



Human Resource Management Association of Western New England, Inc.

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BY – LAWS

Amended as of January 1, 2001
Amended as of July 1, 2004
Amended as of August 1, 2007
Amended as of December, 2011
Amended as of October 24, 2016



Originally organized as the
Industrial Relations Association of Western
Massachusetts on December 17, 1945

**Human Resource Management Association of Western New England,
Inc.**

CODE OF ETHICS

As a member of the Human Resource Management Association of Western New England, Inc. (HRMA WNE), I pledge to:

- Maintain the high standards of professional and personal conduct.
- Strive for personal growth in the field of human resource management.
- Support HRMA's mission, goals and objectives for developing the human resource management profession.
- Adhere to the by-laws of HRMA WNE.
- Refrain from using membership in HRMA to secure inappropriate privilege, gain or benefit for myself or my employer. Adhere to Non-Solicitation Policy.
- Maintain confidentiality of designated, privileged information.
- Develop and encourage diverse membership.
- Improve public understanding of the role of human resource management.

This Code of Ethics for members of the Human Resource Management Association of Western New England, Inc. (HRMA WNE) has been adopted to promote and maintain the highest standards of personal conduct and professional standards among its members. By joining HRMA WNE, a member subscribes to this code, thereby assuring public confidence in the integrity and service of human resource management professionals.

**Human Resource Management Association of Western New England,
Inc.**

HRMA WNE NON-SOLICITATION POLICY

Members are not to be openly solicited for business during meetings. This means that:

- Members are not to introduce themselves for the purpose of selling their products/services during meetings.
- Members are not to leave promotional materials on meeting tables or openly distribute such during HRMA WNE meetings.
- It is permissible for a member to discuss their services or provide additional information to a prospective client member upon specific invitation/inquiry during HRMA WNE meetings. Without express inquiry initiated by a member, solicitation is strictly prohibited during meetings.
- It is understandable that members may selectively contact other members at their businesses during which time they may discuss their products or services. However, even on these occasions, they are to exercise good business judgment and avoid harassment.
- The membership directory is not to be used as a solicitation tool. This means no member shall undertake a campaign using the directory to sell or distribute their products or services.
- Members are requested to advise their guests of the HRMA WNE non-solicitation policy prior to attending a meeting.

Adherence to this policy will provide a comfortable, professional and pleasant intimidation-free environment for all our members.

CHAPTER BY-LAWS

ARTICLE 1 NAME AND IDENTIFICATION

Section 1.1: Name. The name of the organization shall be the Human Resources Management Association of Western New England, Inc. (HRMA WNE) hereinafter identified as the "Chapter."

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.

Section 1.4: Offices. The principal office of the Chapter shall be the Human Resource Management Association of Western New England, c/o Employers' Association, 67 Hunt Street, P.O. Box 1070, Agawam, MA, 01001-6070.

ARTICLE 2 MISSION, VISION and PURPOSE

Mission:

HRMA is committed to developing the professional knowledge, competence and effectiveness of its membership by providing a forum for the exchange of ideas and best practices. We will do this by being responsive to evolving workplace and societal trends and by collaborating with the local business, economic and educational communities.

Vision:

To be the place to go for HR fellowship, knowledge and sense of community.

Purpose:

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

- (a) to provide a forum for the personal and professional development of our members;
- (b) to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- (c) to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- (d) to provide an opportunity to focus on current human resource management issues of importance to our members;
- (e) to provide a focus for legislative attention to state and national human resource management issues;
- (f) to provide valuable information gathering and dissemination channels;
- (g) to provide a pool of human resource management leaders for perpetuation

- of the Chapter and of SHRM;
- (h) to serve as an important vehicle for introducing human resource management professionals to SHRM;
- (i) to serve as a source of new members for SHRM; and
- (j) 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 from July 1 through June 30.

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, and 4.6 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; (b) hold an HR certification; (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 or; (d) practitioners of human resource management consulting 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: Associate Members. Associate membership shall be: human resource related service providers or 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 exceed 49% of Professional Members. Associate members may vote and hold office in the chapter.

Section 4.6: 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, or (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote but may hold office in the Chapter. Student Members are not expected to pay dues, but will pay a meal expense as established by the Board of Directors. The Board of Directors may limit the number of Student members per year.

Section 4.7: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Chair and committee, and approved by the Board of Directors or their designee. Once approved by the Board of Directors or their designee, the new member shall be afforded all membership rights from the date their dues are paid in full. The Membership Chair will bring any questionable applications to the attention of the Board of Directors.

Section 4.8: Voting. Each member of the Chapter with the exception of Student Members shall have the right to cast one vote on each matter brought before a vote of the members.

Section 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

Section 4.10: Suspension or Removal. Any membership may be suspended or removed by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular Board meeting, only after reasonable notice and opportunity to be heard.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the membership will generally be held on a monthly basis, excluding summer months.

Section 5.2: Annual Business Meeting. An annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in May at such time and place as the Board of Directors determines. Failure to hold an annual meeting shall not constitute any forfeiture or dissolution of the Chapter.

Section 5.3: Special Meetings. Notice of any special meeting shall be provided to members as directed below and shall specify its purpose. 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 meetings shall be communicated to members at least five (5) calendar days prior to the date of the meeting.

Section 5.5: Quorum. Shall constitute ten percent (10%) of the voting members present at a regular, annual or special meeting of the membership. Such quorum may, by majority vote of the members present, transact any business, which may properly be brought before the meeting, except as otherwise provided by these by-laws. A meeting may be adjourned or recessed by majority vote of the members present whether or not a quorum is present.

Section 5.6: Presiding Officer. At all membership meetings, the President, or, if absent, the Vice President shall preside as Chairperson. If both are absent, then in the following order unless otherwise directed by the President: the Secretary, the Treasurer, or the Immediate past President will preside.

ARTICLE 6 ELECTIONS

Section 6.1: Nominating Committee. The President or presiding officer shall appoint a three (3) person nominating committee consisting of at least two (2) Members no later than March 1 of each year.

Section 6.2: Nominations. A proposed slate of officers and Board of Directors nominees shall be announced at the regular April meeting and communicated to the entire membership. A complete slate of nominees (including any additional nominees presented from the floor at the April meeting) will be presented for election at the May Annual Meeting.

Section 6.3: Voting. Each officer and Board of Directors nominee shall be elected by a majority of votes cast for that office at the Annual Meeting in May at which a quorum is present.

Section 6.4: Mail/Electronic Ballot. Where appropriate, the Board of Directors may submit any matter of the Chapter's business to the voting membership or the Board of Directors by mail or electronic ballots.

Section 6.5: Vacancies. Any new or vacant positions that occur between Annual Meetings may be filled by appointment of the President or presiding officer and with a two-thirds approval of the Board of Directors where a quorum is present.

ARTICLE 7 BOARD OF DIRECTORS

Section 7.1: Powers 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 7.2: Board Members and Officers. The following shall be members of the Board of Directors: the President, the Vice President, the Secretary, the Treasurer, the Immediate Past President and no more than fifteen (15) Board members elected at large.

The Officers of the Chapter shall be: President, Vice President, Secretary, Treasurer and Immediate Past President.

Section 7.3: Qualifications. All candidates for the Board of Directors must be members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. 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 7.4: Election – Term of Office. Officers and 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.

All Officers and members of the Board of Directors shall assume office at the turnover meeting generally held in June, and shall hold office for one (1) year. Officers may not be nominated to the same position for more than two (2) consecutive terms without a two-thirds vote of the Board of Directors.

Section 7.5: Vacancies. Any vacancy on the Board may be filled for the unexpired term by a two-thirds vote of the Board where a quorum is present.

Any Officer vacancy may be filled for the unexpired term by the appointment of the President and/or in the case of the loss of our President, with a two-thirds vote of the Board.

Section 7.6: 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 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 or electronic consent of all voting members.

Section 7.7: Board Meetings. Board of Directors' meetings and/or any sub-committees thereof, are to be held on a regular basis at the call of the Chapter President, presiding officer or request of three or more of the Board of Directors.

Section 7.8: Presiding Officer. At all meetings of the Board, the President or, if absent, the Vice President shall preside as Chairperson. If both are absent, then in the following order unless otherwise directed by the President: the Secretary, the Treasurer, or the Immediate Past President will preside.

Section 7.9: 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 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 7.10: Special Meetings. The President or presiding officer may call special meetings of the Board. A special meeting shall be called upon the written request of any three (3) members of the Board.

Section 7.11: Notice of Regular Meetings. Notice of each regular Board meeting shall be communicated to each member at least five (5) days before such meeting.

Section 7.12: No Compensation. Directors shall be prohibited from receiving any compensation for services rendered in the capacities as board members, including the payment of money or any other form of in-kind compensation, provided that this restriction shall not prohibit members of the board of directors from being reimbursed by the Chapter for actual expenses incurred by them in their capacities as board members provided that the reimbursement of such expenses is approved in advance by the board of directors or an appropriate committee of the board of directors.

Section 7.13: Removal or Suspension of Director or Officer. A Board Member or Officer may be suspended or removed by vote of a majority of directors then in office at any special meeting called for such purpose or at any regular Board meeting, only after reasonable notice and opportunity to be heard.

ARTICLE 8 DUTIES AND RESPONSIBILITIES

Section 8.1: President. The President shall serve as the Chief Executive Officer of the Chapter, preside at all meetings of the Chapter or designate another Officer/Board Member to represent the President and provide leadership to meet the Chapter's objectives. The President will be a member in good standing of SHRM. If necessary, HRMA of Western New England, Inc., will pay the regular SHRM membership for the term of the President.

Section 8.2: Vice President. The Vice President shall perform the duties of President during the President's absence. The Vice President shall also serve as Chairperson of the Program Committee and perform any other duties as determined by the President.

Section 8.3: Secretary. The Secretary shall keep and publish minutes and records of the Chapter. The Secretary shall perform all other duties as prescribed by the President or presiding officer.

Section 8.4: Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including receiving and recording all funds of the Chapter, and reconciling and paying all Chapter bills. The Treasurer will also create and present in writing to the Board of Directors monthly and annual Chapter financial reports and perform other duties as prescribed by the President or presiding officer.

Section 8.5: Immediate Past President. The Immediate Past President will perform duties as determined by the President or presiding officer.

Section 8.6: Board of Directors Members-At-Large. Members-at-large shall assist the Chapter's Officers in the performance of their duties. They will be expected to perform other duties such as, Chairpersons of Standing or ad hoc committees or other Chapter responsibilities.

Section 8.7: Special Corporate Acts. The President or Vice President, and the Secretary or Treasurer shall execute all contracts, agreements, leases or other legal instruments in the Chapter's name. All such acts must be approved by two-thirds vote of the Board of Directors at a meeting with a quorum present.

ARTICLE 9 COMMITTEES

Section 9.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 9.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 9.3: 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 9.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc. There shall be a Membership, a Program and an Audit Committee expressly authorized by and responsible to the Board of Directors. Other committees may be established by the President and Board of Directors when deemed necessary to further the objectives and purposes of the Chapter.

The duties of the committees are stated below:

- (a) Membership. With the assistance of the Chapter membership, this committee shall recruit, verify and recommend eligible candidates for Chapter membership as set forth by these by-laws.
- (b) Program. With the assistance of SHRM and the Chapter membership this committee shall identify and recommend for regular meetings and for special programs, speakers and topics that fulfill the Chapter's purposes and objectives.
- (c) Auditors. The Auditors shall perform an internal audit of all Chapter financial records at least once a year and present a written report of their audit findings to the Board of Directors at the Chapter's annual meeting or as otherwise directed by the President.

ARTICLE 10
STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for its members 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

The Bylaws may be amended or revised by a two-thirds 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 the SHRM and not in conflict with SHRM bylaws. At least two (2) weeks written notice of the desired change(s) must be made to each Voting Member in advance of such vote. 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
PERSONAL LIABILITY

The members, directors and officers of the Chapter shall not be personally liable for any debt, liability or obligation of the Chapter. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Chapter may look only to the funds and property of the Chapter for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Chapter.

ARTICLE 14 INDEMNIFICATION

The Chapter shall, to the extent legally permissible and only to the extent that the status of the Chapter as an organization exempt under Section 501(c) (6) of the Internal Revenue Code of 1954, as amended, is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Chapter; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Chapter, after notice that it involves such indemnification: (a) by a disinterested majority of the directors then in office; or (b) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Chapter; or (c) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses including counsel fees, reasonably incurred by any such director, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Chapter in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Chapter if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affected by any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which Chapter personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director", "officer", "employee", and "agent" include their respective heirs, executors and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

ARTICLE 15
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., a non-profit organization, 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 16
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 17
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

9/15/2016

Date

Approved by:



SHRM President/CEO or President/CEO Designee

9/15/16

Date