

BYLAWS, as of February 2018 for
NORTHERN ARIZONA HUMAN RESOURCES ASSOCIATION - NAHRA

ARTICLE 1: NAME AND RELATIONSHIP

Section 1.1: Name

The name of this Chapter shall be the Northern Arizona Human Resource Association (hereinafter referred to as the "Chapter") or NAHRA and not as SHRM or the Society of Human Resource Management. The Association is a non-profit association with the chapter number assigned as 374.

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

Section 2.1: Purpose

- to provide a forum for the personal and professional development of our members;
- to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- to provide an opportunity to focus on current human resource management issues of importance to our members;
- to provide a focus for legislative attention to state and national human resource management issues;
- to provide valuable information gathering and dissemination channels;
- to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- to serve as an important vehicle for introducing human resource management professionals to SHRM;
- to serve as a source of new members for SHRM; and
- 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:
 - to be a recognized world leader in human resource management;
 - to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
 - to be the voice of the profession on human resource management issues;
 - to facilitate the development and guide the direction of the human resource profession; and
 - to establish, monitor and update standards for the profession.

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 4.3, 4.4, 4.5 and 4.6 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. The Chapter has no corporate or institutional memberships.

Section 4.4: Professional/Associate Members. Professional/Associate membership shall be for 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) hold an HR certification recognized by SHRM; (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; (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession; and/or (f) individuals in a human resource management position as well as those individuals who demonstrate a bona fide interest in human resource management and the mission. Professional/Associate members may vote and hold office in the chapter.

Section 4.5: Professional Student Members. Individuals who fit the criteria as a Professional/Associate Member but who are enrolled either as a full-time or part-time student in the field of human resources. Professional Student members may vote and/or hold office in the Chapter.

Section 4.6: 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 vote in chapter elections and may hold office in the Chapter.

Section 4.7: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Director and approved by the Board of Directors or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

Section 4.8: Voting. Each member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Votes shall be tallied by an Ad Hoc Committee

appointed by the Board of Directors. Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

Section 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the issuing of renewal notices for any rate changes.

Section 4.10: Revocation of Membership

Membership may be revoked for these due causes:

- A. Non-payment of annual dues.
- B. Upon investigation by the Membership Director or as appointed by the Chapter President, an individual membership may be revoked if there is shown evidence of a professional ethics violation or other serious impropriety, which brings into question the desirability of continued membership. The investigation and recommendation of the Membership Director or as appointed by the Chapter President shall be reported to the Chapter Board, and revocation of membership shall require a majority vote of the Chapter Board. The individual whose membership is being considered for revocation shall be informed of such proceedings and have full opportunity to state his/her case at Board meetings at which such revocation matter is being discussed.

ARTICLE 5: MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the on the 2nd Thursday of every other month beginning with the first meeting in February and the last in December or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. The annual meeting of the members for announcing Directors and Officers, and conducting other appropriate business shall be held at the December Meeting or at such other time as determined by the Board of Directors. Elections of Directors and Officers will be conducted via email no later than the month of November.

Section 5.3: 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 5.4: 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: Member Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person, by conference call or via electronic communication, 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, Past President, Membership Director, Treasurer, and Secretary.

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 Core Leadership Area Directors (Public Relations Director, Diversity Director, Education Director, and Legislative Director). These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

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 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. The chapter also prefers that each Board member 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 and Directors shall be elected by the majority vote of members no later than the month of November of each year for the upcoming year. Each elected Officer and Director shall assume office on January 1 following his/her election until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than three (3) consecutive terms in the same position, with each term being two (2) years with the option to extend for one (1) year. Candidates for office shall be nominated by membership and elections shall be conducted by ballot. To ensure voting members have the opportunity to cast a vote, e-mail ballots and/or paper ballots may be utilized to collect votes. The Past President will automatically be filled by the previous President or as appointed by the new President, if the Past President is unable to fulfill this role. The President Elect nominees are preferred to be from the existing board and have served at least one year as a previous board member.

Section 6.6: Vacancies. Any vacancy in the Board may be filled for the remaining duration of the term by appointment of the President with the consent of the Board of Directors.

Section 6.7: Board 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, either in person, by conference call, or by electronic communication 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.

Section 6.9: Removal of Director and/or Officer. Any Officer or Director 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 with the Board of Directors within 15 days of 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 all meetings and oversee all activities of the Chapter. 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 shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office. This includes having an active role within the State Council and completion of all necessary reporting to the state and national levels. The Chapter may pay the President's SHRM membership fee during the term of office if requested.

Section 7.2: President-Elect. 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 serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter 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 the program year. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter strongly prefers the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: Membership Director. The Membership Director's functions are: a) to rule on the admissibility of new members, b) to promote the recruitment of new members, and c) to investigate revocation of membership as described in Article 4.10. The Membership Director shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine. The chapter strongly prefers the Membership Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.4: 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 be responsible for membership billing. He/she shall also perform such other duties as the President may determine. The Treasurer shall prepare a financial statement for the membership to be distributed. The chapter strongly prefers the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: Secretary. The Secretary is responsible for Chapter communications, reporting at meetings, membership newsletter, and special mailings. The Secretary is responsible for taking board meeting minutes. The chapter strongly prefers the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.6: Core Leadership Area (CLA) Directors (Public Relations, Diversity, Education, Legislative and others as elected) Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA 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 the CLA for the year. The chapter strongly prefers each CLA Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.7: Past President. Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. Such projects will be determined before the beginning of the fiscal year as Past President. He/she will act as the President in the absence of the President-Elect. The chapter strongly prefers the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

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, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

ARTICLE 9: ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

ARTICLE 10: STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter 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 11: PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order 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 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 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.

Note* Revised bylaws are not effective until approved and signed by SHRM CEO or 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.

ARTICLE 16: LIABILITY

Section 16.1: Limit of Liability

No member or officer of the Chapter shall be individually liable for the Chapter's debts or other liabilities and the private property of such individuals shall be exempt from any Chapter debts or liabilities.

Section 16.2: Expenditures

The President of the Chapter is authorized to approve expenditures on behalf of the organization and has general discretion with regard to expenditures of funds, except that a majority vote of a quorum present of the membership at any regular or special meeting may direct the President of the Chapter as to specific expenditure items. The Chapter may not spend or encumber more funds than available or expected to become available, nor may the Chapter borrow money. The Chapter shall follow standard accounting procedures for a tax-exempt, non-profit organization.

Section 16.3: Annual Audit

During December of each year, there will be an internal audit of the financial records as directed by the Board. After the audit is completed, the responsibility of the records will be transferred to the new Treasurer.

Ratified by the Membership of Chapter and signed by:

Chapter President  Date 4/13/18

Approved by: SHRM President/CEO or President/CEO Designee

 Date 3/8/18