



## *Alabama Chapter*

### CHAPTER BYLAWS DRAFT COPY

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**PSHRA ALABAMA CHAPTER  
CHAPTER BYLAWS**

**ARTICLE I - NAME AND GEOGRAPHICAL AREA**

**Section 1.** This Chapter shall be known as Public Sector HR Association of Alabama (PSHRA-ALABAMA)

**Section 2.** The geographical area covered by this Chapter shall be the state of Alabama.

**ARTICLE II - OBJECTIVES**

**Section 1.** The objectives of this Chapter shall be as follows:

- a) to provide a forum for persons engaged in public sector HR to discuss their current problems and to provide a medium for their mutual self-improvement; including but not limited to legislation, policies, procedures, common practices, common issues and Chapter business.
- b) To implement the objectives and program of the Public Sector HR Association-United States within the chapter area of Alabama
- c) To explain and interpret the objectives and methods of Public Sector HR Association 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 human resources topics of mutual concern.

**Section 2.** No part of the Chapter's net earnings shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Chapter shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Chapter shall not carry on any other activities not permitted to be carried on:

- a) By a corporation exempt from federal tax under §501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- b) By a corporation, contributions to which are deductible under §170 (c) (2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

### **ARTICLE III - CHAPTER MEMBERSHIP**

**Section 1.** Membership in this Chapter shall be open to any person within the Chapter area who is a member of the Public Sector HR Association. Membership also shall be available to any person who is not a member of the Public Sector HR Association but who is in support of the objectives and programs of this Chapter and of the Public Sector HR Association.

**Section 2.** The annual dues for Chapter membership shall be established by the Board of Directors of the Chapter. In the event of a deposited check (payment for annual membership dues and otherwise) being returned UNPAID by the Chapter's financial institution (non-sufficient funds, stop-payment, account closed, etc.), the Chapter Treasurer shall immediately contact the Member who provided the check to determine the circumstances causing the check to be returned. The Treasurer will then take the necessary steps to collect the (replacement) funds from the Member. If the cause is not a result of the Chapter's actions or negligence, the Treasurer shall also collect from the Member any respective fees charged by the financial institution. Until such time that all funds and fees have been collected, only cash, money orders or cashier's checks will be accepted as payment from the Member.

### **ARTICLE IV - CHAPTER OFFICERS AND BOARD OF DIRECTORS**

**Section 1.** The officers of the Chapter shall consist of a President, a President-Elect, a Past-President, a Secretary, and a Treasurer. The President and President-Elect must be voting members of PSHRA. The term of office of the President, Past-President and President-Elect shall be for two (2) years from the date of election beginning **September 1** or until their successors have been elected and installed. The term of office of the Secretary, Treasurer, and Members-at-Large shall normally be for two (2) years from the date of election beginning **September 1** or until their successors have been elected and installed. Any officer may be elected to serve a second consecutive term in the same position. In no event shall any officer serve more than two (2) consecutive terms in the same office. To the extent possible, terms shall be rotated in such a way as to ensure continuity of operations, with no more than four new members being elected and installed in any given fiscal year. If the President and/or President-Elect are not voting members of PSHRA and the officer's entity will not pay for the Association membership, the Chapter will pay for an individual membership for either or both of these two officers.

**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 five chapter officers, together with two additional Board members elected from the chapter membership. The chapter officers and other members of the Board shall hold office until the first annual meeting following their election or until their successors have been elected and installed. The Board, at its discretion, may supplement with additional Member-at-Large positions for a term of up to one (1) year to complete specialized projects for the Chapter. The vacancy shall be filled by a vote of the Board of Directors.

**Section 3.** At least thirty days (30) 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. All elected officers shall assume office by each July 1.

**Section 4.** Other than members participating at the Retiree Membership level, all members of the Chapter shall have a voice and a vote in the affairs of the Chapter, with the exception of decisions of the Chapter Board set forth in Article III, Section 2 of these bylaws. On matters calling for a decision by the Chapter membership, voting shall be by voice, ballot or electronic voting as the Chapter Board may determine most expedient and appropriate.

## **ARTICLE V - DUTIES OF THE 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 the 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 PRESIDENT-ELECT.** The President-Elect 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. The President-Elect shall exercise the functions covered in Section 1 of this Article. The President-Elect shall automatically serve a term as President upon completion of his/her term as President-Elect.

**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 Public Sector HR Association-United States containing a summary of chapter activities, new officers and a financial report.

**Section 4.** 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 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.

- a) The Treasurer shall maintain a sufficient balance in the checking and/or savings account for the efficient and effective management of Chapter financial resources.
- b) Members will have 90 days from date of purchase to turn in receipts to Treasurer for reimbursement. Failure to do so may result in non-reimbursement of the expense.

**Section 5.** - 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 6.** - 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 President shall appoint a member to complete the term. If the President is incapacitated or unavailable, the President-Elect shall appoint a member. 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.

**Section 7.** The Members-at-Large shall be responsible for serving as committee chairs for ad-hoc committees or as members of special task forces established by the President to carry out additional duties, projects, needs or initiatives of the Chapter.

**Section 8.** The Past-President shall be responsible for regularly on-going and/or needed revisions to the Chapter's bylaws, Member Information Handbook, Board position descriptions and Board position duties checklists.

**Section 9.** 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, the President shall designate one of the Board members to discharge the duties of the office until the next regular election is held or appoint a member to complete the term.

## **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 Public Sector HR Association-United States with a request that the proposed by law change (s) be reviewed for conformity with policies of Public Sector HR Association-United States as established by 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 Public Sector HR Association-United States shall be referred back to the chapter membership.

**ARTICLES VIII -- CHAPTER LIABILITIES**

The Public Sector HR Association-United States is not responsible for any liabilities this chapter might incur.

**ARTICLES IX -- DISSOLUTION OF THE CHAPTER**

**Section 1.** The Chapter shall be dissolved upon the unanimous vote of all members of the Board of Directors. All assets will be transferred to Public Sector HR Association-United States.

**ARTICLE X-- Effective Date**

These bylaws shall become effective upon approval by the Board of Directors of the Public Sector HR-ALABAMA

I, Dalton Farmer, Secretary of the Public Sector HR-ALABAMA, 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 (**Tentative Date**)

\_\_\_\_\_  
**Secretary's Signature**

\_\_\_\_\_  
**Date**

\_\_\_\_\_  
**President's Signature**

\_\_\_\_\_  
**Date**