

## Constitution and Bylaws Central Dakota Human Resource Association

### Article I - Identification

- **Section 1- Name and Affiliation**

The official and legal name of this organization shall be: "Central Dakota Human Resource Association," herein referred to as "CDHRA." CDHRA is affiliated with the Society for Human Resource Management, herein referred to as "SHRM." To avoid potential confusion, the Chapter will refer itself as Central Dakota Human Resource Association or CDHRA and not as SHRM or the Society for Human Resource Management.

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 express written consent of SHRM.

- **Section 2 - Purpose**

The objectives of CDHRA are:

- A. To promote research and interchange of ideas among the members relating to every phase of human resource administration, including industrial relations, human relations, general management, safety, training, and education.
- B. To enhance the professional development of the members.

### Article II – Membership

To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, sexual orientation, or any other legally protected class.

Membership in the Chapter is neither transferable nor assignable. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

- **Section 1 - Application**

Application for membership must be made to the Membership Director. The applicant shall become a member upon payment of the membership dues.

- **Section 2 – Professional Membership**

Membership in CDHRA shall be open to any individual responsible for the practice of human resource administration, including faculty members of accredited colleges and universities who are responsible for human resource administration education. In

addition, membership is open to any individual not included in the above categories who has an interest in human resource administration and the objectives of CDHRA. All members recognized in this category will be considered professional and may vote and hold office in the chapter.

- **Section 3 – Student Membership**

Individuals who are students will be designated as student members. They shall have no vote and may not hold office in CDHRA. A student may be full-time or part-time provided they are enrolled in the equivalent of at least six (6) credit hours and are not employed in full-time exempt position. Verification of student status will be required in addition to the membership application.

- **Section 4 – Retiree Membership**

Upon request, free lifetime Chapter membership will be granted to Chapter members who are retired and have a minimum of three (3) consecutive years of Chapter Membership. Requests must be submitted to the Chapter in writing. All members recognized in this category may not vote or hold office in the chapter.

### **Article III - Finances**

- **Section 1 – Membership Dues**

Annual membership dues shall be established for CDHRA by a two-thirds vote of the general membership in attendance at a CDHRA meeting.

- **Section 2 – Payment of Dues**

Membership dues are payable annually, due in January. Student and retiree members are not assessed dues. Dues received on or after December 1 shall be credited as payment of membership fees for the succeeding year.

- **Section 3 – Financial Management**

All money collected as provided herein shall be used to defray the expenses of the Chapter. No officer, board member, or member of CDHRA shall receive compensation for services rendered to the Chapter.

- **Section 4 – Fiscal Year**

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

### **Article IV - Officers and Board of Directors**

- **Section 1 – Officers**

The officers shall be President, President-Elect, Past President, Secretary and Treasurer. The President-Elect shall succeed the President in that office for the following 2 year term. The President shall be an SHRM member in good standing throughout the duration of his/her term of office. The Chapter shall make payment of annual SHRM and CDHRA dues for the President and payment of annual SHRM dues for the President-Elect, Past President, Secretary, and Treasurer.

- **Section 2 – Nomination and Election**

In July of each year, the President shall appoint a Nominating Committee of not less than three (3) members to present a slate of candidates for election at the September



meeting. This slate of officers for election shall include nominees for President-Elect, Secretary and/or Treasurer. Elections shall be held at the September meeting.

Additional nominations for the officers to be elected may be made from the floor. Ballots shall be used when multiple nominations are presented. Election to office shall require a majority vote by members present.

The 2 year term of office begins January 1 and ends December 31 of the second year, and installation shall occur at the first membership meeting following the beginning of the term.

The 2-year term of President and President-Elect will begin in opposite years of the 2-year term of Secretary and Treasurer.

- **Section 3 – Board of Directors**

The Board of Directors shall consist of the officers, all core leadership area directors, and committee directors. The Chapter shall make payment of annual SHRM dues for the director and committee directors.

- **Section 4 – Vacancies**

Any vacancy in the Board of Directors may be filled for the unexpired term by the President with consent of the Board of Directors.

- **Section 5 – Removal of Director or Officer**

Any director or officer may be removed from office upon a two-thirds vote of the entire Board of Directors at a duly constituted Board of Director's meeting. The director or officer shall be entitled to a due process hearing prior to any termination action being imposed.

- **Section 6 – 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 the applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

## **Article V – Duties and Responsibilities**

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

- **Section 1 – The President**

The duties of the President are to preside at CDHRA membership and Board meetings, to appoint committees, to serve as a representative to the ND State Council, and direct the business of the Chapter. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

- **Section 2 – The President-Elect**

The President-Elect, in the absence of the President, may perform any of the duties of the President. In addition, the President-Elect is responsible for planning the monthly programs.

- **Section 3 – Past President**

The Past President shall advise the President and other Officers and members of the Board of Directors regarding past practices, general operations, and other matters to assist in the smooth operation of the Chapter.

- **Section 4 – The Treasurer**

The Treasurer shall be responsible for the financial affairs of CDHRA. These responsibilities shall include financial reports to the Board of Directors and Chapter members and arrangements for the annual examination audit of the accounts as may be required by the Board of Directors.

- **Section 5 – The Secretary**

The Secretary shall be responsible for recording the minutes of all CDHRA membership and Board meetings.

- **Section 6 – Membership Director**

The membership Director shall serve as Director of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine. The chapter requires the Membership Director to be a current member in good standing of SHRM during his/her entire term of office.

- **Section 7 – Core Leadership Area Directors**

Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint and lead sub-committees to plan and implement the activities associated with the CLA for the year.

- **Section 8 – Committee Directors**

The directors oversee committees as noted in Article VI. Section 2.

## **Article VI - Committees**

- **Section 1 – Committee Organization**

Appointments of Directors to committees are the sole responsibility of the President. The Directors and the President will seek interested members to participate in committee activities.

- **Section 2 – Committee Activity**



Committees are established to provide CDHRA with ongoing services such as, but not limited to: Membership, Certification, College Relations, Communications and Information Technology, Diversity, Government Affairs, Minor Service Area Liaison, SHRM Foundation, Special Events and Recognition, and Training and Development, Workforce Readiness. . Additional committees and/or sub-committees will be created as designated by the Board of Directors.

## **Article VII - Meetings**

- **Section 1- Membership Meetings**  
Regular meetings of the membership shall be determined by the Board of Directors.
- **Section 2 – Board of Directors Meetings**  
Regular Board of Director meetings shall be held on a quarterly basis, unless otherwise determined by the Board of Directors. A majority of the Board of Directors shall constitute a quorum for the conducting of business. A majority vote shall be sufficient to call all motions at Board meetings.
- **Section 3 – Quorum**  
Members holding one-tenth of the votes 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 VIII – Member Service Areas**

- **Section 1 - Member Service Areas**  
In order to serve the geographic needs of CDHRA, the chapter may establish local member service areas for the development and delivery of chapter services.
- **Section 2: Member Service Area Organization**  
These areas shall operate under the operational guidelines set forth by the CDHRA Board of Directors and within the guidelines set by SHRM for such subgroups.
- **Section 3: Member Service Area Oversight**  
The Board of Directors shall be responsible for the compliance of the subgroups to CDHRA charter requirements such as logo use, use of name etc.
- **Section 4: Member Service Area Activity**  
Member Service Areas are established to provide CDHRA with local networking, educational programs, membership recruitment activities and other initiatives as determined by the Board.

## **Article IX – Chapter Dissolution**

In the event CDHRA dissolves, the remaining monies in the treasury, after all expenses are paid, will be contributed to an organization in keeping with the purposes of the

Chapter, to be decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity).

#### **Article X - Statement of Ethics**

CDHRA adopts the SHRM code of Ethical and Professional Standards in Human Resource Management for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect, and support the purposes of CDHRA and 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.

#### **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 – Amendments**

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 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.

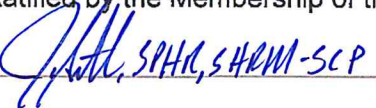
#### **Article XIII– Withdrawal of Affiliated Chapter Status**

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 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 XIV– Electronic Voting

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

Ratified by the Membership of the Chapter and signed by:

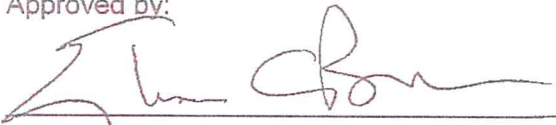
  
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Chapter President

12-30-16

Date

Approved by:

  
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SHRM President/CEO or President/CEO Designee

12-15-16

Date

As Approved May 4, 1976

Amended:

April 12, 1977

April 12, 1978

February 12, 1980

August 12, 1986

November 18, 1986

December 2, 1986

March 13, 1990

December 1994

February 14, 1995

February 10, 1998

November 8, 2005

July 26, 2011

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