

**Human Resource Association of
Central California**

BY-LAWS

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ARTICLE I: LEGAL STATUS

Section A: Name

The Human Resource Association of Central California (“HRACC”) is a not-for-profit California Corporation under Section 505 (c) (3) of the Internal Revenue Service Code. The Association is organized for nonprofit purposes and does not contemplate pecuniary gain or profit to the members thereof.

Section B: National Affiliation

HRACC is affiliated with and chartered by the Society for Human Resource Management (“SHRM”).

Section C: Business Year

HRACC’s business year is January 1 to December 31.

ARTICLE II: MISSION STATEMENT and OBJECTIVES

Through the efforts of committed members, be recognized as the leading human resource management organization in the Central Valley by:

- Providing high value, high quality, dynamic and responsive programs and service to our members;
- Being the voice of the profession on workplace issues;
- Guiding the advancement of the human resource profession.

The objectives of HRACC are to:

- Provide a wide range of educational seminars, programs and other activities that allow members to develop their expertise in the various functional areas that constitute human resource management;
- Provide a forum for members to meet and share information that will help them address human resource issues in their respective organizations;
- Promote the highest standards of integrity through the HRACC Code of Ethics and Professional Responsibility;

- Undertake programs and activities that serve to increase awareness and understanding of the human resource management profession by the business community, government and the general public;
- Strive to meet and maintain individual national SHRM membership goals set by SHRM;
- Notwithstanding any of the statements contained herein of purposes and power, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this organization.

ARTICLE III: MEMBERSHIP

Section A: General Terms

1. Membership is open to human resource professionals in private industry, government and education. Membership is open to persons whose primary focus is human resource practices and services or persons who are actively pursuing a degree or career in human resource discipline. Persons possessing the necessary qualifications may, upon approval of the HRACC board, be admitted to membership.
2. Unless authorized by the board, membership resides with the member in good standing and is not transferable from one individual to another.
3. Membership is granted to applicants and members in accordance with the provisions of Section B below.
4. All applications for membership must be made on an official HRACC application and include payment of membership dues.
5. All membership applications must be approved by the board, but at its discretion, this responsibility may be delegated to the Membership Director.
6. Membership is contingent upon the timely payment of annual dues.
7. Persons who are students and members of the student chapter affiliated with SHRM will be designated student members. Student members may serve on committees but may not vote or hold office on the board of directors.

Section B: Expulsion, Revocation, or Suspension of Membership

Members who abuse the privileges of membership in HRACC may have their membership suspended, revoked or terminated for good cause.

Section C: Other SHRM Memberships

1. Membership in HRACC is separate and apart from membership in SHRM or other chapters affiliated with SHRM.
2. Membership in SHRM or other chapters of SHRM does not constitute membership in HRACC. Memberships are not transferable between or among any of these organizations or to or from HRACC.

ARTICLE IV: OFFICERS and BOARD of DIRECTORS

Section A: Officers

The officers of HRACC are President, Vice-President, Secretary, Treasurer, and Past-President.

Section B: Board of Directors

The board of directors consists of all officers and the following additional directors: Membership, Legislative, Community, Student Liaison, Communications Director, Diversity Director, SHRM Foundation Director and Workforce Readiness Director. It is the governing body of HRACC and carries out the principles of HRACC. Directors must be members of SHRM.

Section C: Quorum

A quorum at any board meeting constitutes more than half the board of directors.

Section D: Non-Liability of Officers

The directors are not personally liable for the debts, liabilities or other obligations of HRACC.

Section E: Indemnification by HRACC of Officers

The officers of HRACC are to be indemnified by HRACC to the fullest extent permissible under the laws of California.

Section F: Insurance for HRACC Agents

1. Except as may be otherwise provided for under the provisions of law, the board of directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent of HRACC. Agents include but are not limited to officers, directors, employees or other agents of HRACC.

2. The purchase of insurance against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such is permitted whether or not HRACC would have the power to indemnify the agent against liability under these articles of incorporation, by-laws or any provision of law.

Section G: Compensation

Officers and directors serve without compensation. They are allowed reasonable advancement and/or reimbursement for the reasonable and customary expenses incurred in the performance of their authorized duties.

ARTICLE V: ELECTIONS PROCEDURES

Section A: Nominating Committee

By the September general membership meeting, the President, assisted by the other officers, nominates officer and director candidates for the upcoming year. Nominations may also be made by any HRACC member. Nominations made by HRACC members should be made in writing to the President prior to the November general membership meeting. The President may, in his/her sole discretion, allow nominations to be made at the September general membership meeting. Only members in good standing can be nominated and serve as an officer or director.

Section B: Election

An election of the candidates will be held during the September general membership committee. Those persons who obtain a majority of votes by the HRACC members present at the meeting will be elected. Non-members and members not in good standing are ineligible to vote.

Section C: Term of Office

The term of the elective offices is one year, with the exception of Treasurer, which is a two year term, and Vice-President who becomes the President at the end of his/her term as Vice-President. No person may serve in any one capacity for more than two consecutive years. Officers and directors begin their terms on January 1 following their election. In the case of replacement, the term begins immediately upon appointment by the President. Officers and directors must be members in good standing. If an officer or director has his/her membership restricted, suspended or revoked, (s)he cannot continue to serve as an officer or director.

Section D: Vacancies

In the event that a position on the board of directors becomes vacant, the President may appoint a member in good standing to occupy the position for the remainder of the term of office. In the event the position of President becomes vacant, the Vice-President will occupy the Presidency and appoint a Vice-President.

ARTICLE VI: DUTIES of OFFICERS

Section A: President

The President is responsible for providing leadership and direction for the effective operation of HRACC.

Section B: Vice-President

The Vice-President Elect is elected to assist the President in performance of the management of HRACC.

Section C: Secretary

The Secretary is responsible for recording, preparing and maintaining records for all board meetings and for maintaining appropriate corporate records.

Section D: Treasurer

The Treasurer is responsible for maintaining and reporting financial activities of Chapter.

Section E: Past President

The Past President is responsible for providing a continuity of leadership in achieving the annual and long term goals of HRACC.

ARTICLE VII: DUTIES OF BOARD MEMBERS

Section A: Membership Director

The Membership Director is responsible for maintaining all membership information.

Section B: Legislative Director

The Legislative Director is responsible for monitoring and evaluating legislative, regulatory and judicial actions which may have an impact on the management of human resources.

Section C: Community Relations Director

The Community Relations Director is responsible for public relations on behalf of HRACC.

Section D: Student Liaison Director

The Student Liaison Director is the HRACC representative to the SHRM Student Chapter at California State University Fresno.

Section E: Communications Director

The Communications Director is responsible for improving and maintaining the means of communications between HRACC and its members.

Section F: Diversity Director

The Diversity Director is responsible for increasing diversity awareness within HRACC.

Section G: SHRM Foundation Director

The SHRM Foundation Director is responsible for promoting awareness of the SHRM Foundation to HRACC membership.

Section H: Workforce Readiness Director

The Workforce Readiness Director is responsible for coordinating workplace readiness activities in which HRACC members may become involved. In addition, this position provides oversight of the chapter's Career Development Series.

Article VIII: DUES AND ASSESSMENTS

Section: A: Membership Dues

The board reviews the current dues schedule on an as needed basis. Annual dues are set by a majority vote of the board of directors. Members who join after September 1 may join by paying one-half of the annual membership dues.

Section B: Membership Year

The membership year coincides with the calendar year. New member dues are to be submitted with the Application for Membership.

Section C: Payment of Annual Dues

Membership dues are payable annually in advance of or on the first day of the calendar year.

Article IX: AMENDMENTS

All Bylaws amendments must be pre-approved by SHRM before they are official for the chapter. Any and all bylaws updates or changes must be sent to SHRM before a membership vote.

Section A: Methods

A vote at a general meeting may be sought to change the by-laws. The vote can be by voice vote or written ballot at a general meeting. Unless otherwise specified, all amendments become effective on the day of the vote. Proposed amendments are to be circulated in writing at least 10 days prior to a duly constituted general meeting. Notification of the proposed amendment(s) by the newsletter is sufficient. Amendments are adopted by majority of the voting members present.

Section B: Proposals

Proposals for the amendment(s) are made as follows:

1. By a majority vote of the board, or
2. By a petition directed to the board by at least 10 percent of the members in good standing.

ARTICLE X: MEETINGS

Section A: Membership Meeting

HRACC usually meets once each month at the hour and place set by the board of directors.

Section B: Board of Directors

The board of directors meets once each month at an hour and place as called by the President. An officer or director may be removed from office, without notice or hearing, by majority of the officers and directors present at a board meeting if (s)he misses two board meetings within the calendar year.

Section C: Transition

Prior to the new board of directors taking office, the outgoing and incoming board of directors will meet to ensure a smooth transition.

ARTICLE XI: DISCIPLINARY ACTION

Section A: Conditions

A member may be subject to discipline, including the termination of membership, in the event member fails to continue to qualify for membership or in accordance with this Article.

Section B: Failure to Pay Dues

Upon failure of a member of HRACC to pay dues for a period of 30 days, membership is suspended. Upon failure to pay dues for a period of 90 days, membership terminates. Membership may be reinstated by the board of directors upon conditions as the board may prescribe from time to time.

Section C: Procedure

1. **Grounds.** Any member may be disciplined in accordance with the following procedures for good cause, including but not limited to, conduct which discredits or embarrasses HRACC, violates by-laws, violates the Code of Ethics, or conduct which is otherwise not in the best interest of HRACC.
2. Any member in good standing may petition the board for disciplinary action which includes membership revocation, suspension, expulsion or other discipline of measure, with respect to any other HRACC member for good cause.
3. **Hearing.** Upon receipt of a complaint against a member, the board will hold a meeting to determine whether to issue a notice of proposed expulsion, suspension, termination or other disciplinary measure (“Notice”). If the board issues a Notice to the responding member, it will do so in any manner reasonably calculated to provide actual notice to the responding member. Notice may be given by mail if done by first-class or registered mail sent to the last known address of the responding member on HRACC’s records. The Notice will provide the responding member with a least 15 days notice prior to the taking of action, and will also provide the reasons for the Notice. The Notice will further provide the

responding member an opportunity to be heard, by the board either orally or in writing, not less than five days prior to the effective date of the disciplinary measure.

4. **Decision.** After the responding member has had an opportunity to be heard, the board will vote to either reject the complaint or to take action. If the board decides to take action, it can impose various penalties such as censure, restitution, suspension, revocation, restriction, termination of membership or any other appropriate action.

ARTICLE XII: COMMITTEES

Section A: Criteria

Elected officers appoint qualified members in good standing to their respective committees as necessary to carry out HRACC business.

Section B: Special Committees

The President, at his or her discretion may, from time to time, appoint special committees. Examples of special committees include:

1. Career Development Planning Committee
2. Work/Time/Life
3. Diversity
4. Conventions/Conferences/Programs
5. By-Laws