

# **CONSTITUTION AND BY-LAWS**

## **HANOVER AREA HUMAN RESOURCE ASSOCIATION**

Revision dates:  
September 1994  
October 1996  
May 1997  
March 1998  
June 1999  
November 2002  
February 2003  
December 2004  
March 2005  
December 2005  
October 2007  
February 2009

### **ARTICLE I: NAME**

1.1 The name of the Association shall be the Hanover Area Human Resource Association, a nonprofit organization. (Rev. June 1999)

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

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 II: PURPOSE**

The purpose of this Association shall be:

- (1) To provide an organization devoted to the improvement of human resource administration in the Hanover area.
- (2) To provide a source of expression for individuals, who seek the opportunity to improve themselves through their work, their professional associations, and their willingness to seek new methods and ideas through the exchange of information and experiences.

- (3) To provide an ethical, central clearinghouse of authoritative data and information in the area of Human Resource Policies and Practices, Labor Relations, Wages and Salaries, Benefits, Training, and related human resource functions.

### **ARTICLE III: MEMBERSHIP**

General Membership may be held by an individual(s) actively engaged in human resource work, employed and sponsored by a business or service organization.

Candidates proposed for membership in the Association shall complete an application form. The officers of the Association will review the application and act upon it, either to accept the individual into membership or submit the application to the membership at a monthly meeting for approval. Memberships sponsored by a business or service organization cannot be transferred.

- (1) An organization sponsoring a membership may replace an individual who leaves their employ. However, the new individual shall complete an application form and undergo the review process. (Rev. Oct. 1996)
- (2) A member whose position function and/or title significantly changes, whether with their current employer or with a new employer, shall complete an application form and undergo the review process. (Rev. Oct. 1996)

Associate Membership may be held by an individual who can demonstrate to the satisfaction of the Association a bona fide interest in Human Resource Management and in the purposes of the Association. Such member(s) shall not vote or hold office beyond their current term, if in office, when their membership status changes.

- (1) Associate Membership includes a current HAHRA member who is no longer engaged in human resource work, because of a temporary job change or because the individual is no longer employed or sponsored by a business or service organization. (Rev. Oct. 1996)
- (2) Additional Associate Membership definitions may be evaluated, and approved by the officers, as requested. (Rev. Oct. 1996)
- (3) A member whose status has changed per (1) or (2) above shall complete an application form and undergo the review process. (Rev. Oct. 1996)
- (4) Associate Membership will be granted to an individual for a period of one year, twelve (12) months from the effective date of the Associate Membership. At the end of the one-year period, the individual may appeal to the officers for an extension. Consideration will be given by the officers to the

reason for the extension and the estimated continued length of the extension.  
(Rev. Oct. 1996)

- (5) Associate Members of good standing as of October 1996 are grand fathered under this section; they will continue as Associate Members infinitely or until their status changes, at which time he/she shall complete a new application form for review. (Rev. Oct. 1996)
- (6) Associate Member annual dues shall be the same as those of the General Membership. (Rev. Oct. 1996)

#### **ARTICLE IV: DUES/ACCOUNTS RECEIVABLE (December 2005)**

Membership dues shall be billed annually and are payable up to the due date established by the Board. Members who have not made payment by 30 days past the due date will be dropped from the member roster. (March 2005)

- (1) The annual dues shall be \$35.00 per one-member company/associate if a member of the National SHRM Organization and \$60.00 per one-member Company/ associate if not a member of the National SHRM Organization. (Rev. March 2005, **February 2009**)
- (2) Additional assessments, when necessary, shall be determined by the officers and approved by the General Membership.
- (3) If a member joins during the calendar year, dues will be billed as follows:
  - January - August = Full Annual Dues
  - September - December = Half of Annual Dues
- (4) Non-payment of fees (not including dues): HAHRA will make two written attempts to receive payment from any member who owes the association money. If the payment is not received within 15 days after the 2<sup>nd</sup> attempt, the member will be dropped from the member roster. In addition, the member is responsible to reimburse HAHRA any fees incurred (such as bank fees for checks returned because of non-sufficient funds). (December 2005)

#### **ARTICLE V: OFFICERS**

During the current year, the Past President will survey the General Membership requesting volunteers for office. The Past President will present a slate of candidates for the following offices in the November Meeting Notice/Newsletter, as well as the November meeting, for election by majority vote of the General Members in attendance: (Rev. May 1997, Rev. March 1998, Rev. **February 2009**)

President

Vice-President  
Treasurer  
Secretary

In selecting candidates, the Past President shall not be limited to volunteers, but may search the entire General Membership including incumbent officers. (Rev. **February 2009**)

The term of office shall be one year (January 1 to December 31). No member shall serve more than two (2) consecutive terms in the same office. (Rev May 1997, Effective Jan 1, 1998)

If an office becomes vacant during the program year, each officer will move up to the next position and the President will appoint a new Secretary.

HAHRA shall pay the annual SHRM membership for the President, Vice-President, Secretary and Treasurer at time of membership renewal. If the four officers are not current SHRM members, each person shall make an application to SHRM. The annual membership fee to SHRM will be paid for each year that an individual serves as an officer for HAHRA at the time of SHRM membership renewal. (Rev Nov 2002, Dec 2004, **February 2009**)

#### **ARTICLE VI: DUTIES AND RESPONSIBILITIES**

The President - The President shall preside at all meetings, appoint all committees and be responsible for carrying out and reporting to SHRM the goals, objectives, and accomplishments of the Association. (Rev. Dec 2004)

The Vice-President - The Vice-President shall perform all duties of the President in his/her absence or inability to serve, and shall assist the President as necessary. In the event that the office of President becomes vacant, the Vice-President shall assume the office of President for the unexpired term. The Vice-President shall monitor committee structure and progress and make any recommendations for improvement to the president. (Rev. Dec 2004)

The Treasurer - The Treasurer shall be responsible for the financial affairs of the Association. This responsibility shall include financial reports to the membership as required and other duties as the President may determine. (Rev. November 2002, **February 2009**)

The Secretary - The Secretary shall keep a record of the activities of the association, membership roster, and handle other correspondence as required. (Rev. November 2002, **February 2009**)

#### **ARTICLE VII: COMMITTEES**

In November/December of each year, the newly elected President shall appoint the following committees: (Rev. May 1997) (Rev. Committee list updated March 1998) (Rev. Committee list updated **February 2009**)

Legislative Committee - Chair to be appointed by President. Provide a legislative affairs report to members at chapter meetings. Write legislative updates for the chapter newsletter. Work close with the State Legislative Affairs Director and SHRM's Governmental Affairs Department. Inform chapter members about the HR Voice programs and how to use the letter-writing feature on the SHRM website and promote within the chapter increased knowledge and activities for influencing legislation. (Rev. Sept. 1994, **February 2009**)

Chapter Certification Representative - One position to be appointed by President. Responsible for promoting the Human Resources Certification Institute (HRCI) and its program through local activities. Encourage the certification of all chapter members/communicate the benefits of certification to the chapter's non-certified members. Within and outside SHRM, offer opportunities for certification through local programs for study and testing. Encourage local chapter study group programs and activities. Develop communication programs in certification. (Rev. Sept. 1994)

Past President — Chaired by immediate past president.  
Survey General Membership to prepare and submit to the membership a list of nominees for Officers of the Association. Use Chapter Activity Plan as a guide for submitting application to obtain SHRM awards. Develop HAHRA awards, based upon criteria developed and approved by the Board. Coordinate efforts with the Holiday and Awards Banquet Committee. Provide advice and council for the current president on all issues of past practices. (Rev. **February 2009**)

Professional Development Committee — Chair to be appointed by President. Establish yearly program schedule, recruit and introduce speakers, and survey HAHRA members for ideas. Plan, arrange, schedule location, and publicize seminar events, based upon HAHRA's Strategic Plan. Purpose of the seminar program is to educate members, educate the general business community as determined by HAHRA's strategic plan, and generate a profit for the organization. (Rev. Dec. 2004) (Rev. **February 2009**)

Membership Committee - Chair to be appointed by President  
Coordinate all issues involving the recruitment and initiation for new HAHRA and SHRM members. Develop/maintain association website and maintain all historical records for the chapter. (Rev. **February 2009**)

Wage and Benefits Committee - Chair to be appointed by President  
Conduct annual survey of HAHRA members' compensation and benefits practices, compile results, and issue report. Marketing of the Survey to non-HAHRA members is to be approved by the Board. (Rev. **February 2009**)

Social Events Committee - Chair to be appointed by President.

Plan, arrange, schedule location, and publicize the annual social gathering events, to include crab/shrimp picnic and the annual Holiday Banquet; coordinate efforts with Chapter Awards Committee. (Rev. **February 2009**)

Association Auditor - One position to be appointed by President

Responsible for auditing the financial records of the Association at least once a year at the end of the Treasurer's term of office each December 31, and at any other time during the year when a Treasurer may leave office or change offices. (Rev. Sept. 1994) (Rev. May 1997, **February 2009**)

Public Relations Committee - Chair to be appointed by President

Develop marketing plan for reaching out into the community and for publicizing events to internal membership. Coordinates and organizes the collection of items to prepare the gift baskets for guest speakers at monthly meetings, and at other events or for special occasions as directed by the President (Rev. **February 2009**)

Newsletter Committee - Chair to be appointed by President

Prepare monthly newsletter by compiling articles, developing/editing articles, and coordinating with the Membership Chair to update the HAHRA website on a timely basis. (Rev. November 2002, **February 2009**)

Diversity Committee - Chair to be appointed by President

Monitors and coordinates diversity issues, advocates diversity throughout the HAHRA organization. Spearheads efforts to diversify membership and leadership. Makes recommendations for diversity programs.

Workforce Readiness Committee - Chair to be appointed by President

Act as a liaison with the academic community for HAHRA. Promote participation in the various school-to-work initiatives. Recognizes a HAHRA member organization for a creative and innovative program that has produced positive, measurable results in preparing K-12 students to succeed in the workplace. The selected organization will be nominated to compete in the SHRM "Workforce Readiness Award of Excellence". Develop candidates for SHRM scholarships. Works with various SHRM research projects as appropriate. (Rev. Dec 2004, **February 2009**)

SHRM Foundation Representative — One position to be appointed by President.

Provide education to chapter membership regarding the existence, purpose, and ongoing activities of the SHRM Foundation. Encourage chapter membership to contribute financially to the SHRM Foundation as a show of support for the human resources profession, as well as an annual contribution from the Chapter. (Rev. **February 2009**)

The President as required may appoint other Committees.

### **ARTICLE VIII: MEETINGS**

- 1) Regular meetings will be held monthly as determined by the Board of Directors (Rev. March 1998)
- 2) A Meeting Notice/Newsletter will be sent to all members prior to the meetings.
- 3) The November meeting shall be an annual meeting. The annual meeting shall be for the election of officers and for the transaction of any other business. (Rev. May 1997)
- 4) The time and place for each meeting will be determined by the officers and announced in the monthly Meeting Notice/Newsletter.
- 5) Special meetings may be called by the President, upon request from at least three (3) members made through the President.
- 6) Members may bring guests to the monthly meetings (except those that have been declared "For Members Only") if that guest has a specific interest in the topic to be discussed at that particular meeting.
- 7) Companies that have only one representative may send an alternate to a regular monthly meeting if the designated member cannot attend. The alternate should be familiar with and have an interest in the topic being discussed at that particular meeting.
- 8) Standard parliamentary procedures will be used to conduct the meetings of the Association. A simple majority vote of those members present is required to transact business except for changes to the By-Laws.
- 9) The officers of the Association may declare a monthly meeting or seminar to be "For Members Only". This would be noted in the monthly Meeting Notice/Newsletter, which is mailed to all members in advance of the meeting date. A "For Members Only" meeting or seminar would be for the purpose of discussing confidential information.

### **ARTICLE IX: AMENDMENTS**

The By-Laws may be amended by a two-thirds affirmative vote of the General Members represented at any regular monthly meeting, provided that notice of the proposed changes to the By-Laws is included in the monthly Meeting Notice/Newsletter prior to such 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. (October 2007)

#### **ARTICLE X: BOARD OF DIRECTORS** (Rev. Sept. 1994)

The Board of Directors shall be responsible to direct the Association in fulfilling its purpose, as stated in Article II, per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. (October 2007)

The Board shall meet as necessary to conduct business.

Annually, following the November election of officers, the Board shall meet to review and update HAHRA's Long Range Plan. The strategic planning process shall include an analysis of human resource trends and HAHRA's opportunities, strengths, weaknesses, and threats as they impact and change the Long Range Plan. (Rev. Oct. 1996) (Rev. May 1997)

Number and Election of Directors: The Board shall consist of not less than eight (8) members, as follows: President, Vice-President, Treasurer, Secretary, immediate Past President (each serving one year terms with eligibility for reelection per the terms of the By-Laws), along with four (4) members-at-large consisting of the SHRM Legislative Representative, Chapter Certification Representative, a HAHRA member employed by a company with 100 plus employees, and a HAHRA member employed by a company with less than 100 employees, along with all committee chairs. (Rev. March 1998)

Committee Chairs serve a term of one year and can be re-appointed by the President, with no limit on the number of terms. Standing Committees are listed in Article VII. (Rev. November 2002)

Any officer or committee chair may be removed from office, with or without cause, upon an affirmative vote according to the voting guidelines below. (December 2005)

Board vote shall be by majority of those in attendance, with a quorum of eight (8) Board members required for any matter requiring a vote for action/resolution. (New March 1998) In cases in which more timely approval is necessary, board members may vote via email within five business days of request. (New November 2002)

#### **ARTICLE XI: CHAPTER DISSOLUTION** (March 2005)

In the event of the Chapter 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.

### **HANOVER AREA HUMAN RESOURCE ASSOCIATION CODE OF CONDUCT (December 2005)**

Hanover Area Human Resource Association adopts SHRM's Code of Conduct for the HR Profession for members of the HAHRA in order to promote and maintain the highest standards among its members. (December 2005) In joining the Hanover Area Human Resource Association, members recognize that the primary purpose of this organization is to further the professionalism and knowledge of all members.

In keeping with that purpose, all members agree that:

- (1) They will not actively solicit business from any member either at meetings or through the use of information provided as a member of the chapter.
- (2) Membership in SHRM and this chapter may be included with professional qualifications, but cannot be used to construe endorsement by the chapter.
- (3) They will assist in the networking of chapter members by sharing general knowledge in their area(s) of expertise to advance the knowledge of all members.
- (4) If invited to make a presentation, it will be viewed as an opportunity to educate and inform members on the topic, rather than as a primary business opportunity. However, materials provided in conjunction with such presentations may contain information concerning the presenter's business interests.

### **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. (October 2007)

Ratified by the Membership of Chapter and signed by:

Chapter President: Judy Rang

Date 5/11/2009

Approved by:

SHRM President/CEO or President/CEO Designee:

Date 4/6/2009