

BYLAWS OF

The Human Resource Association of North Iowa, Society for Human Resource Management

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be the **Human Resource Association of North Iowa** (hereinafter referred to as “the Chapter”).

Section 2 – Affiliation: The Chapter is affiliated with the Society for Human Resource Management (herein referred to as “SHRM”) since November 13, 1984 as chapter number 423.

Section 3 – Corporation: The Human Resource Association of North Iowa is a non-profit corporation in the state of Iowa. Incorporated on May 19, 2005, according to Iowa Code 501C3, as a domestic non-profit corporation. Its corporate number is: 311953.

Section 4 – Tax Identification Number: The tax identification number of the Chapter is: 42-1314683

Section 5 – Office: The principal office of the Chapter shall be located at such place as shall be determined by the governing body of the Chapter. The Chapter may also have offices at such other places as the governing body of the Chapter may from time to time determine.

Section 6 – Purpose: The purposes of the Chapter shall be: to promote the communication and cooperation of those persons interested and involved in Human Resource management to provide a professional forum for the exchange of ideas, to promote better Human Resource policies, methods, and procedures which will develop higher standards of performance in the field of Human Resource administration; to provide a professional discussion group atmosphere to help members develop solutions for their own Human Resource problems; to provide a pool of human management leaders for continuing succession in the Chapter.

ARTICLE II – MEMBERSHIP

Section 1 – Qualifications for Membership: The qualifications for membership in the Chapter shall be as stated in Section 2, 3, 4, 5 and 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 or handicap. Memberships are individual and are not transferable to other individuals.

Section 2 – Professional Membership: Individuals engaged in human resource management with at least three years of experience at the exempt level; or any individual certified by the Human Resource Certification Institute; or any faculty member with three or more years experience holding assistant or full professorial rank in HR; or a full-time consultant. Professional members have voting rights and may hold office in the Chapter.

Section 3 – General Membership: Individuals engaged in human resource management at the exempt level, but who do not meet the requirements for Professional Membership. General Members have voting rights, and may hold office in the Chapter.

Section 4 – Associate Membership: Individuals in non-exempt human resource management positions as well as those who do not meet any of the foregoing categories, but have a bona fide interest in human resource management. Associate Members do not have voting rights and may not hold office in the Chapter.

Section 5 – Student Membership: Individuals who are enrolled as full-time students in human resource degree programs at the college or university level. Student members may not vote or hold office in the Chapter.

Section 6 – Charter Membership: The original founding charter members of the Human Resource Association of North Iowa include:

Ann Ahlin	First National Bank
Jack Faulkner	Northwestern States Portland Cement
Dick Green	Lehigh Portland Cement
Ron Guthrie	Lehigh Portland Cement
Ken Krahn	Curries Manufacturing
Kathy Loeckle	Gamble National Parts
Ronda Parker	Schneider Metal Manufacturers
Ivan Reimer	Sperry Univac
Dick Voellinger	Job Service of Iowa
Dave Voss	Rockwell/Collins

Section 7 – Application for Membership: Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President for Membership 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 8 – Dues: Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

Section 9 – Active Status: To maintain active status individuals need to meet one of the criterion for membership and be current on their dues with the Chapter. Retirees may maintain their active status at 50% of the current annual dues.

Section 10 – Termination of Membership: Any member failing to maintain active status with the Chapter will forfeit his/her membership. The board of directors may remove any member for any reason by two-thirds majority vote of the directors present at any meeting where a quorum exists.

ARTICLE III – MEETINGS OF MEMBERS

Section 1 – Regular Meetings: Regular meetings of the members shall be held a minimum of eight times a year at a time and place determined by the Board of Directors.

Section 2 – Annual Meeting: The annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held in September or at such other time as determined by the Board of Directors.

Section 3 – Special Meetings: Special meetings of members shall be held on call of the President, the Board of Directors or by members having twenty percent (20%) of the votes entitled to be cast at such a meeting.

Section 4 – Notice of Meetings: Notice of all special and annual meetings shall be given to all members at least 10 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 – Quorum: Members holding one-tenth of the votes entitled to be cast, represented in person, shall constitute a quorum. The vote of the majority of the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 -- Powers and Duties: The governing body of the Chapter shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section 2 – Number: The Board of Directors shall consist of 10 persons. The following shall be members of the Board of Directors and be officers of the Chapter: President, President-Elect, Vice-President for Membership, Treasurer and Secretary. Four additional members shall be elected from the eligible membership as members of the Board of Directors. The tenth Board member shall be the immediate Past President.

Section 3 – Qualifications: All members of the Board of Directors must be Professional or General Members of the Chapter in good standing. The President must be a member in good standing of SHRM. Board members may not be elected to serve more than two consecutive terms in the same position.

Section 4 – Election - Term of Office: Directors shall be elected by the members at the annual meeting of the membership from a slate recommended by a nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Director shall assume office on January 1 following his/her election. Chapter officers are elected for one year terms, Directors are elected for two year terms. A Director or Officer may succeed himself/herself no more than once.

Section 5 – Removal: Any member of the Board of Directors may be removed for actions contrary to the best interests of the Chapter upon a two-thirds vote of the entire voting members of the Board of Directors at a duly constituted Board of Directors meeting.

Section 6 – Vacancies:

1. Should a vacancy occur in the President's position due to resignation, removal, or if the President no longer meets the qualifications to be a member of the governing body, the President-Elect shall assume the office of President. Should the President-Elect assume the President's position due to resignation, removal or failure to meet qualifications of membership, the time spent completing the unexpired term does not count toward the term limit of being President.
2. Any vacancy on the governing body other than President shall be filled by appointment by the President with the concurrence of that person.

Section 7 – Governing Body Meetings:

1. The governing body shall meet at least four times each year, the first of such meetings to be held before March 31.
2. Special meetings of the governing body may be called by the President, or in the case of the absence or disability of the President, by the President-Elect. A special meeting shall be called upon written request of a majority of the voting members of the governing body.

Section 8 – Notice of Meetings: Written notice of each governing body meeting shall be given or mailed (standard or electronic) to each member at least ten (10) days before such meeting.

Section 9 – Quorum and Governing Body Action: A simple majority of the entire number of voting members of the governing body shall constitute a quorum for the transaction of business. The act of a majority of voting members present at any meeting at which there is a quorum shall be the act of the governing body, except to the extent that the Bylaws or state law may require a greater number.

Section 10 -- Presiding Member: At all meetings of the governing body, the President shall preside. In the absence of the President, the President-Elect shall preside. In the absence of the President-Elect, the Past-President shall preside.

Section 11 – Compensation: The board of directors receives no compensation other than reimbursement for reasonable expenses.

ARTICLE IV -- OFFICERS

Section 1 – Officers: The Chapter President shall serve as the chief elected officer of the Chapter, but shall be referred to as Chapter President. The President-Elect shall serve, ex-officio, as a Vice President of the Chapter, but shall be referred to as President-Elect. The Vice President of Membership shall serve, ex-officio, as a Vice President of the Chapter, but shall be referred to as Vice President of Membership. The Secretary and Treasurer shall serve in those roles respectively on the Council.

ARTICLE V – RESPONSIBILITIES OF PARTICULAR GOVERNING BODY MEMBERS

Section 1 – Chapter President: The Chapter President is the chief elected officer of the Chapter, and shall be responsible for initiating policies, strategies and objectives of the Chapter consistent with the Iowa SHRM State Council and the Society for Human Resource Management (SHRM). The Chapter President shall preside over meetings of the Chapter, and is an ex-officio member of all Chapter committees. The Chapter President shall represent the Chapter at meetings of the Iowa SHRM State Council. The Chapter President shall assign responsibilities among the members of the governing body. The Chapter President shall be a current member in good standing with SHRM.

Section 2 – President-Elect: Service as President-Elect is to provide preparation for succession to the office of Chapter President. The President-Elect is an elected officer of the Chapter and shall be responsible for assisting the Chapter President in initiating policies, strategies and objectives of the Chapter consistent with Iowa SHRM State Council and the Society for Human Resource Management (SHRM). The President-Elect is responsible for programming for meetings of the Chapter. The President-Elect shall be a current member in good standing with SHRM. The President-Elect shall preside over meetings of the Chapter in the absence of the Chapter President and is an ex-officio member of all Chapter committees.

Section 3 – Past President: Service as the Past President is to provide advice and counsel to the Chapter President. The Past President shall be responsible for assisting the Chapter President in initiating policies, strategies and objectives of the Chapter consistent with Iowa SHRM State Council and the Society for Human Resource Management (SHRM). The Past President is an ex-officio member of all Chapter committees.

Section 4 – Vice President for Membership: The Vice President for Membership shall serve as the Chair of the Membership Committee. He/she shall encourage 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

Section 5 – Secretary: The Secretary shall be responsible for the preparation of a record of the proceedings of all meetings of the governing body and the retention of the official documents of the governing body. The Secretary shall be responsible for all site arrangements and notification for meetings of the governing body.

Section 6 – Treasurer: The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities include, but are not limited to, chairing the finance committee, preparation of an annual budget for approval by the governing body, receipt and payment of any Chapter financial obligations, and preparation, interpretation, and dissemination of periodic financial reports to the governing body.

Section 16 –Director: The Director shall provide leadership associated with a SHRM Chapter. He/she shall have such other powers and perform such other duties as the President may determine.

ARTICLE VI – COMMITTEES

Section 1 – Committee Formation: Committees of the governing body may be appointed by the Chapter President, subject to such conditions or limitations as may be specified by the governing body. The Chair 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 2 – Executive Committee: The Chapter President, President-Elect, Vice President of Membership, Immediate Past President, Secretary and Treasurer serve as members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

Section 3 – Finance Committee: The Treasurer is the chair of the Finance Committee, which includes two other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with the whole Board. The Board must approve the budget and all expenditures outside the budget must be approved by the Board. Any major change in the budget must be approved by Board or the Executive Committee. Annual reports are required to be submitted to the Board showing income and expenditures, and pending income. The Finance Committee is responsible for conducting an annual audit. The financial records of the organization are to be made available to Board members.

Section 4 – Nominating Committee: The Chapter President shall annually appoint a nominating committee of no more than five and not fewer than three members for the purpose of formulating a slate of candidates for officers of the Chapter. The proposed slate of candidates will be presented to the governing body during its September meeting.

Section 5 – Program Committee: The President-Elect is the chair of the Program Committee. The Program is responsible for developing and securing programs of interest to the membership. When appropriate, the program committee is responsible for securing approval for continuing education credit.

Section 6 – Membership Committee: The Vice President of Membership is the chair of the Membership Committee. The Membership Committee is responsible for developing and executing a plan for promoting membership growth. The membership committee is responsible for recommending candidates for membership, including the recommendation of the appropriate membership classification.

ARTICLE VII – SPECIAL VOTING

Section 1 – Proxy Voting: There shall be no voting by proxy for business of the Chapter.

Section 2 – Electronic Voting: Mail or electronic ballots can be used for the election of officers provided the Chapter has had at least one in-person meeting that year.

ARTICLE VIII – FISCAL POLICY

Section 1 – Fiscal Year: The fiscal year for the Council shall be a calendar year.

Section 2 – Financial Service Providers: The governing body shall at a minimum bi-annually select a financial service provider(s) for the deposit of funds on behalf of the organization.

Section 3 -- Authorized Signers: The governing body shall annually approve those individuals authorized to sign checks and for other financial transactions.

Section 4 – Contracts: The governing body has the sole authority to enter into a contract on behalf of the Council. The governing body shall authorize the Chapter President or another designee to execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority shall be confined to the specific instance.

ARTICLE IX – CHAPTER DISSOLUTION

Section 1 – Disbursement of Funds: In the event of the Chapter's dissolution, the remaining monies in the treasure, after Chapter expenses have been paid will be contributed to an organization decided upon by the Chapter at the time of dissolution (e.g., the SHRM Foundation, an endowment fund at a university, or other such organization in keeping with the purposes of this chapter.)

ARTICLE X – STATEMENT OF ETHICS

Section 1 – Statement of Ethics: The Chapter adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the Chapter and SHRM.

ARTICLE XI – PARLIAMENTARY PROCEDURE

Section 1 – Robert's Rules of Order: Meetings of the governing body 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 XII – BYLAW AMENDMENTS

Section 1 – Required Vote: The bylaws of the Chapter may be amended by two-thirds (2/3) vote of the governing body voting members present at a meeting where a quorum exists.

Section 2 – Notice: Proposed amendments to these bylaws are to be circulated in writing to all voting members of the governing body at least ten (10) days prior to a meeting at which a vote will be taken.

Section 3 – Approval: Proposed amendments to these bylaws need to be approved by the SHRM President/CEO or his/her designee, and are not in conflict with the Society's bylaws.

ARTICLE XIII – TERMS USED

Section 1 – 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.

The Human Resource Association of North Iowa, Society for Human Resource Management hereby adopts these bylaws on May 9, 2006.

For the Chapter:

Chapter President

Chapter Secretary

May 9, 2006
Date

May 9, 2006
Date