

INTERNATIONAL PERSONNEL ASSESSMENT COUNCIL

(IPAC)



BYLAWS

**ADOPTED JUNE 2009
AMENDED NOVEMBER 30, 2012**

BYLAWS

of the

International Personnel Assessment Council

Approved by the IPAC Membership June 30, 2009

Amended November 30, 2012

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. It is incorporated under the laws of the State of California.

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 purposes of this organization shall be to advance the field of personnel assessment by:

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

The International Personnel Assessment Council is organized exclusively for charitable, scientific, and educational purposes. It 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 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.

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

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.

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 1 - 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 two types of membership available.

Regular Membership - 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 full-time program of an accredited college or university. Student Members shall not have the right to vote or hold office, but shall receive all services. Student Membership dues will be established at a lower rate, as determined by the Board of Directors per Article V, than Regular Membership dues.

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

Section 2 - Transfer of Membership

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

Section 3 - Termination of Membership

Resignation - A member may at any time file 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 90 days for which dues have not been paid. Further, any individual may be removed from membership for cause upon written recommendation of 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 1 - Eligibility

Only voting members in good standing shall be eligible to serve in elective office or on the Board of Directors.

Section 2 - Officers

The officers shall be President, President-Elect, and Past-President, Financial Officer, and Secretary, each of whom shall be elected by the membership.

Term - The President-Elect shall be elected for a term of one calendar year. 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 so arranged 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 or e-mail. 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 or e-mailed to each eligible voting member such that those members will have a minimum of 14 calendar days before the voting deadline. All ballots received 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 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, 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 the IPAC. If just 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 in election of offices.

Section 3 - Board of Directors

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

Term - Elected directors shall serve for a term of three 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 or e-mail. The ballot for directors shall contain the names of at least one more candidate than there are vacancies. The ballots will contain the list of candidates, their position statements, and their brief biographical sketches. Ballots shall be mailed or emailed to each eligible voting member such that those members will have a minimum of 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 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 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 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 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 as needed to conduct the business of the organization, and shall meet at least once 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

Ballots Between Meetings - The Board of Directors may vote on motions between meetings. A majority of the currently serving Board is needed to pass a motion.

Section 5 - Removal from Office

A Board Member may be removed from office for cause upon the written recommendation of all remaining elected Board Members.

ARTICLE VII - COMMITTEES

The President shall appoint committees as deemed appropriate by the Board of Directors.

ARTICLE VIII - MEETINGS

Section 1 - 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 2 - 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 90 days prior to the date of an annual business or less than 30 days prior to a special meeting. Available information pertaining to the content of the annual business meeting and special meetings shall be distributed to the IPAC membership not less than 60 nor less than 15 days, respectively, prior to the date of the meeting.

Section 3 - Quorum

At an annual business or special meeting of the IPAC, a quorum shall consist of 25 members or ten percent of the membership, all of who must be voting members in good standing, whichever is the smaller figure. There shall be no voting by proxy at such meetings.

Section 4 - Parliamentary Procedure

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

ARTICLE IX – AMENDMENTS

These bylaws may be amended upon recommendation of the Board of Directors, by a two-thirds vote of the IPAC members present and voting at the annual business meeting, or by a two-thirds vote of the voting members timely responding to a mail or e-mail ballot sent at least 14 days before the voting deadline. Notice of the proposed amendments shall be sent to all members not less than 14 days in advance of the annual business meeting when the bylaws are to be amended by a two-thirds vote of the members present and voting at the annual business meeting. Amendments to the bylaws may be proposed by petition of at least 25 voting 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 membership will be effective immediately or upon a date specified in the amendment so voted.