

Human Resource Association – Greater Concord #462

**Chapter Bylaws
12/1/2006**

ARTICLE 1

Section 1.1: Name.

The name of the Corporation is Human Resources Association-Greater Concord, NH (herein referred to as "HRA-GC"). To avoid potential confusion, the Chapter will refer to itself as Human Resource Association - Greater Concord and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation.

HRA-GC is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.3: Relationships.

HRA-GC is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. HRA-GC shall not contract in the name of SHRM without the express written consent of SHRM.

**ARTICLE 2
PURPOSE**

HRA-GC is organized exclusively as a Business League, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("the Code"), and shall not carry out any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(a) of the Code as a corporation described in Sections 501(c)(6) of the Code.

In furtherance of the foregoing general purposes, the specific activities and purposes to be conducted, promoted and carried out by HRA-GC are as follows:

- To provide opportunities for conferences, research and exchange of knowledge and experience among members;
- To provide a forum for the personal and professional development of its members;
- To provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills;
- To provide an opportunity to focus on current human resource management issues of importance to its members;
- To provide a focus for legislative attention to state and national human resource management issues;
- To provide valuable information gathering and dissemination channels; and
- To support the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession.

HRA-GC is not organized for profit and no part of the net earnings inures to the benefit of any private shareholder or individual.

ARTICLE 3 FISCAL YEAR

HRA-GC's fiscal year shall commence on July 1 of each calendar year and end on the following June 30.

ARTICLE 4 MEMBERSHIP

Section 4.1: *Qualifications for Membership.* The qualifications for membership in HRA-GC shall be as stated in Sections 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, and 4.9 of this Article. To achieve the mission of HRA-GC there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

Section 4.2: *Non-transferability of Membership.* Membership in the Chapter is neither transferable nor assignable.

Section 4.3: *Individual Membership.* Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: *Professional Membership.* shall be limited to (a) those individuals actively engaged in bona fide human resources administration at the exempt level, who devote more than 50% of their time to personnel or human resources management; and (b) faculty members holding an assistant, associate or full professor rank in personnel or human resources at an accredited college or university for at least 3 years.

Section 4.5: *Affiliate Members.* Individuals who are Consultants, Vendors or Attorney's in the fields of personnel and human resources, and who provide proof of SHRM membership. Affiliate Members have all the same rights and privileges as Professional Members. Consultants, Vendors and Attorney's are not eligible for membership under any other membership category.

Section 4.6: *Associate Member.* Individuals who are in non-exempt human resource positions as well as those individuals who do not meet the professional member criteria. Associate members may not vote and may not hold office in HRA-GC, but may hold non-officer positions on the Board of Directors.

Section 4.7: *Student Members.* Individuals who are actively enrolled in a human resources degree, concentration or certificate program at the college or university level. Student members may not vote or hold an officer position in HRA-GC.

Section 4.8: *Lifetime Membership:* HRA-GC may, at the discretion of the Board of Directors, grant Lifetime Membership status to an individual who is retired following active service in Human Resources and to the HRA-GC. Lifetime Members shall have

the same rights as Professional Members. Lifetime members are exempt from paying due, but must pay for meeting fees. Lifetime members may vote and hold office.

Section 4.9: *Members in Transition:* Members who no longer qualify for membership due to unemployment [or graduation from and HR degree program] may continue as members through the current year plus one additional year. Members in transition may vote and hold office.

Section 4.10: *Application and renewal for membership.* Application and renewal for membership shall be on the HRA-GC application form. All applications must be accompanied by full payment of dues, and will be reviewed by the Membership Committee, before the application is presented to the Board of Directors for a vote. New members will be granted full membership rights from the date of approval by the HRA-GC Board of Directors. Renewing members will be granted membership at the beginning of the fiscal year.

Section 4.11: *Voting.* Each Professional Member, Affiliate Member, Lifetime Member and Member in Transition of HRA-GC shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members shall have no right to vote. When necessary, votes shall be judged by an Ad Hoc Committee appointed by the Board of Directors. Proxy voting, or representation by anyone other than the actual member, is not allowed.

Section 4.12: *Dues.* Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Membership in SHRM will reduce or eliminate (at the Board of Director's discretion each year) the annual dues for HRA-GC. Membership renewals are payable by July 1, for the ensuing July 1 through June 30 program year. At the discretion of the Board of Directors, reduced membership dues and fees may be offered if paid in full by a date established by the Membership Committee.

Section 4.13: *Termination of Membership.* Membership in HRA-GC may be terminated for cause by a two-thirds vote of the Board of Directors, or automatically for non-payment of annual dues.

Section 4.14: *Satellite Chapter:* At the discretion of the HRA-GC Board of Directors, a Satellite Chapter ("SC") may be established and supported by the HRA-GC in order to serve the human resource profession in more remote areas of the State. A satellite Chapter will consist of chairperson who would serve as a member of the HRA-GC Board of Directors, a secretary and a program committee chairperson. One additional member of the HRA-GC Board of Directors will be assigned to act as a resource to the SC. The SC will operate and be governed by the By Laws and Policies of the HRA-GC. Articles 12 and 13 of these Bylaws will govern the dissolution or withdrawal of affiliated status for any SC supported by the HRA-GC.

**ARTICLE 5
MEMBER MEETINGS**

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the third Thursday of each month (except July and August), or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in June, or at such other time as determined by the Board of Directors.

Section 5.3: Special Meetings. Special meetings of members shall be held on the call of the President, or the Board of Directors, or in writing by members having at least one-twentieth of the votes entitled to be cast at such meeting. At the discretion of the Board of Directors, joint meetings with other groups may be arranged for discussion of any subject or other activity that may be of mutual benefit and interest.

Section 5.4: Notice of Meetings. Notice of all regular, special and annual meetings shall be given to all members at least seven calendar days prior to the meeting. Electronic mail or the USPS may be used to make notification.

Section 5.5: Quorum. Members holding one-fifth of the votes entitled to be cast shall constitute a quorum. Proxy voting, or representation by anyone other than the actual member, is not allowed. The vote of the majority of members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

Section 5.6: Conduct of Meetings. All meetings will be conducted in accordance with Robert's Rules of Order (latest edition).

**ARTICLE 6
BOARD OF DIRECTORS**

Section 6.1: Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the HRA-GC and in general exercise all powers of the Chapter.

Section 6.2: Composition of the Board of Directors. The Board of Directors shall consist of 12 persons. The following shall be members of the Board of Directors and be Officers of HRA-GC: President, Vice-President, Treasurer, and Secretary. Seven additional members shall be elected from among the eligible membership as members of the Board of Directors. The twelfth Board member shall be the immediate Past President. If a satellite chapter has been established, the Board will automatically be increased to 13 members and the chairperson of the satellite chapter will become the thirteenth Board member.

Section 6.3: Qualifications. All candidates for Officer Positions on the Board of Directors must be Professional Members, Affiliate Members, Lifetime Members or Members in Transition of HRA-GC, in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office. Associate and Student Members in good standing are eligible to be nominated for and elected to non-Officer Board positions.

Section 6.4: Election - Term of Office. Officers and Directors shall be elected by the members at the annual meeting of the membership (June) from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office on July 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office.

Section 6.5: Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 6.6: Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting or by conference call at which there is a quorum shall be the act of the Board of Directors.

Section 6.7 Voting: Proxy voting, or representation by anyone other than the actual member of the Board of Directors, is not allowed.

Section 6.8: Board of Directors' Responsibilities. The Board of Directors shall transact all business of HRA-GC except as prescribed otherwise in these Bylaws or other governing instruments of the HRA-GC. Board members will generally act as a committee liaison to at least one committee and attend committee meetings as appropriate.

Section 6.9: Removal of Director and Officer. Any Officer or Director may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

Section 6.10: Meetings: Regular meetings of the Board of Directors will be called by the President. A Special Meeting of the Board of Directors may be called by the President or by any two members of the Board of Directors. Such meeting may be held by means of a conference telephone call (or similar communications equipment) or email, which allows all persons participating in the meeting to communicate with each other. Such

participation shall constitute presence at the meeting. Notice of any such special telephone/email meeting shall be given in writing or by telephone or electronic mail not fewer than 48 hours prior to the time of such special meeting. Participation by a majority of the Board of Directors shall constitute a quorum. A member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 6.11: Conflict of Interest. Members of HRA-GC's Board of Directors must avoid any possible conflict of interest with their duties and responsibilities related to HRA-GC. Prior to accepting office or initiating duties with the HRA-GC Board of Directors, members shall disclose any material interest or affiliation of theirs, of their immediate family members, or of any persons acting on their behalf. Such disclosure shall be provided in writing to the Secretary of HRA-GC for submission to the Board of Directors.

Section 6.12: Dual Representation. Not more than one individual from the same company shall hold an office concurrently. Up to two individuals from the same company may serve on the Board of Directors concurrently.

Section 6.13: Attendance. Members of the Board of Directors are expected to attend all Board meetings, held once each month at a regular time and place designated by the Board, and are encouraged to attend all general meetings. Members of the Board who fail to attend two consecutive Board meetings, or a total of three Board meetings in a Chapter year, may be subject to removal from the Board.

ARTICLE 7 DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the HRA-GC Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board.

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the HRA-GC and have charge and supervision of the affairs and business of the HRA-GC, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office. He/she will maintain membership on the State Council or appoint another Board Member as deemed appropriate.

Section 7.2: The Vice President. The Vice-President, at the request of the President, or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board of Directors or the President may determine.

Section 7.3: Treasurer. The Treasurer shall be responsible for the financial affairs of HRA-GC. These responsibilities shall include financial reports to the Board of Directors and periodically advising general membership of financial activity. He/she will make arrangements for the annual examination audit of the accounts as may be required by the Board of Directors. He/she shall be responsible for membership billing and also perform such other duties as the President may determine. Two Officers shall sign all checks disbursed for funds in excess of \$500.

Section 7.4: The Secretary. The Secretary shall be responsible for recording and distributing the minutes of all meetings of HRA-GC.

ARTICLE 8 COMMITTEES

Section 8.1: Committee Activity. Committees are established to provide the HRA-GC with special ongoing services, such as Leadership Development, Membership, Finance, Programs, Community Relations, Marketing/Public Relations, etc.

Section 8.2: Chairperson. Chairpersons of committees will be appointed by the President, with the approval of the Board of Directors. The Chairperson will seek interested members to participate in committee activities. Special committees or task forces may be organized by the Board of Directors to meet particular HRA-GC needs. Members of all Committees shall have voting privileges within their Committees, regardless of their voting status within HRA-GC.

Section 8.3: Committee Reports. Monthly, Mid Year and Year End Reports of all Committee meetings shall be submitted to the Board of Directors, and recorded in the minutes of the Board of Directors meetings

Section 8.4: Standing Committees

Leadership Development: Shall be composed of at least one Board member and one member at large for the purpose providing opportunities to develop leaders and recognize and utilize the talents of the membership while maintaining the future viability of the HRA-GC.

Membership Committee: Shall be composed of at least one Board member and one member at large for the purpose of recruiting and retaining membership, establishing membership goals, identifying best practices for member recognition, maintaining member profiles, meet with members at membership meetings (Ambassadors).

Finance Committee: Shall be composed of at least one Board member and one member at large for the purpose of conducting the financial affairs of HRA-GC, written monthly financial reports to the Board and general membership, pay HRA-GC expenses according to policies, establish and maintain Standard Operating Procedures (SOP) for financial related functions

Programs Committee: Shall be composed of at least one Board member and one member at large for the purpose of developing programs for the monthly membership meetings, identifying and scheduling speakers, arranging the meeting facility, securing HRCI credits in advance for membership programs and announcing programs to membership. Identify topics of interests for additional or special interest meetings through the use of program evaluations and analysis.

Community Relations Committee: Support current community projects and identify new opportunities for the HRA-GC. Collaborate with local Colleges Universities (e.g. Service Learning opportunities, and the SHRM Learning System) and local and state programs.

Marketing and Public Relations Committee: Establish Communications plan to enhance the image and awareness of the HRA-GC, develop marketing materials, support and maintain website, and secure meeting sponsors.

ARTICLE 9 STATEMENT OF ETHICS

HRA-GC adopts SHRM's Code of Ethics for members of HRA-GC in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the Chapter and SHRM. HRA-GC shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member at HRA-GC meetings or through the use of information provided to him/her as a member of HRA-GC without the approval of the Board of Directors. (See "Non Solicitation Policy" for details).

ARTICLE 10 AMENDMENT OF BYLAWS

A copy of all amended Bylaws shall be approved by the Board of Directors, and then forwarded to SHRM for review before amendment by the Membership of HRA-GC. The proposed amendment(s) must be presented at the immediately previous meeting, or a notice stating the proposal must be mailed (electronic mail is sufficient) to all members at least two weeks prior to the date of the meeting. The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO of his/her designee as being furtherance of the purposes of the SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

ARTICLE 11 Indemnification

HRA-GC shall indemnify each of its Directors and Officers, or former Directors and former Officers, or any person who may have served at the request of HRA-GC as a Director or Officer of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

**ARTICLE 12
CHAPTER DISSOLUTION**

In the event of the Chapter's dissolution, the remaining monies in the Treasury, after HRA-GC expenses have been paid, will be contributed to the SHRM Foundation or such other tax-exempt organization as shall be decided by a vote of the Professional and Affiliate Members.

**ARTICLE 13
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.