

Lakes Area Human Resource Association

Chapter #0566

January 2010

Chapter Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Lakes Area Human Resource Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as LAHRA and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.3: Relationships. The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a 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. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2 PURPOSE

The purposes of this Chapter, as a non-profit organization, are:

- i. to provide a forum for the personal and professional development of our members through education and training measures;
- ii. to provide its members with the opportunity of meeting and exchanging constructive ideas and information with other engaging in similar work and facing similar experiences;
- iii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iv. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- v. to provide an opportunity to focus on current human resource management issues of importance to our members;
- vi. to provide a focus for legislative attention to state and national human resource management issues;
- vii. to provide valuable information gathering and dissemination channels;
- viii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- ix. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- x. to serve as a source of new members for SHRM; and
- xi. to serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to establish, monitor and update standards for the profession.

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year that is January 1 through December 31 of any given year.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.2, 4.3, 4.4, and 4.5 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, creed, color, religion, gender, sexual orientation, age, national origin, disability, veteran's status, or any other legally protected class.

Section 4.2: Professional Members. Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching; (d) full-time consultants with at least three years experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the chapter.

Section 4.3: Associate Members. Individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may vote and hold office in the Chapter.

Section 4.4: Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

Section 4.5: Honorary Members. Individuals who are approved by a majority of the Board of Directors, as being worthy of special commendation because of some outstanding contribution made to the Association and/or field of Human Resources. Honorary Members are invited to participate in membership activities. The honorary member will not pay annual membership dues but will pay expenses of attending the monthly meeting. Honorary Members may not vote or hold office in the Chapter.

Section 4.6: Application for Membership. Application for membership shall be on the Chapter application form or on-line on the Chapter website. All applications shall be reviewed by the Membership Director and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 4.7: Voting. Each Professional and Associate member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student and Honorary Members are not eligible to vote. Votes taken by paper ballot shall be tallied by the Secretary and Treasurer and the results reported in writing to the President. The vote shall also be reported to the membership.

Section 4.8: Dues. Annual membership dues shall be established in November for the following year by the Board of Directors prior to the (e)mailing of renewal notices. Renewal notices shall be (e)mailed by December 15th for the following year.

Section 4.9: Termination of Membership. Membership in the Chapter may be terminated for good cause by a 2/3 vote of the Board of Directors. If the membership is terminated for a good cause, the member shall not be entitled to a refund of any chapter dues.

The Chapter reserves the right to revoke, terminate or deny membership because of solicitation for personal or business gain that becomes pestilent to other members.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the second Thursday of each month or as otherwise determined by the Board of Directors. A structured program shall be presented for professional development of the membership. Each year in December, the Board of Directors shall determine the meeting location for the following year.

Section 5.2: Networking Meetings. Networking meetings of the members shall be the fourth Tuesday of each month or as otherwise determined by the Board of Directors. Networking meetings shall consist of open networking on topics of interest to the membership.

Section 5.3: Annual Meeting. The annual meeting of the members for electing Directors and conducting other appropriate business shall be held in October of each year or at such other time as determined by the Board of Directors.

Section 5.4: Transition Meeting. The transition meeting of the Board of Directors will be held in December of each year for the purpose of exchanging and forwarding the past years' information to the new Board of Directors members. This meeting will include budget approval for the following fiscal year.

Section 5.5: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 5.6: Notice of Meetings. Notice of all regular, networking, annual and special meetings shall be given to all members at least ten days prior to the meetings.

Section 5.7: Quorum. Members holding one-tenth of the votes entitled to be cast represented in person shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum in person shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

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 Chapter and in general exercise all powers of the Chapter.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Treasurer, Secretary, Membership, Program and Marketing. These shall constitute the governing body of the Chapter.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include the Past President in an advisory, non-voting capacity.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional or Associate members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5: Election - Term of Office. Officers shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer shall assume office on January 1st following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Officers may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.6: Vacancies. In the event of the vacancy of any Board member, a special election shall be held to fill the vacancy for the unexpired term within a 60-day period. The President shall bring qualified candidates forward for consideration by the membership at a general membership meeting.

Section 6.7: 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 Board of Directors present at any meeting at which there is a quorum, in person, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.8: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A Professional or Associate 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 6.9: Removal of an Officer. Any Officer may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Officer shall be entitled to a due process hearing prior to any termination action being imposed.

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 Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board.

Section 7.1: President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He/she will serve as the Chair of the Nominating Committee. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.2: President-Elect. The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. The President Elect shall be responsible for the Core Leadership Area of Workforce Readiness. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine.

Section 7.3: Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include presentation to the Board of Directors, on a monthly basis, financial statements, budget to actual financial reports and bank reports. Responsible for coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine.

Section 7.4: Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Board of Directors and the Chapter and shall be responsible for making all members aware of such meetings in accordance with Section 5.5 Notice of Meetings. The Secretary shall be responsible for the historical recordkeeping of the chapter and security of the current and historical records. He/she shall also perform such other duties as the President may determine.

Section 7.5: Membership. The Membership Director shall serve as chair of the Membership Committee. He/she shall recruit and encourage Chapter and SHRM membership growth and shall maintain the official membership roster and records of the Chapter. The Membership Director shall be responsible for the Core Leadership Area of the SHRM Foundation. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.5: Marketing. The Marketing Director shall serve as the Chair of the chapter Marketing group including: Publicity, the chapter website, webinars and shall be responsible for coordinating the activities related to the Chapter's monthly newsletter. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.6: Program. The Program Director shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular and networking meetings of the members, the annual meeting, social

functions, and any workshops and/or seminars sponsored by the Chapter as determined by the Board of Directors. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The Program Director shall be responsible for the Core Leadership Areas of Diversity, Certification, College Relations and Governmental Affairs. The Program Director shall serve on the community Business Seminar Committee Team. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.7: Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. The Past President shall be responsible to maintain the chapter bylaws. The Past President shall serve in an advisory, non-voting capacity.

ARTICLE 8 COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of and will be established by resolution of the Board of Directors.

Section 8.2: Committee Chairpersons. Appointment of Chairpersons to committees is the responsibility of the Officer under which they serve with the exception of the Nominating Committee that is outlined in Section 8.3. The Officer and 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 Chapter needs.

Section 8.3: Nominating Committee. The President shall appoint from among the membership, an election committee, comprised of the him/herself, the President-Elect and two (2) chapter members at large. The committee shall make a careful study of the membership and select at least one candidate for each open office. After obtaining consent to serve, these officer candidates shall be presented to the members for election in September of each year. At the Annual Meeting in October of each year, the officer candidates will be elected with tenure of office to begin January 1st of the following year.

Section 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Diversity, Certification, College Relations, Governmental Affairs, Professional Development, Newsletters, Marketing/Public Relations, Website and Webinars, etc.

ARTICLE 9 STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Chapter and of SHRM.

The Chapter 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 Chapter meetings without the approval from the Board of Directors.

ARTICLE 10 FINANCIAL DISCLOSURE

The financial records of the Chapter shall be open to inspection by any member at a mutually agreeable time and location, upon written request to the Board of Directors.

ARTICLE 11 PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

ARTICLE 12 AMENDMENT OF BYLAWS

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, thirty (30) days, has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in 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 13
CHAPTER DISSOLUTION**

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

**ARTICLE 14
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.

**ARTICLE 15
TERMS USED**

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

Ratified by the Membership of Chapter and signed by:

Chapter President _____ Date _____

Approved by:

SHRM President/CEO or President/CEO Designee _____ Date _____