

BYLAWS OF

The Human Resource Association of North Iowa

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is the Human Resource Association of North Iowa (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Human Resource Association of North Iowa (HRANI) 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") since November 13, 1984 as chapter number 423.

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.

Section 1.4: 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 1.5: Tax Identification Number. The tax identification number of the Chapter is: 42-1314683.

ARTICLE 2 PURPOSE

The purposes of this Chapter, as a non-profit organization, are:

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. to provide a focus for legislative attention to state and national human resource management issues;

- vi. to provide valuable information gathering and dissemination channels;
- vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- ix. to serve as a source of new members for SHRM; and
- x. 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:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession;
- and
- e. to establish, monitor and update standards for the profession.

ARTICLE 3 FISCAL POLICY

Section 3.1: Fiscal Year. The fiscal year for the Chapter shall be a calendar year.

Section 3.2: Financial Service Providers. The Board shall select a financial service provider(s) for the deposit of funds on behalf of the Chapter.

Section 3.3: Authorized Signers. The Board shall annually approve those individuals authorized to sign checks and for other financial transactions.

Section 3.4: Contracts. The Board has the sole authority to enter into a contract on behalf of the Chapter. The Board 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 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.4, and 4.5 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: General Members. General membership shall be limited to those individuals who are engaged in human resource management or who demonstrate a bona fide interest in human resource management and the mission of the Chapter. General members may vote and hold office in the chapter.

Section 4.5: Student Members. Individuals who are enrolled as students in human resource degree programs at the college or university level. Student membership is limited to a total of four (4) calendar years. Student members may not vote or hold office in the Chapter.

Section 4.6: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of 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 4.7: Voting. Each General Member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.8: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

Section 4.9: Active Status. To maintain active status individuals need to meet 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 4.10: 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 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall generally be held on the second Tuesday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. 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 5.3: 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 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: Quorum. Members holding ten percent (10%) 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 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.

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, Vice President of Membership, 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 Directors and the Past President. Additional Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors. The Board of Directors shall not exceed a total of ten (10) members. These shall constitute the governing body of the Chapter.

Section 6.4: Qualifications. All candidates for the Board of Directors must be General 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.

Section 6.5: Election - Term of Office. Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office on January 1 following his/her election. Officers shall hold office for one year or until his/her successor is elected and takes office. Directors shall hold office for two years or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.6: Vacancies. Any vacancy in the Board shall be filled in the following manner:

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 Board, the President-Elect shall assume the office of President. Should the President-Elect

assume the President's position under this Section, the time spent completing the unexpired term does not count toward the term limit of being President.

2. Any vacancy on the Board other than President shall be filled by appointment by 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 a 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 General 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.

Section 6.9: Board of Directors Meetings.

1. The Board of Directors shall meet at least four times each year, the first of such meetings to be held before March 31.
2. Special meetings of the Board 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 Board.

Section 6.9: Removal of Director and 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 prior to 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 Board. The position descriptions are subject to change as deemed necessary by the President and/or the Board.

Section 7.1: Chapter President. The President shall preside at the meetings of the members and of the Board. 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 be responsible for initiating policies, strategies and objectives for the Chapter, consistent with the Iowa SHRM State Council and SHRM. He/she 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 term of office of the President-Elect is to provide preparation for succession to the office of Chapter President. 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 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 requires 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: Vice President of Membership. The Vice President of Membership 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 be responsible for membership billing. He/she shall have such other powers and perform such other duties as the President may determine.

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. The Treasurer shall coordinate arrangements for the annual examination audit of the accounts by two other Board members and related duties as may be required by the Board. He/she shall also perform such other duties as the President may determine.

Section 7.5: Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter. The Secretary shall be responsible for all site arrangements and notification for meetings of the governing body. He/she shall also perform such other duties as the President may determine.

Section 7.6: Directors. Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility may include a leadership role in a particular sub-committee as determined by the President and the Board, with the authority to plan and implement the activities associated with the sub-committee.

Section 7.7: 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. He/she shall be responsible for assisting the Chapter President with initiating policies, strategies and objectives for the Chapter, consistent with the Iowa SHRM Council and SHRM.

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, Certification, Legislative, etc.

ARTICLE 9 VOTING

Mail or electronic ballots can be used for the election of the Officers and Directors provided the Chapter has had at least one in-person meeting that year. There shall be no voting by proxy for business of the Chapter.

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 (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 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.

**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**

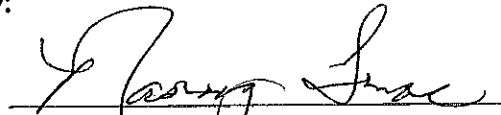
Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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. 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



Date

3/8/14

Approved by:

SHRM President/CEO or President/CEO Designee



Date

10-15-15