



**BYLAWS**  
**NORTHWEST HUMAN RESOURCE MANAGEMENT ASSOCIATION**  
**(November: 2021)**

**Article 1 – Identification**

**Section 1.1: Name.** The name of the organization shall be Northwest Human Resource Management Association (herein referred to as NHRMA).

**Section 1.2: Affiliation.** NHRMA is affiliated with the Society for Human Resource Management (herein referred to as SHRM). The specifics of this affiliation are defined in the SHRM Affiliate Charter for NHRMA and the SHRM and NHRMA Relationship Agreement in effect at the time. NHRMA will not refer to itself as “SHRM” or the “Society for Human Resource Management.” The affiliate relationship is for the mutual benefit of NHRMA, SHRM and participating SHRM State Councils and is granted with the concurrence of the Alaska, Oregon and Washington State Councils.

**Section 1.3: Geographic Area.** NHRMA’s area consists of the states of Alaska, Oregon, and Washington.

**Article 2 – Purpose**

The purposes of NHRMA, as a non-profit organization, are to:

- i. provide professional development opportunities for HR professionals in the states of Alaska, Oregon, and Washington;
- ii. conduct activities in the advancement of the HR profession;
- iii. recognize outstanding achievement of HR professionals in Alaska, Oregon, and Washington;
- iv. provide support for SHRM chapters and members in Alaska, Oregon, and Washington;
- v. support the goal of maintaining 100% SHRM chapters in Alaska, Oregon, and Washington; and
- vi. further the mission of SHRM.

**Article 3 – Fiscal Year**

The fiscal year of NHRMA shall be the calendar year.

**Article 4 – Member Services**

**Section 4.1: Member Services.** NHRMA shall provide services to all HR professionals and students in good standing with SHRM in the states of Alaska, Oregon, and Washington.

**Section 4.2: Rights.** To achieve the purpose of NHRMA there shall be no discrimination in participation because of race, religion, sex, age, national origin, disability, veteran status, sexual orientation or any other legally protected class.

## **Article 5 - Management and Administration**

**Section 5.1: General.** The management and administration of the affairs and activities of NHRMA shall be vested in the Board of Directors.

**Section 5.2: Board of Directors.** The Board may include, but will not be restricted to, the following voting members: President, Vice President, Past President, Secretary, Treasurer, Awards & Recognition Director, College Relations Director, Communications Director, Partnerships Director, Professional Development Director, SHRM Foundation Director and other Directors as deemed necessary by NHRMA's President to meet the needs of the Association. The Board, however, must include representation of the Alaska State Council Director, Oregon State Council Director, and Washington State Council Director or their designees. Further, the majority of the NHRMA Board must be comprised of representation from the three state councils.

**Section 5.3: Officers.** The officers of NHRMA are President, Vice President, Secretary, and Treasurer.

**Section 5.4: Qualifications.** All members of the Board must be SHRM members in good standing throughout the duration of their participation on the Board.

**Section 5.5: Term of Office.** The term of office of each Board position shall be one year beginning January 1<sup>st</sup> and ending December 31<sup>st</sup> with the exception of President, Vice President, and Past President which shall be two years beginning January 1<sup>st</sup> and ending December 31<sup>st</sup>. All elected and appointed Board members may not serve more time than stipulated in the NHRMA Term Limit Policy.

**Section 5.6: Removal.** Any member of the Board may be removed for actions contrary to the best interests of NHRMA upon two-thirds vote of the entire voting members of the Board. In addition to removal for cause pursuant to the previous sentence, State Council Directors will be removed to the extent they vacate or are removed from their position as State Council Director of their respective state.

**Section 5.7: Vacancies.** Vacancies in officer positions, with the exception of the President and Past President, shall be filled for the unexpired term by a majority vote of the remaining Board members. A vacancy in the position of the President shall be filled by the Vice President who shall serve as President for the balance of that term and the following full term of office. A vacancy in the position of Past President shall remain unfilled for the remainder of the year in which the vacancy occurs. Any vacancy in a State Council Director position will be filled as and when the respective state elects or appoints a new State Council Director.

**Section 5.8: Appointments.** The President, with the advice and consent of the Board, shall appoint members other than officers and State Council Directors.

**Section 5.9: Compensation.** Board members shall serve without compensation.

## Article 6 – Duties and Responsibilities

**Section 6.1: President.** The President shall be the chief executive officer of NHRMA and shall be an ex-officio non-voting member of all NHRMA committees; shall serve as the presiding officer at Board meetings; shall have general charge and supervision of the affairs and business of NHRMA; and shall perform such other duties as may be assigned by the Board.

**Section 6.2: Vice President.** The Vice President shall perform the duties of President in the absence of the President; shall become President of NHRMA in the event of the President’s death, resignation or inability to serve; shall monitor functional responsibilities of Directors and shall perform such other duties as the President may determine.

**Section 6.3: Past President.** The Past President shall service as an advisor to the President and shall perform such other duties as requested by the President and/or Board of Directors.

**Section 6.4: Secretary.** The Secretary shall be responsible for recording the minutes of all meetings of NHRMA; shall be responsible for making all Board members aware of such meetings; and shall perform such other duties as the President may determine.

**Section 6.5: Treasurer.** The Treasurer shall be responsible for financial affairs of NHRMA to include arrangements for an annual audit of NHRMA financial records; preparation, interpretation, and dissemination of periodic financial reports to the Board; and shall perform such other duties as the President may determine.

**Section 6.6 Position Descriptions.** The position descriptions will be reviewed, updated, and maintained by the Past President on a yearly basis and are available to all Board members to assist them with their volunteer role on the Board.

## Article 7 – Committees

**Section 7.1: Standing Committees.** The Nominating Committee shall be the only standing committee. The Nominating Committee shall be composed of three members including the Past President who shall chair the committee and the Vice President. The President shall nominate the remaining committee member for approval by a majority vote of the Board.

**Section 7.2: Other Committees.** The President may constitute other committees and may appoint committee chairs subject to such conditions or limitations as may be specified by the Board.

## Article 8 – Meetings

**Section 8.1: Board Meetings.** The Board shall meet a minimum of two times per year in person.

**Section 8.2: Special Meetings.** Special meetings of the Board may be called by the President at any time and shall be called on request of a majority of the Board. No business may be voted upon at special meetings other than that identified in the meeting agenda.

**Section 8.3: Quorum.** A majority of the existing Board members shall constitute a quorum for the transaction of business at Board meetings.

**Section 8.4: Notice of Meetings.** Board members will be provided notice of Board meetings at least fifteen days before the meeting.

**Article 9 – Parliamentary Procedure**

**Section 9.1: Parliamentary Procedure.** Meetings of NHRMA 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 NHRMA Bylaws.

**Article 10 – Amendment of Bylaws**

NHRMA Bylaws may be amended by a two-thirds vote of the entire Board of Directors at a meeting provided such proposed amendment is circulated in writing at least fifteen days prior to such meeting and provided such amendments have been pre-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 the Society’s Bylaws.

**Article 11 – Withdrawal of Status**

NHRMA’s affiliate status may be withdrawn by a two-thirds (2/3) vote of the then entire number of voting members of the SHRM Board of Directors upon finding that the activities of NHRMA are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, NHRMA shall have an opportunity to review a written statement of the reason(s) 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. After withdrawal of NHRMA’s affiliate status, the SHRM Board of Directors may cause a new affiliate to be created, or, upon affirmative vote of two-thirds (2/3) of the then entire number of voting SHRM Board of Directors and the consent of the body which has had affiliation withdrawn, may reconfer affiliation status upon such body.

The State Councils of Alaska, Oregon, and Washington may withdraw their participation with NHRMA for any reason. In such event, the rights and services granted NHRMA, under the SHRM Affiliate charter would cease in that state.

**Article 12 – Relationships**

NHRMA is a separate legal entity from SHRM, and neither NHRMA nor its officers, agents or employees may hold themselves out as an agent of SHRM. NHRMA is not an agency or instrumentality of SHRM; nor is SHRM an agent or instrumentality of NHRMA. NHRMA shall not contract in the name of SHRM, or incur any financial or other obligations on behalf of SHRM, without the express written consent of the SHRM President/CEO or the SHRM Chair of the Board. NHRMA may hold itself out to the public as an “affiliate” of SHRM, but may not hold itself out as SHRM. NHRMA shall be exempt from Federal and State income tax as evidenced by a letter of determination from the Internal Revenue Service and any required approval letter from state tax authority.

**Article 13- Dissolution**

In the event of NHRMA's dissolution, the remaining monies in the treasury, after NHRMA's expenses have been paid, will be contributed to an organization decided upon by NHRMA at the time of dissolution (e.g., the individual State Councils of Alaska, Oregon, and Washington, individual SHRM Chapters located in Alaska, Oregon, and Washington, an endowment fund at a university, or other such organization in keeping with the purposes of NHRMA).

**Article 14- Statement of Ethics**

NHRMA adopts SHRM's Code of Ethical Standards for the HR Profession for members of NHRMA's Board of Directors in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of NHRMA and SHRM.

**Article 15- Terms Used**

As used in these Bylaws, feminine or neuter gender pronouns shall be substitutes for those of the masculine form, and the plural shall be substituted for the singular number in any place wherein the content may require such substitution or substitutions.

Director \_\_\_\_\_

Date \_\_\_\_\_

Approved by:

SHRM President/CEO or President/CEO Designee

Date 12/2/2021

