

Human Resource Association of the National Capital Area

Chapter Bylaws

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1. Name and Affiliation.

1.1 Name. The name of the organization shall be the Human Resource Association of the National Capital Area (also referred to in the HR community as HRA-NCA and/or DC SHRM, and herein referred to as "the Chapter"). To avoid potential confusion, the Chapter will refer to itself as HRA-NCA or DC SHRM, and not as SHRM or the Society for Human Resource Management.

1.2 Affiliation. The Chapter is affiliated with the Society for 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 the express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

2. Purpose and Objectives. The purpose and objectives of the Chapter, as a non-profit organization, shall be:

- To promote an understanding of the principles, methods, policies and ethics of Human Resource management in organizations throughout the National Capital area;
- To promote the exchange of ideas and practices and the development of mutual assistance among Human Resource professionals;
- To contribute to the improvement of techniques and procedures that are essential to the effective conduct of employer-employee relations; and
- To advise and assist organizations desiring to introduce or improve Human Resource programs.

In accomplishing the Chapter's purpose and objectives, there shall be no discrimination due to race, religion, sex, age, national origin, disability, veteran's status, sexual orientation, or any other legally protected class.

3. Fiscal Year. The fiscal year of the Chapter shall be July 1 through June 30.

4. Membership.

4.1 Qualifications for Membership. Individual applicants may be accepted for membership in the Chapter provided they meet the criteria as designated in one of the following member categories:

A. Professional Members.

a. Individuals engaged as Human Resource management practitioners with three or more consecutive years of experience at the exempt level as defined by the Fair Labor Standards Act (FLSA); and/or

b. Certified by the Human Resource Certification Institute (HRCI) or SHRM; or

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; or

d. Full-time consultants with at least three years' experience practicing in the field of human resource management and who are not primarily in a sales capacity; or

e. Full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession.

B. General Members. Individuals engaged in exempt level Human Resource management for less than three consecutive years. General members have the right to vote and serve on committees and in other volunteer capacities, but may not hold office in the Chapter.

C. Associate Members. Individuals engaged in non-exempt Human Resource positions for any length of time, or individuals with a degree or certificate in a Human Resource discipline and seeking employment in Human Resources.

D. Student Members. Students in Human Resource disciplines or a related field who do not meet any of the criteria for other membership categories.

E. Vendor Members.

a. Individuals employed as representatives of recruitment firms; or

b. Representatives of product or service vendors to the Human Resources field.

F. Retired Members. Individuals who are retired from positions that would have qualified them for any category of membership in the Chapter prior to their retirement.

All members have the right to vote and serve on committees and in other volunteer capacities; however, only Professional members (including Retired members who were Professional members) can hold office in the Chapter.

4.2 Application for Membership. The application for membership or change in membership category shall be submitted to and approved or declined by the Vice President, Membership. Names of approved applications will be provided to the Board of Directors each month. Consideration of membership renewal will be based upon annual invoice response data provided by the member. Any membership application, renewal or change in membership category that requires further consideration will be referred to the Board of Directors by the Vice

President, Membership for final action. The Vice President, Membership shall review membership rolls at least annually in order to verify that thirty percent of the Chapter members are members of SHRM. In the event that SHRM membership falls below this percentage, the Vice President, Membership will recommend a remedy to the Board.

The Board of Directors reserves the right to determine the most appropriate membership category based on the information provided.

4.3 Termination of Membership. The Board of Directors may remove any member from the Chapter for failure to pay dues or for any material breach of the Code of Ethics.

5. Board of Directors, Committees, and Groups.

5.1 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.

5.2 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 in office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term in office. Additionally, the Chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term in office.

5.3 Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Vice Presidents, Director - Compensation & Benefits Surveys, Treasurer, Secretary, and up to and including 3 additional Directors who generally may have served as President of the Chapter in previous years. The Board of Directors shall meet each month at such time and place as may be recommended by the President each year, or by telephone. The President or any three members of the Board of Directors may call for a special meeting upon five (5) days' notice. A quorum at any meeting shall consist of a simple majority of the total Board of Directors 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. In addition, the Board may act by unanimous written consent of all voting members.

5.4 Nominating Committee. The President shall appoint a Nominating Committee before January 31 of each year. The Nominating Committee shall consist of two (2) officers and three (3) non-officers. Prior to January 31 of each year, the Board of Directors will determine the specific Vice President openings that will be required based on the needs of the Chapter for the next program year. It shall be the responsibility of the Nominating Committee to prepare a slate of candidates for elected positions and select individuals for appointed positions. The slate will be presented to the membership by April 30 and all eligible members will be invited to vote.

5.5 Fiduciary Responsibilities. The Board of Directors shall appoint a public accounting firm before July 31 to review the accounts of the Chapter and file the appropriate tax documentation as required by law. The public accounting firm will report the results of its review

in writing to the Board of Directors and the Chapter Treasurer will make his or her report to the Board of Directors based on this review. The Board of Directors may report the results of the review to the membership at the Annual Meeting or by a report to the members in the newsletter.

5.6 Committees. The President is authorized to appoint any other committees or groups that, in the opinion of the Board of Directors, are deemed advisable for the proper functioning of the business of the Chapter.

5.7 Committee Chairpersons. Appointment of Chairpersons to committees is the responsibility of the Vice President, Officer or Director in the lead of a particular area of responsibility. All committee chairpersons and their committee volunteers must be members of the Chapter in good standing at the time of appointment and for their complete term of office.

6. Officers.

6.1 Officers. The following shall be members of the Board of Directors and shall be officers of the Chapter: President, President-Elect, Vice Presidents, Director - Compensation and Benefits Surveys, Treasurer, Secretary, and all other Directors. All Officers shall serve on the Board of Directors. The President-Elect, Vice Presidents, Treasurer and Secretary shall be elected each year and installed at the Annual Meeting. All Director positions are by appointment of the President and renewable each program year based upon the number of available openings and the mutual interest and agreement between the incumbents or applicants and the Nominating Committee. Core Leadership Area Directors shall be nominated by the President and may be asked to serve on the Board of Directors.

6.2 Term of Office. Officers shall be elected by the members and formally installed at the Annual Meeting of the membership from the proposed slate of the Nominating Committee. The term of office for each Officer shall be one year beginning July 1 and ending the following June 30. Each Officer shall hold office until a successor is installed and takes office. Officers may be elected to serve more than two (2) consecutive terms in the same position with the full approval of the Nominations Committee for the newest term, by no more than four (4) consecutive terms, except with the unanimous consent of the Board at the time of nomination.

6.3 Removal of Director and Officer. Any Director or Officer 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.

6.4 Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws. Each Board member is expected to perform the duties as described in his/her position description. Each incoming President and President-Elect will review position descriptions to ensure the information is up-to-date and reflects the full scope of responsibilities for each officer and director.

7. Dues.

7.1 Membership Dues. Dues shall be determined by the Board of Directors at least ninety (90) days in advance of the effective date and communicated to the membership thirty (30) days prior to the change.

7.2 Annual Membership Dues. Dues are payable in advance. Membership may be renewed by payment of dues, provided all other criteria for membership is met as described in Articles 4 and 5.

7.3 Qualification for Waiver of Dues. Retired members who have retained membership for at least five (5) years before retiring shall pay no membership dues. Additionally, in recognition for their service and contribution to the Chapter, past-presidents of the Chapter shall pay no membership dues.

8. Member Meetings.

8.1 Regular Meetings. Regular monthly meetings of the members shall be held on the second Wednesday of each month or as otherwise determined by the Board of Directors.

8.2 Annual Meetings. The Annual Meeting of the Chapter for installing the Directors and Officers, and conducting other appropriate business shall be held each year in June at a time and place to be designated by the Board of Directors.

8.3 Notice of Meetings. Notice of all special meetings shall be given to all members within ten days of receipt of a written request from 10% of the voting membership of the Chapter. The President shall announce all special meetings. Notice of regular meetings shall be given to all members at least seven (7) days prior to the meeting.

9. Election of Officers.

9.1 Election. The offices of President-Elect, Vice Presidents, Treasurer and Secretary shall be elected by the voting membership each year by majority vote of the total ballots cast. The Nominating Committee shall present the slate of candidates to the voting membership in writing, or by electronic ballot, no later than April 1 of each year after first presenting it to the Board of Directors. All voting will be done by ballot in accordance with procedures approved by the Board of Directors. The ballots shall also permit the names of alternative candidates to be written in. To be eligible, ballots must be received no later than April 30.

9.2 Term of Office. With the exception of the incumbent President-Elect, all elected Officers shall be eligible for re-election, but shall not hold the same office for more than two (2) successive terms without unanimous approval of the Nominations Committee for the newest term. Officers shall not hold the same office for more than four (4) successive terms, except with the unanimous consent of the Board at the time of nomination. The incumbent President-Elect automatically becomes President effective July 1 of the new program year. Directors may be appointed for more than two (2) terms.

9.3 Vacancy of President. In the event the office of the President becomes vacant, the President-Elect shall become the President.

9.4 Vacancy of President-Elect. If the office of President-Elect becomes vacant, the Nominating Committee shall convene to nominate a candidate who must then be approved by a majority vote of the total ballots cast by the voting membership.

9.5 Vacancies of Other Offices. If any office except that of President-Elect becomes vacant, the President shall appoint a successor to fill the remaining term subject to the approval of the Board of Directors.

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 of personal and professional conduct 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. The Chapter membership directory and SHRM membership directory shall not be used for any mass communication, but shall only be used for individual non-solicitation communications.

10.1 Membership Discipline. Any member may be disciplined in accordance with the procedures herein for actions which discredit or embarrass the Chapter, violate the Chapter's Bylaws, or are otherwise not in the best interest of the Chapter. Only those actions occurring while the person in question was a member of the Chapter and within two (2) years of the written complaint to the Board of Directors may constitute grounds for action. The Board of Directors will review the complaint and make a final decision as to the appropriate discipline within a reasonable period of time.

11. Parliamentary Procedure. Board Meetings and the Annual Meeting shall be conducted in accordance with Robert's Rules of Order (newly revised) to the extent possible.

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, or by electronic ballot to all eligible voting members, provided that no such amendment shall be effective unless and until approved by SHRM President/CEO and 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 and his/her designee.

13. Chapter Dissolution. In the event of the Chapter's dissolution and after all Chapter expenses have been paid, any remaining funds in the Chapter's treasury will be contributed to an organization decided upon by the Board of Directors at the time of dissolution. Examples

include SHRM Foundation, a local student chapter, or any other such organization or charity in the Washington DC metropolitan area with purposes consistent with those of the Chapter.

14. Withdrawal of Affiliated Chapter Status. Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as 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.

Reviewed and approved by the 2014-15 Board of Directors.

_____ Date
HRA-NCA President, 2014-15


_____ Date
SHRM Representative

Ratified by HRA-NCA Membership Vote: _____ Date