemized report of all receipts and disbursements after the close of the annual meeting, for subsequent submission to, and subject to the approval of, an Audit Committee.

The Secretary shall record the proceedings of the Region, coordinate the business affairs of the annual meeting of the Region, assist the President-Elect in their role as program chair, provide assistance as needed to the Treasurer and submit reports of the Region proceedings and activities to the headquarters office of the IPMA-HR.

#### **Section 5 – Removal of Officers**

If during the term an Officer fails to perform the duties associated with their office, the Board may remove any Officer for cause by a majority vote of all Officers then in office, at any regular or special meeting of the Board. If the removal of an Officer is approved, the vacancy will be filled in accordance with Article 5 Section 3 above.

### **ARTICLE 6 – REGIONAL REPRESENTATIVE TO EXECUTIVE COUNCIL OF IPMA – UNITED STATES**

#### **Section 1 – Regional Representative**

The Regional Representative shall be nominated, elected and qualified for the position in the manner provided in Article 9.

#### **Section 2 – Term of Office**

The term of office of the Regional Representative to the Executive Council shall be for three (3) calendar years, beginning on January 1 of the year following election and terminating on December 31 of the year in which the term expires.

#### **Section 3 – Vacancy**

If the Regional Representative position on the Executive Council should become vacant through resignation or inability to serve, the vacancy shall be filled temporarily by action of the President of the Region with the approval of a majority of the Executive Committee members until the next regularly scheduled Region election, when the unexpired term of such a vacancy shall be filled in the manner provided in Article 9.

#### **Section 4 – Duties**

The Regional Representative shall represent the Region on the Executive Council, be a voting member of the Region Executive Committee, and submit a report at the annual meeting on those activities of IPMA-HR which affect the Central Region.

### **ARTICLE 7 – EXECUTIVE COMMITTEE**

#### **Section 1 – Composition**

The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Treasurer, Secretary and the Regional Representative.

#### **Section 2 – Authority and Responsibility**

The Executive Committee shall be responsible for the conduct of the business of the Region during the interim between annual business meetings that shall constitute the fiscal period. It shall be the duty of the Executive Committee to carry out the purposes of the organization as identified in Article 2 of the bylaws. The Executive Committee shall also provide for the proper custody and disbursement of the Region funds. The Committee shall decide the dates and finalize the location for the annual conference, and is empowered to explore and/or select the location and dates for future meetings of the Region to be held as many as four (4) years subsequent to the year in which their term of office will expire when, in the judgment of the Committee, it is in the interest of the Region to make such advance commitments.

**Section 3 – Meetings**

The Executive Committee shall meet at such times and at such places as it may elect. Notice of such meetings shall be given to each member of the Executive Committee by the President, but no failure in delivery of such notice shall invalidate the meeting or any proceeding thereat.

**Section 4 – Quorum**

At any meeting of the Executive Committee, a quorum consists of a majority of the Committee members. Official business of the Executive Committee, including the taking of necessary votes, may be conducted by telephone and/or email.

**ARTICLE 8 – REGIONAL COMMITTEES**

**Section 1 – Appointments**

The President shall appoint such committees as may be deemed necessary for the proper conduct of the Region and the Regional Conference.

**Section 2 – Authority and Responsibility**

Each appointed committee shall be responsible for carrying out the charge made to the committee by the President of the Region.

It shall be the responsibility of the Audit Committee to submit a report in writing to the Executive Committee following review of the Region’s financial accounts.

No committee shall create any financial liability for the Region unless such expenditure shall have been approved both as to purpose and amount by the Executive Committee.

**Section 3 – Term of Office**

All appointments to committees, except the Audit Committee, shall terminate following the close of the Region annual meeting for which they were appointed and submission of the committee reports. The term of office for members of the Audit Committee shall terminate following the completion of its audit of the Region’s financial records for the specific fiscal year and submission of its written report to the Executive Committee.

**ARTICLE 9 – NOMINATIONS AND VOTING**

**Section 1 – Qualifications**

To be nominated, elected and to continue to hold office as President, Immediate Past President, President-Elect, Treasurer, Secretary or Regional Representative to the Executive Council, an individual must meet the membership requirements of Article 4. In addition, the Regional Representative must be a member of IPMA-HR or its predecessor organization for no less than three (3) years.

**Section 2 – Nominations and Voting**

The President shall appoint a Nominating Committee and shall designate a chair. This appointment shall be publicized in a notice prior to the annual meeting of the Region and such notice shall request the general membership as defined in Article 4 to submit names in nomination. The Nominating Committee shall consider recommendations of candidates for President-Elect, Treasurer (every other year), Secretary and, when so directed by the President, a Regional Representative to the Executive Council and President if the office of President-Elect was vacated during the previous term. Prior to the time of but not later than the day preceding the annual business meeting, the Nominating Committee shall present to the President a slate of at least one (1) candidate for each office to be filled. This shall be done in sufficient time to allow the President to disseminate the list of nominees with their qualifications prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting by any member eligible to vote, provided that the qualifications of the persons nominated are made available. Each person nominated must consent to the nomination.

**Section 3 – Voting**

Voting shall be by voice or other manner indicated by the President, unless a ballot shall have been called for by at least three (3) members eligible to vote; except that in all cases where more than one person is nominated for an office, the vote shall be by written ballot.

**Section 4 – Eligibility and Procedures**

All members of IPMA-HR or chapters of IPMA-HR as defined in Article 4 shall be entitled to a voice in the affairs of the Region. On any matter coming before the Region involving a vote, voting shall be by voice, ballot or electronic voting, as the President may determine most expedient, and the voting shall be confined to those persons who are entitled to vote under the bylaws of IPMA-HR, either by holding voting rights personally or by virtue of being the authorized voting representative of an agency holding voting rights in the IPMA-HR.

All matters requiring a vote shall be decided by a majority vote of those members present and voting at the annual meeting or by a majority vote of those members voting during an electronic vote. Each agency member, through its designated representative and each individual, and Honorary Life Member shall have one vote.

**ARTICLE 10 – ANNUAL AND SPECIAL MEETINGS**

**Section 1 – Annual Meeting**

The Region shall hold its annual meeting at a time and place selected by the Executive Committee, and not later than July 1 in any year.

**Section 2 – Special Meetings**

Special meetings of the Region shall be called upon the written request of at least ten (10) members, directed to the President and the Secretary. The President and Secretary shall thereupon issue the call for such meeting.

**Section 3 – Quorum**

At any annual or special business meeting of the Region, a majority of the members present and eligible to vote shall constitute a quorum to transact official business or to take official action in the name of the Region.

**Section 4 – Meeting Changes**

The Executive Committee may, during emergency periods or under exceptional circumstances, postpone or suspend any scheduled meeting of the Region and in like manner change the location of the annual meeting.

**Section 5 – Rules of Order**

The meetings and proceedings of the Region shall be regular and controlled according to *Robert's Rules of Order (Revised) for Parliamentary Procedure*, except as may be otherwise provided by these bylaws.

**ARTICLE 11 – RELATIONSHIP TO ASSOCIATION**

The Region shall take no action that is contrary to the bylaws and policies of the IPMA-HR.

**ARTICLE 12 – AMENDMENTS**

Any provisions of these bylaws may be suspended or amended by a majority vote of the Region members present and voting at any session of an annual or special meeting of the Region, due notice in writing of the proposed suspension or amendment having been given at least one (1) day prior to the annual meeting and, in the event of a special meeting, ten (10) days prior. Any bylaws suspended or amended at a special meeting must be re-ratified by email and/or mail ballot by a majority of the total members voting prior to becoming effective.

**ARTICLE 13 – HONORARY LIFE MEMBERS**

**Section 1 – Honorary Life Members IPMA-HR**

The registration fee for Regional Conferences will be waived for Honorary Life Members of the IPMA-HR, except that fees will be assessed for meals and social activities.

**Section 2 – Barbara Sundquist Distinguished Service Award Members**

The full registration fee for the Regional Conferences will be waived for the Barbara Sundquist Distinguished Service Award Members starting the year after the award is received.