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**CONSTITUTION AND BYLAWS OF
CENTRAL ARKANSAS HUMAN RESOURCES
ASSOCIATION, INC. (CAHRA)**

ARTICLE I

NAME AND AFFILIATION

Section 1. Name

This organization shall be known as the "Central Arkansas Human Resources Association, Inc.," "CAHRA" or "the Association." To avoid potential confusion, the Chapter will refer to itself as Central Arkansas Human Resources Association, Inc. or CAHRA 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 "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

PURPOSE

Section 1. Vision

The CAHRA Vision:

CAHRA strives to be the leading association for HR professionals that exists to build and sustain partnerships that will make a positive impact on the HR profession and the greater Central Arkansas business community.

Section 2. Mission

The CAHRA Mission:

- Provide high quality, dynamic, and educational programs and services to our members;
- Advocate on behalf of the HR profession at the state and local level;
- Provide leadership opportunities through volunteer services that enhance professional and personal growth.

Section 3. Non-Discrimination

To achieve the purpose, aims and, mission, CAHRA shall not discriminate because of race, color, religion, sex, age, national origin, disability, veteran's status, sexual orientation, or any other basis covered by federal and state laws and regulations.

ARTICLE III

MEMBERSHIP

Section 1. Membership Categories

Membership in the Association shall consist of five categories:

SHRM/CAHRA Professional

SHRM/CAHRA Associate

CAHRA Professional

SHRM/CAHRA Student

CAHRA Student

Retired

A. SHRM/CAHRA Professional Membership

1. Those individuals who are engaged in the profession of human resources management in one (1) or more of the following functional areas:
 - (a) Employment;
 - (b) Human Resources Planning;

- (c) Training and Development;
- (d) Compensation and Benefits;
- (e) Health, Safety and Security;
- (f) Employee Relations;
- (g) Human Resources Research;
- (h) Affirmative Action/Diversity;
- (i) Labor Attorney; full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession.
- (j) Human Resources Management Consultant; full-time consultants with at least three years' experience in the field of human resource management.

or

2. Persons who hold a current human resources related certification recognized by SHRM and are Members of SHRM.

or

3. Faculty Members holding Assistant, Associate, or Professor rank in human resources management, or any of its specialized functions, at an accredited college or university, who possess at least three (3) years of experience teaching such topics at this level.

or

4. Individuals, who at the time of application, would have qualified under Section I.A. above but are unemployed or working in a non-HR related field for less than 3 years, may be approved for this category of membership.

Those persons who do not meet the qualifications of the other classes, but who can demonstrate to the satisfaction of the CAHRA Board of Directors a bona fide interest in human resources management and in the aims and purposes of this Association, such persons shall be eligible for membership upon recommendation of the membership committee and approval by a majority vote of the Board of Directors.

The rights and privileges of SHRM/CAHRA Professional Membership include the right to vote and hold office in CAHRA. All SHRM/CAHRA Professional members must also hold membership in SHRM.

B. SHRM/CAHRA Associate Membership

Individuals shall be eligible for SHRM & CAHRA Associate Membership if they are not human resource practitioners but possess an interest in the profession and/ or are involved in one (1) or more of the functional areas in paragraph A. SHRM & CAHRA Associate Members may not vote or hold office in the Chapter. These members must be active members of SHRM to maintain membership with CAHRA.

C. CAHRA Professional Membership

Individuals shall be eligible for CAHRA Professional Membership who are currently engaged in the profession of human resources management in one or more of the functional areas in paragraph A. The rights and privileges of CAHRA Professional Members shall include the right to vote and hold office, with the exception of positions of President and Chair of the Board of the Association. The total membership in this category shall not exceed 25% of the combined total SHRM Professional and CAHRA Professional Membership. CAHRA Professional members are strongly encouraged to join SHRM.

D. SHRM/CAHRA Student Membership

Individuals who are enrolled as full-time students in a human resource degree program at the college or university level and also hold SHRM student membership. SHRM/CAHRA student members may not vote or hold office in the chapter.

E. CAHRA Student Membership

Individuals who are enrolled as full-time students in a human resource degree program at the college or university level. CAHRA student members may not vote or hold office in the chapter.

F. Retired Membership

All persons who were active SHRM/CAHRA Professional or CAHRA Professional members for at least 10 (ten) consecutive years, have attained the age of 62, and are retired from full time employment shall be eligible for Retired Membership upon approval of the Board of Directors. Retired Members shall retain the rights of SHRM/CAHRA or CAHRA Professional Membership and shall pay no dues.

Section 2. Application for Membership, Change of Status, Removal

Application for membership shall be on the Chapter application form or online. All applications shall be reviewed and recommended by the Vice-President of Membership and approved by the Board of Directors. Assuming Board approval, new members shall be afforded full membership rights from the date of board approval. The Board of Directors shall interpret the membership requirements. Members shall notify the Vice President of Membership or the Association of any change in their membership status. Changes in membership categories are subject to Board approval. Any member may be expelled from Association membership if it is deemed by the Board of Directors that the member's continued membership is not in the best interest of the Association.

Section 3. Dues and Program Fees

Membership dues are payable annually on the anniversary date of membership approval. The Board has discretion to modify membership dues at any time. In the event that membership dues are modified, the new dues structure will be effective on the first day of the month following the Board's vote. Any member who fails to pay or renew his or her membership dues within 60 days of the expiration of membership may be dropped from the Association.

Fees for monthly meetings or other programs are payable prior to, or on the date of, the event. The cost of programs, including, but not limited to, the cost of associated meals, are determined by the Board of Directors as needed.

Section 4. Waiver

Each member in consideration of his or her acceptance to membership in the Association expressly waives and relinquishes all rights to make claims of any kind against the Association or its officers. The Association shall not be held responsible or liable in any way for any injury, loss or damage to the person or property of any individual, any member, or group of members at any time or any place.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Regular Meetings

Regular meetings of the members shall be held on the second Thursday of each month or as otherwise determined by the Board of Directors.

Section 2. Annual Meetings

The annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held annually at such time as determined by the Board of Directors.

Section 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 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. Quorum

Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the members eligible to vote 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.

Section 6. Order of Business

The order of business at meetings of the Association will be determined by the President of the Association.

Section 7. Guests

A member in good standing may bring guests to any Association meeting unless designated as closed meeting. Each guest can attend one meeting per calendar year.

ARTICLE V

CODE OF CONDUCT

Section 1. Members

Each member of this Association is expected to adhere to the following CAHRA Code of Conduct (adopted February 13, 1992) required for membership in this Association which serves to assure public confidence in the integrity and service of human resources management professionals.

This Code of Conduct of the CAHRA is intended as a guide to members in their activities with the Association and with other members.

- A. Members shall not engage in any business or transaction or have any financial or private interest which creates a conflict of interest with the Association.
- B. A primary mission of the Association is to promote the field of human resources management and to foster the professional development of its members. The free and open flow of communications between members must be treated with the utmost professionalism and confidentiality, should demonstrate the highest level of professional ethics by refraining from the use of membership for purposes of direct or personal business solicitation or promotion. 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 the approval from the Board of Directors.
- C. No member will engage in activities which would serve to bring CAHRA into disrepute.
- D. No guests at CAHRA functions will be allowed to engage in activities not permitted by members without the express authorization of the CAHRA Board of Directors. Members are responsible for the conduct of their guests at CAHRA functions.
- E. The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.
- F. Any breach of this Code shall be referred to the Board of Directors for possible action.

ARTICLE VI

OFFICERS & BOARD OF DIRECTORS

Section 1

The CAHRA Board of Directors shall consist of sixteen (16) members, specifically ten (10) Officers and six (6) General Board Members.

Section 2

Officers and General Board Members on the CAHRA Board of Directors shall be elected from a list of active SHRM/CAHRA Professional members. 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 3

All Officers and General Board Members on the CAHRA Board of Directors shall serve without compensation.

Section 4

Officers shall be as follows:

President, President Elect, Immediate Past President, Vice President of Monthly Programs, Vice President of Special Programs, Vice President of Marketing, Vice President of Membership, Vice President of Administration, Vice President of Finance, and Vice President of Communications. Officers shall serve for a period of two years, with the exception of President, President Elect, and Immediate Past President, which shall serve for a period of one year.

Section 5

There shall be six General Board Members on the CAHRA Board of Directors. General Board members are elected annually for three (3) year terms on a staggered basis.

Section 6

Each year, at the first CAHRA Board meeting after January 1, a General Board Member, President Elect or Immediate Past President shall be selected to serve as Board Chair. The Board Chair shall be selected by vote of the majority of the CAHRA Board of Directors. The Board Chair shall preside at all Board Meetings and may not vote at such meetings.

Section 7

In the event of a vacancy on the Board during CAHRA's fiscal year, the President shall appoint a member for the unexpired term subject to the approval of the Board of Directors.

Officers and General Board Members are not prohibited from accepting a nomination for another position on the CAHRA Board of Directors prior to the expiration of their current position.

Section 8

CAHRA Board Members shall be reimbursed when on official business of the Association as authorized by the Board of Directors. The CAHRA Board of Directors may approve a designated amount and advance such amount to individuals authorized to be on official business of the Association. The amount approved cannot exceed actual and reasonable expenses.

ARTICLE VII

DUTIES OF OFFICERS,

BOARD OF DIRECTORS AND COMMITTEES

Section 1. President

The President shall preside at all general membership meetings. It shall also be the duty of the President to appoint all committee chairs. Per SHRM bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. He/she shall direct the Association and have charge and supervision of the affairs and business of CAHRA. He/she shall maintain liaison with SHRM. He/she must possess a current HR certification recognized by SHRM OR in lieu of certification any of the following combination may apply:

1. The President may possess a Juris Doctorate with at least five years of practice in employment law
2. The President may have at least five years previous service on the CAHRA Board of Directors with at least one term in an officer position.
3. The President may have served at least five years previous service on the ARSHRM State Council with at least one term in an officer related position.

Section 2. 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. In the event the President is unable to complete the term of office, the President Elect shall serve the remaining portion of the unexpired term as President subject to a majority vote of the Board of Directors. The President Elect shall be nominated as President for the upcoming year and shall be a current member in good standing with SHRM throughout the duration of his/her term of office.

Section 3. Immediate Past President

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. Vice President of Monthly Programs

It shall be his or her duty to arrange monthly programs for all regular meetings as directed by the President. He/she shall have the authority to appoint sub-committee(s) to plan and implement the activities associated with the program year.

Section 5. Vice President of Special Programs

It shall be his or her duty to arrange all special programs as directed by the President. He/she shall have the authority to appoint sub-committee(s) to plan and implement the activities associated with the program year.

Section 6. Vice President of Marketing

He/she is responsible for securing sponsorships for Association functions and programs. He/she will be responsible for promoting the Association through partnerships with community programs/agencies and local businesses. He/she is responsible for coordinating the publishing of any press releases of the Association.

Section 7. Vice President of Membership

He/she shall actively encourage membership from eligible persons and companies and carry out such direction as the President shall give in reference to the maintenance and welfare of the Association. The Vice President of Membership shall serve as Chair of the Membership Committee. He/she shall review requests for changes in membership categories and shall present such changes to the Board of Directors for approval. The chapter also requires the Vice President of Membership to be a current member in good standing with SHRM.

Section 8. Vice President of Administration

He/she shall keep a full and complete record of all regular and special meetings of the membership and the Board of Directors. He/she shall also act as Parliamentarian of the Association.

Section 9. Vice President of Finance

The Vice President of Finance shall be responsible for all money, receipts and disbursements of the Association funds. All funds of the Association are to be deposited and maintained in a financial institution approved by the Board of Directors in the name of the Association. He/she shall produce and maintain all financial records, reports and documents of the Association.

Section 10. Vice President of Communications

He/she is responsible for managing public relations and communication efforts including strategy, content, and delivery in various print and electronic communications. He/she will help bring together organizations and individuals to promote a positive image of CAHRA. He/she provides information about the organization to the public so that people will regard CAHRA in a favorable way.

Section 11. Board of Directors

A. Duties and Responsibilities

The Board of Directors shall direct the Association's operations, approve all budgets and financial statements, and oversee the overall financial affairs of the Association. It shall have the authority to act on any matter not limited by the Bylaws to approval by the membership. A Professional 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. The President, Vice President of Finance, and person(s) designated by the Board of Directors shall have signing privileges for the Association

Board members are expected to participate in all monthly Board meetings. Attendance via conference call is permitted. A board attendance problem occurs if a board member has two (2) un-notified absences in a row, three (3) notified absences in a row or if the board member misses one third of the total number of board meetings in a twelve month period. If a board attendance problem occurs, the board member may be asked to step down from their board position.

B. 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.

C. Action Without Meeting

The Board of Directors may take action on Association business without a meeting as follows:

1. Either the President or the Chair of the Board of Directors may place a question before the Board of Directors by e-mail, fax transmission, or conference call to all Directors. If a quorum of the Board of Directors votes on a conference call or by reply e-mail or fax, the act of the majority of the Directors voting shall be the act of the Board of Directors.
2. On any such vote, the Vice President of Administration will prepare minutes of the action setting forth the question, the number of Directors voting, and the results of the vote. The minutes will be submitted for approval at the next meeting of the Board of Directors.

D. Removal From Office

Any director or officer may be removed from office, with cause, upon an affirmative vote of 2/3 (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.

Section 12. Committee Organization

Appointments 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 Chapter needs.

Section 13. Indemnification of Members of the Board of Directors and Officers

When a person is sued, either alone or with others, because he or she is or was a Member of the Board of Directors or Officer of the Chapter, in any proceeding arising out of the person's alleged misfeasance or nonfeasance in the performance of the person's duties or out of any alleged wrongful act against the Chapter or by the Chapter, the person shall be indemnified for his or her reasonable expenses, including attorney fees incurred in the defense of the proceeding, if both of the following conditions exist:

- (a) The person sued is successful in whole or in part, or the proceeding against him or her is settled with approval of the court.
- (b) The court finds that the person's conduct fairly and equitably merits such indemnity.

The amount of indemnity which may be assessed against the Chapter, its receiver or its trustee, by the court in the same or in a separate proceeding shall be so much of the expenses, including attorney fees incurred in the defense of the proceeding, as the court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued or by the attorney or other person rendering services to that person in connection with the defense. The court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a party to the proceeding. Notice of an application for indemnity shall be served on the Chapter, its receiver or its trustee, and on the plaintiff and other parties to the proceeding. The court may order notice to be given also to the Board of Directors in the manner provided in these bylaws for giving notice of Board of Directors meetings in such form as the court directs.

The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any resolution, agreement, vote of the Board of Directors or disinterested Members of the Board of Directors, or otherwise, both as to any action in a person's official capacity and as to any action in another capacity while holding office.

The right to indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

The Chapter shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Chapter against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Chapter would have the power to indemnify the person against liability under the provisions of this section.

ARTICLE VIII

NOMINATING COMMITTEE FOR

OFFICERS AND BOARD OF DIRECTORS

Section 1.

The President shall appoint a nominating committee for Officers and Directors of the Board which shall be comprised of five (5) active members, four (4) of whom must be voting members, and all must be approved by the Board of Directors. This committee must be announced at a regular meeting of the Association. The makeup of the nominating committee shall be:

- A. One (1) past President, Committee Chair.
- B. One (1) member of the Board of Directors.
- C. Three (3) from membership at large.

Section 2.

The nominating committee must provide sufficient advance notice that it is accepting nominations for open Board positions. Such notice can be provided at a regular meeting of the Association or via email from the Association.

Section 3.

Members may notify the nominating committee in writing of their interest for any office for the consideration of the nominating committee. Notification should be accompanied by a resume of qualifications.

Section 4.

The nominating committee has the option to nominate one (1) or more candidates for each vacant position.

Section 5.

The nominating committee shall announce its recommended slate of candidates for office at the meeting immediately preceding the meeting at which elections are held. Nominations may be received from the floor at this same meeting when the nominating committee report is made, after which nominations are closed. In the event a candidate is nominated from the floor, this candidate must submit a petition signed by at least twenty (20) voting members supporting his or her candidacy prior to the election.

Section 6.

In the event of a contested election, the votes will be made by secret ballot. Election to office requires a majority vote of those present and voting. If there is no majority, a runoff will be held between the two (2) candidates who receive the most votes.

Section 7.

Election of officers and members of the Board of Directors will normally be held at the regular Association meeting in October. Such officers and members of the Board will assume the duties of their respective positions on January 1.

Section 8.

Vacancies of officers shall be filled by appointment by the President, subject to approval by the Board of Directors. A vacancy in the office of President shall be filled by the President Elect subject to ratification by the Board of Directors. In the event the office of President is filled by one of the other officers, the office so vacated shall also be filled by the Board of Directors, subject to ratification by the membership. The office of President-Elect shall be filled by a special election of the membership. The Board shall determine the nomination process.

Section 9.

Each SHRM/CAHRA Professional, CAHRA Professional and Retired Member in good standing shall be entitled to one (1) vote. Absentee ballots will not be accepted unless so directed by the Board of Directors of the Association.

ARTICLE IX

FINANCIAL

The financial records of the Association may be audited by an independent Certified Public Accountant at the discretion of the Board. The President has the authority to appoint an auditing committee to audit the financial records and procedures for compliance with the bylaws and operating procedures of the Association. The Board shall design the schedule of audit report(s).

The Board shall approve all financials and transactions presented outside of the budget. There shall be no electronic financial transactions approved without an actual meeting.

ARTICLE X

DISTRIBUTION OF BYLAWS

Section 1. Copy Provided to Members

A copy of these bylaws and any amendment is to be provided to all active members upon request.

Section 2. 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 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 3. Robert's Rules of Order

Robert's Rules of Order are to be applied where these bylaws are deficient.

ARTICLE XI

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).

ARTICLE XII

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.

Approved by:



1-26-19

SHRM President/CEO or President/CEO Designee

Date

Ratified by Membership of the Chapter and signed by:



3/14/19

President, Central Arkansas Human Resources Association

Date