

# Constitution of Human Resources Association of Central Ohio

## ARTICLE 1-NAME

SECTION 1: The name of this Association shall be the Human Resources Association of Central Ohio (herein referred to as "HRACO"), a non-profit organization.

- a. HRACO is affiliated with the Society for Human Resource Management (herein referred to as "SHRM"). To avoid potential confusion, the Chapter will refer to itself as Human Resources Association of Central Ohio and not as SHRM or the Society for Human Resource Management.
- b. HRACO 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 HRACO. HRACO shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. HRACO shall not contract in the name of SHRM without the express written consent of SHRM.

## ARTICLE 2-PURPOSE

The purpose of this Association shall be:

SECTION 1: Promote Human Resources (herein referred to as "HR") best practices through monthly education meetings, professional development workshops and certification, member information exchange and recognition of outstanding contributions in the practice of HR.

SECTION 2: Inform members of HR current trends, legal and legislative issues and act as the voice of the HR professional community in Central Ohio.

SECTION 3: Encourage responsible leadership through community outreach activities, partner with organizations and educational institutions to prepare young professionals for entering the workforce in the field of human resources and sponsor emerging HR leaders and student chapters.

SECTION 4: Inspire adherence to a professional code of ethics in the HR field.

SECTION 5: Support the purpose of SHRM

## ARTICLE 3-FISCAL

SECTION 1: HRACO's fiscal year is from January 1 through December 31.

SECTION 2: The President shall appoint by the October meeting a non-member public accountant or firm who shall review and prepare a tax compilation of the financial records to ensure timely filing of any and all tax returns. The accountant or firm shall submit a certification of the compilation to the Board of Directors for review.

SECTION 3: An annual audit or review is to be completed every year for the organization.

SECTION 4: A special review or audit may be requested by the President and approved by the Board of Directors at any time the Treasurer leaves office or at any time the President deems it is necessary. The Secretary shall maintain a copy of the certification for permanent record.

## ARTICLE 4-STANDARDS OF PROFESSIONAL CONDUCT

In order to maintain membership, members of HRACO will promote and maintain the highest level of ethics by conducting themselves in a manner consistent with the following:

SECTION 1: Support the goals and objectives of HRACO and SHRM in order to reflect the highest standard of the human resource management profession.

SECTION 2: Practice the highest standards of integrity and confidentiality in relationships with employers and business dealings with others in the field.

SECTION 3: Ensure HRACO affiliation is not used improperly to secure personal advantage or to promote personal business interests.

SECTION 4: Accept the obligation to foster the programs, which recognize individual rights, privileges, contributions, and opportunities of others regardless of race, ethnicity, religion gender, age, national origin, sexual orientation, physical/mental ability or military veteran status.

## ARTICLE 5-MEMBERSHIP

Membership in HRACO is open to all persons living or working in the Central Ohio area or who support an organization in this area who meet the criteria set forth in this article regardless of race, ethnicity, religion, gender, age, national origin, sexual orientation, physical/mental ability, or military veteran status.

SECTION 1: Categories of Membership.

- a. Professional Members are those who are actively employed in or seeking employment in the field of HR or work in a capacity that supports the HR profession and supports the mission of the chapter.
- b. Affiliate Members are those who do not meet the requirements for professional membership, but represent suppliers of products and/or services that promote, support and/or are utilized by the HR profession.
- c. Lifetime Members are professional members who have served a full term as President of HRACO or its predecessors, Personnel Association of Central Ohio, Central Ohio Personnel Association or Personnel Society of Columbus. Membership fees and regular monthly member meetings (excluding workshops and other special events) for lifetime members are waived.
- d. Retired members are members in good standing who have attained retirement status and have ceased active full time work. Retired members retain the rights and privileges to which they were entitled just prior to retirement. Membership fees for retired members are waived.
- e. Student Membership – Full-Time Student Member (Available only to new HRACO Members)   Students who are not currently working in a professional capacity who are actively enrolled in an Associate, Bachelor or Graduate degree program at an accredited college or university, with an interest in Human Resources. Undergraduate students must be enrolled a minimum of 12 credit hours per quarter/semester; graduate students must be enrolled a minimum of 6 credit hours per quarter/semester. Student members must provide documentation with this application that verifies (a) the number of credit hours; and (b) demonstrated emphasis in HR management subjects; and (c) enrollment in a HR or related degree program. Membership under this classification expires at the next renewal date after graduation. Student members are not required to be members of an affiliate SHRM student chapter to join the Chapter. Student members are not eligible to hold elective office or vote.   Professional Student Member (Available only to new HRACO Members)   Students who are currently working in a professional capacity, who are actively enrolled in an Associate, Bachelor or

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Graduate degree program at an accredited college or university, with an interest in Human Resources. Student members must provide documentation with this application that verifies (a) current enrollment in a program; and (b) demonstrated emphasis in HR management subjects; and (c) enrollment in a HR or related degree program. Membership under this classification expires at the next renewal date after graduation. Student members are not required to be members of an affiliate SHRM student chapter to join the Chapter. Student members are not eligible to hold elective office or vote.

**SECTION 2: Membership Restrictions.** Membership in HRACO is granted on an individual rather than company basis and is not transferable.

**SECTION 3: Participation.** Professional, Affiliate, Lifetime and Retired members in good standing shall be eligible to participate in functions of HRACO including holding office, voting and serving on committees. Student members in good standing shall be eligible to participate in functions of HRACO and on committees.

**SECTION 4: Application for Membership.** Persons desiring to become members of HRACO must submit a completed membership application on the form prescribed by the Board of Directors to the Vice President Membership. The Vice President Membership, or designee, will review the application to ensure qualifications for membership are met, and ensure applicants are notified of acceptance within forty-five days of receipt. In any event, an application will be accepted or rejected within ninety days of its submission. Membership is granted on an annual basis. A membership renewal application must be filed by each member annually. If the membership expires, the member will not be reinstated until a renewal application is submitted and payment is made.

**SECTION 5: Review of membership.** The Vice President Membership or designee may review all members annually to ensure they continue to meet the appropriate membership criteria and standards of professional conduct of HRACO. The names of those the Vice President Membership determines do not meet membership or standards of professional conduct criteria, or whose continued membership is considered contrary to the best interests of HRACO shall be brought to the board for review. Refer to Article 13 for further details.

## **ARTICLE 6-DUES**

**SECTION 1: Membership dues** in the amount approved by the Board of Directors shall be paid annually by each member as a condition of membership. These dues shall be due and payable by the date set by the Board of Directors. Membership dues are non-refundable.

**SECTION 2: Dues** are required to be paid for all individual members except Lifetime Members and Retirees.

**SECTION 3: All funds** of HRACO shall be held in a Central Ohio financial institution. The Board of Directors shall have full power to decide which institution and type of investment vehicle(s) will be used.

## **ARTICLE 7-BOARD OF DIRECTORS**

**SECTION 1: Board of Directors** - The Board of Directors shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

The elected Board of Directors for HRACO consists of:

PRESIDENT  
PRESIDENT-ELECT  
VICE PRESIDENT MEMBERSHIP  
VICE PRESIDENT PROGRAMMING & PROFESSIONAL DEVELOPMENT  
VICE PRESIDENT COMMUNICATION  
VICE PRESIDENT STUDENT SERVICES  
VICE PRESIDENT WORKFORCE READINESS  
VICE PRESIDENT RESOURCE PARTNERSHIPS  
VICE PRESIDENT ARRANGEMENTS  
VICE PRESIDENT CERTIFICATION  
VICE PRESIDENT GOVERNMENT AFFAIRS  
VICE PRESIDENT DIVERSITY & INCLUSION  
TREASURER  
SECRETARY  
PAST PRESIDENT

**SECTION 2:** The term of each office shall be one year commencing January 1 and ending December 31. The President Elect will automatically move to President the following year. The President will automatically move to Past President the following year.

**SECTION 3:** Should the President vacate office before the end of term, the President Elect shall assume this office. Other vacancies during the term will be filled for the remainder of that year by appointment of the President subject to approval by the Board of Directors. No one shall be appointed to the office of Past President if that office is vacated or not filled for any reason.

**SECTION 4:** The elected Board of Directors, except President and Past President, shall be elected to office by the membership. All candidates for election must be active members who are eligible to serve and be in good standing at the time of nomination and election.

**SECTION 5:** No member may occupy the same elected office for more than three consecutive years.

**SECTION 6:** The President and President Elect must be a current member in good standing of SHRM throughout the duration of his/her term of office.

**SECTION 7:** The Board of Directors will study the affairs of HRACO and make recommendations to the membership on the internal and external affairs of HRACO that are outside the authority vested in the Board of Directors by this Constitution. They will be responsible for securing periodic audits of the records of HRACO. The duties of the Board of Directors will include the interpretation of the Constitution of HRACO and will also maintain the continuity of HRACO and its long-range goals and objectives.

**SECTION 8: Quorum** for Meetings of the Board of Directors. A simple majority of the officers must be present at any meeting of the Board of Directors to constitute a quorum for the transaction of business, except if otherwise required by this Constitution.

## **ARTICLE 8-NOMINATION AND ELECTIONS OF DIRECTORS AND APPOINTMENT OF OTHER OFFICERS**

**SECTION 1:** A board Nominating Committee shall be convened each year by the President. The Committee shall determine a slate of candidates for board of director positions, except President and Past President, to be placed on the ballot for election to office for the following calendar year. The Committee shall be comprised of the President, the President Elect and the Past President. In deciding candidates

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to be placed on the ballot, the Committee will consider each candidate's professional qualifications and experience, chapter involvement, SHRM membership status, and Human Resource Certification Institute certification status.

**SECTION 2:** The President shall designate a period prior to the official meeting of the board Nominating Committee during which any active member in good standing may nominate a candidate for a board of director's position, except President and Past President. This designated nominating period and the deadline for such nominations shall be announced at a general membership meeting preceding the period and by at least one other media (e.g., newsletter or e-mail). Such nominations shall be delivered to the President by the deadline date in writing and shall contain verification of the nominee's agreement to serve. Self-nominations will be accepted. All such nominations will be delivered by the President to the board Nominating Committee for consideration at its meeting.

**SECTION 3:** The Secretary or designee shall send election ballots electronically, including a profile of slated candidates to all members eligible to vote at least fifteen (15) days prior to the voting deadline. Ballots filed after the deadline shall be void. Votes cast for write-in candidates shall be null and void. A majority vote of the total voting members is required for election of candidates. In the event of a tie vote for any office, the board Nominating Committee will reconvene within fifteen days of the balloting deadline to determine the winner by majority vote. As such, the Board of Directors is established as the decision making body of the association which includes day to day and strategic operations.

**SECTION 4:** All non-voting Board positions will be filled by appointment of the President. Candidates may be nominated by any member in good standing. Such nominations shall be in writing and contain verification of the nominee's agreement to serve and shall be submitted to the President Elect no later than September 30th. The term of appointed, non-voting board positions shall be the same as elected directors, but the term limits will not apply. Vacancies in appointed offices, which occur prior to the expiration of the term, will be filled in accordance with Article 7, Section 3.

## ARTICLE 9-MEETINGS

**SECTION 1: Regular Meetings.** Regular meetings of the members shall be held on the second Tuesday of each month or as otherwise determined by the Board of Directors.

**SECTION 2: Special Meetings.** Special meetings of the membership may be held at any time upon the call of the Board of Directors or upon written request of one-fourth or more of the members. The Board of Directors will provide advance notice of any such special meeting and its purpose.

**SECTION 3:** Whenever conflicts or disagreements arise concerning the conduct of business during any meeting, Roberts Rules of Order, as amended, shall govern, except where they conflict with this Constitution, in which case the provisions of this Constitution shall control.

**SECTION 4: Quorum.** Members holding one tenth of the votes entitled to be cast represented in person or by electronic vote, shall constitute a quorum. In the case of an electronic vote, if less than the quorum responds, the vote shall become null and void. The vote of a majority of the members present at any

meeting at which there is a quorum, either in person or by electronic vote, 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 10-DUTIES OF BOARD OF DIRECTORS

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 Board of Directors.

**SECTION 1: Duties of the President.** The President of HRACO shall preside at meetings of the membership and call these meetings in the manner provided herein. The President shall appoint a chairperson in good standing or special committees and generally perform all duties incident to such an office, as well as other duties that may be required by the Board of Directors. The President shall also have signature authority for the bank accounts of HRACO. Other duties shall include, but are not limited to the following:

- a. Preside at meetings of the Board of Directors and call such meetings as required.
- b. Appoint committees or committee chairpersons from the Board of Directors and/or the general membership for dealing with HRACO policies, long-range planning, or other assignments pertaining to the activities and goals of HRACO.

**SECTION 2: Duties of President Elect.** The President Elect shall be responsible for understudying the President in order to enhance skills, abilities and knowledge of HRACO to be better prepared to assume the duties of President when such term begins. In addition, the President Elect will perform such other duties as assigned by the President from time to time and preside over general membership meetings and meetings of the Board of Directors in the President's absence. Responsible for the Board Transition Meeting. May serve as liaison to certain Board members.

**SECTION 3: Duties of the Past President.** The Past President shall act as a voting member of the Board of Directors for a period of one year immediately following such year of service as President and shall provide counsel and assistance to the Board. The Past President provides continuity to the Board of Directors and assists on special projects and programs as requested by the President. Responsible for coordinating the completion of SHAPE reporting requirements for SHRM.

**SECTION 4: Duties of the Vice President Programming & Professional Development.** The Vice President Programming shall be primarily responsible for the program at each regular meeting of the membership. In addition, this role shall promote the professional development of the membership and act as liaison between the membership and the Board of Directors in matters of professional development and education, including seminars, workshops, recertification, and related programs as approved by the Board of Directors. The Vice President Programming & Professional Development shall ascertain educational preferences of the members via the annual survey of members or various other methods and make recommendations to the Board of Directors for appropriate educational programs and seminars. In addition, the Vice President Programming & Professional Development may

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perform other duties as assigned by the President.

**SECTION 5: Duties of the Vice President Membership.** The Vice President Membership shall primarily oversee membership promotion, membership application processing and maintenance of the membership roster, including the annual membership renewal process and membership directory. In addition, the Vice President Membership may perform other duties as assigned by the President.

**SECTION 6: Duties of the Secretary.** The Secretary shall record and prepare an accurate and permanent record of all meetings of HRACO and of the Board of Directors. The Secretary shall be responsible for maintaining the permanent records of HRACO and for delivering these records to the next Secretary. The Secretary shall also have signature authority for the bank accounts of HRACO and be a backup for the Treasurer. If the Secretary is absent from a meeting of the membership or the Board of Directors, the Secretary or President shall appoint a substitute. The Secretary is responsible for the normal correspondence of HRACO. In addition, the Secretary may perform other duties as assigned by the President.

**SECTION 7: Duties of the Treasurer.** The Treasurer shall oversee and ensure an accurate accounting of all receipts and expenditures. The Treasurer shall ensure that all HRACO receipts are deposited in HRACO accounts in the financial institution approved by the Board of Directors and shall ensure that all financial obligations incurred by HRACO are paid. The Treasurer is responsible to the Board of Directors concerning HRACO's financial position and makes recommendations as needed. The Treasurer is not authorized to open or close financial accounts or otherwise move HRACO funds without the express approval of the Board of Directors. The Treasurer shall cooperate with the appointed outside CPA/accounting firm in the annual tax compilation of the financial records of HRACO and such audits that may be ordered by the Board of Directors from time to time. In addition, the Treasurer may perform other duties as assigned by the President.

**SECTION 8: Duties of the Vice President Student Services.** The Vice President Student Services shall act as a liaison between HRACO and the various affiliate student personnel or HR associations. The Vice President Student Services shall provide expertise, advice, and assistance to the student association members in matters of membership, programming, and promotion of their association. The Vice President Student Services shall publicize the availability of various scholarships and make recommendations to the Board of Directors regarding the award of all HRACO scholarships. In addition, the Vice President Student Services may perform other duties as assigned by the President.

**SECTION 9: Duties of the Vice President Workforce Readiness.** The Vice President Workforce Readiness shall be responsible for serving as advocate and program coordinator for workforce readiness chapter activities. Partner with local schools to share information. Identify and evaluate issues that impact this area and develop goals for chapter. In addition, the Vice President Workforce Readiness may perform other duties as assigned by the President.

**SECTION 10: Duties of the Vice President Communications.** The Vice President Communications shall coordinate internal and external HRACO communications to: 1) ensure consistent messaging and branding, as agreed by the Board of Directors

and in alignment with SHRMs/HRACO's vision and mission, and 2) raise awareness of HRACO among HR professionals and the business community in central Ohio. Coordinates contact with external organizations and the media, coordinates networking initiatives on behalf of the Chapter, and oversees various committees as needed. The VP of Communications oversees HRACO publications and serves as the Board liaison to the Networking Committee. In addition, the Vice President Communications may perform other duties as assigned by the President.

**SECTION 11: Duties of the Vice President Resource Partnerships.** The Vice President Resource Partnerships shall develop, implement and promote marketing opportunities to those organizations interested in reaching the membership of HRACO that benefit the membership and support the Association's mission. Develop, implement and promote marketing opportunities within the HRACO membership. Develop new and foster current partnerships with organizations that will benefit the membership, support the Association's mission and jointly provide financial benefits.

**SECTION 12: Duties of the Vice President Arrangements.** The Vice President Arrangements shall research, coordinate and implement logistics and site locations for all HRACO meetings & conferences. Serves as liaison to other board positions to assist in implementing initiatives that serve the HRACO membership. In addition, the Vice President Arrangements may perform other duties as assigned by the President.

**SECTION 13: Duties of the Vice President Certification.** The Vice President Certification shall coordinate, implement and promote HRACO's certification study program. Serves as the membership's liaison for certification questions. Assist with coordination of chapter study groups. Develop initiatives to increase certification program effectiveness and increase certification within HRACO. In addition, the Vice President Certification may perform other duties as assigned by the President.

**SECTION 14: Duties of the Vice President Government Affairs.** The Vice President Government Affairs shall develop, implement and promote legal conference and legislative events for membership. Assist in keeping membership aware of pending legislative, regulatory and legal action at the federal, state, and local level that may have an impact on the management of human resources. In addition, the Vice President Government Affairs may perform other duties as assigned by the President.

**SECTION 15: Duties of the Vice President Diversity & Inclusion.** The VP of Diversity & Inclusion shall develop, implement and promote HRACO's Annual Diversity & Inclusion conference, monitor and evaluate local activities concerning diversity issues and help ensure compliance with SHRM diversity initiatives. Works with the HRACO board to suggest policies and promote values that support diversity, including the HRACO monthly newsletter article submissions as well as other initiatives throughout the year such as seminars & programs. In addition, the Vice President Diversity & Inclusion may perform other duties as assigned by the President.

## ARTICLE 11-COMMITTEES

The President or the Board of Directors may appoint committees as needed to serve in the interest of HRACO.

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## ARTICLE 12-VOTING

SECTION 1: Mail or electronic ballots may be used in connection with any matter submitted to a vote by the HRACO Board of Directors.

## ARTICLE 13-RESIGNATIONS, REMOVALS

SECTION 1: Formal resignation of any member may be accomplished at any time by a letter to the Board of Directors.

SECTION 2: A member who becomes ineligible for membership by reason of a change in status which causes the member to no longer meet the requirements of ARTICLE 5 may be removed from membership and so notified.

SECTION 3: Members may be removed for good reason after a hearing by the Board of Directors. A removal from membership must be approved by a simple majority of the Board of Directors. The member must be notified of this action in writing by the President of HRACO. The member may present a rebuttal in writing, which will be considered by the Board of Directors at their next regular meeting. The board will render a response to the rebuttal within thirty days of its meeting. If no rebuttal is filed within thirty days of the board's initial decision the decision will become final. There shall be no recourse from the final decision of the Board of Directors.

SECTION 4: Any voting or non-voting member of the Board of Directors 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. The voting or non-voting Board member shall be entitled to a due process hearing prior to any termination action being imposed.

## ARTICLE 14-AMENDMENTS TO THIS CONSTITUTION

SECTION 1: A proposal to amend the Constitution may be initiated by any member in good standing by submitting the proposal, including applicable rationale, in writing to the Board of Directors. The Board of Directors will then consider the proposed amendment within ninety days of its submission. The board will either recommend adoption of the amendment or recommend rejection.

SECTION 2: The amendment, including a form for balloting, will be included in the notice of the meeting at which it is to be considered. This notice must be mailed at least fifteen days prior to the scheduled meeting and will also include the actual vote count of the Board of Directors recommending adoption or rejection. There must be a quorum in place, as defined in Article 9, Section 4, for the vote to take place.

SECTION 3: Amendments to this Constitution shall take effect immediately upon adoption, unless otherwise specified.

SECTION 4: No such amendments 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 SHRM President/CEO or his/her designee.

## ARTICLE 15-CHAPTER DISSOLUTION

In the event of HRACO's dissolution, the remaining monies in the treasury, after expenses have been paid, will be contributed

to an organization decided upon by the Board of Directors at the time of dissolution.


## 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 HRACO are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, HRACO 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 day period. In addition, when HRACO 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-CONSTITUTION EFFECTIVE DATE

This document was originally effective January 1, 1986, and superseded the Constitutions of both the Central Ohio Personnel Association and the Personnel Society of Columbus. This document was revised to incorporate amendments and other changes effective July 1, 1991; March 1, 1998; June 1, 2000; November 1, 2003; November 1, 2004; June 15, 2005; October 2007, May 1, 2011; July 21, 2014; and the effective date of this document as signed by the chapter president below.

Revised by the Membership of Chapter and signed by:

  
Chapter President \_\_\_\_\_ Date 3/30/2016

Approved by:

  
SHRM Designee \_\_\_\_\_ Date 2/10/16