

MANCHESTER AREA HUMAN RESOURCES ASSOCIATION

BYLAWS

ARTICLE I

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 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 Purpose:

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.

ARTICLE III

FISCAL YEAR

MAHRA's fiscal year shall commence on July 1 of each calendar year and end on the following June 30.

ARTICLE IV

MEMBERSHIP

Section 1 Qualifications for Membership:

The qualifications for membership in MAHRA shall be as stated in Section 4, 5, 6, 7, 8 and 9 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.

Section 2 Non-transferability of Membership:

Memberships in the Chapter are individual and are not transferable to other individuals.

Section 3 Application and Renewal of Membership:

Application and renewal for membership shall be requested using MAHRA's application form. Full payment of dues and proof of SHRM membership if required, must be provided to the Membership Chairperson before an application is reviewed and is presented to the Board of Directors for approval. New members shall be afforded full membership rights from the date of application approved and receipt of dues by the MAHRA Board of Directors.

Renewing members shall be granted membership at the beginning of the fiscal year upon completion of the renewal application and receipt of annual dues and proof of SHRM Membership, if required by membership category.

Section 4 Individual Membership:

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

Section 5 Professional Membership:

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 human resources or industrial relations functions; (b) faculty members holding an assistant, associate or full professor rank in 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. Professional Members may hold office in the Chapter and have voting rights.

Section 6 Affiliate Members:

Individuals who are Consultants, Vendors, or Attorneys in the field of human resources and who provide proof of SHRM membership. Affiliate Members have all the same rights and privileges as Professional Members; they may hold office in the Chapter and have voting rights. Consultants, Vendors and Attorney's are not eligible for membership under any other membership category.

Section 7 Associate Members:

Individuals actively engaged in non-exempt human resource management positions or human resources practitioners not currently practicing as well as those individuals who do not meet the general member category but who have demonstrated a bona fide interest in human resources management and the mission of the chapter. Associate members may hold office in the Chapter provided they are members of SHRM and have voting rights, however, they may not hold any of the following offices on the MAHRA Board of Directors; President, President Elect, Vice President of Programs, Vice President of Legislative and Regulatory Affairs, Vice President of Member Support Services, Treasurer and Secretary.

Section 8 Student Members:

Individuals actively enrolled in a degree, concentration, or certificate program at college or university level taking at least 3 credit hours per term or semester, whose coursework taken or planned supports an interest in Human Resources Management or related program. Student membership is limited to a maximum of

four years and requires substantiation of participation by the student's advisor. Student members may serve on the board, however, may not hold an officer position on the board and do not have voting rights.

Section 9 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 are exempt from paying dues but must pay for meeting fees. They shall have the same rights as Professional Members. Honorary Members may hold office in the Chapter and have voting rights.

Section 10 Transitional Membership:

Members in transition who no longer qualify for membership due to unemployment or graduated from HR or related degree programs may continue in the membership rank held prior to their separation through the current year plus one additional year. Members in transition may hold office in the Chapter and have voting rights.

Section 11 Voting:

Each Professional, Affiliate, Associate, Honorary, and Transitional Member of MAHRA shall have the right to cast one vote on each matter brought before a vote of the members. Student Members shall have no right to vote. When necessary, votes shall be judged by an Ad Hoc Committee appointed by the Board of Directors. Proxy voting, or representation by anyone other than the actual member, is not allowed.

Section 12 Dues:

Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. New members who are accepted into membership from April to June are automatically members for the ensuing July 1 through June 30 program year. No dues or additional paperwork will be required. Membership in SHRM will reduce or eliminate (at the Board of Director's discretion each year) the annual dues for MAHRA. At the discretion of the Board of Directors, reduced membership dues and fees may be offered if paid in full by the date established by the Membership Committee.

Section 13 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.

ARTICLE V

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 (except July and August), 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 April 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 or in writing by members having at least one-twentieth of votes entitled to be cast at such meeting. 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 given at least five (5) days prior to the meeting. Electronic mail may be used for purposes of notification.

Section 5 Quorum:

Members holding one-fifth of the votes entitled to be cast represented in person shall constitute a quorum. The vote of the majority of the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

ARTICLE VI

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. Board members will generally act as a committee liaison to at least one committee and attend committee meetings as appropriate. The Board of Directors shall meet as required in ARTICLE VI, Section 8, of these Bylaws.

Section 2 Composition of the Board of Directors:

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 Qualifications:

All candidates for the Board of Directors must be Professional, Affiliate, Associate, Honorary, or Transitional 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 Bylaws, all board members must be a current member in good standing with SHRM throughout the duration of his/her term of office. Student Members in good standing are eligible to be nominated for and elected to the Board Non-Officer positions.

Section 4 Election – Term of Office:

Officers and Directors shall be elected by the members at the annual meeting of the membership (April) from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and 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. Generally, board members may not be elected to serve more than two (2) consecutive terms in the same position. A decision to serve longer in a position is at the discretion of the Board of Directors.

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 or by conference call duly called in accordance with the bylaws 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 Officer position 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 Officer and Director:

Any Officer or Director 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. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

Section 10 Special Meetings:

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, email or similar communications equipment by means of which all persons participating in the meeting can communicate with one another, and such participation shall constitute presence at the meeting. Notice of any such special meeting shall be given in writing delivered to a responsible person at the Director's residence or place of business, or via electronic mail not fewer than forty-eight (48) hours prior to the time of such special telephone meeting. Participation by a majority of the Board of Directors shall constitute a quorum.

Section 11 Waiver of Notice:

Whenever any notice is required to be given to a Director pursuant to these Bylaws 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 12 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 VII

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.

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.

Section 3 Community Partnership Advocacy Chair;

This position is held by the immediate past President and focuses on developing relationships with other community organizations that have similar interests as MAHRA, i.e., ASTD, Chamber of Commerce, BIA etc. in an effort to drive membership/awareness with small business. Position will work with committee chairs to build bench strength in their committees through selection and development of committee members. This position serves as MAHRA's advocate to employers for the advancement of SHRM initiatives i.e. military hiring, workplace flexibility etc.

Section 4 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 MAHRA's accounts for audit by the Executive Committee Reviews and approved by the Executive Committee in its discretion. He/She will make arrangements for the annual examination audit of the accounts as may be required by the Board of Directors. He/She will file the annual IRS tax filing requirements by the submission deadline denoted by the IRS. Two Officers shall sign all checks disbursed for funds in excess of \$3,000. This position and the Treasurer Elect position will require a Criminal Background and Credit Check for the past seven (7) years of all States member resided in.

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. The use of any electronic devices (i.e.; laptop, LCD projector, etc.) is for the sole use of the board member in this position or MAHRA designee for the exclusive use of MAHRA business. No expectation of privacy when using said equipment should be expected. We reserve the right to do periodic audits of said equipment.

Section 8 Secretary Elect:

Secretary Elect: This position will be responsible for the management of the membership data contained in the member management system. This position will publish the monthly program data in member management. This position will coordinate efforts between the membership committee and program committee. (Intended incumbent is a board member who is committed to serving as the incoming secretary)

Section 9 Other Positions:

May include but are not limited as approved by the board to the following; Member Services Elect, Communications/Web Committee Chair, Co-Chair Monthly Programs, Sponsor Chair, Diversity Chair, Publicity/Foundation Chair, College Relations Chair, Student Chair, Social Media Chair, Workforce Readiness Chair, and Treasurer Elect.

ARTICLE VIII

COMMITTEES

Section 1 Committees and/or Task Forces:

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, college relations activities, or other services the Board of Directors deems appropriate in accordance with MAHRA's Bylaws.

Section 2 Chairpersons:

Chairpersons of the following 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 3 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 4 Membership Committee:

Shall be composed of at least one Board member and one member-at-large for the purpose of recruiting membership, establishing membership goals, identifying best practices for member recognition, maintaining member profiles, and greeting members at membership meetings.

Section 5 Nominating Committee:

Shall be composed of at least two Board members and one member-at-large for the purpose of identifying potential MAHRA Board members. The Committee will present a slate of nominations including officers and Board members to the general membership for a vote at the April meeting (for the next program year) additionally the committee will put forth nominations to fill vacancies on an interim basis.

Section 6 Program Committee:

Shall be composed of at least one Board and one member-at-large for the purpose of developing programs for the monthly membership meetings, which includes the following; identifying and scheduling speakers, arranging the meeting facility, securing HRCI credits in advance for membership programs and announcing programs to the membership. This committee is also responsible for identifying topics of interests for additional or special interest meetings through the use of program evaluations, surveys, and analysis and to facilitate community projects to partner with non-profit organizations to promote services, awareness,

and chapter member participation. These partnership opportunities are based on input from membership and final determination by the Board of Directors.

ARTICLE IX

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 X

AMENDMENT OF BYLAWS

Section 1

Bylaws may be amended by the majority 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 voting members at least 30 days prior to such meeting.

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 (30 Days Notice) has been met and further 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. No such amendment shall be effective unless and until approved by the SHRM President/CEO of his/her designee as being 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 XI

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 XII

INDEMNIFICATION

MAHRA insofar as is permitted under the laws of the State of New Hampshire, the Officers of the Association engaged in its official business, shall be indemnified and held harmless against all costs and expenses actually and personally incurred by or imposed upon them in connection with the defense of any actions, lawsuit, or proceeding, or any other matter having to do with their acts and conduct as Board of Directors engaged in official business on behalf of the Association. This indemnification shall extend to (but is not limited to) judgments, fines, amounts paid in settlement and reasonable expense including reasonable attorney's fee actually and necessarily incurred as a result of the action, lawsuit, proceeding or other matter giving use to the need for indemnification.

The Association agrees to indemnify and hold harmless the Manchester Area Human Resources Association, its Officers, and assigns, for any and all claims arising out of the Association's operation, including the payment of legal and administrative fees, costs, and other expenses associated therewith.

ARTICLE XIII

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 that has had Chapter status withdrawn, may re-confer Chapter status upon such body.

**Approval of the Manchester Area Human Resources
Association BYLAWS:**

SHRM President/CEO or his/her designee

Approval: (print) Maureen McIntosh

Approval: (sign) Maureen McIntosh

Date: 4/9/13

Michael J. Klob
Michael J. Klob
4/16/13

Appendix A

Signature Page
Acknowledgement of Receipt