

CONSTITUTION AND BYLAWS

of

Stillwater Area Human Resource Association

Revised September 2010

ARTICLE 1 - Name

The organization shall be known as *The Stillwater Area Human Resource Association*, hereinafter referred to as **SAHRA**, the Association or the Organization, an affiliate of the national *Society for Human Resource Management (SHRM)*.

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- Purposes

The purposes of SAHRA shall be: to improve competence of human resource professionals; to raise standards of performance in all phases of human resources; to encourage adherence to SAHRA's Code of Ethics. SAHRA is organized and shall be operated exclusively for professional, educational and charitable purposes.

SAHRA 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.

SAHRA 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 Executive Committee.

ARTICLE 3 - Membership Section 1: Professional Members

SAHRA is considered a 100% SHRM Chapter. Membership in the Stillwater Area Human Resource Association (SAHRA) shall be restricted to those individuals who currently and continuously maintain full membership in the Society for Human Resource Management. Furthermore, to achieve the mission of SAHRA, there shall be no discrimination in individual membership because of race, religion, sex, age, national origin or handicap. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

Membership is corporate and may be transferred to another individual as long as the individual is a SHRM member in good standing.

Section 2: Student Members

Individuals who are actively enrolled in human resources degree programs at the college or university level are student members. Student members do not pay dues, may not vote and may not hold office in the Chapter.

Section 3: Application for Membership

Application shall be submitted on the SAHRA membership application form. The membership form is available on the SAHRA website at <http://stwahra.shrm.org>. All applications shall be reviewed by the Vice President, Membership, and approved by the Executive Committee.

Section 4: Voting

Each member in good standing shall be entitled to one(!) vote. An Officer will count the votes.

Section 5: Labor Union Members

To maintain the professional integrity of SAHRA, members of labor unions will be excluded from membership. Attendance of these individuals at meetings will be limited to Article 8, Section 4.

Section 6: Honorary Members

Honorary members may be elected by unanimous vote of all members present at a regular meeting after approval of the Executive Committee. Honorary members shall pay no dues, are not entitled to vote or hold office, shall not hold membership on any standing committee and shall not attend any meetings designated as closed meetings.

Section 7: Dues

The annual dues with respect to the types of membership shall be as follows:

Membership - Annual dues shall be \$25.00 per calendar year (Level I membership). Members may pre-pay annual dues, regularly scheduled program fees and discounted meal fees at a cost of

\$125 per year (Level II membership).

The Executive Committee may recommend dues changes as deemed necessary.

Section 8: Financial Support

SAHRA shall be dependent upon the dues of its members for support. Special assessments, however, for meals or refreshments, or both, can be made at each regular meeting or special meeting. Additional financial support may be obtained from assessments for workshops and charges to guests attending meetings or workshops.

Section 9: Past Due Accounts

Any member who fails to pay dues (or any other obligation) within 60 days of expiration of his/her present membership will be dropped from the membership of SAHRA. The Vice President, Membership will inquire regarding reasons for lapse of membership.

ARTICLE 4 - Officers Section 1: Elected Officers

Officers shall be as follows: President; President-Elect; Immediate Past President; Secretary; Treasurer; Vice President, Membership and Vice President, Public Relations.

Section 2: Executive Committee

SAHRA shall be governed by the Executive Committee, which consists of the President, President-Elect, Immediate Past President, Secretary, Treasurer, Vice President, Membership, Vice President, Public Relations, Legislative Chair, Diversity Chair, Certification Chair, SHRM Foundation Chair, Workforce Readiness Chair, College Liaison and SHRM Affiliate Program for Excellence (SHAPE) Chair. The Executive Committee shall: determine SAHRA's policies and procedures; provide counsel and advice to the President; approve the annual budget and authorize any additional expenditures; establish guidelines relative to the types of programs to be offered; and perform any other functions, which are deemed to be within the scope of the Committee's authority.

Section 3: Terms of Officers

The President shall have a term of three years: The first as President Elect, the second as President, and the third as Immediate Past President. All other officers shall be elected for a one year term and may be elected for consecutive terms, not to exceed three years.

ARTICLE 5 - Elections and Vacancies of Office Section 1: Election of Officers

Election of officers will normally be held in October but not later than November 30th.

Section 2: Vacancies

In the event the office of the President becomes vacant, the President-Elect shall serve the unexpired portion of the term. If the office of any elected member of the Executive Committee becomes vacant during the normal term of their office, the Executive Committee shall elect a replacement.

Section 3: Nominating Committee

The President shall notify the Nominating Committee 30 days prior to the date of the election.

Section 4: Nominating Committee Chair

The Immediate Past President shall chair the Nominating Committee with two members appointed by the committee chair.

Section 5: Qualifications for Office

Officers shall be elected from a list of active members of SAHRA with nominations proposed by the Nominating Committee.

Additional nominations for officers may be taken from the membership when nominated and seconded.

Section 6: Compensation

All officers shall serve without compensation. Members shall be reimbursed when on official business in an amount allowed by the membership present at the meeting previous to such business.

Section 7: Removal of Officer

Any Officer may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Executive Committee at a duly constituted Executive Committee meeting. The Officer shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE 6 - Duties of Officers Section 1: President

It shall be the duty of the President to preside at all meetings of SAHRA and the Executive Committee; to prepare an annual report and such other reports as may be required; to see that the proper order and decorum are maintained; to look after the general welfare of SAHRA; to bring to the attention of the members such matters of interest as they should be appraised; and to abide by and enforce the provisions of this Constitution and the Bylaws of SAHRA. It shall be the duty of the President to appoint committee chairs and/or committees to provide ongoing services including, but not limited to, Legislative Affairs, Student Chapter Affairs, Diversity Advocate, Certification Chair, Foundation Representative, and School-to-Work Advocate from time to time as the occasion arises. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

A Professional 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 2: President-Elect

The President-Elect shall assist the President in overseeing all the activities of the chapter. In the absence of the President, the President-Elect shall perform all the Presidential responsibilities.

Key responsibilities include performing all special projects as assigned by the President; upon request, assisting all officers in performing their responsibilities; attending (and presiding over if necessary) all monthly membership and Executive Committee meetings; participating in the development and implementation of short-term and long-term strategy planning for the chapter; and representing the chapter in the Human Resources community.

The President-Elect shall serve as chairperson of the program committee with responsibilities that include providing arrangements for speakers, meetings, facilities and social activities.

Specific duties include:

I. Develop a program outline for the year.

1. Contact prospective speakers and obtain commitments for appearing at regular meetings or workshops.
2. Make necessary arrangements for needed equipment or facilities specified by the speaker.
3. Meet speakers and provide introductions during regular meetings or workshops.
4. Send monthly email calendar invitations to the email list by the first of the month for monthly luncheons.

Section 3: Immediate Past President

The Immediate Past President shall assist the President in coordinating the activities of the Executive Committee to assure overall objectives are being met; attending Executive Committee meetings; coordinating the completion of the SHRM Affiliate Program for Excellence; serving as Nominating Committee Chairperson; and assuming and executing the duties of the President in the absence or disability of the President and President-Elect.

Section 4: Secretary

The Secretary shall keep a full and complete record of all regular, special, and Executive Committee meetings. Presidential reports and committee reports are also to be included in these records. The Secretary shall handle all chapter correspondence, letters of appreciation and/or gratitude, honorariums to/for speakers, and files.

Section 5: Treasurer

The Treasurer shall prepare a budget for the chapter's Executive Committee for approval. The Treasurer shall be responsible for all money of SAHRA with which entrusted. All money shall be banked in the name of SAHRA with a bank of the Treasurer's choice. The Treasurer shall have at all regular meetings a report of receipts and disbursements to the close of the preceding month. The Treasurer shall keep a record of all members, notify them when dues or other obligations are due, and receive money.

Section 6: Vice President, Membership

The Vice President, Membership shall serve as Chairperson of the Membership Committee. Responsibilities of the Committee shall include those activities directed toward membership recruitment, retention, and promoting meeting attendance. The Membership Committee shall:

Establish membership goals for the year.

1. Develop and implement membership campaigns.
2. Announce new members at regular meetings.
3. Arrange for identification badges for all members and guests.
4. Summarize attendance information and communicate to Executive Committee.
5. Greet members and guests at regular meetings; assist them in locating identification badges, and make introductions to welcome members and guests.
6. Introduce guests at meetings.
7. Solicit and present Door Prizes.
8. Facilitate New-Member Orientation.

Section 7: Vice President of Public Relations

The Vice President of Public Relations shall serve as Chairperson of the Public Relations' Committee. Responsibilities of this Committee shall include: publishing, reproducing, and e mailing/ mailing a monthly newsletter to SARRA's members; providing publicity for SARRA meetings, seminars, and related activities to the local news media; maintaining the SARRA website; and encouraging SARRA participation in university, business, professional programs and other community service projects.

ARTICLE 7 - Quorum Section 1

A quorum for the transaction of business at a regular meeting or special meeting of the general membership shall be eleven including at least two members of the Executive Committee. Proxy or mail-in votes will not be permitted.

Section 2

A quorum for an executive committee meeting in which the members meet in person at a designated location and time shall consist of four (4) members of the committee. The executive committee may also meet electronically for the purposes of presenting a motion or action item. In such case, the president or pres-elect or secretary in absence of the president of the executive committee may electronically notify all members of the executive committee via e-mail communication sent to the designated e-mails of each member of the executive committee of the proposed motion or action item, together with other relevant information that he/she deems necessary to allow members to engage in informed discussion. All discussion must be sent as reply to all to include all executive committee members in the discussion.

The discussion shall be deemed concluded and the motion or agenda item automatically called for vote or action at the expiration of the twenty-four (24) hour period from the date and time of the original electronic mailing.

A quorum shall be deemed to have been met, and a motion passed or action authorized to be taken, upon a majority of the members of the executive committee casting electronic votes in favor by a simple majority of 50% + one. All electronic votes must be via e-mail and cast prior to the expiration of forty-eight (48) hours from the time and date of the original electronic mailing. All votes must be sent as reply to all to include all executive committee members.

ARTICLE 8 - Meetings Section 1

SAHRA shall meet monthly, normally on the third Thursday of the month.

Section 2

The time and place for the meetings will be announced in the monthly newsletter.

Section 3

The President may call special meetings at any time. When a special meeting is called, the Secretary or Treasurer may contact members by mail, phone, facsimile transmittal, or e-mail according to the urgency of such meeting.

Section 4

A member may bring guests to any meeting except those designated as closed meetings.

ARTICLE 9

Conduct

As a condition of membership in SAHRA, all Members are obligated:

1. To perform their jobs to the best of their abilities, to guard their employers' interest as well as that of employees, and to advise employees and employers wisely and honestly.

2. To uphold the standards of the human resources profession by continually searching for improved developments in that field and by staying abreast of legislation and current event[s], which impact the management of human resources.
 1. To promote the professional achievement of other Members and students by sharing knowledge and experience.

4. To conduct themselves at all meetings of SAHRA, or at any other time when they may be considered a representative of the human resources profession, in such a manner as to bring credit to the profession and SAHRA.
 1. To refrain from using any meeting of SAHRA as a forum for solicitation of business.
 1. To promote the best interests of the community, the association, and the economy by upholding the laws of the land.

Any persons who are approved for and accept membership in SAHRA must accept responsibility to discharge these obligations. Any breach of this code shall be referred to the Executive Committee for possible action.

ARTICLE 10 - Bill Payable and Method

All bills ordered by SAHRA membership at a regular meeting for bills incurred by SAHRA only, shall be paid by check bearing authorized signatures of at least two officers.

ARTICLE 11 - Audit

The President shall employ an auditor to function annually. The auditor will render a complete audit between the yearly election and the installation of officers.

ARTICLE 12 - Order of Business

The order of business for SAHRA shall be determined by the President of SAHRA.

ARTICLE 13- Distribution of By-Laws Section 1

A copy of these By-Laws is to be extended to all active Members.

Section 2

Amendments to these By-Laws in any future time are to be extended to all members.

ARTICLE 14 - Amendments

Proposed amendments and/or changes to these bylaws may be presented at any regular business meeting of SAHRA. The proposed changes will be voted on at the next regular business meeting, 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 15 - Parliamentary Procedure

Robert's Rules of Order are to apply where these By-Laws are deficient.

ARTICLE 16 - Affiliation

The Executive Committee may approve the affiliation and/or cooperation of SAHRA with other state, regional, or national organizations of purposes, principles and objectives similar to and consistent with those of SAHRA.

ARTICLE 17 - Dissolution

In the event of dissolution of SAHRA, any net assets will be given to such an organization as may be decided by the voting members present at the meeting in which dissolution is ordered.

ARTICLE 18 - 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 19 - Terms Used

As used in these Bylaws, feminine or neutral 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. Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Approved by:

SHRM President/CEO or President/CEO Designee

Constitution and Bylaws of Stillwater Area Human Resource Association Proposed November 21, 1996

Revised January 1998, July 1998, March 1999, November 2002, November 2003, November 2006,

November 2007, September 2010.