Bylaws of the Evansville-Area Human Resource Association

Article 1 Name and Affiliation

Section 1:1: *Name*. The name of the Corporation shall be the Evansville-Area Human Resource Association, Inc. (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Evansville-Area Human Resource Association, Inc. or EHRA 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 Mission

The mission of this Chapter is to promote professionalism in the area of Human Resource Management by providing opportunities for networking, comprehensive education and proactive support for its members while serving as a resource and advancing initiatives in the community through the enlistment of engaged and talented volunteer leaders.

Article 3 Fiscal Year

The fiscal year of the Chapter shall be the calendar year.

Article 4 Membership

Section 4.1: *Qualifications for Membership*. The qualifications for membership in the Chapter shall be as stated in Sections 4.5, 4.6, 4.7, and 4.8 of this Article. To achieve the mission of the Chapter 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: *Application for Membership.* Application for membership shall be on the Chapter application form. Persons possessing the necessary qualifications, upon application to and recommendation by the Membership Committee, and majority approval of the Board of Directors, shall be granted membership in the Chapter. The final decision regarding the eligibility and level of membership for any prospective member shall rest with the Board of Directors.

Section 4.5: *Professional Member.* Professional membership shall be limited to those individuals who are engaged in one or more of the following: (a) persons whose primary (over 50%) occupation is regular exempt level employment in the management of a human resource function; (b) any individual certified by the Society for Human Resource Management (SHRM) and/or the Human Resource Certification Institute (HRCI); (c) faculty members whose primary focus is human resource management at an accredited college or university; (d) full-time attorneys with experience counseling and advising clients on matters relating to the human resource profession. Professional Members have voting rights and may hold an office in the Chapter.

Section 4.6: *Associate Member*. Persons whose primary (over 50%) occupation is in a non-exempt human resource position; or a person outside of the foregoing percentage who regularly performs human resource duties in the course of their normal work day and clearly demonstrates to the Board of Directors a bona fide interest in professional human resource development. Associate members do not have voting rights and may not hold office in the Chapter; however, they may be committee members and attend meetings at the member rate.

Section 4.7: *Student Members.* . Persons enrolled in a degree-seeking program and taking at least six (6) credit hours per academic session and whose career plans support a bona fide interest in Human Resources. Student membership is limited to a maximum of six years non-consecutive. Potential or existing members who are eligible for another level of membership are not eligible for student membership. Student members do not have voting rights and may not hold office in the Chapter; however, EHRA student members may be committee members. Student members may attend meetings at the student rate. Student membership privileges end upon graduation or discontinuance of active student status.

Section 4.8: *Life Member.* Those members who have been active in the Chapter for a minimum of five years and have reached a retirement status may become Life Members upon election by a majority vote of the Board of Directors. Life Members may not hold office in the Chapter and they do not have voting rights.

Section 4.9: *Dues*. Membership dues shall be set by the Board of Directors and approved at the Annual Business Meeting. Individuals approved for membership between October 1 and December 31 will not be assessed for dues until the beginning of the next fiscal year. Membership in the Chapter will be maintained through the regular payment of annual dues. Individuals whose membership lapses must reapply for membership.

Article 5 Member Meetings

Section 5:1 *Annual Business Meeting.* There shall be an annual meeting of the members of the Chapter at such time and place as the Board of Directors may direct for electing officers and conducting other appropriate business.

Section 5.2: *Monthly Meetings.* The regular meeting of the members of the Chapter shall be held at such time and place as the President may elect. Notice of such meetings shall be given to all members in a timely manner.

Section 5.3: *Special Meetings.* Special meetings may be called by the President or upon request of a majority of the Board of Directors or upon request of a majority of the professional members.

Section 5.4: *Notice of Meetings.* Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

Section 5.5: *Quorum of Membership.* Twenty-five professional members in good standing at any meeting shall constitute a quorum. The vote of a majority of the professional members present at any meeting at which there is a quorum, either in person or by conference call, 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.

Section 5.6: *Presiding Officer.* At all meetings of the members, the President, or in his/her absence, the President-Elect shall preside as Chairperson.

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: *Elected Officers.* The following shall be members of the Board of Directors and shall be the Elected Officers of the Chapter: President, President-Elect, Director of Professional Development, Director of Compensation Survey, Treasurer, and Secretary.

Section 6.3: *Composition of the Board of Directors*. Along with the Elected Officers listed in Section 6.2 of this Article, the Board of Directors shall also include other officers appointed by the President which will include, but is not limited to, officers representing SHRM's core leadership areas and the Past President. These shall constitute the governing body of the Chapter. All elected Officers and Appointed Board Members shall be voting members of the Board.

Section 6.4: *Qualifications*. All candidates for the Board of Directors must be Professional members of the Chapter in good standing at the time of election 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. The Chapter also requires that each Elected Officer 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 Business Meeting of the membership from the proposed slate presented by the nominating committee consisting of the two most recent Past-Presidents and the current President. Voting shall be done by secret ballot. Members unable to attend the annual business meeting may vote by absentee ballot. Members of the nominating committee shall tabulate the ballot and report the results to the membership. The candidate receiving the highest number of votes shall be designated for available offices.

Each elected officer and Appointed Board Member shall assume office on January 1 following his/her election/appointment. Except as provided hereinafter for the Director of Professional Development, President-Elect, President, and Past President, each Officer and Appointed Board Member shall hold office for one year or until his/her successor is elected and takes office. The Director of Professional

Development, President-Elect, President, and Past President positions shall be elected for a two- year term. Elected officers and Appointed Board Members may not serve more than three (3) consecutive terms in the same position. Elected Officers and Appointed Board Members shall serve no more than eight (8) consecutive years on the Board: however, a person's consecutive time on the Board may extend beyond eight (8) consecutive years to allow a person to complete succession from Director of Professional Development, President-Elect, President, to Past-President.

Section 6.6: *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 6.7: *Quorum.* A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, 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 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. The Board of Directors shall meet monthly at such time and place as the President may elect.

Section 6.9: *Removal of Director and Officer.* Any Elected Officer or Appointed Board Member 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 or Director 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 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 Chapter Board.

Section 7.1: *President:* The President shall preside at the meetings of the members and of the Board of Directors. The President 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. The President 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. He/she shall have such other powers and perform such other liaison duties as the Board or the President, may determine. He/she shall be responsible for programs conducted at all Monthly Meetings as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with Monthly Meetings. The President-Elect is encouraged to attend the SHRM Volunteer

Leaders' Summit (formerly known as the SHRM Leadership Conference). The President-Elect must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: *Director of Professional Development:* The Director of Professional Development shall identify professional development activities and oversee the completion of activities to present a full-day Spring Seminar with vendor fair and a half-day Fall Seminar. He/she shall have the authority to appoint sub-committees to plan and implement activities associated with their area of responsibility. He/she shall also perform such other duties as the President may determine. The Director of Professional Development must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.4 *Director of Compensation Survey:* The Director of Compensation Survey shall oversee the completion and distribution of the Regional Compensation and Benefits Report on an annual basis. He/she shall have the authority to appoint sub-committees to plan and implement activities associated with their area of responsibility. He/she shall also perform such other duties as the President may determine. The Director of Compensation Survey must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: *Secretary:* The Secretary shall be present at all meetings of the Chapter and Board of Directors and keep minutes of the proceedings. The Secretary shall conduct correspondence of the Chapter and Board of Directors and execute all business that the Secretary may officially be directed or authorized to perform. The Secretary must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.6: *Treasurer:* The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall also perform such other duties as the President may determine. The Treasurer must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.7: *Appointed Board Members:* Each Appointed Board Member shall have such powers and perform such liaison duties as the Board or the President may determine which will include, but is not limited to, representing SHRM's core leadership areas. He/she shall have the authority to appoint sub-committees to plan and implement activities associated with their area of responsibility.

Section 7.8: *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.

Article 8: Committees

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

Section 8.2: *Committee Organization.* Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: *Committee Chairpersons.* Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special committees or task forces may be organized by the President to meet particular Chapter needs.

Section 8.4: *Committee Activity*. Committees are established to provide the Chapter with special ongoing services.

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 of the Board of Directors.

Article 10: 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 11: Amendment of the Bylaws

These bylaws may be amended, 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 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: a) by 2/3 vote of the professional members present at the Annual Business Meeting, or b) by 2/3 vote of the professional members present at a Special Meeting called for that purpose, or c) by 2/3 vote of professional membership responding to a mail vote providing the total response is at least 67% of professional membership; or d) by a majority vote of the entire Board. Notice to the membership shall be given stating a purpose of the meeting is to consider a proposed amendment to the bylaws.

Article 12: Indemnification

The Chapter may indemnify its officers and directors to the full extent provided by law.

Article 13: Exemption

Section 13.1: The Chapter is organized exclusively as a nonprofit Corporation under the Indiana Nonprofit Corporation Act of 1991.

Section 13.2: The Chapter will not carry on any activities that are prohibited to be carried on by a nonprofit Corporation.

Article 14: Chapter Dissolution

In the event of the dissolution of the Corporation or Chapter, any remaining assets in the Treasury, after Chapter expenses have been paid, will be contributed to the SHRM Foundation in accordance with any applicable law.

Article 15: XIV 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 16: 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.

Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership of Chapter and signed by:

Chapter President Tela M. Erdell Date 10/8/14

Approved by:

SHRM President/CEO or President/CEO Designee _____ Date 9/24/14

Effective January 1994

Revised July 2001, February 2002, October 2002, May 2005, November 2005, August 2006, January 2011, October 2014