



GNHRA – Greater Nashua Human Resources Association

BYLAWS

ARTICLE I **NAME**

- 1.1 The name of this organization shall be the Greater Nashua Human Resources Association.
- 1.2 National Affiliation – The Greater Nashua Human Resources Association hereinafter referred to as the Chapter, is affiliated with the Society of Human Resource Management (SHRM). Chapter membership is to include 30% SHRM members to maintain this Affiliation.
- 1.3 Relationships – GNHRA 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.
- 1.4 Professional Affiliation – The Chapter is a member of World at Work/Group Partnership Network

ARTICLE 11 **PURPOSE**

- 2.1 The purpose of this organization is to advance the knowledge, techniques, practices and skills in human resources management, to provide a forum for discussion of topics which are of mutual interest to business and professional people working in the human resources field, to serve as a voice in promoting progressive, fair and equitable human resources practices, to speak out in government circles, and to promote ethical conduct in the field of human resources management.
- 2.2 This Chapter shall not be organized or operated for profit and no part of the net earnings inures to the benefit of any private shareholder or individual.

ARTICLE III **FISCAL YEAR**

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

ARTICLE IV
MEMBERSHIP

- 4.1 **Qualifications for Membership** – Qualifications for membership in the Chapter shall be determined by the individual's job responsibilities. The chapter shall not discriminate an individual member because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.
- 4.2 **Non-transferability of Membership.** Membership in the Chapter is neither transferable not assignable.
- 4.3 **Members** – Membership shall be personal rather than corporate. Members changing employers or job responsibilities shall be required to notify the Membership Chair of such changes in their status and/or affiliation. No member shall be required to pay dues twice in one year.
- 4.4 **Professional Members** – Eligible members shall be persons who are actively engaged in bone fide human resources/personnel management or persons who are responsible for management of human resources. Persons who are consultants/vendors of products and services directly related to human resources management may be eligible for membership, provided they do not use their membership for solicitation.
- 4.5 **Members in Transition** - A member in good standing, who because of reduction in work hours or layoff, shall be maintained as a member.
- 4.6 **Student Members** – Eligible members shall include students pursuing a recognized course of study in human resources management. Student Members shall have no vote and may not hold office. The Board of Directors, who at their discretion, may waive Chapter dues, shall set dues for Student Members.
- 4.7 **Application for Membership** – shall be made in writing on the GNHRA application form provided by the Membership Committee. All applications will be reviewed by the Membership Committee, before the application is presented to the Board of Directors for a vote. New members will be granted full membership rights from the date of approval by the GNHRA Board of Directions.
- 4.8 **Voting** – Each member in good standing shall have the right to cast one vote on each matter brought before a vote of the members. Student Members shall have no right to vote.
- 4.9 **Dues** – Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Membership renewals are payable by September 1st, for the ensuing Sept –June program year. Reduced membership fees are available from January 1-March 31 of each fiscal year. New members looking to join after April 1st will be considered non-members until Sept 1st invoicing.

An optional additional contribution paid at the time of annual dues will be placed in a fund for an annual scholarship awarded to a member by vote of the Board of Directors.

- 4.10 **Lifetime Membership** – GNHRA may, at the discretion of the Board of Directors, grant Lifetime Membership status to an individual who is retired following active service in Human Resources and to this organization. Lifetime Members shall have the same rights as Active Members.
- 4.11 **Termination of Membership** – Membership in the Chapter may be terminated for cause by a majority vote of the Board of Directors or automatically for nonpayment of annual dues.

ARTICLE V MEMBER MEETINGS

- 5.1 **Regular Meetings** - General Membership Meetings shall be held on the second Tuesday of the month from September through June at such times and places the Board of Directors may designate. Guest speakers will normally be part of each meeting and shall present topical issues relevant to the human resources function. Solicitation of members shall not be permitted.
- 5.2 **Annual Meetings** – The annual meeting of the members for electing Officers and Directors and conducting other appropriate business shall be held in June of each year.
- 5.3 **Special Meetings** - Special meetings of the general membership may be called at the direction of the Board of Directors or by the President in an emergency. At the discretion of the Board of Directors, joint meetings with other groups may be arranged for discussion of any subject or other activity that may be of mutual benefit.
- 5.4 **Notice of Meetings**- Notice of all regular, special and annual meetings shall be given to all members at least seven calendar days prior to the meeting. Electronic mail may be used for notification. Meeting notices will be posted on Chapter website within seven days of the meeting.
- 5.5 **Quorum** – The vote of the majority of 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. Proxy voting, or representation by anyone other than the actual member, is not allowed.

ARTICLE VI
BOARD OF DIRECTORS

- 6.1 **Power and Duties:** The Board of Directors shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.
- 6.2 **Officer Titles** – The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President Elect, Treasurer, and Secretary
- 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 and the past President. These shall constitute the governing body of the Chapter.
- 6.4 **Qualifications:** All candidates for the Board of Directors must be regular members of the Chapter in good standing at the time of nomination, election or appointment. Per SHRM bylaws, the President must be a current member in good standing with SHRM.
- 6.5 **Term of Office:** Each elected Officer and Director shall assume office on July 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office.
- 6.6 **Vacancies:** The President may appoint an eligible member to fill any unexpired term on the Board, with the consent of the Board of Directors.
- 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 Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.
- 6.8 **Agenda:** The President shall draft the agenda for the upcoming board meeting and present a copy to all members prior to the meeting. Each committee chair may present additional agenda items to be added to the final agenda prior or during the meeting.
- 6.9 **Removal of Directors and Officers:** Any directors or officer may be removed from office with or without cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors Meeting.
- 6.10 **Conflict of Interest:** Members of GNHRA's Board of Directors must avoid any possible conflict of interest with their duties and responsibilities related to GNHRA.

Article VII
Duties and Responsibilities

The responsibility of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the President and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board.

7.1 *President:* Shall preside at Chapter and Executive Committee meetings and shall have general charge and supervision of the affairs and business of the Chapter. He/She shall maintain liaison and be a current member in good standing with SHRM.

7.2 *President Elect:* Shall 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.

7.3 *Vice President Programs:* Shall be responsible for recommending and scheduling monthly program topics and speakers, and coordinating meeting notices. Shall assume the President's responsibilities at the request of the President.

7.4 *Vice President Membership:* Shall be responsible for communicating with those who express interest in membership in GNHRA, sending Chapter information and membership application. Maintaining membership roster and working with Treasurer to ensure appropriate billing and charges for meetings.

7.5 *Treasurer:* Shall be responsible for the financial records of the Chapter, to include annual membership dues billing, written monthly financial reports to the Executive Committee and general membership; responsible for financial transactions at monthly meetings with both members and host meeting site. Two Officers shall sign all checks disbursed for funds in excess of \$500.

7.6 *Secretary:* Shall prepare written minutes of all Executive Committee meetings and conduct Chapter correspondence as required; responsible for sending out meeting notices and taking reservations for meetings, keeping the Treasurer current about meeting attendees and/or cancellations.

7.7 *Immediate Past President:* Shall attend Executive Committee meetings in order to help provide the Chapter with continuity in philosophy and activities.

7.8 *Technical-Media Chair:* Shall maintain the Chapter website (www.gnhra.org) and acquire media notices in local publications, while initiating other vehicles by which to share vital industry information with members.

7.9 *SHRM Liaison:* Shall maintain contact with members of SHRM in order to keep GNHRA up-to-date with SHRM initiatives and programs.

7.10 *Student Liaison:* Shall be responsible for the recruitment and selection of a local college student in the HR field for a free student membership in GNHRA, as well as the ongoing contact with this person.

7.11 *Officer-at-Large:* Shall attend Executive Committee meetings in order to help provide the Chapter with diversity and depth in philosophy and activities.

ARTICLE VIII
COMMITTEES

- 8.1 **Committee Establishment:** The committees represented by GNHRA have been established by prior committees as roles have developed over time. Approval from Board of Directors was submitted prior to establishing any new committee.
- 8.2 **Committee Organization.** Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.
- 8.3 **Committee Chairperson.** Appointment of Chairpersons of committees will be appointed by the President, with the approval of the Board of Directors. The Chairperson will seek interested members to participate in committee activities.
- 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 IX
ELECTRONIC VOTING:

GNHRA is currently not set up to administer electronic voting. All votes are cast in person during our business meetings.

ARTICLE X
STATEMENT OF ETHICS:

GNHRA adopts SHRM's Code of Ethics for members of GNHRA 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. GNHRA 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 GNHRA meetings or through the use of information provided to him/her as a member of GNHRA without the approval of the Board of Directors.

GREATER NASHUA HUMAN RESOURCES ASSOCIATION
NON-SOLICITATION POLICY

Generally GNHRA members are strong supporters of our mission and very considerate of others. However, some members of this group have been solicited by other members in the past and have felt uncomfortable. Therefore, we have found it necessary to establish some guidelines for this type of activity.

Members are not to be openly solicited for business during meetings.

This means that:

- Members are not to introduce themselves for the purpose of selling their products or services during GNHRA meetings.
- Members are not to leave promotional materials on meeting tables or openly distribute such during GNHRA meetings.
- It is permissible for a member to discuss their services or provide additional information to a prospective client member upon specific invitation/inquiry during GNHRA meetings. Without express inquiry initiated by a member, solicitation is strictly prohibited during meetings.
- It is understandable that members may selectively contact other members at their businesses during which time they may discuss their products or services. However, even on those occasions, they are to exercise good business judgment and avoid harassment.
- The membership directory is not to be used as a solicitation tool. This means no member shall undertake a mass mailing, phone, or electronic mail campaign using the directory to sell his/her products or services.

This Policy applies to visitors and guests of GNHRA as well as to members. Members are requested to advise their guests of this policy prior to attending a meeting.

Strict adherence to these guidelines will provide a comfortable, professional, pleasant and intimidation-free environment for our members.

ARTICLE XI
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 XII
AMENDMENT TO BYLAWS

Amendments to By-Laws may be amended by two-thirds vote of regular members present at any meeting of the Chapter, providing that notice of the proposed

amendment(s) is published and distributed to all regular members at least ten (10) days prior to such meeting. All amendments to by-laws must be 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.

ARTICLE XIII
CHAPTER DISSOLUTION

In the event of dissolution of the Chapter, net assets will be distributed to the SHRM Foundation or other such tax-exempt organization as may be decided by vote of the regular members. Dissolution may be affected by a two-thirds vote of the regular membership.

ARTICLE 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 standard 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.

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

Approved by:

SHRM President/CEO
or President/CEO Designee

Date