

MANCHESTER AREA HUMAN RESOURCES ASSOCIATION BY LAWS

ARTICLE 1

NAME, AFFILIATION AND PURPOSES

Section 1 Name:

The name of this corporation shall be MANCHESTER AREA HUMAN RESOURCES ASSOCIATION (hereinafter "MAHRA"). It shall be a non-profit corporation organized pursuant to the New Hampshire Revised Statutes Annotated Chapter 292.

Section 2 Affiliation:

MAHRA is affiliated with the Society for Human Resource Management (hereinafter referred to as "SHRM").

Section 3 Purposes:

The objectives for which MAHRA is established are as follows:

MAHRA is organized exclusively as a Business League within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall not carry out any activities not permitted to be carried on by a corporation exempt from federal income tax under 501(a) of the Code as a corporation described in Section 501(c)(6) of the Code, or corresponding section of any future federal tax code, or (b) by a corresponding section of any future federal tax code.

In furtherance of the foregoing general purposes, the specific activities and purposes to be conducted, promoted and carried out by MAHRA are as follows:

- To provide opportunities for conferences, research and exchange of knowledge and experience among members.
- To provide a forum for the personal and professional development of its members.
- To provide an opportunity to develop leadership, managerial, public speaking, and group decision making skills.
- To provide an opportunity to focus on current human resource management issues of importance to its members.

- To provide focus for legislative attention to state and national human resource management issues.
- To provide valuable information gathering and dissemination channels.

MAHRA is not organized for profit and no part of the net earnings shall be used for the private gain of any private shareholder or individual.

MAHRA's fiscal year shall begin July 1 and end June 30.

ARTICLE II

MEMBERSHIP AND DUES

Section 1 Qualifications for Membership:

The qualifications for membership in MAHRA shall be as stated in Section 2, 3, 4, 5 and 6 of this Article. To achieve MAHRA's mission there shall be no discrimination in individual memberships because of race, religion, sexual orientation, sex, age, national origin, marital status, veteran status or disability. *Memberships are individual and are not transferable to other individuals.*

Section 2 Professional Members:

Membership shall be limited to (a) those individuals actively engaged in bona fide human resources administration (at the exempt and non-exempt level) who devote at least 50% of their time to personnel, human resources or industrial relations functions; (b) faculty members holding an assistant, associate or full professor rank in personnel, human resources, industrial relations or related specialized areas of study, at an accredited college or university and who possess responsible experience at this level of teaching; (c) full-time attorneys who specialize in counseling and advising clients on matters involving labor and employment law and other matters directly relating to the human resources profession; (d) individuals engaged in occupations with a primary focus in human resources consulting, support and/or outsourced functions and who provide satisfactory proof of membership of SHRM.

Section 3 Associate Members:

Individuals who do not meet the qualifications of other classes, but who have demonstrated a bona fide interest in human resources, MAHRA's mission and are seeking a position in the HR field. Associate members may vote but may not hold office on the MAHRA Board of Directors.

Section 4 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.

Section 5 Honorary Members:

Members in good standing at the time of retirement may be elected as Honorary Members of MAHRA by vote of the Board of Directors. Honorary Members shall be entitled to full membership without the payment of dues but may not vote or hold office.

Section 6 Transitional Membership:

Members in transition who no longer qualify for membership due to unemployment or graduation from HR degree programs may continue in the membership rank held prior to their separation through the current year plus one additional year.

Unemployed individuals that have served in the HR field but do not currently meet the qualifications of other classes but who support the MAHRA mission and are seeking a position in the field will be considered for membership. If approved, individuals will be classified as an Associate member through the current program year plus one additional year.

Section 7 Termination of Membership:

Membership in MAHRA may be terminated for cause by a two-thirds vote of the Board of Directors, or automatically for nonpayment of annual dues.

Section 8 Application and Renewal of Membership:

Application for membership shall be requested using MAHRA's application form. All applications shall be reviewed by the Membership Chairperson and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the MAHRA Board of Directors.

Continuing members shall complete a renewal application to be reviewed by the Membership Chair. Renewal of membership occurs annually at the start of the fiscal year.

Section 9 Voting:

Each Professional, Associate and Transitional Members (as described in Section 6) of MAHRA shall have the right to cast one vote on each matter brought before a vote of the members. Student and Honorary Members shall have no right to vote. When necessary, votes shall be judged by an Ad Hoc Committee appointed by the Board of Directors.

Section 10 Dues:

Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Those new members who are accepted into membership from April to June are automatically members for the next plan year. No dues or additional paperwork will be required.

ARTICLE III

MEETINGS OF MEMBERS

Section 1 Regular Meetings:

Regular meetings of the members shall be held on the first Tuesday of each month from September through June 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 in June or at such other time determined by the Board of Directors.

Section 3 Special Meetings:

Special meetings of the general membership may be called at the discretion of the Board of Directors, or by the President in an emergency. At the discretion of the Board of Directors, joint meetings with other groups may be arranged for discussion of any subject or other activity that may be of mutual benefit and interest.

Section 4 Meeting Notices:

Notice of regular meetings shall be sent to members at least ten (10) days prior to each meeting. Notice of special meetings shall be mailed at least five (5) days prior to the meeting. Electronic mail may be used for purposes of notification.

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 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 Guest of Members:

Individuals who are not members of MAHRA may attend up to two meetings in a Program year, and must be accompanied by a member of MAHRA.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 Powers and Duties of the Board of Directors:

Management of MAHRA shall rest exclusively in the Board of Directors, which shall have sole authority to make any and all decisions affecting the affairs of MAHRA. The Board of Directors shall have sole responsibility for the financial and general organizational health of MAHRA and will ensure that the purposes and goals of MAHRA are adhered to. The Board of Directors shall have the power to establish membership fees and to seek additional funds for program activities. The Board of Directors may resolve matters of policy and urgency. The Board of Directors shall meet as required in ARTICLE IV, Section 8, of these By Laws.

Section 2 Number of Board members:

The Board of Directors shall consist of at least 12 persons. The following shall be members of the Board of Directors and be officers of MAHRA: President, President Elect, Vice President of Programs, Vice President of Legislative and Regulatory Affairs, Vice President of Member Support Services, Treasurer, and Secretary. At least four additional members shall be elected from among the eligible membership as members of the Board of Directors. The immediate Past President shall also serve as a Board Member.

Section 3 Qualification:

All candidates for the Board of Directors must be Professional members of MAHRA in good standing at the time of nomination or appointment. Officers (President, President Elect, Vice President of Programs, Vice President of Legislative and Regulatory Affairs, Vice President of Member Support Services, Treasurer and Secretary) must hold positions that meet the duties and requirements for exempt status as defined in the FLSA. Per SHRM By Laws, the President must be a current member in good standing with SHRM. Board members may not be elected to serve more than two (2) consecutive terms in the same position.

Section 4 Election – Term of Office:

Directors shall be elected by the members at the annual meeting of the membership (June) 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 July 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 5 Vacancies:

Any vacancy on the Board may be filled for the unexpired term by majority vote of the entire Board of Directors.

Section 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 7 Dual Representation:

Not more than one (1) individual from the same company shall hold an office concurrently. Up to two (2) individuals from the same company may serve on the Board of Directors concurrently.

Section 8 Attendance:

Board members are expected to attend all Board meetings held once each month at a regular time and place designated by the Board, and are encouraged to attend all general meetings. Members, who fail to attend two (2) consecutive Board meetings, or a total of three (3) Board meetings in a Chapter year, may be subject to removal from the Board.

Section 9 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 entire Board of Directors at a duly constituted Board of Directors meeting.

Section 10 Informal Action by Directors:

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent or consents in writing and setting forth the action so taken shall be signed by all of the members of the Board entitled to vote thereon. Such written consent or consents shall be filed with MAHRA's other permanent records.

Section 11 Telephone Meeting:

A special meeting of the Board of Directors may be called by or at the request of the President or any two (2) members of such Board, and may be held by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another, and such participation shall constitute presence at the meeting. Notice of any such special telephone meeting shall be given in writing delivered to a responsible person at the Director's residence or place of business, or by telephone or via electronic mail not fewer than twelve (12) hours prior to the time of such special telephone meeting.

Section 12 Waiver of Notice:

Whenever any notice is required to be given to a Director pursuant to these By Laws or pursuant to New Hampshire law, a waiver thereof in writing signed by the person or persons entitled to receive such notice, whether signed prior to, at, or after the meeting, shall be deemed equivalent to the giving of such notice.

Section 13 Conflict of Interest/Disclosure:

Members of MAHRA's Board of Directors and Committees must avoid any possible conflict of interest with their duties and responsibilities related to

MAHRA. Prior to accepting office or initiating duties with the MAHRA Board of Directors, members shall disclose any material interest or affiliation of theirs, of their immediate family members, or of any persons acting on their behalf. Such disclosure shall be provided in writing on a disclosure form to the Secretary of MAHRA for submission to the Board of Directors, and revised annually during the month of September.

ARTICLE V

DUTIES AND RESPONSIBILITIES OF OFFICERS

Section 1 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 MAHRA. He/she shall maintain liaison and be a current member in good standing with SHRM.

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. MAHRA requires the President Elect to be a current member in good standing with SHRM.

Section 3 Vice President of Monthly Programs:

The Vice President of Monthly Programs shall serve as Chairperson 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 MAHRA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year.

Section 4 Vice President of Legislative and Regulatory Affairs:

The Vice President of Legislative and Regulatory Affairs shall present a legislative report on a quarterly basis at chapter meetings, conduct a chapter program around a federal or state legislative issue that impacts HR, support SHRM national and state legislative initiatives by keeping chapter members informed of legislative alerts, increase the percentage of legislative activism and provide an HR Voice letter writing opportunity to the membership.

Section 5 Vice President of Member Support Services

The Vice President of Member Support Services shall serve as Chairperson of the Membership Committee and be responsible for the management of the membership function of the Association. The responsibility includes recruiting new members, welcoming new members, retaining current members and contacting non-renewing members to survey their reasons for not continuing their membership.

Section 6 Treasurer:

Shall be responsible for the financial affairs of MAHRA, written monthly financial reports to the Board, written financial reports to the General Membership at regular meetings and preparation of the MAHRA's accounts for audit committee examination.

Section 7 Secretary:

The Secretary shall be responsible for recording the minutes of all Board meetings of MAHRA, shall be responsible for making all Board members aware of meetings, and shall be responsible for coordinating related activities.

ARTICLE VI

STANDING COMMITTEES

Section 1 Chairpersons:

Chairpersons of the following Standing Committees will be appointed by the President, subject to the approval of the Board. Written reports of all meetings shall be submitted to the Board. Members of all Committees shall have voting privileges within their committees.

Section 2 Audit Committee:

Shall be composed of at least one Board and one member-at-large and perform at least one audit per year of applicable records and provide results in a written report to the Board.

Section 3 Membership Committee:

Shall be composed of at least one Board and one member-at-large for the purpose of recruiting new members, collecting and screening applications and presenting new member applications to the Board of Directors at Board meetings.

Section 4 Nominating Committee:

Shall be composed of at least two Board and one member-at-large for the purpose of identifying potential Board members for MAHRA. The Committee will

present a slate of nominations including officers and Board members to the general membership for a vote at the June meeting (for the next program year).

Section 5 Program Committee:

Shall be composed of at least one Board and one member-at-large for the purpose of identifying speakers and coordinating topics and speakers at monthly program meetings. The Program Committee will also select sponsors for monthly meetings.

Section 6 Special Committees:

Special Committees or task forces may be established by the Board of Directors to meet particular chapter needs. Committees may be established to provide MAHRA with special ongoing services---such as, membership communications, legislative affairs, professional development, student chapter affairs, public relations, school-to-work activities, or other services the Board of Directors deems appropriate in accordance with MAHRA's By Laws.

ARTICLE VII

STATEMENT OF ETHICS

Section 1 Code of Ethics:

MAHRA adopts SHRM's Code of Ethics for members of the Association in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of MAHRA and SHRM.

Section 2 Endorsements:

MAHRA shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

Section 3 Non-solicitation:

No member shall actively solicit business from any other member at Association meetings or through the use of information provided to him/her as a member of MAHRA without the approval from the Board of Directors.

ARTICLE VIII

AMENDMENT OF BY LAWS

Section 1

By Laws may be amended by two-thirds of voting members present at any meeting of the Chapter, providing that notice of the proposed amendment(s) is/are published and distributed to all professional members at least ten days prior to such meeting.

Any changes in the Bylaws of the chapter must be filed with SHRM and shall not be effective unless and until approved by SHRM as being in furtherance of the purposes of SHRM and not in conflict with the SHRM bylaws.

ARTICLE IX

CHAPTER DISSOLUTION

Section 1

In the event of dissolution of the Chapter, net assets will be distributed to the SHRM Foundation or such other tax-exempt organization as may be decided by majority vote of members.

ARTICLE X

INDEMNIFICATION

MAHRA shall indemnify each of its directors and officers, or former directors and former officers, or any person who may have served at the request of MAHRA as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by law.
