

**CONSTITUTION AND BYLAWS OF THE
EASTERN INDIANA HUMAN RESOURCE ASSOCIATION**

ARTICLE I

Identification

- Section I** **Name:** This organization will be known as Eastern Indiana Human Resource Association (EIHRA), founded in 1942 and herein referred to as "the Association."
- Section II** **Chapter Affiliation:** The Association shall be an affiliate of the Society for Human Resource Management, herein referred to as SHRM. The Association shall not be formally associated with any other Human Resource association.
- a. SHRM Membership Requirement. The minimum SHRM membership requirement for the Chapter Charter is at least ten (10) members or thirty (30%) of active membership, whichever is greater.
- Section III** **Relationships:** The Association 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 Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.
- Section IV** **Purpose:** The purpose of the Association shall be to provide a means for advancing the human resource profession and the capabilities of all members through the interchange of ideas, experiences, education, and professional development; in conjunction with SHRM, serve the needs of all human resource professionals providing the most essential and comprehensive resources available; to ensure that HR is recognized as an essential partner in developing and executing organizational strategy. To achieve the purpose of the Association there shall be no discrimination because of race, religion, sex, age, national origin, disability, veteran's status, sexual orientation or any other protected class.
- Section V** **Fiscal Year:** The fiscal year of the Association shall be the calendar year.

ARTICLE II

Membership

- Section I** **Qualifications for Membership:** The qualifications for membership in the Association shall be as stated in Section 2 of this Article. To achieve the mission of the Association there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, sexual orientation or any other protected class.
- Section II** **Term and Category:** Persons possessing the necessary qualifications may, upon approval

of the Board of Directors, be admitted to membership in the Association in one of the following categories:

- a. **General Members.** Individuals actively engaged in the field of human resources and/or seeking expertise in one or more human resource functions. General members have full voting rights and may hold office in the Association. General memberships are not transferable to other individuals.
- b. **Corporate Members.** Membership is open to businesses and fees are based on the number of individuals that will join from the respective business.
- c. **Professional Life Member.** Past Association Presidents who have rendered outstanding service to the Association and who served their full terms. Professional Life Members shall be entitled to all rights and privileges of General Members. This is a grandfathered category. There will be no new additions to it effective January 2020.
- d. **Transitional Members.** Individuals who have been actively engaged in the field of human resources that are unemployed, in transition, or otherwise facing a hardship not caused by any wrongdoing on their part. Transitional members have full voting rights and may hold office in the Association.

Section III Application and Approval of Membership: Application for membership shall be made in writing (printed or electronic) on a form provided by the Association and filed with the Membership Director. Before acceptance, such applications shall be reviewed by the Membership Director and submitted to the Board of Directors for approval.

Section IV Membership Dues: The amount of the annual dues for all categories of members shall be determined by a majority vote of the then entire number of voting Directors.

- a. **General Membership Dues.** The amount of dues for General members shall be determined annually by the Board of Directors and shall be due on January 31 of each year.
- b. **Corporate Members.** The amount of dues for Corporate members shall be determined annually by the Board of Directors and shall be due on January 31 of each year.
- c. **Professional Life Member.** Effective January 2020, this category has been eliminated, with all prior Professional Life Members being grandfathered, with no membership dues payable.
- d. **Transitional Membership.** The EIHR may establish discounted dues structures as part of special membership programs offered for the purpose of sustaining/increasing membership.

Section V Membership Voting Status: A member shall have the privilege of attending and participating in any and all meetings of the Association with full voting rights provided that the member's dues have been paid.

Section VI Membership Withdrawal: Members may withdraw from this Association by sending their resignation in writing (printed or electronic) to any board member.

Section VII Membership Discipline: Any member may be disciplined, up to and including expulsion, for actions deemed detrimental to the profession or the Association, violate the Association Bylaws and/or Policies, or are otherwise not in the

best interests of the Association. A member may be expelled by a two-thirds vote of all Board members in attendance at a regular Board meeting at which a quorum is present. The Board of Directors will give formal notification of the expulsion to the member in writing.

Section VIII **Membership Relationship:** A member whose connection with this Association shall be severed by resignation, death, expulsion, or otherwise shall forfeit all interest in any funds or property belonging to the Association.

Section IX **Membership Forfeiture:** A member will forfeit their membership in the Association for non-payment of dues after ninety (90) days from the due date.

ARTICLE III

Meetings of Members

Section I **Regular Meetings:** The Association will hold a minimum of 4 virtual or in person regular meetings as determined by the Board of Directors. Any other meeting may be fixed by resolution of the Board of Directors at such time and place as may be deemed suitable.

Section II **Annual Meetings:** The annual meeting of the eligible voting members for electing directors and officers and conducting other appropriate business shall be held before the end of year or at such other time as determined by the Board of Directors.

Section III **Special Meetings:** Special meetings of this Association may be called at any time by the President, or upon written request of two members of the Board of Directors, provided always that two days' notice shall be given of special meetings and the call for same shall specifically state the nature of the business proposed. No business other than that stated in the call shall be transacted at special meetings.

Section IV **Notice of Meetings:** Notice of regular, special, and annual meetings shall be given to all members at least 7 days prior to the meeting.

Section V **Quorum:** A majority of the members present shall constitute a quorum. The vote of the majority of the members present shall be necessary for the adoption of any matter voted on by the members.

ARTICLE IV

Elections

Section I **Ballot:** Elections of officers and Directors shall be conducted by ballot in accordance with the procedures outlined below:

- a. The Nominating Committee shall present a list of candidates for each office to be filled to the Board of Directors. The Board of Directors shall approve the nominees or return the unapproved nominees to the Nominating Committee for a substitute nomination to be submitted for

- Board approval.
- b. The Board-approved list of nominees in ballot form will be prepared and distributed, by the Secretary, to all voting members of the Association prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting and will be considered write-ins.
 - c. The nominee receiving the highest number of votes for the open office shall be deemed elected.
 - d. The ballots will be retained for a period of ninety (90) days following the announcement of the election results, and shall then be destroyed.

Section II Elections:

- a. **Votes Required.** Each elected officer and elected Director shall be elected on the basis of a plurality of votes cast for that office.
- b. **Tie Votes.** In the event a tie occurs during an election, through two (2) or more candidates for the same office receiving the same number of votes, successive balloting shall be conducted between the tied candidates until one (1) candidate receives a plurality.

Section III Voting Eligibility: Every General, Corporate, and Transitional member of the Association shall be entitled to one (1) vote on any matter of the Association's business to be acted upon by vote of the membership.

ARTICLE V

Board of Directors

Section I Number: The Board of Directors of this Association shall be composed of not fewer than seven (7) nor more than twelve (12) persons, plus the Past President. The following shall be members of the Board of Directors and be officers of the Association: President, President-Elect, Secretary and Treasurer. Additional members shall be elected from among the eligible membership as members of the Board of Directors.

Section II Qualification: All candidates for the Board of Directors must be General, Corporate, or Transitional members of the Association at the time of the nomination or appointment. In the event that the basis on which a Director was originally determined to be eligible for membership is changed after election or during term of office, or if individual circumstances are deemed by the Board to seriously limit the participation of a Board member in the affairs of the Association, such change or individual circumstances may be considered by the Board cause for disqualification as a Director. A two-thirds (2/3) vote of the then entire number of voting Directors may remove a disqualified Director.

Section III Term of Office: Each elected Director shall assume office on January 1 following his/her election and shall hold office until his/her successor is elected and takes office.

- a. **President.** The President shall serve for one year. The President may serve for a longer term if it is so voted by the Board of Directors and elected by the membership.
- b. **President-Elect.** The President-Elect shall serve for one year. The President-Elect may serve for a longer term if it is so voted by the Board of Directors and

elected by the membership. Past President. The Past President shall serve for one year. The Past President may serve for a longer term if it is so voted by the Board of Directors and elected by the membership.

- c. **Elected Directors.** Each elected Director shall hold office for 2 years. An orientation period will occur from October through December in the election year where there will be an overlap, or sharing, of duties for the outgoing and incoming Directors.

Section IV **Board Meetings.** The Board of Directors shall meet virtually or in person on a monthly basis and/or upon call of the President, President-Elect, Secretary, or any three members thereof. Board Members are expected to attend at least 75% of all Board Meetings and Chapter Meetings. Board Members who experience extraordinary circumstances in which they are unable to attain this attendance expectation should discuss their situation with the President and/or President-Elect.

Section V **Vacancies.** The Board of Directors shall have the power and authority to act in the general management of affairs of this Association, and shall fill, by appointment, vacancies occurring in office between elections, and may adopt needful rules for the direction of the Association's business in carrying out the purpose for which it is organized.

Section VI **Resignation.** Elected Board members wishing to resign their position on the Board may do so by sending their resignation in writing to the President.

Section VII **Officers/Board Member Removal from Office.** Any Officer or Director, other than the President, who is not performing their duties and responsibilities as defined in their job description may be removed from office by a two-thirds vote of all Board members in attendance at a regular Board meeting at which a quorum is present. The Board of Directors will give formal notification to the member in writing.

Section VIII **President Removal from Office.** The President may be removed by a majority vote of the entire number of voting Directors.

Section IX **Quorum.** At meetings of the Board of Directors, a majority of the members present shall constitute a quorum. At all Association meetings, members present shall constitute a quorum. At all meetings of special Committees appointed by the President, a majority of the members shall constitute a quorum.

" **ARTICLE VI**

Duties and Responsibilities

Section I **President.** The President shall preside at the meetings of the members and of the Board. He/she shall direct the Association and have charge and supervision of the affairs and business of the Association. He/she shall maintain liaison 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.

- Section II** **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 be a current member in good standing of SHRM throughout the duration of his/her term of office.
- Section III** **Secretary.** The Secretary shall keep a complete and accurate record of the Association activities, record the minutes of all meetings of the Board and select meetings of the Association, and make all members aware of such meetings. He/she shall be a current member in good standing of SHRM throughout the duration of his/her term of office.
- Section IV** **Treasurer.** The Treasurer shall be responsible for the financial affairs of the Association. The Treasurer shall receive all monies for this Association and shall disburse its funds upon approval of the Board of Directors. He/she shall be responsible for membership billing. The Treasurer shall provide a financial report to the Board of Directors on a monthly basis. He/she shall be a current member in good standing of SHRM throughout the duration of his/her term of office.
- Section V** **Board of Directors.** The members of the board of directors shall perform the duties and responsibilities of their positions as stated in their respective job descriptions. All members of the board of directors shall be current members in good standing of SHRM throughout the duration of his/her term of office.

ARTICLE VII

Committees

- Section I** **Committees.** The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.
- Section II** **Committee Organization.** Committees are established by resolution of the Board of Directors.
- Section III** **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 Association needs.
- Section IV** **Committee Activity.** Committees are established to provide the Association with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

ARTICLE VIII

Chapter Dissolution

- Section I** In the event of the Association's dissolution, the remaining monies in the Treasury, after

the Association expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution. (e.g. 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 IX

Code of Ethics

Section I

The Association adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Association in order to promote and maintain the highest standards among its members. As a member of the Eastern Indiana Human Resource Association, members shall pledge to:

- a. Maintain the highest standards of professional and personal conduct.
- b. Strive for personal growth in the field of human resource management.
- c. Support SHRM's goals and objectives for developing the human resource management profession.
- d. Instill in the public and other Eastern Indiana Human Resource Association members a sense of confidence about their conduct and intentions.
- e. Uphold all laws and regulations relating to their activities.
- f. Refrain from using their official positions, either regular or volunteer, to secure special privilege, gain or benefit for themselves.
- g. Maintain the confidentiality of privileged information.
- h. Recognize that Eastern Indiana Human Resource Association meetings, events, and/or any other Association activities are times for networking and development, not times for sales contacts or self-promotion.
- i. Not distribute personal or business solicitation materials through any means. Exceptions should be submitted as a request for a Board decision.
- j. Refrain from furnishing membership lists as a mailing list or contact list to any organization or individual except the Indiana SHRM State Council, Society for Human Resource Management and/or SHRM affiliated chapters.
- k. Refrain from using the membership mailing list or email list for personal or business solicitation. Exceptions must be submitted as a request for a Board decision.

ARTICLE X

Amendment of Constitution and Bylaws

Section I

An amendment of the Constitution and By-Laws may be made by a majority vote of the Directors present at a duly constituted meeting of the Board of Directors 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 Chapter 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

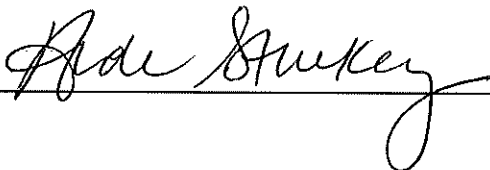
Records

Section I **Confidentiality.** The Board of Directors may declare any meeting minutes, or portion thereof, or any other corporate records as confidential and not reviewable by the public or members upon a finding that it is in the best interests of the Association to do so. The Board shall exercise this power, if at all, judiciously.

ARTICLE XII

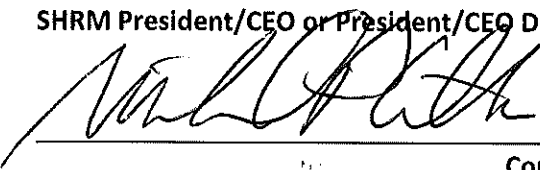
Withdrawal of Affiliated Chapter Status

Section I 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 Association are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association 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 Association 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.

Chapter President 

Date: 06/13/2023

Approved by:
SHRM President/CEO or President/CEO Designee



Date: 6-6-23

EASTERN INDIANA HUMAN RESOURCE ASSOCIATION

Revision Dates:

Revised and Approved by Membership: April 15, 1980

Revised and Approved by Membership: May 16, 1989

Revised and Approved by Membership: March 13, 1990

Revised and Approved by Membership: May 1990

Revised and Approved by Membership: February 1993

Revised and Approved by Membership: February 1997

Revised and Approved by Membership: July 1999

Revised and Approved by Membership: June 2002

Revised and Approved by Membership: March 2005

Revised and Approved by Membership: December 2009

Revised October 2022 and Approved by Membership: February 2023