

# **BYLAWS OF THE HUMAN RESOURCE MANAGEMENT ASSOCIATION OF NEW MEXICO**

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## **ARTICLE I IDENTIFICATION**

**Section 1:** The name of this Association shall be the Human Resource Management Association of New Mexico, hereinafter referred to as the "Association" or "HRMA."

**Section 2:** The principal office of the Association shall be located at such place, in Bernalillo County, New Mexico as specified by the Executive Board. HRMA may also have offices at such other places as designated by the Executive Board.

**Section 3:** The fiscal year of the Association shall be the calendar year.

## **ARTICLE II PURPOSES**

The purpose of the Association, as a non-profit organization, shall be to encourage and support the professional aspirations and activities of its members and to that end it shall specifically endeavor: (1) to improve the competence of human resources professionals; (2) to raise the standards of performance in all phases of human resources; (3) to have members adhere to the Code of Ethics of the Society for Human Resource Management (SHRM) which is adopted herein as the Association Code of Ethics; and (4) to promote better understanding of good human resources management in the public and private sectors. To achieve the purposes of the Association, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, sexual orientation, gender identity, serious medical condition, disability or veteran's status.

## **ARTICLE III MEMBERSHIP**

**Section 1: Term and Classes** – Persons who possess the required qualifications may be accepted for membership in the Association in accordance with the criteria as set forth in this article in one of the following classes:

- (a) **REGULAR MEMBERS** – Persons responsibly engaged in the practice of human resource management/administration who possess at least three years of responsible experience in the field of human resources or the equivalent thereof, or faculty members holding assistant, associate or full professional rank in human resources administration or any of its specialized phases in an accredited college or university and who possess at least three years of responsible experience at this

level of teaching or the equivalent thereof, or full-time consultants shall be eligible for Regular Membership. Persons outside the preceding category who have a bona fide interest in human resource management shall be eligible for Regular Membership as well. The rights and privileges of Regular Members include the right to vote and hold office in the Association.

(b) **LIFE MEMBERS** – Life Membership will be conferred on each Past President in appreciation of service and leadership to the Association. Life members have all privileges of membership including the right to vote and hold office. There will be no annual dues applicable to this class of membership.

(c) **STUDENT MEMBERS** - Persons who are members of a student SHRM chapter that is sponsored by HRMA shall be automatically made Student Members of HRMA at no additional charge. Student Members may not vote or hold office in HRMA. Student members are eligible for other member benefits, such as access to the membership directory, member prices for events, and receipt of the newsletter.

**Section 2:** Acceptance for membership in SHRM does not automatically provide membership in the Association, even where such intent is indicated by the prospective member.

**Section 3:** Application for Membership – Application for membership shall be made in writing or through the Internet on a form provided by the Association. The Executive Board shall resolve all questions as to membership eligibility or membership status.

**Section 4:** Membership Dues – Annual dues shall become payable before January 1 of each year. Dues will be established by the Executive Board.

**Section 5:** Membership Status – A majority of the members of the Executive Board shall resolve any question as to membership for conduct or actions contrary to the purpose of the Association or the Code of Ethics. Such conduct includes but is not limited to:

(a) The solicitation of business or the marketing of a product or service at an association meeting or activity except where it is designated part of the event, such as exhibits at a conference.

(b) Identifying an individual or company with the Association as a part of marketing or business solicitation.

(c) Actions which discredit or embarrass the Association, violate the Association's Bylaws, or are otherwise not in the best interest of the Association.

**Section 6: Employer Purchase of Membership** – Employers may purchase individual Memberships in the Association for their employees. In the event a Member separates from such employer, the Membership shall remain with the individual Member. The Member shall be responsible for payment of annual dues in the calendar year following any separation.

#### **ARTICLE IV AFFILIATION**

**Section 1:** The Association shall maintain affiliation with the Society for Human Resource Management (herein referred to as "SHRM") in accordance with its Bylaws.

**Section 2:** No part of these Bylaws shall conflict with requirements for affiliation with the Society for Human Resource Management, nor shall any conflicting amendments be proposed while the Association is affiliated. If any provision of these Bylaws shall, to any extent, be conflicting with the requirements for affiliation with SHRM, it shall be void, but the remainder of these Bylaws shall not be affected thereby.

**Section 3: Relationships.** The Association is a separate legal entity from the 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 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.

#### **ARTICLE V MEETING OF MEMBERS**

**Section 1:** Regular meetings will normally be held monthly on dates determined by the Executive Board. There will normally be ten (10) regular meetings per year. Meetings in the two (2) remaining months shall consist of the annual meeting each September and if desired by the Executive Board, an additional meeting or special activity. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

**Section 2:** Special meetings may be called by the President or the Executive Board.

**Section 3:** At a meeting, 10% of the total membership in good standing shall comprise a quorum.

**Section 4:** Notice of the place, day and hour of all meetings, including the annual meeting shall be given via the Association's monthly newsletter sent to members in good standing at least three (3) days prior to each meeting.

**Section 5:** The President shall preside at all meetings, or in his/her absence, the President-Elect, the Vice-President of Membership, the Vice-President of Administration, or the Vice-President of Finance shall preside.

## **ARTICLE VI ELECTIONS**

**Section 1:** (July) Announcement to general membership that nominations are being taken for board elections.

**Section 2:** (August) Announcement to general membership that nominations for board elections must be submitted by the date of the August General Meeting. The President may appoint a Nominating Committee, which shall be comprised of not less than three (3) Regular Members. The Committee shall be chaired by the President-Elect and will include the President. The remaining committee members shall be comprised of current Regular Members with at least 12 months of continual membership in HRMA, including at least one professionally certified (PHR/SPHR) member and one current SHRM member. The President-Elect (or the Nominating Committee if there is one) will review all nominations to ensure they meet basic criteria listed in Article VII, Section 4 of the bylaws. Each nominee must submit to the President-Elect a brief summary of their interest in and qualifications for the board position for which they are nominated. The President-Elect (or the Nominating Committee if there is one) will prepare the ballots, which will include the names of all minimally-qualified candidates for each position for the October general meeting. The summaries of the final nominees will be made available to the General membership for review prior to the final vote.

**Section 3:** (August) The President-Elect will present ballots to general membership for review. Announcement for the election of officers shall be the first order of business at the next regular meeting. Members may vote on-line if comparable procedures for on-line voting are established by the Executive Board.

**Section 4:** (September) The final vote and election of officers shall commence at the general meeting. In the event a tie occurs during an election due to two or more candidates for the same office receiving the same number of votes, successive balloting shall be conducted until one candidate receives plurality.

**Section 5:** (October) New officers are announced at October meeting and sworn in at the December general meeting.

## **ARTICLE VII BOARD OF DIRECTORS**

**Section 1: Power 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 2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Vice President of Membership, Vice President of Finance, and Vice President of Administration.

**Section 3: Composition of the Board of Directors.** Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors.

Section 4: Qualifications. All candidates for office and Officers must be Regular, Life, or Associate Members in good standing. All Officers must be members in good standing of the Society for Human Resource Management throughout the duration of his/her term of office. No more than three Associate Members may hold an elected office at a given time.

**Section 5: 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. Each elected Officer and Director shall assume office on January 1st following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

**Section 6: Vacancies.** Vacancies may be filled for an unexpired term through nomination and by majority vote of the voting members of the Executive Board. In the absence of a quorum of the voting Executive Board Members, a special election may be at any regular Association meeting, or where time does not permit awaiting a meeting, the election may be held by mail, telephone, through the Internet, or at a special meeting.

**Section 7: 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 consent of all voting members.

**Section 8: 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 9: Removal of Director and Officer.** Any Officer or Director 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.

## **ARTICLE VIII EXECUTIVE BOARD**

**Section 1:** The voting members of the Executive Board shall be comprised of the elected Officers named in Article VII, and the immediate Past President and immediate Past Vice President of Finance of the Association. Elected Officers may appoint up to four non-voting members of the Executive Board as described in Article X. The Regional Vice-President of the Society for Human Resource Management shall be an honorary member of the Executive Board.

**Section 2:** Decisions of the Executive Board will be determined by a majority of the voting members of the Executive Board. The Board is expected to conduct monthly meetings to plan, approve and coordinate the directions and actions of the Association. All Board Members are expected to attend such meetings. No notice for each monthly meeting need be given so long as it is held on the date agreed to and scheduled by the Executive Board at its January meeting. Notice for the January meeting shall be mailed, faxed, emailed, or posted on the Internet at least 7 days before the date of the meeting. It will be the responsibility of the Board to establish the dues for the expenditures for the operating expenses incurred to provide normal and customary services which further the purpose for the Association as outlined in Article II. The normal and customary services include (among other things) regular and special meetings, information dissemination, programs, seminars, workshops, promotions and education. Non-operating expenses, to be paid from the Association fund, which exceed \$1,000, shall be presented to the membership at a regularly scheduled general membership meeting for approval by a majority of those present.

**Section 3:** A majority of the voting members of the Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the directors at any Executive Board meeting at which there is a quorum shall be the act of the Executive Board.

**Section 4:** The Executive Board shall endeavor to preserve the purposes of the Association and the interests of its members as defined in Article II of this document. The Executive Board will review and take corrective measures which it deems in its discretion are warranted on reported action, issues, or concerns which conflict with the interests of the Association and its members.

## **ARTICLE IX DUTIES AND RESPONSIBILITIES**

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 Chapter Board.

**Section 1: The President.** The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 2: The 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 serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 3: The Vice President of Membership.** The Vice President of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine. The chapter requires the Vice President of Membership to be a current member in good standing of SHRM during his/her entire term of office.

**Section 4: The Vice President of Finance.** The Vice President of Finance shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine. The chapter requires the Vice President of Finance to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 5: The Vice President of Administration.** The Vice President of Administration shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter. The chapter requires the Vice President of Administration to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 6: Core Leadership Area (CLA) Directors.** Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. The chapter requires each CLA Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7: Past President.** The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. The chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

#### **ARTICLE X FUNCTIONAL AREA DIRECTORS AND COMMITTEES**

Functional areas for which Directors and Chairpersons are needed will be determined annually by the selected officers immediately following their election, in cooperation with the outgoing Board. Directors and Chairpersons will be appointed by the elected officers. The Functional Area Directors and Chairpersons will be responsible for those duties as requested by the elected officers and their respective Vice-Presidents.

The respective Vice-Presidents will be responsible for establishing and assigning standing or ad hoc committees with Executive Board approval.

Other Committees may be appointed by the President as appropriate.

#### **ARTICLE XI ADVISORY BOARD**

In the interest of providing for the Association's continuity through succeeding administrations, an Advisory Board may be established by the President. The Board shall be comprised of the Association's outgoing Officers and chaired by the outgoing Past President. It shall be the responsibility of the Advisory Board to assist and advise the incoming Executive Board. Meetings of the Advisory Board will be determined by the outgoing President, who shall be the Chairperson.

It shall be the responsibility of the Advisory Board to assist the Executive Board in the transition from one administration to the next.

It shall be the responsibility of each member of the Advisory Board to assist in an advisory capacity his/her successor in the incoming Executive Board, as requested.

The Advisory Board shall be responsible for other duties as requested by the President.



Should the Chairperson not be able to complete his/her term on the Advisory Board, the position shall be filled by another of the Advisory Board in order of the titles which are depicted in Article V, Section 5.

**ARTICLE XII  
PARLIAMENTARY PROCEDURE**

All parliamentary procedures shall be governed by Robert's Rules of Order, unless otherwise specified in this document.

**ARTICLE XIII  
ADMENDMENT OR REVISIONS**

These By-laws may be amended or revised by presentation of the proposed amendments or revisions at a regular meeting and approved by two thirds of the total Members attending, provided a quorum is present; or the proposed amendments or revisions may be submitted to total Members by mail or through the Internet for approval, with a specific deadline for reply provided, 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. However, in the case of mail or Internet balloting, the amendments or revisions cannot be considered unless two-thirds of the total membership vote or reply affirmative. 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 XIV  
DISSOLUTION**

In the event the Association is dissolved, after paying or making provision of the payment of all of the liabilities of the Association, all moneys shall be forwarded to SHRM Foundation or if SHRM Foundation is at that time is no longer in existence or no longer qualified as exempt from taxation under the internal revenue code of 1986, or the correspondence provision of any future United States Internal Revenue law, to such other organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time be so qualified, as the Association shall determine.

**ARTICLE XV  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each director and officer of the association now and hereafter in office and his/her heirs, executors, and administrators shall be indemnified by the Association against all liabilities, costs, expenses and amounts, including counsel fees, reasonably incurred by or imposed upon him/her in connection with or resulting from any action, suit, proceeding or claim to which his/her acts of omission or commission, or alleged acts as such directors or officer, or subject to the provisions hereof, any settlement thereof, whether or not she/he continues to be such director of officer at the time of incurring such liabilities, costs, expenses, or amounts; provided that such indemnification shall not apply to liabilities incurred with

respect to any matter in which such director or officer shall be finally adjudged in such action, suit or proceeding or have been individually guilty of willful misfeasance or malfeasance in the performance of his/her duties as such director or officer; and provided, further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding or claim, include reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding or claim, when, in the judgment of the Executive Board of the Association, such settlement and reimbursement appear to be for the best interest of the Association. Indemnification pursuant to the Article shall be reduced by the amount of any other indemnification or reimbursement of such officer or director of the liability and expense to which indemnification is claimed. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such director or officer may be entitled under any statute, agreement, or otherwise. Expenses incurred with respect to any claim, action, suit or other prior to the final disposition thereof upon receipt of any undertaking by or on behalf of the recipient to repay such amount, unless it shall ultimately be determined that she/he is entitled to indemnification under this Article.

#### **ARTICLE XVI STATEMENT OF ETHICS**

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association 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 XVII 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 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.

**ARTICLE XVIII  
PREVIOUS CONSTITUTION AND BYLAWS**


**Section 1:** All provisions of any previous Constitution and Bylaws are superseded.

**Section 2:** These Constitution and Bylaws of the Association have been ratified and adopted effective November 21, 1989, amended April 21, 1995, August 20, 1996, October 15, 1996, July 16, 2002, December 19, 2006, and JULY 17, 2012 by a vote of the Membership in accordance with Article XIII.

The undersigned certifies that the foregoing Bylaws have been adopted as the amended Bylaws of the Association in accordance with the requirements of law.

  
\_\_\_\_\_  
Vice President of Administration

8/14/12  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
President

8/14/12  
\_\_\_\_\_  
Date

**Approved by:**  
  
\_\_\_\_\_

5/6/12  
\_\_\_\_\_  
Date

**SHRM President/CEO or President/CEO Designee**