



INTERNATIONAL PERSONNEL ASSESSMENT COUNCIL (IPAC)

BYLAWS

Adopted June 30, 2009

Amended November 30, 2012

Amended/Revised December 18, 2017

BYLAWS

International Personnel Assessment Council

ARTICLE I – NAME AND ORGANIZATIONAL STRUCTURE

This non-profit, membership-based organization shall be known as the International Personnel Assessment Council, hereinafter referred to as IPAC. IPAC is incorporated under the laws of the State of California. The IPAC Board of Directors ("Board") will govern the operations of IPAC.

ARTICLE II – PURPOSE

Subject to the constraints as an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, the purpose of this organization shall be to advance the field of personnel assessment by:

- Providing training and development programs and services that meet the needs of personnel assessment practitioners
- Promoting psychometrically sound and effective human resources assessment practices and procedures
- Championing the integration of available technology with proven, established measurement principles
- Creating opportunities for dialogue and the exchange of expertise among assessment practitioners
- Establishing IPAC name recognition and a national and international presence within the human resources assessment profession
- Sustaining strong organizational membership
- Providing for a financially sustainable organization

The International Personnel Assessment Council is organized exclusively for charitable, scientific, and educational purposes. Its operations shall be conducted so that no part of its membership income and earnings shall inure to the benefit of any Member, Director, Officer, or other individuals. This stipulation does not preclude IPAC paying Members at fair market rates for services rendered (e.g., delivering workshops). When making decisions regarding contracting for services with a Board Officer or Member, or with any company or organization with whom a Board Officer or Member has financial interest, IPAC's Conflict of Interest Policy¹ shall apply and Members shall comply with all its provisions, including abstention from discussion and vote on the matter.

Upon dissolution, any assets of the organization shall be distributed to any other organization employing exempt status under Section 501(c)(3) of the Internal Revenue Code or successor statutory authority.

¹ Formerly adopted by the IPMAAC Board of Directors and hereby incorporated by reference as its own by IPAC.

ARTICLE III – HISTORICAL RELATIONSHIP WITH IPMA-HR

Prior to January 1, 2009, the International Personnel Assessment Council was known as the International Public Management Association Assessment Council (IPMAAC), which was a section of the International Public Management Association for Human Resources (IPMA-HR). At that time, IPMAAC ensured that its public positions were in agreement with those of IPMA-HR, and IPMAAC assisted IPMA-HR in arriving at positions and policies of a technical nature. As of January 1, 2009, IPMAAC ceased to exist as a section of IPMA-HR and, therefore, became an independent organizational entity, hereinafter known as the International Personnel Assessment Council (IPAC).

ARTICLE IV – MEMBERSHIP

Section I - Eligibility

Membership shall be available to all who are actively engaged in or contributing to professional personnel assessment. Membership is open to citizens of the U.S. or any other country. There are three types of membership available:

- PROFESSIONAL MEMBERSHIP – Professional Members, also known as Regular Members, shall have the right to vote for Elected Officers and Board Members, to hold office, to vote on all other matters brought before the Membership in accordance with these Bylaws, and to receive services.
- STUDENT MEMBERSHIP - Student Membership shall be available to students who are enrolled in a fulltime program of an accredited college or university. Student Members shall not have the right to vote or hold office but shall receive all services and may serve on and/or chair committees. Student Membership dues will be established at a lower rate, as determined by the Board of Directors per Article V, than Professional Membership dues.
- EMERITUS MEMBERSHIP – Emeritus Membership shall be available to Professional Members upon request of the Board who have retired from and no longer work fulltime in the personnel assessment field following a minimum of two (2) years in total of Professional Membership, non-continuous membership permitted. “Fulltime” will be deemed as working on average thirty (30) hours or more per week during any six-month period. Emeritus Members shall not have the right to vote or hold office but shall receive all services and may serve on and/or chair committees. Emeritus Membership dues will be established at a lower rate, as determined by the Board of Directors per Article V, than Professional Membership dues. To request Emeritus Membership status, a retired Professional Member should contact the IPAC Secretary or Membership Committee Chair, who will present the request to the Board for consideration.

Additional categories of membership can be determined as needed by the Board to serve the best interests of the organization.

Section II - Transfer of Membership

Individuals, not agencies or companies, belong to IPAC. Therefore, membership shall not be transferable to another person.

Section III - Termination of Membership

- **Resignation** - A Member may file, at any time, a written resignation with the Membership Committee Chairperson. Such a resignation shall be effective as of the date of receipt but shall not relieve the resigning individual from obligation for any dues accrued and unpaid as of the effective date of registration.
- **Termination of Membership** - Any membership shall be automatically terminated at the end of the grace period of ninety (90) days for which dues have not been paid. Further, any individual may be removed from membership for cause upon written recommendation by any Professional Member and a vote of unanimous approval to terminate an individual's membership by all elected Board Members.

ARTICLE V – DUES

Annual dues for all membership categories shall be established by the Board of Directors. The Board of Directors shall establish and publish a grace period during which a Member shall remain in good standing notwithstanding any delinquency with respect to dues.

ARTICLE VI – OFFICERS AND BOARD OF DIRECTORS

Section I - Eligibility

Only Professional Members in good standing shall be eligible to serve in Elected Office or on the Board of Directors.

Section II - Officers

The Officers shall be President, President-Elect, Past-President, Financial Officer, and Secretary, each of whom shall be elected by the Professional Membership.

TERM - The President-Elect shall be elected for a term of one (1) calendar year (January 1 through December 31). At the end of that term, the President-Elect shall take office as President and shall serve a one-year term as President. At the conclusion of the one-year term as President, the individual shall serve a one-year term as Past-President. The Financial Officer and the Secretary each shall serve a two-year term.

ELECTION - Elections of the Officers shall be arranged so that the terms of the Secretary and the Financial Officer shall not expire in the same year; that is, the Secretary and Financial Officer positions shall be elected in opposite years (e.g., odd-numbered years for the Financial Officer, even-numbered years for the Secretary). The election of the Officers shall be conducted by mail, email, or online. The ballot shall contain at least one candidate for each of the Officer positions. The ballot shall consist of: (1) a list of candidates as proposed by the Membership and vetted by the Nominating Committee and (2) a position statement and brief biographical sketch of each candidate. Ballots shall be mailed, emailed, or made available online to each eligible Professional Member such that those Members will have a minimum of fourteen (14) calendar days before the voting deadline. All ballots received, whether physically or electronically, prior to the voting deadline shall be validated and counted. The President-Elect shall be elected by a plurality of the ballots that are validated and received in a timely manner. The vote shall be tabulated by the Nominating Committee or its designee and reported to the Board of Directors. If two or more candidates for the same role(s) receive the same number of votes, the

winner(s) will be determined by a majority vote of the Board of Directors. The results of the election shall be communicated to the Membership before the new term begins.

DUTIES - The President shall act as chairperson of the Board of Directors and shall preside at all its meetings. The President also serves as the Chair of the Annual Conference, designating committee chairpersons as needed to carry out the tasks associated with the Conference (e.g., programming, host, communications, etc.). The President-Elect shall perform the duties of the President whenever the President is unable to do so. The Financial Officer shall have signatory responsibilities for IPAC accounts, manage the annual budget as approved by the Board of Directors, report regularly to the Board of Directors, and ensure that IPAC's financial statements, procedures, and controls are in place and practiced, consistent with sound financial management practices, including external review as appropriate, and in compliance with legal and regulatory guidelines. The Secretary shall serve as recorder at all Board meetings to document the minutes of the meetings and to present them to the Board after each meeting, and shall also serve as the primary liaison of membership issues to the Board.

VACANCIES - If the office of President becomes vacant, the President-Elect shall immediately succeed to the presidency for the duration of the unexpired term. The President-Elect shall also continue to serve as President for the subsequent term. If both the offices of President and President-Elect become vacant, the Financial Officer shall serve in the role of President for the remainder of the year. If the President, President-Elect, and Financial Officer offices become vacant, the Board of Directors shall appoint one of the Board Members as President Pro Tem to serve for the remaining portion of the President's unexpired term, and a President, President-Elect, and Financial Officer shall be elected in accordance with the provisions of these Bylaws at the next regular election of IPAC. If only the office of President-Elect becomes vacant, a person shall be elected to fill this office in a Special Election held for that purpose in accordance with the provision of these Bylaws for the election of Officers.

Section III - Board of Directors

There shall be a Board of Directors composed of the Officers (President, President-Elect, Past-President, Financial Officer, and Secretary) and three (3) elected Directors.

TERM - Elected Directors shall serve for a term of three (3) years on staggered years. Terms shall begin on January 1 following election and expire on December 31 of the appropriate year.

ELECTION - Elections of the Board Members, other than the Officers, shall be so arranged that they do not all expire in the same year. The election of Directors shall be conducted by mail, email, or online. The ballot for Directors will ideally contain the names of at least one more candidate than there are vacancies, which will result in two or more nominees per open position. However, if only one nominee for any open Director position is named during at least a fourteen (14)-day period of open nominations, an election may proceed with only one candidate. The ballots will contain the list of candidates, their position statements, and their brief biographical sketches. Ballots shall be mailed, emailed, or made available online to each eligible Professional Member such that those Members will have a minimum of fourteen (14) calendar days before the voting deadline. The Membership will be asked to vote for one candidate for each position to be filled. All ballots received, whether physically or electronically, prior to the voting deadline shall be validated and counted. The vote shall be tabulated by the Nominating Committee or its designee and reported to the Board of Directors. If two or more candidates for the same role(s) receive the same number of votes, the winner(s) will be determined by a majority vote of the Board of Directors. The results of the election shall be communicated to the Membership before the new term begins.

DUTIES – Under the guidance of the President, the Board of Directors shall have the responsibility to develop plans, objectives, and programs for IPAC; establish Standing and/or Ad Hoc Committees in line with the objectives of IPAC and in order to implement IPAC programs; review the recommendations of these Committees; establish the date, location, format and program of IPAC's Annual Business Meeting and of other educational programs.

The Board of Directors shall identify liaison relationships and committee memberships with other organizations, agencies, or associations related to the IPAC's purpose.

The Board of Directors shall also plan and approve overall programs and related budgets during the Board Meetings of IPAC.

VACANCIES - The Board of Directors may elect, by a majority vote of the remaining Board Members, a person to fill the unexpired term of a Director who vacates his/her position for any reason.

MEETINGS - The Board of Directors shall meet regularly at an in-person and/or telephonic meeting as needed to conduct the business of the organization but no less than three (3) times a year. A majority of the currently serving Board of Directors shall constitute a quorum. All elected Members of the Board are expected to attend regularly scheduled meetings of the Board. All IPAC Members in good standing may attend Board Meetings.

CONDUCTING BUSINESS BETWEEN MEETINGS – Should business arise that must be conducted prior to the next scheduled Board Meeting, the Board of Directors may place a motion and take a vote via email or another online method between meetings. Any such motion and subsequent vote will be discussed and presented for ratification at the next scheduled Board Meeting. A majority of the currently serving Board is needed to pass a motion.

Section IV - Removal from Office

A Board Member may be removed from office for cause upon the written recommendation by any Professional Member and a vote of unanimous approval to remove a Board Member by all remaining elected Board Members.

ARTICLE VII – COMMITTEES AND CHAPTERS

Committees – The President shall appoint Standing and Ad Hoc Committees as deemed appropriate by the Board of Directors. The Chair of each Committee will be designated by the President using selection guidelines offered in the IPAC Policies and Procedures Manual, if any.

Chapters – The Board may approve the conversion of a Committee to Chapter status or the formation of a Chapter to further promote the mission and goals of IPAC if Professional, Emeritus, and/or Student Members are available to actively support the named IPAC Chapter for group meetings or events. Any Chapter will have a designated Chair, who will report to the Board of Directors and keep the Board apprised of all activities. Additional leadership roles will be created at the Chapter level as needed.

ARTICLE VIII – MEETINGS

Section I - Annual Business and Special Meetings

IPAC Membership shall meet at least annually for the transaction of the affairs of IPAC at such times and at such places as the Board of Directors may from time to time designate.

Section II - Notice of Meetings

The Secretary of IPAC shall notify the Membership of the dates of an Annual Business Meeting or Special Meeting not less than ninety (90) days prior to the date of an Annual Business Meeting or not less than thirty (30) days prior to a Special Meeting. Notification can be made via mail, email, or online on IPAC's website, which includes the scheduling of the meeting as part of the Annual Conference Agenda when it is posted online on the IPAC website. Available information pertaining to the content of the Annual Business Meeting and Special Meetings shall be distributed to the IPAC Membership not less than sixty (60) nor less than fifteen (15) days, respectively, prior to the date of the meeting.

Section III - Quorum

At an Annual Business or Special Meeting of IPAC, a quorum shall consist of twenty five (25) Members or ten percent (10%) of the Membership, all of whom must be Professional Members in good standing, whichever is the smaller figure. The Secretary will record the number of Professional Members in attendance as part of the meeting's minutes. There shall be no voting by proxy at such meetings.

Section IV - Parliamentary Procedure

Except as herein provided, Robert's Rules of Order (<http://www.robertsrules.org/>) shall govern the proceedings of IPAC.

ARTICLE IX – AMENDMENTS AND REVISIONS

These Bylaws may be amended and/or revised in full or in part upon recommendation of the Board of Directors by a two-thirds vote of the IPAC Professional Members present and voting at the Annual Business Meeting or by a two-thirds vote of the Professional Members timely responding to a mail, or email, or online ballot sent at least fourteen (14) days before the voting deadline. Notice of the proposed amendments shall be sent to all Members not less than fourteen (14) days in advance of the Annual Business Meeting when the Bylaws are to be amended by a two-thirds vote of the Professional Members present and voting at the Annual Business Meeting. Amendments to the Bylaws may be proposed by petition of at least twenty five (25) Professional Members of IPAC in good standing or by a majority vote of the Board of Directors. Amendments to the Bylaws that are approved by the Professional Membership will be effective immediately or upon a date specified in the amendment as passed.

ARTICLE X – NONDISCRIMINATION

All programs and activities of IPAC shall be conducted without discrimination on the basis of race, color, sex, sexual orientation, national origin, religion, age, disability, political affiliation, or other classifications as required by applicable law.