

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
NORTHEAST INDIANA HUMAN RESOURCES ASSOCIATION, INC.**

The undersigned, being the Secretary of the Board of Directors (the "Board") of NORTHEAST INDIANA HUMAN RESOURCES ASSOCIATION, INC., an Indiana nonprofit corporation (the "Company"), organized and existing pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, hereby waive all notice and consent to the following actions taken by the Company.

WHEREAS, the Company desires to adopt the Bylaws attached hereto as Exhibit A; and

WHEREAS, a quorum being present, the Board has determined, that the adoption of the Bylaws is in the Company's best interest.

NOW, THEREFORE, IT IS RESOLVED, that the Bylaws are adopted in the form previously circulated to the Board, and attached as Exhibit A; and

IT IS FURTHER RESOLVED, that any action heretofore taken by any director or officer of the Company to effectuate the intent of the foregoing resolutions is hereby approved.

IT IS FURTHER RESOLVED, that all lawful acts heretofore performed by any officer or member of the Board for and on behalf of the Company in connection and in furtherance of the foregoing transactions are hereby ratified and confirmed.

All of the above actions taken shall be effective as of April, 7, 2015.

By: _____

Paul J. Stueger

Its: Secretary

EXHIBIT A
BYLAWS

**Northeast Indiana
Human Resource Association (NIHRA)
SHRM Chapter #0174 Bylaws**

**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name. The name of the Chapter is the **NORTHEAST INDIANA HUMAN RESOURCE ASSOCIATION** (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as **NIHRA or the Northeast Indiana Human Resource Association** 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**

The purposes of this Chapter, as a non-profit organization, are:

- I. to provide a forum for the personal and professional development of our members;
- II. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- III. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- IV. to provide an opportunity to focus on current human resource management issues of importance to our members;
- V. to provide a focus for legislative attention to state and national human resource management issues;
- VI. to provide valuable information gathering and dissemination channels;
- VII. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- VIII. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- IX. to serve as a source of new members for SHRM; and
- X. to serve as part of the two-way channel of communications between SHRM and the individual members.

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

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to establish, monitor and update standards for the profession.

**ARTICLE 3
FISCAL YEAR**

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, 4.6, and 4.7 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, disability, veteran's status, or any other legally protected class.

Section 4.2: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members. Professional membership shall be limited to those individuals who are engaged as one or more of the following:

- (a) practitioners of human resource management at the exempt level for at least three years;
- (b) certified by a human resources credentialing agency;
- (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 (including placement agencies, training firms and other human resources related business consultants) with at least three years experience at the exempt level practicing in the field of human resource management; and/or
- (e) 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 4.5: Transitional Members. If dislocated from employment, Professional members in good standing shall not be forced to resign membership; however, members' status shall be changed to Transitional Member until such time as they accept a position which would qualify them for professional status or if their new position would not qualify them for membership. As a Transitional Member, individuals will retain their voting rights but will not be able to seek or hold office in the Chapter.

Dislocated members holding executive positions shall not be forced to resign their position and shall retain their voting rights on the Board of Directors until such time as they accept a position which would qualify them for professional status or if their new position would not qualify them for membership.

Section 4.6: Associate Members. Associate Members are individuals in non-exempt human resource management positions as well as those 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. Associate members may not vote or hold office in the Chapter.

Section 4.7: Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

Section 4.8: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Director of Membership and approved by the Board of Directors. New

members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee. Membership in the Chapter may be limited by action of the Board of Directors.

Section 4.9: Voting. Each Professional and Transitional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.10: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing or electronic mailing of renewal notices.

Section 4.11: Termination of Membership. Chapter membership may be terminated at any time for cause with a majority vote of the Board of Directors.

Section 4.12: Transitional Membership. The Chapter provides active members who are unemployed at the time of the membership renewal a one-time opportunity to extend their membership for up to one year at no cost.

Any active chapter member who is unemployed at the time of his or her membership expiration date or becomes unemployed up to 90 days after the membership lapses is eligible. Additionally, the member must be unemployed at the time he or she applies for a transitioning membership. No refunds will be given for renewals already paid and processed. Student members do not qualify for transitioning membership status.

Before activating a transitioning membership, the requestor must communicate his or her unemployment status to the Director of Membership via e-mail, fax or mail.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the first Monday of each month or as otherwise determined by 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-twentieth of the votes entitled to be cast at such meeting.

Section 5.4: 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 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast represented in person or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person, electronic vote, 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.

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 Officers of the Chapter: President, President-Elect, Director of Membership, Treasurer, and Secretary. The Board shall elect its officers at the first Board Meeting following the election of its members.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include a Director of Communications, a Director of Programs, Core Leadership Area Directors and up to three (3) Past Presidents. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors 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. The Board, or the President, may also appoint standing committees, ad hoc committees, committee chairs, or other assignments as needed.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional members of the chapter in good standing at the time of nomination or appointment and for their complete term of office; and have been a chapter member in good standing for a minimum of one year, for the period immediately preceding the beginning of the term/appointment. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The chapter also strongly recommends that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office. Certification by a human resources credentialing agency is also strongly recommended.

Section 6.5: Election - Term of Office. Directors 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. Nominations from the floor will also be accepted. The President shall cast the deciding vote in any tie for election to the Board. Each elected Director shall assume office on January 1st following his/her election and shall hold office for two (2) years or until his/her successor is elected and takes office. Officers shall be nominated and elected by the Board of the Directors from the eligible members of the Board of Directors.

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. A Professional 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.

Section 6.9: Removal of Director and Officer. 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. "With cause" includes poor attendance when three (3) consecutive meetings are missed without notifying the President and/or when said absences are unexcused due to insufficient reasons. The Officer or Director 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. Except where otherwise required, the chapter strongly recommends that each member of the Board of Directors be a current member in good standing of SHRM throughout the duration of his/her term of office; and, preferably, certified by a human resources credentialing agency.

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. He/she shall maintain liaison and 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. He/she shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter 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. The president-elect is encouraged to attend the annual SHRM Volunteer Leaders' Summit (formerly known as the SHRM Leadership Conference). The chapter requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: The Director of Membership. The Director of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.4: The Treasurer. The 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. He/she shall also perform such other duties as the President may determine.

Section 7.5: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter and, for making all members aware of such meetings.

Section 7.6: Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA 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 CLA for the year.

Section 7.7: Past President. Past Presidents shall serve as advisors to the President and fulfill such duties as requested by the President and/or Board of Directors.

Section 7.8: Director of Communications. The Communications Director provides timely and comprehensive information to chapter members about programs, workshops, job opportunities and other matters of interest via email and/or chapter publications. He/she also maintains website job postings for content and design.

Section 7.9: Director of Programs. The Programs Director shall have the responsibility to welcome new members into the chapter and help coordinate the logistics of monthly membership meetings.

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.

Section 8.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. Appointment 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 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

**ARTICLE 9
ELECTRONIC VOTING**

Mail or electronic ballots and/or votes can be used for the election of Directors and chapter business transactions provided the Chapter has had at least one In-person meeting that year, except to the extent that applicable state law may have different requirements.

**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 without the approval from the Board of Directors.

**ARTICLE 11
PARLIAMENTARY PROCEDURE**

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order (newly revised) 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**

Any amendment to the Bylaws shall be approved by the Board of Directors and submitted in writing to the Chapter's membership with a minimum of 30 days notice prior to a vote. 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**

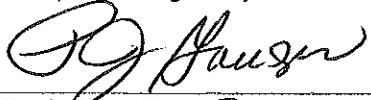
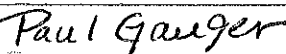
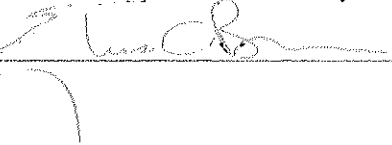
Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are Inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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 neuter 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:

Chapter President		Date	<u>5-1-15</u>
Approved by:	Wendy Reynolds 		
SHRM President/CEO or President/CEO Designee		Date	<u>2-25-15</u>