

**BROOKINGS AREA HUMAN RESOURCE ASSOCIATION (BAHRA)
BYLAWS**

ARTICLE 1. NAME AND AFFILIATION

Section 1.1. Name. The name of the Chapter is the Brookings Area Human Resource Association (hereafter referred to as the Chapter). To avoid potential confusion, the Chapter will refer to itself as Brookings Area Human Resource Association and not as SHRM or the Society for Human Resource Management.

Section 1.2. Affiliation. The Chapter is affiliated with the Society for Human Resource Management (hereafter referred to as SHRM).

Section 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 express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2. MISSION STATEMENT

It is the mission of the Brookings Area Human Resource Association to:

- join the work force entities in the City of Brookings and its surrounding areas to enable members to gain access to quality educational experiences by engaging the membership in programs and discussions of issues pertaining to the human resource field, thus enabling each member to become more effective in the human resource field;
- provide a forum for area human resource and business professionals to network, exchanging ideas pertaining to human resource management within our business community;
- act as an effective liaison with the South Dakota State Council and the National SHRM programs and activities;
- expand the influence of human resource professionals among the business community, the general public, and the State of South Dakota.
- provide a forum for the personal and professional development of our members;
- provide an opportunity to develop leadership, managerial, public speaking and group decision making skills;
- provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- provide a focus for legislative attention to state and national human resource management issues;
- provide valuable information gathering and dissemination channels;
- provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM
- serve as an important vehicle for introducing human resource management professionals to SHRM.
- serve as a source of new members for SHRM; and
- serve as part of the two-way channel of communications between SHRM and the individual members.

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

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

ARTICLE 3. FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year. The chapter will make every effort to provide a program monthly, January through December.

ARTICLE 4. MEMBERSHIP

Section 4.1. Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4 and 4.5 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, color, religion, sex, age, national origin, disability, or any other characteristic protected by law.

Section 4.2. Non-Transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.3. Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated. To qualify for an individual membership, the member must have a *bona fide* interest in Human Resources. Individual memberships may not be transferred.

Section 4.4. Business Membership. Business memberships belong to the Business purchasing that membership and should be assigned to one individual within their company for the entire year. If that individual leaves the company or is no longer involved in Human Resources, then the company may choose to assign that membership to another individual. A Business membership belongs to the business and not the individual.

Section 4.5. Student Members. Individuals who are actively enrolled in human resources degree programs at the college or university level. Student members may not vote and may not hold office in the Chapter.

Section 4.6. Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed and approved by the Board of Directors. The Chapter's Board of Directors shall afford new members full membership rights from the date of application approval.

Section 4.7. Voting. Each member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members shall have no right to vote.

Section 4.8. Electronic Voting. Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

Section 4.9. Dues. The Board of Directors shall establish annual membership dues for the next year prior to the mailing of renewal notices. Dues shall be paid annually for the period of January through December. If a member joins after June of the current membership year, then the member will pay half the membership for the current year instead of full membership.

ARTICLE 5. MEETINGS OF MEMBERS

Section 5.1. Regular Meetings. Regular meetings of the members shall be held on the third Wednesday of each month or as otherwise determined by the Board of Directors.

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 November or at such other time determined by the Board of Directors.

Section 5.3. Special Meetings. Special meetings of members shall be held if called by the President, by 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.

Section 5.5. Quorum. Members holding one-tenth of the votes entitled to be cast and represented in person or by proxy shall constitute a quorum. The vote of the majority of the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

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 Chapter and in general exercise all powers of the Chapter.

Section 6.2. Officer. The Board of Directors shall consist of eight Officers. The following shall represent the Board of Directors and be Officers of the Chapter: President, President-Elect, Secretary, Treasurer, Past-President, Membership Director and two (2) Directors-at-Large.

Section 6.3. Qualifications. All candidates for the Board of Directors must be members of the Chapter in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office. Board members may not be elected to serve more than two (2) consecutive terms in the same position unless a replacement has not been found.

Section 6.4. Election and Terms of Office. Members of the Board of Directors shall be elected either through electronic voting held in November or at the November 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. Except for the President, President-Elect and Past-President, whose term shall be one (1) year, each elected Director shall assume office on January 1 following his/her election and shall hold office for two years or until his/her successor is elected and takes office. The positions of Secretary and Treasurer shall have alternating terms and the positions of Directors-at-Large shall also have alternating terms. This alleviates the potential for several Board members being replaced at the same time.

Section 6.5. Vacancies. The President, with consent by the Board of Directors, may fill any vacancy on the Board for the unexpired term.

Section 6.6. 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 Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 6.7. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Articles of Incorporation or Bylaws. A member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Board of Directors.

Section 6.8. Removal of Director and/or Officer. Any director or officer may be removed from office, with cause, upon an affirmative vote of two-thirds of the then 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.

ARTICLE 7. DUTIES AND RESPONSIBILITIES

Section 7.1. The President.

- The President shall preside at the meetings of the members and of the Board.
- They shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter.
- They shall appoint chairpersons to serve committees and/or special task forces formed at the discretion of the Board of Directors and shall work with those chairpersons to achieve the purposes of those committees.

- They shall serve as the Chapter's liaison with SHRM and shall be a current member in good standing with SHRM. If the elected President is not a current member of SHRM, the Chapter shall pay the President's one-year membership fee for the one-year term during which the individual serves as President of the Chapter.

Section 7.2. The President-Elect.

- The President-Elect, at the request of the President or in his/her absence or disability, shall perform any of the duties of the President.
- They shall have such other powers and perform such other liaison duties as the Board or the President may determine.
- They shall service as Chair of the Program Committee. The responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and seminars sponsored by the Chapter as determined by the President and the Board.
- They shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year.

Section 7.3. The Secretary.

- The Secretary shall be responsible for recording minutes of all meetings of the Chapter and its Board of Directors, shall be responsible for announcements for meetings and special events, e.g., seminars, and for coordinating the activities related to the Chapter's newsletter.
- They will prepare correspondence such as speaker confirmation and thank you notes.
- They shall perform such other duties as the President may determine.

Section 7.4. The Treasurer.

- They shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board.

Section 7.5. Membership Director. The Membership Director will maintain the Chapter's membership database and will serve as the point person for membership as well as being the primary contact for potential new members. They will also be responsible for membership billing and will prepare new member and potential new member correspondence.

Section 7.6. Directors-At-Large. There will be two Directors-At-Large. These leaders will provide direction to reach the Chapter's goals and objectives by planning topics/programs for monthly meetings with assistance from the Board of Directors.

Section 7.7. Past President. The Past-President will serve on the board for one year in an advisory capacity. They are responsible for establishing and chairing a nominating committee. They shall present the slate to the Chapter at its annual meeting and preside over the election.

ARTICLE 8. COMMITTEES

Section 8.1. Committee Organization. Appointments of Chairpersons to committees are the sole responsibility of the President. The Committee 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 Chapter needs.

Section 8.2. Committee Activity. Committees may be established to provide the Chapter with special ongoing services such as Programs, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, etc.

ARTICLE 9. CHAPTER DISSOLUTION

In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be contributed to the SHRM Foundation.

ARTICLE 10. STATEMENT OF ETHICS

The Chapter adopts the SHRM Code of Ethics for its members in order to promote and maintain the highest standards among its members. Each member shall honor, respect, and support the mission and purposes of this Chapter 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 or by using information provided to him/her as a member of the Chapter without the approval from the Board of Directors.

ARTICLE 11. AMENDMENT OF CONSTITUTION AND 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 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 12. 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.

Ratified by the Membership of Chapter and signed by:

Chapter President Jennifer Klingbeil Date 11/19/2014

Approved by:
SHRM President/CEO or
President/CEO Designee Tim O'Don Date 9/29/14