

NORTH AMERICAN HUMAN RESOURCE MANAGEMENT ASSOCIATION (NAHRMA) BYLAWS

1. GENERAL

Article 1.1 Principles

Section 1.1.1 Name. The name of the organization shall be the North American Human Resource Management Association (NAHRMA), hereinafter referred to as Association.

Section 1.1.2 Composition. The Association shall be composed of the Canadian Council of Human Resources Associations (CCHRA), the Asociacion Mexicana en Direccion de Recursos Humanos, A.C. (AMEDIRH) and the Society for Human Resource Management (SHRM), their successors or other organizations admitted to membership pursuant to Article 2.1.

Section 1.1.3 Jurisdiction. For legal purposes the Association is registered in the Commonwealth of Virginia, and is subject to Commonwealth and United States law.

Article 1.2 Objectives

Section 1.2.1 Representation. The Association is the North American representative body for human resource management, representing the interests of the human resource profession in the countries of Canada, Mexico, and the United States.

Section 1.2.2 Advance the Profession. The Association seeks to advance, on a non-profit basis, the interests of the human resource profession, improve the quality and effectiveness of professional human resource management, promote and develop knowledge of human resource issues and the importance of such issues to public and private sector organizations.

Section 1.2.3 Communication. The Association will establish and maintain contacts with its member organizations and with other national and international organizations active in the same or similar fields.

Section 1.2.4 Autonomy. The Association does not interfere in any way with the affairs of its member

associations, which remain free to establish and maintain their own governance structures.

Article 1.3 Activities

Section 1.3.1 Mutual Assistance. The Association will encourage mutual assistance between member associations, in answering international inquiries from a national association on behalf of itself or its members.

Section 1.3.2 General Assistance. The Association will provide general assistance to national associations of human resource management if so requested, provided that no financial commitment is involved.

Section 1.3.3 Information Sharing. The Association will organize self-financing conferences, congresses and study visits; it will publish information and pursue all other objectives which directly or indirectly correspond to the aims of the Association.

Section 1.3.4 Representation. The Association will represent the North American human resource professional interests in the World Federation of Personnel Management Associations (WFPMA).

2. MEMBERSHIP

Article 2.1 Membership Categories

The association consists of full membership.

Section 2.1.1 Full Membership. Full membership may only be acquired by one national association or two or more national associations working cooperatively within North America to represent human resource professionals in their country. In every case the aims and activities of full member organizations must be in harmony with those of the Association.

Article 2.2 Duties of Members

Section 2.2.1 Duties. All members are bound to fulfill their financial and other statutory obligations. In addition, full members are expected to establish and nurture relationships with other national organizations concerned with personnel and human resource management issues in their home country.

Section 2.2.2 Participation in Meetings. Meetings shall be conducted in person and virtually (e.g., via teleconference or web-cast). All members are required to participate in such meetings. In the case of failure to attend two (2) consecutive meetings of the Board without excuse accepted as satisfactory by the majority of the Board officers, such member shall be considered to have resigned.

Article 2.3 Application and Loss of Membership

Section 2.3.1 Application for Membership. Associations or organizations within North America wishing to become members of the Association should submit a written application to the Secretary/Treasurer of the Board demonstrating compliance with Article 2.1, Section 2.1.1. All membership applications shall be accompanied by the most recent annual report and accounts together with the current constitution and/or bylaws of the applicant.

Section 2.3.2 Loss of Membership. Membership can be canceled or suspended by decision of the NAHRMA Board if the member is more than one year in arrears with its financial obligations; if a member no longer meets the criteria defined in Article 2.1, Section 2.1.1; or if the member seriously infringes the aims and objectives of the Association. In all cases other than failure to meet financial obligations, three months notice shall be given to the member of the intention to invoke this Article unless the infringement, which should be specified, is remedied. Only if the infringement continues after this three-month period may membership be canceled.

Section 2.3.3 Resignation. A member may resign from the Association with six months notice by notifying the Secretary/Treasurer of the Board in writing. The member is responsible for payment of the annual dues of that year.

3. ORGANIZATION

Article 3.1 The NAHRMA Board

Section 3.1.1 NAHRMA will be run by a duly elected Board. The Board is the supreme body of the Association and it is composed of three officers (see Article 3.2 below) plus two representatives (Delegates) (see Article 3.3 below) from each country and appointed by each of the full member organizations. Each Board member will be entitled to one vote.

Article 3.2 Officers

Section 3.2.1 **Role and Composition.** The Officers constitute the executive body of the Association, with rights and duties to conduct the business of the Association with the powers vested in it by these articles of association. The Officers are comprised of the President, the Immediate Past President, , and the Secretary/Treasurer. No more than 4 members of the Board may be from the same country, either by nationality or domicile, and the Presidency shall rotate among the full member national associations. Each full member nation must have one Officer seat.

Officers are elected for terms of two years by the Board. The President is limited to one, two-year term, which is followed by a term as Immediate Past President for a total of four years. Total service as an Officer will be six years. Total service on the Board in all capacities is limited to ten years.

The President shall preside at all Board meetings. He/she shall be responsible for the strategic direction and overall activities of NAHRMA and for overseeing liaison with the Board.

The Secretary/Treasurer, at the request of the President or in his or her absence or disability, may perform any of the duties of the President. He or she shall have such other powers to perform such other duties on the Board or as the President may determine.

The Secretary/Treasurer shall be responsible for the preparation of a record of the proceedings of all Board meetings and of any other business meeting of NAHRMA. The Secretary/Treasurer will review the financial impact of strategic initiatives and perform such other duties as the President may determine.

Section 3.2.2 **Authority.** The Officers shall have the power to prepare the agenda for the Board's meeting; submit to the Board the annual report and accounts; submit to the Board's meeting, for consideration and approval, a working program covering a specific period; submit to the Board's meeting such other recommendations or proposals as may be appropriate; deal with matters not specifically assigned to Delegates in a manner consistent with the agreed aims, objectives and policies of the Association; and recommend new members.

Article 3.3 Delegates

Section 3.3.1 There shall be two permanent representatives (Delegates) appointed by each full member nation

in accordance with their normal governance procedures for a period of two years. Both delegates are entitled to vote. A member who is unable to attend may be represented at the Board through a written proxy or an alternate who has been appropriately informed and prepared to participate. The proxy, however, must relate to specific agenda items for which instructions in regard to voting must be in writing. A quorum shall be at least 50% of the voting members. With the exception of the President, Officers have one vote each. The President has a vote only in the case of a tie, as specified under Section 3.3.4.

Section 3.3.2 Meetings. The Board will meet face to face at least once annually and at other times as scheduled by the President. In- person Board meetings shall be convened by the President at least two months in advance. Meetings of the Board may be called within two months if two Officers including the President or the Secretary/Treasurer, request it.

Section 3.3.3 Powers. The Board shall have the power, by majority vote of those present and voting unless otherwise specified herein, to decide on any action as may be appropriate to further the goals of the Association; on the admission and exclusion of members on the positive recommendations of the Officers; the election of a President and other Officers; determine the Association's policies; take any action as may be appropriate to further the goals of the Association; and approve the Association's budget, determine the amount of membership fees and control expenditures.

Section 3.3.4 Voting and Election Rights. Each Delegate attending on behalf of a full member organization has a single vote to cast. The President does not have a vote. Officers may also be nominated as Delegates by their national organizations. In the event of a tied vote the President may cast a deciding vote. Admission into membership and allocation to the applicable membership category requires a two-thirds majority of those present who are entitled to vote. The same qualified majority applies for the exclusion of members.

Section 3.3.5 Voting by Correspondence. The President of the Board may request that full members vote by correspondence, or electronic means, including fax, phone and electronic mail, if and when, in his or her considered opinion, a problem is not important enough to convene an extraordinary Board meeting. The President may also exercise such powers in the event an urgent decision is required. Such votes by correspondence will be conducted in such a manner that each delegate may be required to submit his or her vote, in writing, to the Secretariat within 14 days of receipt of a request for vote. A failure to vote, or a failure to positively abstain, shall be interpreted as approval of the proposal.

4. FINANCES

Article 4.1 Costs

Section 4.1.1 **Costs.** The costs of the Association will be covered by the full members of the associations which have NAHRMA Officers and Delegates. All activities such as conferences, seminars, study trips, et cetera, must be self-financing, and no financial commitment can be attached to the Association with respect to such activities.

Article 4.2 Membership Dues

Section 4.2.2 **Dues.** Each full member of the Association representing Canada, Mexico, and the United States shall equally share the annual cost of dues, as set by the WFPMA, which must be paid on behalf of the Association to the World Federation by the last day of August of every year. NAHRMA will not be held liable for any costs incurred in its name except with the specific prior consent of the Board.

Article 4.3 Remuneration

Section 4.3.1 **Remuneration.** NAHRMA shall not be responsible for compensation or expenses associated with Board participation. Expenses associated with Board participation will be the responsibility of the individual concerned or of the association they are representing.

5. REVISION OF BYLAWS AND DISSOLUTION OF THE ASSOCIATION

Article 5.1 Revision of Bylaws and Dissolution

Any Officer or Delegate has a right to propose a total or partial revision to the Association bylaws, or dissolution of the Association. Any such proposal revision must be submitted in writing at least one month before the next Board meeting. A decision on such a revision requires a majority of two-thirds of the full Board. By unanimous vote of all Board members, this requirement of one month notice may be waived.

6. WFPMA WORLD CONGRESS

Under normal circumstances the office of President and the hosting of the WFPMA bi-annual World Congress will rotate, in principle, among the full members in sequence, initially in the following order Mexico, Canada, USA.

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