

**By-Laws of the  
Seacoast Human Resources Association  
(SHRA) – Updated 9/15/2009**

**ARTICLE I – NAME**

The name of this association is Seacoast Human Resources Association, which may hereinafter be referred to as the “Association” or SHRA.

**ARTICLE II – STATUS**

The activities of the Association shall be non-partisan, non-sectarian, and non-profit.

**ARTICLE III – DISSOLUTION**

No part of the net income of the Association shall at any time inure to the benefit of any officer or member of the Association or to any individual or corporation whatsoever. In the event of dissolution of the Association or the discontinuance of its activities, its properties, and assets shall revert to the National Society for Human Resources Management, Inc.

**ARTICLE IV – OBJECTIVES**

The objectives of the Association are:

- a) To advance the interest of professionals engaged in the field of Human Resources.
- b) To assist and encourage those who are engaged in the field of Human Resources management to improve their professional competence.
- c) To provide a forum for access to and the exchange of information and to provide a medium for the study and research of Human Resources issues.
- d) To promote the development and application of proactive Human Resources concepts and methodology.
- e) To make the general public aware of the Human Resources field in order to create a better understanding of its functions and importance.

**ARTICLE V – MEMBERSHIP**

The Association affirms diversity. Membership is available without regard to race, color, religion, sex, national origin, age, disability, veteran status, or sexual preference.

**Section 1: General Provisions**

Eligibility for membership in the Chapter shall be determined by individual job classification and responsibilities. Non-working HR practitioners are allowed to be regular members of the organization. Memberships are non-transferable. Membership remains with the individual and is transferable if a change of employer occurs.

## **Section 2: Membership**

### **A. Professional**

Individuals actively engaged in human resource management at the exempt level or any faculty member with three or more years experience holding assistant or full professorial rank in human resources. Professional members have voting rights and may hold office in the chapter provided they are members of SHRM.

### **B. Associate**

Individuals actively engaged in non-exempt human resource management positions or human resources practitioners not currently practicing. Associate members have voting rights and may hold office in the chapter provided they are members of SHRM.

### **C. Vendor**

Individual(s) in employment with an organization that is a human resources service provider to our members. **All vendor members MUST provide satisfactory proof of SHRM membership.** Vendor members have voting rights and may hold office in the chapter.

### **D. Student**

Students actively pursuing a degree or concentration in human resources management. Student members do not have voting rights and may not hold office in the chapter.

## **Section 3: Rules and Responsibilities of Members**

- a) Members and Associate members may invite guests to regular monthly meetings up to a maximum of twice a year for each such guest.
- b) All “vendor” category associates who submit their membership application must be current members of the Society for Human Resource Management and include their SHRM # on their applications. Each vendor associate must have a SHRM membership #.
- c) Application for Membership – Shall be made in writing on a form provided by the Chapter.
- d) Membership Approval – All membership applications must be approved by the Board of Directors.
- e) Termination of Membership – Membership in the Chapter may be terminated for cause by two-thirds vote of the Board of Directors based on the policies and procedures of this association.

## **ARTICLE VI: DUES**

### **Section 1: Dues:**

Shall become payable annually when billed. The amount of dues shall be determined each year by the Board of Directors.

### **Section 2: Dues Payment Delinquency:**

Members whose annual dues are not paid within two (2) months of the due date will be suspended from the Association membership-in-good-standing.

Notification of suspension will be made to the member.

## **ARTICLE VII – BOARD OF DIRECTORS**

### **Section 1. Election of Officers**

- a) The current President will address the membership at the February meeting to announce officer (President, Vice-President, Secretary and Treasurer) vacancies to recruit volunteers to submit their name to the ballot by February 28th.
- b) Ballot will be published to the Membership for March monthly meeting.
- c) Vote will be cast by all those in attendance at the April Chapter meeting. Winner will be determine by simple majority (50% plus 1) and announced by April 30 via an email from the current President of the Seacoast Human Resource Association.

### **Section 2. Composition and Term of Office**

- a) The elected officers of the association shall consist of a President, Vice President, Past-President, Treasurer, and Secretary. The term of office shall be fiscal year July 1<sup>st</sup> through June 30<sup>th</sup> of the following calendar year.
- b) Length of office for non-officer/non-committee chair positions will be a maximum of two years.
- c) The maximum amount of Board members will be 15, including officers.
- d) The total number of vendor board members may not exceed 1/3 of the total board membership.
- e) The President, with the Board's approval, will fill vacancies of Board positions when replacement of a position is required.

### **Section 3. Duties**

Job duties shall be listed in the Association's Job Descriptions.

#### **Section 4. Replacement of Officers**

- a) Should the office of the President be vacated, the Vice President shall automatically assume the office of President. Vacancies other than the President occurring during the year shall be filled by appointment by the President with approval of the Board of Directors.
- b) An Officer's authority to act as such may be suspended by the unanimous vote of the Board of Directors upon cause. Should the authority of any officer be suspended upon causes as outlined above, the President may appoint a member as an Acting Officer who shall serve.
- c) Vacancies in the above mentioned offices shall be filled by action of the President with the approval of the Board, and the person so appointed shall serve during the remaining portion of the unexpired term.

#### **Section 5. Compensation**

No salary or compensation for services shall be paid to any elected officer, Chairperson, or any committee member by reason of his/her office.

#### **Section 6. Funds**

All funds of the Association shall be deposited in such appropriate financial institution(s) as the Board of Directors may by resolution designate. The President, Vice President, Treasurer, and/or Secretary shall be authorized by the Board of Directors to withdraw the funds of the Association as required to conduct the business of the Association.

### **ARTICLE VIII—MANAGEMENT**

The management of the Association shall be vested in the Board.

#### **Section 1. Responsibilities**

The Board of Directors has responsibility for the overall general management and direction of the Association and the conduct of its business in accordance with the by-laws, direction, and policies established by the Board of Directors.

#### **Section 2. Decision-Making Process**

A quorum is a simple majority of the Directors present. Decisions will be made by a majority vote of the quorum. They shall transact business of the Association except where it is otherwise necessary that a vote of the active membership is required. Overturning a vote by reopening an issue will require approval of the President.

### **ARTICLE IX - COMMITTEES**

The creation and elimination of Standing Committees shall be first undertaken and approved by the President, who shall submit his/her recommendations to the Board of Directors for approval.

**Section 1: Duties and Responsibilities of Committees:**

The purpose and goals of all committees shall be determined by the Board of Directors prior to the appointment of the Chairperson. Written reports of all meetings shall be submitted to the Board.

**Section 2: Authority of Committees:**

Members of all committees shall have voting privileges within their Committees. The Board must approve final endorsement.

**ARTICLE X – INDEMNIFICATION OF OFFICERS**

Insofar as is permitted under the laws of the State of New Hampshire, the Officers of the Association engaged in its official business, shall be indemnified and held harmless against all costs and expenses actually and personally incurred by or imposed upon them in connection with the defense of any actions, lawsuit, or proceeding, or any other matter having to do with their acts and conduct as Board of Directors engaged in official business on behalf of the Association. This indemnification shall extend to (but is not limited to) judgments, fines, amounts paid in settlement and reasonable expense including reasonable attorney’s fee actually and necessarily incurred as a result of the action, lawsuit, proceeding or other matter giving use to the need for indemnification.

The Association agrees to indemnify and hold harmless the Seacoast Human Resources Association, its Officers and assigns, for any and all claims arising out of the Association’s operation, including the payment of legal and administrative fees, costs, and other expenses associated therewith.

**ARTICLE XI – FISCAL YEAR**

The fiscal year of the Association shall be from July 1<sup>st</sup> through June 30<sup>th</sup> of the following calendar year.

**ARTICLE XII – AMENDMENTS**

**Section 1. Procedures**

Amendments to the bylaws shall be approved by a majority of the votes cast at any business meeting of the members by such members attending such meeting in person or by proxy provided that the amendment shall have been first submitted to, and approved by, a majority of the Board of Director members. Amendments to be voted on at any business meeting shall be submitted in writing to every regular member not less than thirty (30) days prior to the date of such a meeting.

**Section 2. Effective Date**

All amendments authorized by a vote taken by the members at any business meeting shall become effective immediately, unless such amendment includes a specific effective date.

**ARTICLE XIII – RULES OF ORDER**

Roberts Rules of Order, as revised, shall govern the Association in all cases to which they are applicable provided they are not inconsistent with these bylaws or the Special Rules as may be adopted by the Association from time to time.