



Stark County Human Resource Association
Affiliate of the Society for Human Resource Management
Canton, OH

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By-Laws

Articles: 1 - 15

Article 1- Name and Affiliation

Section 1.1: Name. The name of the Association is Stark County Human Resources Association

(herein referred to as the "Association"). To avoid potential confusion, the Association will refer to itself as Stark County Human Resources Association and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation. The Association is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.3: Relationships. The Association 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 Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

Article 2- Purpose

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

1. to provide a forum for the personal and professional development of our members;
2. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
3. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
4. to provide an opportunity to focus on current human resource management issues of importance to our members;
5. to provide a focus for legislative attention to state and national human resource management issues;
6. to provide valuable information gathering and dissemination channels;
7. to provide a pool of human resource management leaders for perpetuation of the Association and of SHRM;
8. to serve as an important vehicle for introducing human resource management professionals to SHRM;
9. to serve as a source of new members for SHRM; and

10. to serve as part of the two-way channel of communications between SHRM and the individual members.

The Association supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

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

Article 3- Fiscal Year

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

Article 4- Membership

Section 4.1: Qualifications for Membership. To achieve the mission of the Association 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. Active members shall be residents of Stark County or employed within Stark County.

Section 4.2: Non-transferability of Membership. Membership in the Association is neither transferable nor assignable. The term of membership shall be for one year and renewable at the beginning of each year. Membership shall be individual and shall not be transferable.

Section 4.3: Individual Membership. Membership in the Association is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members. Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (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; (d) full-time consultants with at least three years experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the Association. Active Members - Persons employed by Industrial, Utility, Commercial Companies or Service Institutions who have responsibility for and spend at least seventy-five percent of their time on one or more of the following areas: (1) employment and placement; (2) Training and Development; (3) Compensation and Benefits; (4) Employee and Labor Relations; and (5) Personnel Research.

Section 4.5: Associate Members. Individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Association.

Section 4.6: Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the

four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Association.

Section 4.7: Honorary Members - Honorary members shall be individuals who have been active members of the Stark County Human Resource Association for a minimum of ten years and who retire under provisions of their company's retirement program and who hold an active membership in the Association at the time of retirement.

Section 4.8: Application for Membership. Application for membership shall be on the Association application form. All applications shall be reviewed by the Membership Chair and approved by the Board of Directors or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

Section 4.9: Voting. Each Professional, Associate, and Honorary members of the Association 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 4.10: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. The annual membership dues fees shall be paid for by each individual member. The fees will be determined by the Board. The receipts thereof will be used to support activities of the Association.

Article 5- Member Meetings

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the third Tuesday of each month. Regular meetings will not be held during July and August. The date each month may be changed by the Board of Directors for a particular meeting to accommodate a program not available on the third Tuesday. Regular meetings of the Association shall be held monthly (September through June). The meetings shall provide the membership will the opportunity to exchange information and ideas and, when available, to be presented with discussion on topics relevant to the Human Resources field or the field of Management in General.

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 October 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 one-twentieth 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. At all meetings of the members, the president shall preside. In the absence of said office, the president elect shall preside, followed by the secretary, then the treasurer.

Section 5.5: Quorum. Members holding at least 25% of the active membership 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 Association and in general exercise all powers of the Association. Members shall be elected as officers on the basis of plurality of votes cast by the Association to accomplish the purpose and to conduct the business affairs of the Association.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Association: President, President-Elect, Treasurer, and Secretary, and Membership Chair.

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 Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Association. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional members of the Association 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 and shall hold office for one year or until his/her successor is elected and takes office.

Section 6.6: Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of 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 Association except as prescribed otherwise in these Bylaws or other governing instruments of the Association. A Professional 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 of Directors.

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. In the event an officer can not complete the term to which he or she was elected, the remaining officers shall move up in succession to assume the responsibility of the next office. The order of succession is president elect to president, secretary to president elect, and treasurer to secretary. The Board of Directors shall recommend to the Association an active member to complete the term of the treasurer vacated by the succession. The membership, at the next regular meeting, will be asked to approve such appointment by a majority vote of an established quorum.

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 Association Board. The position descriptions are subject to change as deemed necessary by the President and/or the Association Board.

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the Association and have charge and supervision of the affairs and business of the Association, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office. Also, review job description.

Section 7.2: The President-Elect. 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 Association 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. Also, review job description.

Section 7.3: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Association, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine. Also, review job description.

Section 7.4: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Association, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Association's newsletter. Also, review job description.

Section 7.5: Membership Chair. The Membership Chair shall serve as chair of the Membership Committee. He/she shall encourage Association and SHRM membership growth and shall maintain the official membership roster of the Association. He/she shall have such other powers and perform such other duties as the President may determine. Also, review job description.

Section 7.6: Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. These positions will be developed as deemed necessary by the Board of Directors.

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.

Article 8- Committees

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be established as deemed necessary by 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 Association needs.

Section 8.4: Committee Activity. Committees are established to provide the Association with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

Article 9- Electronic Voting

Mail or electronic ballots can be used for the election of Directors provided the Association has had at least one in-person meeting that year.

Article 10 - Statement of Ethics

The Association adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Association and of SHRM.

The Association 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 Association meetings without the approval from the Board of Directors.

Article 11- Parliamentary Procedure

Meetings of the Association 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 Association.

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 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 13- Association Dissolution

In the event of the Association's dissolution, the remaining monies in the Treasury, after Association 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 Association, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Association).

Article 14- Withdrawal of Affiliation Status

Affiliated Association 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 Association are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association 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 Association 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 Association status, the SHRM Board of Directors may cause a new Association to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Association status withdrawn, may re-confer Association 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 Association and signed by:

Association President: Stella Tsirelis Date: January 1, 2011

Approved by:

SHRM President/CEO or President/CEO Designee

Date _____

Stark County Human Resource Association

P.O. Box 20247
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Chapter #0637

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