

The Human Resources Association of Southern Maine

The attached Bylaws represent the 2017 review by the HRASM Board for updates and revisions bringing them up-to-date with board practices, efficiency and strategic plans. Changes are in bolded font.

Changes will be recommended to the Board of Directors: Reviewed March 2017, no recommended changes.

Endorsed by Board of Directors on: Tuesday, April 11, 2017

Effective as of: Tuesday, April 11, 2017

Respectfully submitted: Angela Stanson
(Board Secretary)

Revised October 2010
Revised November 2011
Revised 2/14/2012
Revised June 2013
Affirmed April 2017

BYLAWS OF THE HUMAN RESOURCES ASSOCIATION OF SOUTHERN MAINE

ARTICLE I NAME

Section 1. Name. The name of the Affiliate is the Human Resources Association of Southern Maine (the "Chapter," or "Affiliate"). To avoid potential confusion, the Chapter will refer to itself as the Human Resources Association of Southern Maine and not as SHRM or the Society for Human Resource Management.

Section 2. Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 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.

ARTICLE II MEMBERS

Section 1. Membership Qualifications; Classes. The Affiliate may have one or more classes of membership, each class having such rights and duties and benefits as the Board of Directors shall determine. Membership shall be open to all persons or entities regardless of race, color, religion, age, national origin, gender or sexual orientation. The activities of the Affiliate will be conducted on a similarly non-discriminatory basis. Initially, the classes of membership shall be as follows:

(i) Regular Members: Regular members shall include only the following groups: those persons actively engaged in; those who are pursuing employment in; and those who have primary responsibility for the practice of human resource administration, personnel or industrial relations within their companies.

(ii) Consultant Members: Consultant is one who provides advice and expertise to the human resource community that is the result of significant experience in the profession and/or extensive formal education.

(v) Honorary Members: Any members in good standing at the time of retirement may be elected to Honorary Membership by a majority vote of the Board of Directors.

(vi) Student Members: Individuals who are actively enrolled in a degree-seeking program in which:

- at least nine (9) credit hours per semester
- the coursework, taken or planned supports an interest in HR Management or Business
- the student membership is limited to a maximum duration of eight (8) semesters.

(vii) Other membership categories as the Board may create from time to time to respond to the needs of the Affiliate or member needs.

Section 2. Admission. The Board shall approve those applicants who demonstrate membership qualifications and who are willing to assume the responsibilities of membership, by a majority vote of the Board and shall be consistent with the Articles of Incorporation, these By-Laws and the laws of the State of Maine and the United States.

Section 3. Non-Succession Membership. Membership shall be personal, nontransferable and succession to membership is not permissible.

Section 4. Termination of Membership. Membership may be terminated for good cause by a two-thirds vote of the Board of Directors. If a member's dues are more than six (6) months in arrears, membership will automatically be terminated unless extended by a vote of a majority of the Board of Directors.

Section 5. Membership Lists. Membership lists are the property of the Association and will be provided free of charge to members. Distribution of lists to non-members may be grounds for termination of membership as noted in Section 4.

Section 6. Dues. Members shall be required to pay dues in such amounts with respect to their class of membership as are from time to time established by the Board of Directors. Annual dues shall become due annually at a date or dates determined by the Board. Only those who have paid dues shall be entitled to membership benefits.

Section 7. Voting Rights. Each member in good standing shall be entitled to one vote, except for Honorary Members and Student Members, whose classes of memberships are not entitled to vote.

ARTICLE III

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. Members of the Affiliate shall be invited to meet annually at a time and place within or without the State of Maine as set by the Board of Directors. Initially this meeting shall be held in November at a time and place to be determined by the Board of Directors. At this meeting, members shall elect directors; the officers may present reports on the activities of the Affiliate; and members shall be invited to discuss matters of interest to the Affiliate.

Section 2. Regular Meetings. Regular meetings shall be held monthly for nine or more meetings per year at such times and places as the Board of Directors may designate.

Section 3. Special Meetings. Special meetings of the members may be called by the Board of Directors at such times and places as the Board of Directors may designate. Special Meetings of the members may also be called by members having 1/10th the votes entitled to be cast at such meetings.

Section 3. Notice of Meetings. Notice of time and place and in the case of special meeting, the purpose or purposes, for which the meeting is called, shall be sent to each member entitled to vote at such meeting not less than five (5) days nor more than fifty (50) days prior to the date of the meeting. When a meeting is adjourned for whatever reason, for thirty (30) days or more, notice of the adjourned meeting shall be given as provided in this section. Notice of a meeting adjourned for less than thirty (30) days need not be given if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken.

Section 4. Quorum. At all membership meetings 1/10th of members entitled to vote present, in person or by proxy, shall be sufficient to constitute a quorum for the transaction of business and 1/10th of those votes entitled to be cast on a matter shall be the act of the membership, except as expressly provided by statute or by these By-laws.

Section 5. Rules. Membership meetings shall be conducted in accordance with Roberts Rules of Order or such other rules as the membership shall adopt, but no rule change will be effective until the next subsequent meeting after passage of the change.

ARTICLE IV **DIRECTORS**

Section 1. Powers. The business and affairs of the Affiliate shall be conducted and managed by its Board of Directors, which shall exercise all of the powers of the Affiliate. The Board of Directors may by general resolution delegate to committees and officers of the Affiliate such powers as it sees fit.

Section 2. Number, Election, and Term. The number of Directors shall be at least four (4) but not more than twenty (20). At each annual meeting, the existing members shall elect Directors to hold office for one three (3)-year term or until the election and qualification of their respective successors. No Director shall serve more than three (3) consecutive three-terms for a total of nine (9) years of Board service. After serving three consecutive terms, such member shall remain off the Board for a period of at least twelve (12) months before serving again except as noted in Article V. Section 4.

Section 3. Resignation; Removal; Vacancies. Any Director Officer or Vice President may resign at any time by giving written notice to the President or the Board of Directors. Any Director, Officer, or Vice President may be removed at any time by vote of the Board of Directors for reasons such as fraud, theft or conduct inconsistent with HRASM or SHRM Code of ethics and in accordance with applicable law. Any vacancy in the Board of Directors occurring during the year, including any vacancy created by an increase of the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by an affirmative vote of the majority thereof, and any Director so elected shall hold office until the election and qualification of a successor.

Section 4. Composition of Board. The Board of Directors shall be made up of Directors, Officers and Vice Presidents as the Board of Directors shall deem necessary to conduct Affiliate business.

Section 5. Qualifications. All candidates for the Board of Directors must be regular members of the Affiliate and SHRM members in good standing at the time of nomination or appointment and remain members of both organizations for the duration of their board service.

Section 6. Annual Meeting. As soon as practicable after each annual meeting of the membership, the newly elected Directors shall meet for the purpose of electing officers and the transaction of other business, and if a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given.

Section 7. Regular Meetings. The Board of Directors shall establish a schedule for regular meetings of the Board.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called by the President or the Secretary and must be called by either of them on the written request of any two (2) members of the Board. From time to time, the Board of Directors may convene a virtual meeting by conference telephone call in which a quorum is available by these electronic means. Business transacted at a virtual meeting shall be an act of the Board of Directors.

Section 9. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least three (3) days before the meeting, or by telegraphing the same at least one (1) day before the meeting to the usual business or residence address of the Director. At any meeting at which every Director shall be present, even though without notice, any business may be transacted.

Section 10. Quorum; Voting. At all meetings of the Board of Directors a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present indicated by majority vote at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director. From time to time, for reasons of convenience, time sensitivity or when regular or virtual meetings are not possible, the Board of Directors may decide to collect votes from its members by electronic means such as electronic mail (email). In this case, these electronic votes shall be counted as official votes, shall be documented and shall be confirmed by a formal vote of the majority members present at the next regular meeting.

Section 11. Telephone Participation. Members of the Board of Directors or a committee of the Board may participate in any regular meeting by means of a conference telephone or similar communications equipment by the agreement of members present at the physical location of the regular meeting. Participation in a meeting by these means constitutes presence in person at the meeting.

Section 12. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by a majority of all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee. Such consent may be obtained by electronic transmission.

Section 13. Compensation. Directors shall receive no compensation for their duties as such.

ARTICLE V

OFFICERS AND VICE PRESIDENTS

Section 1. Executive Committee/Officers. The Officers of the Affiliate shall be President, President-Elect, Secretary and Treasurer. The Officers together constitute the Executive Committee of the Board. No Director shall occupy more than one Officer position at a time except in the case of an unexpected vacancy wherein the President may temporarily assign a second Officer position to one Director for a period not to exceed six (6) months.

Section 2. Officer Terms. Officers are elected by membership each year at the annual meeting to a one-year term and shall assume office upon election and shall hold such office until the following annual election or until death, resignation, or removal. No elected Officer shall serve more than three (3) consecutive one-year terms.

Section 3. Officer travel. General funds of the Affiliate may be allocated upon approval of the Board of Directors to defray in part or in whole the expenses, an amount to be approved by the Board, for the President or President-Elect or their designee, to attend the annual SHRM conference or other training deemed appropriate or necessary by the board to enhance the Board's operation.

Section 4. President. The President shall preside at all meetings of the Board of Directors except that the Directors may appoint a substitute in the President's absence. The President shall have and exercise general charge and supervision of the affairs of the Affiliate and shall do and perform such other duties as are customary to the office and as may be assigned to that office by the Board of Directors. Pursuant to SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. Annual SHRM dues for President may be allocated from general funds of the Affiliate upon request of the President and approval of the Board.

The President may propose for board approval, that the President serve a number of years beyond his/her original board term for a period not to exceed 3 years, in order that the duties of the President be fully discharged and a sufficient transition plan be in place. A valid full-board vote is necessary to extend the President's term beyond his/her initial term limits.

Section 5. President-Elect. The President-Elect, at the request of the President, or in the President's absence or disability, may perform any of the duties of the President. The President-Elect shall have such other powers and perform such other duties as the Board or the President may determine.

Section 6. Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose. The Secretary shall attend to the giving and serving of all notices of the Affiliate; the Secretary shall have charge of the minute books and such other books and records as the Board of Directors may direct, may attest to the accuracy of such books and records and shall perform such other duties as are customary to that office and as may from time to time be directed by the President or the Board of Directors.

Section 7. Treasurer. The Treasurer shall have the custody of all funds, property and securities of the Affiliate, subject to such regulations as may be imposed by the Board of Directors. When necessary or proper, the Treasurer shall endorse on behalf of the Association for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall, in general, perform all duties

incident to the office of Treasurer, including the provision of monthly financial reports of the Board of Directors and the general membership as well as general supervision and control of the accounts of the Association, subject to the control of the Board of Directors. The Board may appoint a Treasurer-elect to serve for one year under an elected Treasurer to ensure the smooth transition of Treasurer duties. The immediately past Treasurer agrees to make him/herself available as a resource to the just-elected Treasurer for a period of at least one year.

Section 8. Vice President Appointments. Vice Presidents appointed by the President to coordinate the work of particular Board functions, shall assume office upon appointment and may hold such office for a period of up to six (6) years or until Board term expiration, death, resignation, or removal. No Vice President shall occupy more than one Vice President position at a time except in the case of an unexpected vacancy wherein the President may temporarily assign a second Vice President position to a Director for a period not to exceed six (6) months.

Section 9. Vice President Duties. Vice Presidents shall serve as coordinators of important Board functions listed below or in any additional functions as the President may establish from time-to-time. Vice Presidents may also serve in the capacity of Board Committee Chairs when a committee is deemed necessary to conduct the business of certain functions. The activities and business to be accomplished in each of the functional areas noted below are recommended by Vice Presidents and set annually in accordance with Affiliate plans adopted by the Board.

- i. Immediate Past President
- ii. Vice President, Membership
- iii. Vice President, Programs
- iv. Vice President, Internet/Website
- v. Vice President, Social Media
- vi. Vice President, Marketing
- vii. Vice President, Diversity
- viii. Vice President, Government Affairs
- ix. Vice President, Community Outreach
- x. Vice President, SHRM Foundation
- xi. Vice President, College Relations
- xii. Vice President, Workforce Development
- xiii. Vice President, Certification
- xiv. Vice President, Chapter Communications

ARTICLE VI **COMMITTEES**

Section 1. Board Committees. The Board of Directors may also appoint from their number, or from among such other persons as the Board may see fit, working committees which shall have such powers and duties prescribed by the Board. The President shall be a voting member ex-officio of each committee appointed by the Board of Directors. Board Committees are chaired the by Vice President appointed to functional assignments.

Section 2. Executive Committee. Executive Committee members are the President, President-Elect, Secretary and Treasurer, who as a committee serve at the pleasure of the board to the extent permitted by applicable law. The Board may delegate to such Executive Committee all the authority of the Board

of Directors, except that the Executive Committee shall have no authority to elect officers, or to enter into any transaction or activity which it knows to be contrary to the wishes of the Board of Directors.

Section 4. Committee Rules and Record of Proceedings. Each Committee may prescribe rules, procedures to call and conduct its meetings. Each Committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors and the President when required.

ARTICLE VII

CORPORATE ASSETS AND EARNINGS

Section 1. Investments. The Affiliate shall have the right to retain all or part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it which according to the judgment of the Board of Directors results in an acceptable balance of safeguarding principle and appreciation in value, provided, however, that no action shall be taken by or on behalf of the Affiliate if such action would result in the denial or loss of the tax exemption under Section 501(c)(6) or any other section of the Internal Revenue Code of 1986 and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

Section 2. Inurement Prohibition; Interest in Contracts. No member, director, officer, vice president, committee member or employee of, or any person connected with, the Affiliate, or any other private individual, shall receive at any time Affiliate assets, net earnings or pecuniary profit from the operations of the Affiliate except for the payment to any such person reasonable reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for the Affiliate in effecting any of its purposes consistent with Affiliate policy and procedure.

It is the intent of the Affiliate to avoid transactions in which any member, director, officer, vice president, committee member or agent of the Affiliate may have an interest directly or indirectly in any contract relating to Affiliate operations. The Board may, from time to time consider such transactions provided that the member, director, officer, vice president, committee member or agent's interest is openly declared and potential conflicts of interest evaluated. If the Affiliate proceeds with such a transaction, the Affiliate will ensure that the transaction is in compliance with Section 2 of this Article, the rules and reporting requirements of the Internal Revenue Service and laws that might govern such transactions.

Section 3. Dissolution. Upon the dissolution or winding up of the affairs of the Affiliate, whether voluntary or involuntary, the assets of the Affiliate, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as maybe determined by a court of competent jurisdiction upon application of the Board of Directors, which would then qualify under the provisions of Section 501(c)(6) of the Code, to an organization or organizations which promote or achieve a mission similar to the mission of HRASM.

Section 4. Exempt Activities. Notwithstanding any other provision of these By-laws, no member, Director, officer, employee, or representative of this Affiliate shall take any action or carry on any activity by or on behalf of the Affiliate not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Code.

ARTICLE VIII

MISCELLANEOUS

Section 1. Statement of Ethics. The Association adopts SHRM's Code of Ethics for members of the Association 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.

Section 2. Corporate Seal. The Board of Directors may provide a suitable seal, containing the name of the Affiliate, which seal shall be in the charge of the Secretary.

Section 3. Fiscal Year. The fiscal year of the Affiliate shall be as determined by the Board of Directors and evidenced by resolution filed with the corporate records. In the absence of a resolution, the fiscal year shall be the calendar year beginning January 1 and ending December 31.

Section 4. Records and Reports. The Affiliate shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board of Directors and Committee proceedings. Financial statements for each calendar month are prepared and submitted for Board inspection at the next regular board meeting after the close of the month. The President or the Secretary of the Affiliate shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Affiliate, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the annual meetings of the Board of Directors and be filed by January 31st with the principal office of the Affiliate.

Section 5. Audit of Affiliate Finances. In order to ensure a responsible accounting of Affiliate financial resources to its membership, the Affiliate will contract with a Certified Public Accountant for a review of financial records at least every two years or immediately preceding a change in treasurer. The decision of when to contract for a specific financial review may be made by decision of the President, the Executive Committee or a full vote of the Board of Directors. The results of such an audit must be made by delivery of written report to the full board within 60 days of completion of the audit.

Section 6. 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 IX

INDEMNIFICATION

Section 1. Indemnification. The Affiliate shall, to the full extent of its power provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, indemnify all present and former members, officers, directors, employees, committee members and agents of the Affiliate against expenses, including attorneys' fees, judgments, fines and amounts paid

in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they are made a party, by reason of their being or having been members, officers, directors, employees, committee members, or agents of the Affiliate; except in relation to matters in which any such person shall be finally adjudicated in any such action, suit or proceeding to have not acted in good faith in the reasonable belief that his or her action was in the best interest of the Affiliate, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other by-law, agreement, or otherwise.

Section 2. Insurance. The Affiliate will purchase and maintain in force, insurance on behalf of any present or former officer, vice-president, director, employee or agent of the Affiliate, or individual who was serving at the request of the Affiliate and conducting business on behalf of the Affiliate, against any liability asserted or incurred against him or her in any such capacity, or arising out of his or her status as such.

ARTICLE X AMENDMENTS

Section 1. By-Laws. The Board of Directors shall have power to make, alter, amend, and repeal the By-laws of the Affiliate by vote of a majority of all of the Directors present at any regular or special meeting, 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 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.

Section 2. Articles of Incorporation. The members shall have power to amend the Articles of Incorporation of the Affiliate by vote of a majority of the members present at any regular or special meeting; provided, the Board of Directors shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at a subsequent membership meeting. Written notice setting forth the proposed amendment or a summary of the changes shall be given to each member entitled to vote thereon at least ten (10) days but not more than fifty (50) days prior to the date of the said membership meeting.

Ratified by Chapter Board and signed by:

Chapter President Shannon Kashinsky, SHRM-SCP, SPHR Date: 4/11/2017

Approved by:

SHRM President/CEO or President/CEO Designee

Date: _____