

**EASTERN IOWA HUMAN RESOURCE ASSOCIATION
(EIHRA)
CHAPTER BYLAWS**

**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name. The name of the Chapter is Eastern Iowa Human Resource Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Eastern Iowa Human Resource Association or EIHRA 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 (herein 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
PURPOSE**

Section 2.1: EIHRA's mission is to serve and advance Human Resources by creating avenues of value for our members with networking, committee and professional relationship opportunities. EIHRA provides a VIVID roadmap of strategic growth and alignment for the diverse workforce and business needs of the community.

Section 2.2: The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession.

- to provide a forum for the personal and professional development of our members;
- to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- to provide an opportunity to focus on strategic human resource management issues of importance to our members;
- to provide a focus for legislative attention to state and national human resource management issues;
- to serve as a source of new members for SHRM; and
- to serve as part of the two-way channel of communications between SHRM and the individual members.

ARTICLE 3 FISCAL YEAR

Section 3.1: The fiscal year of the Chapter shall be the calendar year.

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, 4.5 and 4.6 of this Article. Members must have an active email address. To achieve the mission of the Chapter, there shall be no discrimination in individual memberships because of race, color, religion, sex, age, disability, national origin, sexual orientation, or any other legally protected class.

Section 4.2: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable and is held in the individual's name, not an organization with which the member is affiliated.

Section 4.3: Professional Members. Membership shall be limited to those individuals who are (a) may be members of the Society of Human Resource Management in exempt positions (b) engaged in the profession of human resource management at the exempt level for at least three years; (c) certified by the Human Resource Certification Institute; (d) 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; (e) full-time consultants with at least three years experience in the field of human resource management; (f) 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 chapter.

Section 4.4: Regular Members. Individuals who (a) may be members of the Society of Human Resource Management in non-exempt positions; (b) Individuals in non-exempt human resource management positions who are not members of the Society of Human Resource Management; (c) 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 Chapter. Regular members may vote and hold office in the Chapter.

Section 4.5: Associate Members. Membership in this category shall be confined to those persons who are active members in SHRM and hold an active membership in the Iowa Senior Human Resources Chapter (ISRHR). Associate members may vote and are eligible to hold office, but in no case can hold the same office simultaneously to the office they might hold as a member of ISRHR. Dues for associate members shall be established and reviewed by the Board of Directors as needed, but in no case will exceed fifty (50%) percent of the EIHRA membership fee.

Section 4.6: Student Members. Individuals who are enrolled as full time students in human resources or related degree programs at the college or university level. Student members may not vote or hold office in the Chapter.

Section 4.7: Application for Membership. Application for membership shall be on the chapter application form. All applications shall be reviewed by the Membership Committee Chair. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 4.8: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the distribution of renewal notices. "Dues will be reduced to 50% of full-year costs if the individual submits their application after June 30th of the calendar year".

Annual dues are to be paid by January 31 of each year.

Section 4.9: Termination of Membership. Membership in the chapter may be terminated for good cause by two-thirds vote of the Board of Directors. Membership shall be terminated automatically if annual dues are not received by March 1st. Membership may be re-established at anytime.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Meetings. Meetings and/or professional development workshops should be held monthly, as scheduled by the Board of Directors. Meetings for selected months of the year may be omitted by resolution of 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 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-fourth of the votes entitled to be cast at such meeting.

Section 5.4: Notice of Meetings. Notice of all regular, special and annual meetings shall be given to all members at least ten days prior to the meetings.

Section 5.5: Quorum. Members holding one-fourth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of a simple 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.

Section 5.6: Voting. Each member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members, with the exception of Student members. Electronic voting may be substituted for voting in a meeting setting as described throughout these bylaws. Electronic voting must be initiated by the President or designee with a record kept of voting results and assurance that majority vote is met as described in these bylaws which in turn assures a quorum. The President may suspend an electronic vote, at any time, if an issue or concern is presented that needs to be brought before the members. Votes will be tallied by an Ad Hoc Committee appointed by the Board of Directors.

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: Officers. The following shall be members of the Board of Directors and shall be the Officers of the Chapter: President, President-Elect, Secretary, Treasurer and Immediate Past President.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article the governing body of the Chapter shall consist of appointed Chair members at the discretion of the board including, but not limited to the following volunteer positions: Certification Chair, College and Student Liaison Chair, Diversity Chair, Legal Representative Chair, Membership Chair, Networking Chair, Program Chair, Public Relations Chair, Recruiter Chair, SHRM Foundation Chair, State Conference Chair. Additional Officers 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 members of the chapter in good standing at the time of nomination or appointment and for their complete term of office.

Section 6.5: Election - Term of Office. Officers and Chairs 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 Chair 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. Officers may not be elected to serve more than two (2) consecutive terms in the same position. Chairs may be elected to serve more than two (2) consecutive terms.

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 Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. Any 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. Any issues or concerns by a member regarding membership, ethics, or the like should be brought to a Board member. The Board will then review and determine if any action is needed; what that action should be; and, if warranted, bring a recommendation to the membership.

Section 6.9: Attendance Policy. In order to have an effective board, members are expected to attend meetings as scheduled. Members are asked to notify the President if they are unable to attend a meeting.

If a member misses three meetings in a row or 50% of all meetings annually, the Officers' of the Board reserve the right to review attendance and, if necessary, make a recommendation regarding the member's status to the full board.

Section 6.10: Removal of Officer or Chair. 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 Chair shall be entitled to a due process hearing prior to any termination action being imposed.

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 Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter 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 Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. 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 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. The president-elect is encouraged to attend the annual SHRM Leadership Conference.

Section 7.3: The Secretary/Treasurer. The Secretary/Treasurer shall be responsible for recording the minutes of all meetings of the Chapter and shall be responsible for making all members aware of such meetings. The Secretary/Treasurer shall be responsible for the financial affairs of the Chapter, 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 and maintaining the membership roster. He/she shall also perform such other duties as the President may determine. This position may be split between two separate positions one named Treasurer and the other Secretary.

Section 7.4: 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.

Section 7.5. Committee Chairs. Each Committee Chair shall be responsible to oversee the activities of the committee they chair as detailed in the Committee Chair position description maintained by the Chapter Secretary.

ARTICLE 8 COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors on an as needed or required basis.

Section 8.2: Committee Organization. Committees are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. Committee Chairs shall be elected in accordance with Section 6.5 of these by-laws.

ARTICLE 9 STATE CONFERENCE ATTENDANCE & COSTS

Section 9.1: Board Members. Each Director has the opportunity to attend the annual State Conference at the expense of EIHRA as a recognition for the time and commitment to the Board. Each Board Member must recognize the expense in their committee budget, so the budget reflects the intentions of the Board Members.

Section 9.2: Special Circumstances. There are special circumstances that non-board members can attend the State Conference at the expense of EIHRA as a recognition for an achievement or contribution to EIHRA. These decisions are made on a case-by-case basis, and no special circumstance is guaranteed. In order to successfully approve a special circumstance, the following criteria must be met:

- 1) The person is a pro-active committee member or past board chair for the previous calendar year where the benefit was not utilized.
- 2) The person must be nominated by a Board Member. The Board must vote on the nomination and must pass with a simple majority vote with Quorum present.

ARTICLE 10 STATEMENT OF ETHICS

The Chapter 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 Chapter and of 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 through the use of information provided to him/her as a member of the Chapter without approval from the Board of Directors.
- No member shall violate the confidentiality and/or trust of other members by discussing other members' private business matters with anybody.

ARTICLE 11 PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

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 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
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 an organization 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 with purposes consistent with those of the chapter).

ARTICLE 14
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 15
TERMS USED

As used in these Bylaws, feminine or neutral 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.

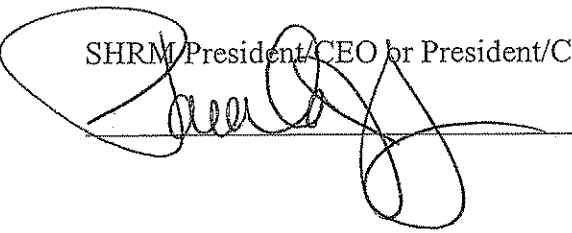
Ratified by the Membership of Chapter and signed by:

Eastern Iowa Human Resource Association Chapter President

_____ Date _____

Approved by:

SHRM President/CEO or President/CEO Designee

_____ Date 4/21/14