

**ALABAMA ASSOCIATION OF
PUBLIC PERSONNEL ADMINISTRATORS
ALABAMA CHAPTER IPMA-HR
BYLAWS**

**ARTICLE I
NAME AND GEOGRAPHIC AREA**

Section 1. This chapter shall be known as the Alabama Chapter of the International Personnel Management Association – HR, United States.

Section 2. The geographic area covered by this chapter shall be the State of Alabama.

**ARTICLE II
OBJECTIVES**

The objectives of this chapter shall be as follow:

1. To provide a forum for persons engaged in public personnel administration to discuss their current problems and to provide a medium for their mutual self-improvement;
2. To implement the objectives and program of the International Personnel Management Association – HR, United States within the chapter area;
3. To explain and interpret the objectives and methods of personnel administration to the general public, civic groups, government officials and employees; and
4. To encourage and facilitate cooperative action among public jurisdictions and private employers within the chapter area on personnel problems of mutual concern.

**ARTICLE III
CHAPTER MEMBERSHIP**

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

Section 2. The annual dues for chapter membership shall be established by the Board of Directors of the chapter.

ARTICLE IV
CHAPTER OFFICERS AND BOARD OF DIRECTORS

Section 1. The officers of this chapter shall consist of a President, a Vice-President, a Past President, a Secretary, a Treasurer, a Public Relations Officer, and a Member-At-Large.

Section 2. The management of the chapter's affairs and the development and guidance of its program of activities shall be the responsibility of the Board of Directors of the Chapter. The Board shall have seven members, consisting of the seven chapter officers. The chapter officers and other members of the Board shall hold office until the second annual meeting following their election or until their successors have been elected and installed.

Section 3. At least thirty days prior to the expiration of the terms of the officers and other members of the Board, the President shall appoint a nominating committee of their members. This committee shall present to the membership its nomination of the chapter officers and Board members. The report of the nominating committee shall be voted on by the chapter membership at the annual election and at that time additional nominations may be submitted from the floor.

Section 4. All members of the chapter shall have a voice in the affairs of the chapter. On matters calling for a decision by the chapter membership, voting shall be by voice or by ballot as the members may determine.

ARTICLE V
DUTIES OF OFFICERS AND THE BOARD OF DIRECTORS

Section 1. POWERS AND DUTIES OF THE PRESIDENT. It shall be the duty of the President to provide the general management of the corporation's business. The President, subject to the approval of the Board of Directors, shall appoint and remove, employ and discharge, and fix the compensation of all agents and employees of this corporation other than officers elected by the Board of Directors. The President shall see that the books, reports, statements, and certificates required by law are properly kept, made and filed according to law. He or she shall submit an annual report of the operations of this corporation to the Board of Directors at its first annual meeting following the close of the corporation's fiscal year, or at a special meeting called for that purpose, and from time to time he or she shall report to the Board of Directors all matters within his or her knowledge which the interests of this corporation may require to be brought to the Board of Director's attention. In general, he or she shall perform all duties normally incident to his or her office.

The President shall preside at all meetings of the chapter and the Board of Directors. The President shall appoint the nominating committee, together with such

other committees as the Board may deem necessary or appropriate for carrying on the activities of the chapter.

Section 2. POWERS AND DUTIES OF VICE-PRESIDENT. The Vice-President of this corporation shall generally assist the President and shall perform such duties as may be assigned to him or her by the Board of Directors. Included in such duties shall be developing and conducting the program for the annual meeting of the members, with the assistance of the Alabama League of Municipalities, the Center for Governmental Services at Auburn University and the Association of County Commissions of Alabama. In the event of the death, resignation, absence or inability to act of the President, he or she shall assume and discharge pro tempore the powers and duties of the President of this corporation.

Section 3. POWERS AND DUTIES OF THE SECRETARY. The Secretary shall keep the minutes of all meetings of the Board of Directors. He or she shall have charge of the corporation's books and records. He or she shall keep in safe custody the seal of this corporation and, when authorized by the Board of Directors, shall affix the seal to any instrument requiring the same. In general, he or she shall perform all the duties normally incident to his office.

The Secretary shall be responsible for keeping the membership records of the chapter, for notifying members of chapter meetings, and for submitting an annual report of the chapter's activities to the International Personnel Management Association – HR, United States containing summary of chapter activities, new officers and a financial report.

Section 4. POWERS AND DUTIES OF THE TREASURER. The Treasurer shall have the care and custody of and be responsible for all the funds, securities, evidences of indebtedness and other valuable documents of the corporation, and deposit all such funds in the name of the corporation in such banks, or trust companies, or other depositories, or in such safe deposit vaults as the Board of Directors may designate. The Treasurer and/or such other persons as the Board of Directors shall designate, shall sign, make and endorse in the name of the corporation all checks, notes, drafts, bills of exchange, acceptances and other instruments for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the President or the Board of Directors. The Treasurer shall render a statement of the condition of the finances of the corporation at each annual meeting of the Board of Directors, and at such other times as shall be required of him or her. The Treasurer shall keep at the office of the corporation full and accurate books of account of all its business and transactions and such other books of account as the Board of Directors may require, and shall exhibit the same to any member upon application therefor. In general, he or she shall perform all the duties normally incident to his or her office. If requested, he or she shall give the corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board of Directors shall prescribe.

Section 5. POWERS AND DUTIES OF THE PUBLIC RELATIONS OFFICER. The Public Relations Officer shall work with the Board of Directors and perform such duties

as may be assigned to him or her with respect to branding, outreach, and communication with the membership through official publications and social media initiatives.

Section 6. POWERS AND DUTIES OF THE MEMBER-AT-LARGE. The Member-At-Large participates in deliberations of the Board and performs such duties as may be assigned to him or her by the Board of Directors.

Section 7. The Board of Directors shall meet at the call of the President, such meetings to be held at least annually. Board meetings shall be for the purpose of reviewing the activities of the chapter, developing plans for future activities and for considering other matters brought to the attention of the Board of the chapter officers or by the chapter membership.

Section 8. If any of the chapter officers should resign or be unable to discharge the duties of their office and if the unexpired portion of the term is 90 days or more, the Board of Directors shall call a special election. If the unexpired portion of the term is less than 90 days, the Board of Directors shall designate one of the Board members to discharge the duties of the office until the next regular election is held.

ARTICLE VI CHAPTER MEETINGS

Section 1. Four (4) regular meetings of the chapter shall be held annually. The President sets the time and place of chapter meetings, and the Secretary shall notify the members.

Section 2. At any meeting held for the purpose of transacting chapter business, a quorum shall consist of at least ten (10) members of the chapter.

Section 3. Except as herein provided, “Roberts’ Rules of Order” shall govern the proceedings of the chapter.

ARTICLE VII AMENDMENTS

Section 1. Proposed amendments to these bylaws may be initiated by action of the Board of Directors or upon written petition signed by at least ten members of the chapter. Amendments initiated by petition shall be addressed to the President for submission to the chapter membership.

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

Section 3. Before any amendments to these bylaws are formally presented to the chapter membership for consideration, the Secretary shall submit the proposed amendment or

amendments to the Secretariat of the International Personnel Management Association – HR, United States with a request that the proposed bylaw change(s) be reviewed for conformity with policies of the International Personnel Management Association – HR, United States as established by the Executive Council. No action on these proposed amendments will be taken until a response to a request for review has been received by the chapter.

Section 4. Any amendments to these bylaws deemed by the Executive Council to be in conflict with the objectives or policies of the International Personnel Management Association – HR, United States shall be referred back to the chapter membership.

ARTICLE VIII CHAPTER LIABILITIES

Section 1. The International Personnel Management Association – HR, United States is not responsible for any liabilities this chapter might incur.

Section 2. INDEMNITY. Any person or person’s personal representative who is made a party to any action, suit or proceeding by reason of the fact that such person is or was a member, director, officer, employee or agent of this corporation or of any corporation with which he or she served as such at the request of this corporation shall be indemnified by this corporation against the reasonable expenses, including attorneys’ fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which shall be adjudged in such action, suit or proceeding that such officer, director, employee or agent is liable for gross negligence or willful misconduct in the performance of his duties. The corporation may also reimburse any member, director, officer, employee or agent the reasonable cost of settlement of any such action, suit, or proceeding if it be found by a majority of all of the then Directors to be to the best interest of the corporation that such settlement be made, and that such officer, member, director, employee or agent was not guilty of gross negligence or willful misconduct.

ARTICLE IX EFFECTIVE DATE

These bylaws shall become effective upon approval by the Executive Council of the International Personnel Management Association – HR, United States.

I, Donald Dees, Secretary of the Alabama Association of Public Personnel Administrators Alabama Chapter IPMA-HR, an Alabama nonprofit corporation, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this corporation as submitted at, read to and adopted as the Bylaws of this corporation at the meeting of the Board of Directors, held on July 13, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name this the 28th day
of September, 2012.

D'Arcy W. Wernette, Secretary
Alabama Association of Public Personnel Administrators
Alabama Chapter IPMA-HR