

**BYLAWS OF THE  
TULSA AREA HUMAN RESOURCES ASSOCIATION  
(TAHRA)**

**ARTICLE I - IDENTIFICATION**

**SECTION 1: NAME**

The name of the organization shall be "Tulsa Area Human Resources Association" (herein referred to as "TAHRA" or "Association").

**SECTION 2: AFFILIATION**

TAHRA is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

**SECTION 3: RELATIONSHIP**

The Association is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

**ARTICLE II - PURPOSES**

The purposes of the Association shall be as follows:

- (a) To raise the standards of performance in all facets of human resources management.
- (b) To encourage and participate in research of fundamental principles and specialized fields of human resources.
- (c) To support the personal and professional development of its Members and student affiliates by providing educational programs and a forum for the free exchange of information and ideas among its Members.
- (d) To foster the advancement of its Members through public recognition of professional achievement.
- (e) To encourage educational institutions to develop training programs and courses of study that meet the needs of commerce and industry, and to assist such institutions in interpreting and defining those needs.
- (f) To educate legislators on the practical aspects of legislation affecting the successful management of human resources.

Notwithstanding any of the provisions of these Bylaws, which may be construed to the contrary, the Association shall not engage in any activity that would prevent its qualification for tax exemption under 501(c)(6) of the Internal Revenue Code of 1954. On dissolution of the Association, its assets shall be distributed to an entity organized and operated for similar purposes. No part of the income or principal of the Association shall inure to the benefit of or be distributed to any Member or Officer of this Association or any other private individual.

### **ARTICLE III – MEMBER SERVICES AREAS (MSAs)**

In order to serve the geographic needs of the chapter, the chapter shall establish local member service areas (MSAs) for the development and delivery of chapter services. These areas shall operate under the operational guidelines set forth by the Chapter Board of Directors.

### **ARTICLE IV – TAHRA FISCAL YEAR**

TAHRA's fiscal year runs from January 1 to December 31.

### **ARTICLE V - MEMBERSHIP**

#### **SECTION 1: GRANDFATHER CLAUSE**

All individuals holding membership in the Association on December 31, 2008 will retain their membership with full rights to vote and hold office. Any individual whose membership expires will be required to meet membership standards as amended on January 1, 2009, to be re-admitted as a member of the organization.

#### **SECTION 2: QUALIFICATIONS FOR MEMBERSHIP**

The qualifications for membership in the Chapter shall be as stated in Sections 5.1, 5.2, 5.3 and 5.4 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 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: NON-TRANSFERABILITY OF MEMBERSHIP**

Membership in the Chapter is neither transferable nor assignable.

#### **SECTION 5: CLASSIFICATION OF MEMBERS**

##### **SECTION 5.1: 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 at the exempt level for at least three years; (b) certified by the Society for Human Resource Management; (c) certified by the Human Resource Certification Institute; (d) 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 and have at least three years of experience at this level of teaching; (e) full-time consultants with at least three years' experience practicing in the field of human resource management; and/or (f) full-time attorneys with at least three years' experience in counseling and advising clients on matters supporting the human resource profession. Professional members may vote and hold office in the chapter.

#### **SECTION 5.2: ASSOCIATE MEMBERS**

Individuals in non-exempt human resource management positions as well as those 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 vote or hold office in the Chapter.

#### **SECTION 5.3: 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, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter. Individuals who qualify as members under the provisions of Section 5.1 or 5.2 may not apply for membership under the provisions of Section 5.3.

#### **SECTION 5.4: HONORARY MEMBERS**

Any person who has been a Member of the Association at least five years at the time of retirement from the practice of human resources with any firm, organization, or institution may be elected to Honorary Membership of the Association by a vote of the Board of Directors. Honorary Members shall be entitled to all benefits and privileges of professional membership without the payment of dues.

#### **SECTION 6: APPLICATION FOR MEMBERSHIP**

Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors or their designee. The Board of Directors shall be empowered to interpret membership requirements. New members shall be afforded membership rights (consistent with their class of membership) from the date of application approval by the Board of Directors or their designee.

#### **SECTION 7: TERMINATION OF MEMBERSHIP**

Membership in the Association may be terminated for failure to abide by the Code of Ethics in Article VI of these Bylaws, or for other good cause, by a four-fifths vote of the Board of Directors. Membership shall be terminated automatically for nonpayment of annual dues or whenever the Member becomes ineligible due to a change in career.

### **SECTION 8: VOTING**

Each Professional and Honorary member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student members are not eligible to vote.

### **SECTION 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 10: MEMBERSHIP ROSTER**

A membership roster shall be maintained and provided to all members. The membership roster is the property of the Chapter and shall not be provided to, or used by, any other person, organization, or other entity without the express approval of the Board of Directors. Unauthorized use of the membership roster by a member may result in the termination of their membership.

## **ARTICLE VI - CODE OF ETHICS**

As a condition of membership in the Tulsa Area Human Resources Association, all Members are obligated...

- (a) To perform their jobs to the best of their abilities, to guard their employers' interests as well as that of employees, and to advise employees and employers wisely and honestly.
- (b) To uphold the standards of the human resources profession by continually searching for improved developments in that field and by staying abreast of legislation and current events, which impact the management of human resources.
- (c) To promote the professional achievement of other Members and students by sharing knowledge and experience.
- (d) To conduct themselves at all meetings of the Association, or at any other time when they may be considered a representative of the human resources profession, in such a manner as to bring credit to the profession and the Association.
- (e) To refrain from using any meeting of the Association for solicitation of business.
- (f) To promote the best interests of the community, the association, and the economy by upholding the laws of the land.

Any persons who are approved for and accept membership in the Association must accept responsibility to discharge these obligations. Any Member who observes another Member in violation of this code is obligated to report the violation to any Member of the Board of Directors. The Board of Directors will take action, as it deems appropriate under these Bylaws and will keep the name of the informant confidential.

## **ARTICLE VII - MEETINGS**

### **SECTION 1: REGULAR MEETINGS**

Regular meetings shall be held monthly at such times and places as the Board of Directors may designate. Meetings may be omitted with approval of the Board of Directors.

### **SECTION 2: NOTICE OF MEETINGS**

A notice of each regular meeting shall be sent to all Members at least five days prior to the meeting.

## **ARTICLE VIII - ELECTIONS AND BALLOTING**

### **SECTION 1: ELECTION OF OFFICERS**

Election of Officers shall be conducted in the following manner:

- (a) The President shall appoint a Nominating Committee of no less than three other Members of the Association, including the Vice President of Leadership Development. Members shall be informed of the names and telephone numbers of the Nominating Committee.
- (b) The Nominating Committee shall submit to the President its list of nominees for the offices to be filled and the nominees shall be approved by the Board of Directors.
- (c) A ballot, including all nominees for all offices and a summary of their qualifications, shall be provided to each Member, by either regular or electronic mail, at least forty-five days prior to the expiration of the current term. Such ballot shall also contain a space for Members to write in names of candidates not listed.
- (d) Each Officer shall be elected on the basis of a plurality of votes cast for that office which have been received by the nominating committee within fourteen days after the date the ballots were mailed, whether via regular or electronic mail.
- (e) In the event two or more candidates for the same office receive the same number of votes, successive balloting shall be conducted at a meeting or by regular or electronic mail until one candidate receives a plurality.
- (f) The elected officers will assume their duties immediately following the expiration of the current term.

### **SECTION 2: OTHER BUSINESS**

- (a) Balloting. The Board of Directors may submit any matter of the Association's business to the voting membership for resolution by ballot. A "ballot" shall include use of regular or electronic mail. The ballot and full explanation of the issue shall be sent to all Members, via either regular or electronic mail. The issue shall be resolved by a plurality of the votes returned within fourteen days after the ballots are sent to the Members.

(b) Meetings. The Board of Directors may submit any matter of the Association's business for resolution by vote of the Members present at any regularly scheduled meeting. The issue shall be resolved by a plurality of votes cast, provided all Members have been notified by either regular or electronic mail of the issues being presented for vote prior to the meeting for which the election is scheduled.

## **ARTICLE IX - BOARD OF DIRECTORS**

### **SECTION 1: NUMBER**

The following shall be members of the Board of Directors:

The President and the Past President, and twelve elected officers comprised of:

The President-Elect,

The Vice President/Programs,

The Vice President/Membership,

The Vice President/Public Relations,

The Vice President/Legislative Affairs,

The Vice President/Leadership Development,

The Vice President/Diversity

The Vice President/Education

The Treasurer, and

Three At-Large members of the Board of Directors.

The Member Service Areas (MSAs) shall be represented on the Chapter Board by at least one of the At-Large members of the Board of Directors, as the MSA Liaison; this person will be responsible for the effective operations of the member service areas and the coordination of communications.

### **SECTION 2: QUALIFICATIONS**

All candidates for office must be qualified Professional or Honorary Members of the Association in good standing at the time of nomination or appointment.

### **SECTION 3: TERM OF OFFICE**

All officers shall serve a one year term, in a 3 year "class" except the President-Elect, who shall serve one year as President-Elect followed by a one year term as President followed by a one year term as Past-President as provided in Section I of this Article.

The term of office may be lengthened or shortened by vote of the membership conducted in accordance with Article VIII, Section 2 of these Bylaws, provided that such balloting shall take place prior to the election of the officers affected.

The Board of Directors' term of office will run from January 1 through December 31 of each year. Board members shall rotate on and off in classes, with four to six board members per class. Board members may choose to leave or be asked to leave before the end of their three-year term if deemed appropriate. All board members shall serve no more than a three-year term at which time they must rotate off for one year. Exceptions can be made based on the continuity or needs

of the board. Board members could serve two consecutive terms but must rotate off for a minimum of one year after the second term. Some exceptions would apply.

Board members shall be elected in three-year class terms by vote of the membership conducted in accordance with Article VIII, Section 2 of these bylaws, provided that such balloting shall take place prior to the election of the officers affected.

#### **SECTION 4: VACANCIES**

Any vacancy in the Board, including designated officers, shall be filled for the unexpired term by majority vote of a quorum of the Board of Directors.

#### **SECTION 5: QUORUM**

A majority of the total Board membership shall constitute a quorum for the transaction of business. The act of a majority of the voting Directors present at any meeting at which there is a quorum present shall be the act of the Board. In certain cases, the board may need to require a vote via email approval from the voting members.

#### **SECTION 6: RESPONSIBILITIES OF THE BOARD**

The Board of Directors shall determine the Association's policies and procedures and oversee the overall operation of the organization. It shall have the following specific responsibilities:

- (a) approve the annual budget and any expenditures which would result in total expenses for the year in excess of the approved budget by more than ten percent;
- (b) approve the annual goals and objectives and the program of activities designed to accomplish those objectives;
- (c) approve guidelines for acceptance of new memberships, individual memberships which do not clearly meet the established criteria, and termination of memberships;
- (d) approve the omission of any monthly meeting of the Association;
- (e) approve the nominees for elected offices;
- (f) elect directors to fill vacancies in the Board;
- (g) approve distribution of the membership roster to anyone other than Members of the Association;
- (h) establish, set and/or change fees and charges including but not limited to annual dues, program fees, learning lab fees and other fees as may be necessary for the prudent operation of the Association provided that such fees and changes to fees are communicated to the membership at least 30 days in advance of the implementation or change.

The following actions may be recommended by the Board, but require a plurality of votes by the membership:

(a) amend the Bylaws of the organization;

(b) change the terms of office.

#### **SECTION 7: CHAPTER MANAGEMENT PROFESSIONAL**

The Board of Directors has the authority to contract services with a chapter management professional for the purpose of performing Chapter administrative duties. The Board of Directors shall approve the selection of the Chapter Management Professional and the terms of the contract. The Chapter Management Professional shall report to the Chapter President through the fiscal year. The Chapter Management Professional will attend all regular Chapter and Board meetings but shall remain a non-voting member of the Board of Directors.

#### **SECTION 8: 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. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

#### **SECTION 9: ATTENDANCE**

It is the expectation of all board members to attend 50% of board meetings. We realize family and our businesses take precedence over our volunteer work, therefore a valid excuse provided to the president and/or president elect will be considered.

### **ARTICLE X - RESPONSIBILITIES OF OFFICERS**

#### **SECTION 1: THE PRESIDENT**

The President shall abide by and enforce the provisions of the Association bylaws. He/she shall preside at the meetings of the Association and the Board, shall have general charge and supervision of the affairs and business of the Association, serve as liaison with the Oklahoma State Council and SHRM, oversee achievement of the SHRM Affiliate Program for Excellence (SHAPE) and the SHRM Excel Award programs, facilitate employment opportunities for TAHRA Members, oversee the recording of the proceedings for all Board and business meetings of the Association, and appoint TAHRA's pro-bono legal counsel. 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: PRESIDENT - ELECT**

The President-Elect shall fulfill the duties of the President in the President's absence during the conduct of Association business, direct preparation of SHRM's Pinnacle Award application, and manage Special Projects, to include SHRM Initiatives (e.g., Education, Tulsa Comp Forum and others assigned by the Board and/or President.) In the event the President is unable to complete the term of office, the President-Elect shall serve the remaining portion of the unexpired term as President. The President-Elect shall continue to serve as President for the upcoming term of office as intended at the time of election to the office of President-Elect.



### **SECTION 3: VICE PRESIDENT, PROGRAMS**

The Vice President of Programs shall appoint the members of the Programs Committee, direct the activities of the Committees, conduct an annual needs assessment, present a program plan to the Board of Directors for approval, and perform other related activities. He/she shall be authorized to incur reasonable expense within the budget approved by the Board of Directors and to make substitutions in programs as necessary in keeping with the program plan approved by the Board of Directors and other related duties.

### **SECTION 4: VICE PRESIDENT, MEMBERSHIP**

The Vice President of Membership shall appoint the members of the Membership Committee, direct its activities to include, directory preparation and sale of advertising space to support production of directory, approve all applications for memberships in accordance with guidelines approved by the Board of Directors, spearhead SHRM recruitment efforts, appoint committee responsible for member networking and orientation, and perform other related activities.

### **SECTION 5: VICE PRESIDENT, LEGISLATIVE AFFAIRS**

The Vice President of Legislative Affairs shall appoint and oversee the chairperson for the Legislative Committee whose primary purpose is to apprise and involve members in these activities affecting the HR profession and also educate legislators on the practical aspects of legislation affecting the successful management of HR, and oversee Annual Law Seminar and Grassroots Initiative as well as other ad-hoc committees established from time to time as assigned by the Board.

### **SECTION 6: VICE PRESIDENT, PUBLIC RELATIONS**

The Vice President of Public Relations will ensure timely notifications of meeting notices, preparation and distribution of newsletters and other materials to members, and perform such other duties as the President may determine. He/she shall appoint members of the Public Relations Committee and direct its activities in order to promote and market the Association to the public and to create good will within the community and profession.

### **SECTION 7: VICE PRESIDENT, LEADERSHIP DEVELOPMENT**

The Vice President of Leadership Development shall foster the professional development of TAHRA members, and student affiliates by assisting in the identification and recruitment of potential TAHRA leadership by active participation on the Nomination Committee; overseeing and appointing members to the College Relations Committees; and promoting professional development through SHRM Certification, HRCI and the Richard J. Messer Excellence in Human Resources Management Award. This office will promote leadership which reflects both the interest of the majority of members.

### **SECTION 8: VP, DIVERSITY & INCLUSION**

The Vice President of Diversity and Inclusion shall appoint the members of the D & I Committee, direct its activities, spearhead the diversity efforts of the chapter membership including developing and distributing information to chapter members to promote diversity programs in organizations and within the community. This office will promote leadership which reflects both the interest of the majority of members and which is in conformance with SHRM's Diversity Initiative. This position shall chair D&I events partnering with the community (ROI).

## **SECTION 9: VP, EDUCATION**

The Vice President of Education shall appoint the members of the Learning Lab Committee as well as other ad-hoc committees established from time to time, direct the activities of these committees, conduct an annual needs assessment, present a program plan to the Board of Directors for approval, and advise and update the membership of various educational opportunities which are available through various local, state and national HR related organizations.

## **SECTION 10: TREASURER**

The Treasurer shall oversee the Registration Committee in the collection, deposit, and accounting for all monies received from all sources in the name of the Association, direct the Chapter Administrator in maintenance of financial accounts of the Association including accounts receivable and payable, prepare any federal and state reports that may be required, provide financial reports, prepares and presents the annual budget to the Board, issue checks consistent with approved budget, arrange for the annual examination and audit of the accounts, and perform such other duties as the President may determine.

## **ARTICLE XI - STANDING COMMITTEES**

Board will determine what standing committees are appropriate for the year and the goals they want to achieve. Some examples of standing committees are the following:

### **SECTION 1: PROGRAMS**

The Programs Committee of three or more members appointed by the Vice President of Programs shall arrange such programs as in its judgment will be informative and useful to the Members. It shall contact prospective speakers and obtain commitments for appearing at regular meetings, prepare appreciation and/or gratuities to speakers following their appearance before the Association and perform other related duties.

### **SECTION 2: MEMBERSHIP**

The Membership Committee of three or more members appointed by the Vice President of Membership shall examine membership applications and make recommendations and reports to the Board of Directors, develop and implement membership campaigns, prepare a current roster of Members, maintain accurate membership records.

### **SECTION 3: COLLEGE RELATIONS COMMITTEE**

A College Relations Committee of two or more members appointed by the Vice President of Leadership Development or a designated chairperson shall provide professional guidance and support to SHRM student chapters to enhance the Members' knowledge and awareness of the human resources profession. The committee shall arrange for speakers, promote participation in our chapter activities, identify Members for recognition, and other related activities as determined by the President.

#### **SECTION 4: HOSPITALITY**

This committee, in working with the Registration Committee, will ensure that both new members and existing members are fully informed of TAHRA's services and given networking opportunities to support their professional development.

#### **SECTION 5: REGISTRATION**

This committee is responsible for working with the Hospitality Committee as well as being accountable for registering and greeting members for both general meetings and workshops.

#### **SECTION 6: DIVERSITY AND INCLUSION**

This committee will receive direction from the Vice President of Leadership Development and will support both TAHRA's and SHRM's Initiative of creating Diversity and Inclusion awareness and leadership along with promoting programs which support the development of its membership. Also support the execution of one D & I event per year.

#### **SECTION 7: CERTIFICATION**

This committee supports the professional development of its membership through SHRM and HRCI professional certification and facilitates study groups and materials along with review or college courses to meet this goal.

#### **SECTION 8: SHRM FOUNDATION**

This committee works closely with the Membership Committee to recruit members for SHRM and fundraise for the SHRM Foundation.

#### **SECTION 9: LEGISLATIVE**

This committee apprises and involves members in legislative activities affecting the HR profession and facilitates opportunities to education legislators on the practical aspects of legislation affecting this field.

#### **SECTION 10: PUBLIC RELATIONS**

This committee promotes TAHRA to the general business community in order to enhance the image of the HR profession, recruit new members, and publicize events.

#### **SECTION 11: YOUNG PROFESSIONALS**

This committee develops young HR professionals providing mentorship, leadership and social networking opportunities and or other events.

#### **OTHER COMMITTEES**

Other committees may be appointed by the President as may be deemed necessary.

### **ARTICLE XII - PARLIAMENTARY PROCEDURE**

All parliamentary procedure shall be governed by Robert's Rules of Order unless otherwise specified in these Bylaws.

### **ARTICLE XIII - AMENDMENT OF BYLAWS**

The Bylaws may be amended by a two-thirds affirmative vote of the Members at any meeting of the Association, provided that notice of the proposed amendment is published and distributed to all Members at least two weeks prior to such meeting, 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. 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.

The Bylaws may also be amended by a two-thirds affirmative vote of those Members returning a ballot to the Board of Directors within fourteen days after the mailing of a ballot, either by regular or electronic mail, and explanation of the proposed amendment to all Members.

### **ARTICLE XIV - ELECTRONIC VOTING**

Mail or electronic ballots can be used for the election of Directors provided the Association has had at least one in-person meeting that year.

### **ARTICLE XV- 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 XVI – 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 the dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purpose consistent with those of the Chapter).

TAHRA strives to remain compliant to maintain its SHRM Chapter Affiliation based upon prescribed SHRM criteria. Should the TAHRA board decide it is not in the best interest of TAHRA to be affiliated with SHRM, it requires a 2/3rds majority vote and notification to the membership.

Note\* These revised bylaws are not effective until approved and signed by SHRM CEO or designee

---

Approved by:



SHRM President/CEO or President/CEO Designee

2/28/17

Date

---

Ratified by the Membership of TAHRA and signed by:

TAHRA President

Date

---