



Ohio College Personnel Association 2010 PROPOSED BY-LAWS

Article I. Organization Name

The name of the organization shall be the OHIO COLLEGE PERSONNEL ASSOCIATION.

Article II. Purpose

The purpose of the Association shall be as follows:

- To provide education and professional development opportunities that equip our members with tools to meet the diverse and changing needs of students, faculty, staff, alumni, and parents.
- To contribute to the improvement of the student affairs profession.
- To advance and communicate student affairs professional standards.
- To provide networking opportunities to assist our members with information, knowledge, and idea sharing.
- To promote and support the ACPA core competencies, organizational goals and purposes.

Article III. Affiliation

OCPA is a chartered state division of [ACPA - College Student Educators International](#) that has served the needs of student affairs educators throughout the state of Ohio for more than 30 years. OCPA is subject to the provisions of the ACPA By-Laws and any other terms and conditions established and amended from time to time by the ACPA Governing Board.

Section 1 Anti-Discrimination

The Association does not discriminate on the basis of race, color, national origin, religion, sex, age, affectational/sexual orientation, or disability in any of its policies, procedures or practices. This non-discrimination policy covers membership and access to Association programs and activities including, but not limited to, national conventions, placement services, publications, educational services, and employment.

Article IV. Membership and Fees

Section 1. Active Membership

The following are the types and qualifications of memberships in the Association. To be a member in good standing is based upon current payment of dues.

Professional

Any person whose designated responsibilities relate to student and human development at an accredited institution of higher education.

Graduate Student Membership

Any person who is currently engaged in graduate studies in an accredited graduate school in courses related to the student affairs profession and who is not employed full-time during the membership year. The student's major professor must attest to these qualifications. Pre-doctoral internships or work experiences required for completion of a degree program are not considered full-time employment for the purposes of this category.

Undergraduate Student Membership

Any person who is currently enrolled as an undergraduate student and who is not employed full-time at an institution of higher education during the membership year. The student must verify undergraduate enrollment and good standing status either via a Student Affairs professional or an official letter from the college/university.

Other Memberships

Any professional person engaging in student personnel, student development, or related areas in higher education is eligible for membership. "Other membership" may also include those employed in private practice or consulting, or in another state.

Section 1 Rights and Privileges

All members in good standing shall be entitled to vote, hold office, attend meetings, receive publications and other benefits of the Association.

Section 2 Membership Fees

Each member in good standing shall pay the annual membership fees. Membership shall be for one calendar year or 12 months from the time of application. The amount of membership fees shall be determined by vote of the membership at a general meeting.

Article V. Elected Officers

Section 1 Qualifications

All elected officers and representatives shall be members in good standing of OCPA and/or ACPA.

Section 2 Elected Officers

The nine elected officers and representatives shall be President, President-Elect, Secretary, Treasurer, Past President, and the four Members-at-Large. The consecutive terms of office shall be one year each as President-Elect, President and Past President. To qualify to be President and/or President-Elect, one must have held membership in OCPA and/or ACPA for no less than 1 year, must have had prior leadership experience within the Association(s), and must have leadership and management experience that reflect the skills needed to fulfill the President's responsibilities.

- A. The term of office shall be two years for the Secretary and Treasurer,
- B. Three of the members-at-large will serve two (2) year terms. The members-at-large must represent a four-year private institution, four-year public institution, and a two-year public or private institution.

- C. The graduate student member-at-large, shall be elected each year for a one (1) year term to represent graduate students and professional preparation programs.
- D. All appointed positions shall hold office for a one year term.
- E. Exceptions to appointed position service terms can be made by the President, President-Elect, and/or Past President.

Section 3 Tenure Appointment and Duration

All officers and representatives shall take office at the close of the annual summer transition meeting of the Association. No member shall serve in the same elected or appointed position for more than two consecutive terms.

Section 4 Elections

The President-Elect will be responsible for conducting the annual elections process. The ballot shall be sent to all current members at least thirty (30) days prior to the Association's Spring Executive Council meeting. The President-Elect shall tabulate the ballots and officially declare the election results at the spring Executive Council meeting for review and approval by the Executive Council. The candidate for each office receiving a majority of votes cast shall be declared the elected officer.

Section 5 Vacancies

In the event that the office of president shall become vacant, the President-Elect shall assume the presidency and shall serve the remainder of the term as well as the term for which the President-Elect was elected. If a vacancy should occur in the office of President-Elect, Secretary, Treasurer, or Member-At-Large, the vacancy shall be filled by appointment by the President with approval of the Executive Council.

Section 6 Resignations

Any Executive Council member of the Association may resign at any time by giving written notice to the President of the Association. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Article VII. Meetings

Section 1 General Meeting

A general meeting of the Association shall be held at least annually at either the annual conference or at a time and place determined by the Executive Council.

Section 2 Executive Council

The President shall call a minimum of four (4) meetings per year of the Executive Council and at any other time deemed necessary.

Section 3 Quorum of Executive Council and Action by the Executive Council

A majority of the voting members of the Executive Council shall constitute a quorum for the transaction of business.

Section 4 Duties & Responsibilities

A. President

The President shall be the chief officer of the Association and shall:

- Develop the agenda and the meeting and formats of the Executive Council meetings
- Chair the Executive Council meetings
- Be an official spokesperson and liaison for the Association to other associations and the public at-large
- Chair the Strategic Planning and Assessment Committee
- Appoint the Chairs and members of the Association Committees and Task Forces
- Assist with the Association's fundraising
- Work directly with the Communications Chair and Webmaster
- Represent the division at ACPA leadership activities.
- Assist with planning the annual Summer Leadership Retreat

B. President-Elect

The President-Elect shall:

- Succeed to the office of president at the end of the term as President-Elect
- Serve as President in the absence of the President
- Work directly with Members-At-Large and the Professional Development Team of appointed officers to develop conference dates, locations, and themes
- Serve as liaison with the standing committee chairs
- Form and chair the Elections process
- Assist with planning the annual Summer Leadership Retreat

C. Past President

The Past President, shall, as directed by the President:

- Serve as assistant to the President
- Serve as President in the absence of the President and President-Elect
- Work directly with the Membership Team of appointed officers
- Assist with planning the annual Summer Leadership Retreat

D. Secretary

The Secretary shall, as directed by the President:

- Keep all records of the Association
- Record the minutes of all business meetings of the Association and the Executive Council
- Handle all the correspondence of the Association
- Serve as liaison with the membership and records coordinator
- Assist the President-Elect with the annual nominations and elections process.

E. Treasurer

The Treasurer shall, as directed by the President:

- Collect all membership and registration fees
- Develop an annual budget in consultation with the members of the Executive Council
- Disperse association funds subject to approval of the Executive Council
- Provide financial reports at each OCPA Executive Council meeting

- Provide a financial report to the Association at an annual general meeting
- Serve as liaison with membership/records and development chair.

Article VI. Executive Council

Section 1 Authority of the Executive Council

The property, business and affairs of the Association shall be managed by the Executive Council in accordance with these Bylaws and the purposes of the Association. The Executive Council shall formulate and approve policies as are necessary to conduct the affairs of the Association. It shall endeavor to review, formulate, and promote the mission, vision, core values, and any strategic plans of the Association. It shall engage in advocacy and otherwise seek to advance the interests of the Association.

Section 2 Executive Council Members

1. The Executive Council shall consist of a total of 20 voting members.
2. The following seven voting members are to be elected: the President, Secretary, Treasurer, Member at Large for 4-Year Public, Member at Large for 4-Year Private, Member-at-Large for 2-Year Colleges, and Graduate Student Member-at-Large.
3. The Annual Conference, Awards, Careers in Student Affairs, Communications, Development, Diversity, Faculty Liaison, Membership Records & Constituent Relations, Newsletter Editor, Webmaster, Webinar/Podcast Coordinator, shall be appointed by President in consultation with the Executive Council for a one year term.

Section 3 Voting Rights and Decision-Making

1. All members of the Executive Council shall have the right to vote.
2. A quorum consists of a majority of members.
3. Any action required in the by-laws to be taken at a meeting, may be taken via electronic vote with the consent of a majority of members present.
4. An executive session may be called by the President. Executive session discussions will include the elected members of the council: President, President-Elect, Past President, Secretary, Treasurer, Member at Large- 4 Year Public, Member at Large- 4 Year Private, Member-at-Large for 2 Year Colleges, and the Graduate Student Member-at-Large.

Section 3 Vacancies

In the event that the Presidency becomes vacant, the President-Elect shall assume the Presidency and shall serve the remainder of the term as well as the Presidential term for which the President-Elect was elected. If the President-Elect is unable to assume or retain office, the Executive Council shall nominate and elect a President from the list of Past Presidents or from its own members. All other vacancies shall be filled by appointment by the Executive Council. The officers so appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 4 Removal

Removal of an officer shall be without prejudice and in accordance with the following guidelines:

1. Any officer may be removed for just cause, including the following:
 - A. Violation of Association policy, procedures, or ethical code
 - B. Failure to perform the duties of the office as set forth in the by-laws and the policies of the Association and the Nominations and Elections Committee
 - C. Gross impropriety in carrying out the duties and responsibilities of the office
 - D. Inability to properly carry out the duties and responsibilities of the elected office
 - E. Failure to uphold the provisions of the by-laws
 - F. Whenever in the Executive Council's judgment the best interest of the Association would be served thereby.

2. The removal shall be conducted as follows:
 - A. Upon written submission of evidence of proper cause as defined above approved by at least one current member of the Executive Council.
 - B. Upon receipt of the above information the Executive Councils shall conduct a closed, executive session to see if there are sufficient grounds to consider removing the individual from office.
 - C. If grounds are found to proceed with removal, the Council will provide at least 21 days notice of the proposed removal hearing to all voting Executive Council members and the individual at issue. The individual at issue has an opportunity to personally address the Executive Council. Such hearing may be held in or outside of executive session, at the discretion of the President.
 - D. The individual in question is subject to removal upon the affirmative vote of three-quarters of the Executive Council.

Section 5 Compensation of Officers

The Association shall not pay any compensation to elected officers for services rendered to the Association, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Association, in reasonable amounts as approved by a majority of the Executive Council.

Article VIII. Committees

Ad hoc committees shall be appointed as deemed necessary by the President in consultation with the Executive Council. The President shall appoint all committee members and committee chairs. The committees will represent the following:

- Annual Conference Planning Committee
- Awards Committee
- Careers in Student Affairs Conference
- Diversity Committee
- Membership Committee
- Mid-Level Manager Conference Committee
- Newsletter Committee
- Nomination & Elections Committee
- Support Staff Conference Committee
- Webinar/Podcast Committee

Article IX. Miscellaneous

Section 1 Fiscal Year

The fiscal year of the Association shall be July 1 through June 30 or such other period as may be fixed by the Executive Council.

Section 2 Checks, Notes and Contracts

The Treasurer shall be authorized to sign checks, drafts or other orders for payment of money in addition to those authorized herein; to sign acceptances, notes or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. The Executive Council shall authorize other transactions and authorities as appropriate.

Section 3 Books and Records

The Association shall keep the following records

1. Correct and complete books and records of account
2. Minutes of the proceedings of the members, the Executive Council
3. A record of the names and addresses of the members entitled to vote.
4. All books and records of the Association may be inspected by any member having voting rights, or his or her agent or attorney, for any proper purpose at any reasonable time.

Section 4 Indemnification and Insurance

Unless otherwise prohibited by law, the Association may indemnify any Executive Council member or officer, any former Executive Council member or officer, any person who may have served at its request as a director or officer of another Association, whether for profit or not for profit, against any and all expenses and liabilities actually and necessarily incurred by him or her imposed on him or her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Executive Council member, officer; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or to be liable to the Association for damage arising out of his or her own negligence or misconduct in the performance of a duty to the Association but only if the person acted without good faith and knew or should have known that the conduct was improper or negligent.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines and penalties against, and amounts paid in settlement by such Executive Council member or officer. The Association may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Executive Council member or officer; provided, however, that such Executive Council member or officer shall undertake to repay or to reimburse such expense if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, or suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

Article X. Amendments

These by-laws may be amended at the general business meeting of the Association. Proposed amendments must be sent to the membership thirty (30) days preceding a general meeting. A majority of votes by those attending the business meeting shall be necessary to approve the amendment.

Adopted by the OCPA Membership on March 1, 1976; and as amended by the OCPA Membership on April 17, 1978; March 5, 1982; April 10, 1992; April 15, 1994 and on February 4, 2005.