

HUMAN RESOURCE LEADERSHIP ASSOCIATION
OF EASTERN CONNECTICUT

BYLAWS

ARTICLE I
NAME AND AFFILIATION

Section 1: Name. The name of the Chapter is Human Resource Leadership Association of Eastern Connecticut (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Human Resource Leadership Association of Eastern Connecticut (HRLA of Eastern Connecticut) 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 (herein referred to as 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
MEMBERSHIP

Section 1: Qualifications for Membership. The qualifications for membership in the Human Resource Leadership Association of Eastern Connecticut shall be as stated in Sections 2, 3, 4 and 5 of this Article. To achieve the mission of the Chapter, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, or handicap. *Memberships are individual (not corporate) and are not transferable to other individuals.*

Section 2. Professional Members. Membership shall be limited to individuals meeting one or more of the following criteria: (a) those individuals who are engaged in the profession of human resource management at the exempt level for at least three years; (b) are 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 in the field of human resource management; (e) individuals who work in a sales capacity for human resource related products and services and hold a SHRM national membership; (f) full-time attorneys with at least three years experience advising and counseling clients in matters of employment law. Professional members may vote and hold office in the chapter.

Section 3. Associate Members. Individuals in non-exempt human resource management positions, as well as those individuals who do not meet the requirements of the professional membership category, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may not vote and may not hold office in the Chapter.

Section 4. Student Members. Individuals who are actively enrolled full time in human resource degree programs at the college or university level. Student members may not vote and may not hold office in the Chapter.

Section 5. Honorary Members. Individuals who are retired from active service and have 10 years active Chapter service. Honorary members may vote with payment of Chapter dues.

Section 6. Application for Membership. Application for membership shall be on the Human Resource Leadership Association of Eastern Connecticut application form. All applications shall be reviewed by the Vice President for Membership and approved by the Board of Directors. The Human Resource Leadership Association of Eastern Connecticut Board of Directors shall afford new members full membership rights from the date of application approval.

Section 7. Voting. Each Professional member of the Chapter as well as Honorary Members who have paid the Chapter dues shall have the right to cast one vote on each matter brought before a vote of the members. Associate, Student, and Honorary Members (whose dues have been waived by Section 8) shall have no right to vote. An Ad Hoc Committee appointed by the Board of Directors shall judge votes.

Section 8. Dues. The Board of Directors shall establish annual membership dues for the next year prior to the mailing of renewal notices. Payment of Chapter dues is waived for Honorary Members (without voting rights).

ARTICLE III MEETINGS OF MEMBERS

Section 1. Regular Meetings. Regular meetings of the members shall be held as 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 in September or at such other 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 simple 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 IV BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of at least 5 persons. The following shall be members of the Board of Directors and be officers of the Chapter: President, Vice President for Membership, Vice President for Programs/Education, Treasurer and Secretary. The Past President shall serve for one term in an advisory capacity. The Board of Directors may appoint, at its discretion, additional members, from time to time, to serve in special executive capacities (i.e., Legislative Action Director).

Section 2. Qualification. All candidates for the Board of Directors must be Professional members of the Human Resource Leadership Association of Eastern Connecticut in good standing at the time of nomination or appointment. The President and Vice President for Membership must be current members in good standing with SHRM. Per SHRM Bylaws, the President must be a current member in good standing of 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.

Section 3. Election – Term of Office. Directors shall be elected by the membership at the annual meeting from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election 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. A Director may succeed himself/herself no more than once.

Section 4. Vacancies. Any Board vacancy may be filled, for the remaining term, by the President's appointment with consent by the Board of Directors.

Section 5. 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. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws. A Professional Member in good standing may request the President to place on the agenda of the next regular meeting of the Chapter any action taken by the Board of Directors.

Section 7. Removal of Director and Officer. Any director or officer may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the then entire Board of Directors at a duly constituted Board of Directors meeting.

Section 8. Charitable Contributions. The Board of Directors and those appointed by the Board to serve in a special executive capacity may authorize contributions to charitable organizations not to exceed six hundred dollars (\$600.00) per calendar year, cumulative. Approved contributions to charitable organizations shall be paid from the funds of the Chapter and the Board shall notify the members of all such contributions, including the amount and the name of the organization. All charitable contributions in excess of six hundred dollars (\$600.00) per calendar year, cumulative, must be approved by a vote of the membership. For purposes of this Section, a "charitable organization" is an organization that is qualified to receive deductible contributions pursuant to the rules established by the United States Internal Revenue Service.

ARTICLE V DUTIES AND RESPONSIBILITIES

Section 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 Human Resource Leadership Association of Eastern Connecticut. He/she shall maintain liaison and be a current member in good standing with SHRM.

Section 2. The Vice President for Membership. The Vice President for Membership shall serve as the Chair of the Membership Committee. He/she shall encourage membership growth and shall maintain the official membership roster of the Chapter. Given the requirement to promote membership in the Human Resource Leadership Association of Eastern Connecticut as well as SHRM, the Chapter membership

chair must, in addition to being a chapter member, also be a SHRM national member. He/she shall have such other powers and perform such other duties as the President may determine.

Section 3. The Vice President for Programs/Education. The Vice President for Programs/Education shall serve as chair of the Programs/Education Committee. He/she shall manage the activities of the Program Committee to select topics and speakers for Chapter meetings. He/she shall monitor and evaluate education issues on a continuing basis and encourage Chapter involvement in educational activities and programs. He/she shall have such other powers and perform such other duties as the President may determine.

Section 4. The Treasurer. The Treasurer shall be responsible for the financial affairs of the Human Resource Leadership Association of Eastern Connecticut. These responsibilities shall include financial reports to the Board and may require making arrangement 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.

Section 5. The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Human Resource Leadership Association of Eastern Connecticut, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter.

ARTICLE VI COMMITTEES

Section 1. Committee Organization. Appointment of Chairpersons to committees (excluding elected officers who serve as Chairs as described by Article V, Sections 2 and 3) 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 2. Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Programs, Membership, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, etc.

ARTICLE VII 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 VIII STATEMENT OF ETHICS

The Human Resource Leadership Association of Eastern Connecticut adopts SHRM's Code of Ethics 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 purpose 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 through the use of information provided to him/her as a member of the Chapter without approval from the Board of Directors.

ARTICLE IX
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 X
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 *Vernon F. Bliven* Date *01/29/2008*
VERNON F. BLIVEN

Approved by:

SHRM President/CEO or President/CEO Designee *[Signature]* Date *12/17/07*

OK
[Signature]
11/29/07