



National Association of African Americans in Human Resources

Introduction

These by-laws have been written to acquaint you with the National Association of African Americans in Human Resources Greater New York (hereinafter referred to as "NAAHRGNY" or "the Corporation") and provide a framework to guide oversight, chapter affiliation and serves as a point of reference for general management practices. The information contained herein is a summary of standard operating procedures, membership and alternative dispute resolution processes.

These by-laws do not create a member contract or otherwise specify contractual obligations of any kind between NAAHRGNY and its members. The information contained herein is for informational purposes only. It would be impossible to describe every situation in detail; therefore, if you have any questions, please contact our chapter President or the General Counsel.

The standard operating procedures outlined in these by-laws will be applied at the discretion of NAAHRGNY. The Board of Directors reserve the right to deviate from said procedures, or to withdraw, change or modify them at any time deemed necessary. In such instance, you will be notified when an official change has been made and a revised edition of these by-laws is published.

NAAHRGNY values the many talents and abilities of its MEMBERS FIRST and seeks to foster an open, cooperative and dynamic environment where professional development, personal growth and leadership potential can thrive. If you would like further information or have questions about any of the information contained in the by-laws, contact our chapter President or the General Counsel.

These by-laws supersede any and all NAAHRGNY standard operating procedures, membership and alternative dispute resolution processes previously published on or before July 15, 2010.

Regards,

NAAHRGNY Board of Directors

Revised 7/2010



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ARTICLE I – NAME AND PURPOSE

SECTION 1. Name. The name of this Corporation is the National Association of African Americans in Human Resources Greater New York (hereinafter referred to as “NAAAHRGNY” or the “Corporation”). It is a not-for-profit corporation incorporated under the laws of the State of New York.

SECTION 2. Purpose and Goals. The Corporation exists to provide a forum where Human Resource practitioners of African descent can share, gain information and provide strategic leadership on all talent management solutions affecting their individual career, and the careers and quality of work life for other minorities promoting the agenda of the human resources profession.

Goals

- To establish a network and forum for Human Resource practitioners of African descent and emerging minority Human Resources professionals in the greater New York area.
- To conduct, monitor, and disseminate research and analysis on major workforce issues.
- To influence the platforms of other local, national and international organizations which influence career opportunities and work life.
- To establish a mechanism to monitor legislation and other factors that affect Human Resources professionals and to develop strategies, which effectively represent membership interests.
- To provide conferences, seminars, systematic studies and publications which inform and advance the professional development of Human Resources practitioners and other aligned professionals.
- To provide service that support members’ needs such as: membership directory, job listing database, newsletter, web site, human resources journal for member publications, and an information resource library.
- To serve as a resource to individuals interested in entering the Human



Resources profession.

SECTION 3. Not-for-profit Status. The Corporation will be a not-for-profit corporation and will not engage in fundraising except to support member services, the annual budget, and for presenting awards, scholarships and donations.

SECTION 4. Board of Directors. The Board will be responsible for providing leadership and direction in the development and implementation of short and long range plans, policies, and objectives of the organization.

SECTION 5. Seal. The Corporation shall have an official seal, which shall be in such a form as the Board of Directors may select and shall bear the name of the corporation, the year, and the place of its incorporation. Said seal shall be in the care, keeping and custody of the President of the Corporation and may be used by causing it or a facsimile thereof, to be impressed or affixed or otherwise reproduced.

SECTION 6. Fiscal & Membership Year. The fiscal year of the Corporation shall be a calendar year unless otherwise determined by the National Board of Directors. The membership year of the Corporation shall be based on the calendar year.

ARTICLE II – INDIVIDUAL MEMBERSHIPS

1. **SECTION 1. Classes.** The Corporation's memberships are governed by and established in accordance with the National By-laws. There are five classes of membership under the National By-laws, which we follow (with changes) in the Corporation, namely: Regular, Lifetime, Lifetime Emeritus, Student and Corporate.

(a) Regular Membership. Application for membership will be open to all persons engaged in the Human Resources profession, or persons who are willing to support the purposes and goals of the Corporation.

(b) Lifetime Membership. Application for membership will be open to all persons engaged in the Human Resource profession or persons who are willing to support the purposes and goals of the Corporation.

(c) Lifetime Emeritus. NAAHR provides lifetime emeritus status to distinguished individuals who have made extraordinary contributions to the advancement of the Human Resources profession either



throughout outstanding personal achievement or through exceptional leadership as a member of the NAAHRGNY Board of Directors.

Annual dues are paid by the organization; NAAHRGNY lifetime emeritus members are encouraged to support national operations through annual donations, corporate sponsorships or through acquiring similar support to offset program and service expenses for membership. The assignment of lifetime emeritus status shall be chosen by the Board of Directors or a single vote by the Chapter President.

(d) Student Membership. A full-time undergraduate or graduate student at an accredited college or university who is majoring in human resources management or business administration or other related course of study with a concentration in human resources may qualify for membership as a Student Member of the Corporation.

(e) Corporate Membership. A corporation or business may apply for membership in the Corporation. Such membership shall entitle the corporate or business entity to regular memberships for up to ten (10) individuals. (These individual memberships are not transferable.)

SECTION 2. Approval of Membership. Any person over the age of eighteen (18) is eligible to become a member of the Corporation. Membership will be open to all persons whose objectives and interests compliment the purposes of the Corporation. Applications for membership shall be in such form as shall be prescribed by the Corporation and approved by the National Board of Directors.

SECTION 3. Rights of Members. Regular Members, Lifetime Members and Corporate Members are entitled to hold any office in the Corporation, chair and serve on committees of the Corporation, provide feedback on any matter pertaining to the Corporation's business including nomination of officers and directors. Members may also represent the Corporation upon direction of the Board of Directors as appointed by the President.

SECTION 4. Duration of Membership. Lifetime Membership will be indefinite as long as a member continues in good standing under these by-laws. All other membership categories are annual unless otherwise specified by the National Board of Directors.

SECTION 5. Resignation.



(a) Members

A member of the Corporation may resign by sending a written resignation to the Corporation's Director of Membership. Such resignation shall be reported to the Board of Directors at its next succeeding meeting.

(b) Officers of the Corporation

Officers of the Corporation may resign by delivering written notice of resignation to the President. All resignations will be effective thirty (30) days from receipt to allow for transition unless waived by the President. Such resignation shall be reported to the Board at its next succeeding meeting.

(c) Directors of the Corporation

Directors may resign in accordance with Article IV, Section 2(g) of these by-laws.

(d) Corporation or Business

When an organization no longer qualifies for corporate membership in accordance with Article II, it must submit its resignation to the Director of Membership. Such resignation shall be reported to the Board at its next succeeding meeting.

SECTION 6. Censure, Suspension or Expulsion. A Member may be suspended or expelled from membership for failure to pay dues and assessments by the Director of Membership via the Membership Committee. Such suspension shall be reported to the Board of Directors as soon as possible. Termination of membership may occur thirty (30) calendar days later.

A Member may be censured, suspended, or expelled from membership for failure to comply with rules or ethics established by the by-laws, or the "Standards of Professional Conduct and Practice and Code of Ethics," adopted by the Corporation. The commission of an act which brings discredit to the Corporation or profession, if found by a court of law to have committed any criminal act, shall be cause for censure, suspension, or expulsion from membership. A member may be immediately removed



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from membership and barred from membership activities without prior notice if the Board, by a vote of not less than two-thirds of a quorum of the Directors present, decides that the member's continued membership in and association with NAAHRGNY presents a serious and imminent legal, safety or reputational risk to the Corporation.

A recommendation for corrective action with supporting documentation will be prepared by the Director of Membership and forwarded to the President and affected Member no later than fifteen (15) days before the Board of Directors meeting at which time such actions are to be taken up. In the event the Director of Membership or President is the "affected member," his duties in this action will be performed by the Executive Committee.

The member in question may submit a written response for the Board to review via the President or may elect to provide an oral presentation not to exceed fifteen (15) minutes in duration. The Board will decide the appropriate corrective action, if any, by a two-thirds (2/3) vote of its members.

SECTION 7. Reinstatement of Membership. A person or organization whose membership has been terminated or suspended may be reinstated upon approval by the Board of Directors, completion of a new membership application, and payment of the applicable membership fees.

ARTICLE III - DUES

SECTION 1. Membership Dues. The amount of dues for all classes of members shall be in accordance with the National organization.

SECTION 2. Good Standing. No member shall be qualified to exercise any right or privilege of membership who is delinquent in membership dues or is currently engaged in the corrective action process as described in **ARTICLE II, Section 6, above.**

SECTION 3. Dues Structure. All members will pay national dues directly to the National Organization. The National Organization's fiscal year is a calendar year. Dues are payable upon submission of membership application and will be renewed at the beginning of the calendar year.



ARTICLE IV - ORGANIZATION STRUCTURE

SECTION 1. Organization Structure.

(a) **Organization Chart:** See Attachment A

(b) **Structure:** The Corporation shall abide by and adhere to all policies and procedures set forth within the by-laws of the National Board of Directors, and will apply to the National Board of Directors for re-certification on a bi-annual basis. Additionally, the Corporation will maintain a structure as a domestic Human Resources organization of five (5) or more members, which establishes its status as a Chapter of the National 501c (3) tax exempt organization.

SECTION 2. Directors, Their Nominations and Interviews. The Corporation shall have one class of Officers which are designated as General Directors. General Directors actively participate in the management of the Corporation.

(a) **Number of Directors.** The Board of Directors may consist of members who shall also be Officers of the Corporation, including the Immediate Past President (if available and willing to serve).

(b) **Board of Directors.** Shall have the powers and duties to provide general control and administration of the activities, funds, membership, property, and programs of the Corporation as conferred upon a Board of Directors in accordance with Articles of these by-laws, and the Articles of Incorporation.

(c) **Composition of the Board of Directors.** The Board shall consist of the following positions:

Officers of the Board

1. President
2. Immediate Past President
2. Corporate Secretary
4. Treasurer
5. Director, Fundraising
6. Director, Strategic Planning & Partnership
7. Director, Communication and Branding
8. General Counsel



9. Director, Membership
10. Director, Learning and Development
11. Director, Events
12. Director, Outreach and Volunteer Activities
13. At-large Director(s)

Thereafter it shall remain the same or change to reflect the needs of the organization. The total number of Board of Directors that may serve is dependent upon the capacity needed to achieve the goals of the Corporation.

All Officers and Directors shall be nominated and interviewed as herein provided. The President will serve as Board Chair. The size of the Board may change from time to time in accordance with the needs of the Corporation as determined by the President and is subject to a majority vote of the members of the Board. The number of members of the Board shall be set in sufficient time for the Nominating Committee to act in accordance with these by-laws. The Board may decide not to fill any seat on the Board vacated by resignation, or any other reason that a seat may become vacant provided the total membership of the Board shall not be less than ten (10).

(d) Board of Directors Meeting. The Board of Directors shall meet monthly with at least four (4) times in person and the other times by conference call, during the year at such place as may be determined by the President. Meetings of the Board of Directors may be called by the President, by the Board of Directors in session, or by any officers of the Board when not in session. The Secretary shall furnish notice of the meetings of the Board of Directors to each member of the Board of Directors at least ten (10) business days before each meeting.

(e) Voting. Each member of the Board of Directors present at any meeting shall be entitled to one (1) vote and the requisite vote necessary to take any action shall be a majority of the votes cast, unless otherwise specified by these by-laws. There shall be no voting by proxy. However, members in good standing may defer their vote to another member of the board in writing. All references must be identified at the start of the meeting and recorded by the Secretary for future voting counts.



(f) Nominations, Appointments & Term of Office.

(1) Term of Office. Each Director shall serve a term of three years, subject to renewal upon a vote of not less than 2/3 of the quorum of the Board members in attendance.

(2) Nominating Committee. Whenever an opening arises, the President shall appoint a Nominating Committee to administer the Board of Directors nomination and interview process in a fair and equitable manner. The Board Development Committee shall consist of not fewer than two (2) members of the Board of Directors.

The Committee shall adhere to the following procedures when nominating individuals to the Board of Directors:

- Develop a "Call for Nominations" and oversee the nomination process.
- Review the list of nominees to ensure all the requirements for their nomination have been met.
- Present the final list of nominees
- Board of Directors to begin the interview process.
- Facilitate the process for all interviews and announce the newly appointed members to the membership.

(3) Board of Directors Interviews. Board interviews will be conducted in the manner designated by the Board Development Committee and approved by the President. The interviews will aim to assess each candidate's:

- Understanding of the Corporation's general practices and



- organizational governance
- Overall commitment to the Corporation's Purpose and Goals (see Article I, Section 2: Purpose)
- Performance indicators
- Fiscal operations performance

(4) Re-election of all Board Members: Board members may serve two consecutive terms upon re-appointment by the Board. A person filling a vacancy may be eligible for two consecutive terms upon completion of the unexpired term.

(5) Vacancy Appointments: Any vacancy of the Board Officers of the Corporation may be filled for the unexpired term by vote of a majority of the remaining Board members, except for vacancies in the office of the President. The Executive Committee shall designate a qualified Board member or another qualified individual to fill a vacancy in the office of the President. Such designation by the Executive Committee shall be subject to Board vote and majority approval. In the absence of an Executive Committee, the selection of a qualified Board member or other qualified individual to fill a vacant President position shall be made by the Board and shall be subject to a Board vote and shall require the approval of not less than two-thirds of the Board. A vacancy in the office of the Immediate Past President may be filled by appointment of the Board by an at-large Director.

(g) Resignation: Any Director of the Corporation may resign at any time. Such resignation is to be made in writing and forwarded to the President at the office of the Corporation. All resignations will be effective thirty (30) days from receipt to allow for transition, unless waived by the President. Directors who are also Officers of the Corporation must comply with Article II, Section 5. All resignations shall be reported to the Board at its next succeeding meeting for appointment action.

(h) Removal of Directors: Unexcused absence at three regular Board of Directors' meetings during the calendar year shall be cause for dismissal from the Board provided, however, that the delinquent Director be first notified by the President, in writing, following his/her second successive absence. Any member of the Board whose conduct is of a detrimental nature



to the Corporation may be removed from the Board by the vote of two-thirds (2/3) of the Board, provided that the notice of the proposed action has been delivered to all members of the Board at least ten (10) days prior to the scheduled meeting to consider such action. That member shall be notified of the Board's decision by certified mail.

(i) **Compensation:** Board members shall not receive compensation for their services. If any Board member wishes to proffer services to the Corporation in exchange for a fee he must relinquish his position with the Board prior to accepting a position or arrangement with the Board that would require any fees for services rendered.

(j) **Conflict of Interest:** Whenever a Board member has a financial or personal interest in any matter coming before the Board (i.e., is an "Interested Board member"), the Board shall ensure that:

(1) The interest of such Interested Board member is fully disclosed to the entire Board.

(2) No Interested Board member may vote or lobby on the matter or be counted in determining the existence of a quorum at any Board meeting at which such matter is voted upon.

(3) Any transaction in which an Interested Board member has a financial or personal interest shall be duly approved by the Board members who are not Interested Board members as being consistent with the Corporation's mission and in the Corporation's best interests.

(4) Payments to the Interested Board member shall be reasonable and shall not exceed fair market value.

(5) The minutes of meetings at which such votes are taken reflect the disclosure, abstention, and reason for approval.



SECTION 3. Officers and Directors: The Officers of the Corporation shall consist of:

(a) Officers:

(1) President. The incumbent serves as the chief volunteer of the organization, provides leadership to the board in achieving the organization's mission, ensures that the Board of Directors and its members are aware of and fulfill their governance responsibilities, comply with applicable laws and bylaws, conduct board business effectively and efficiently and are accountable for their performance.

(2) Immediate Past President. The incumbent will facilitate the seamless transition of leadership through knowledge and authorization transfer and on-boarding the new president within the 60 days of the new term.

(3) Corporate Secretary. The incumbent Corporate Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's bylaws, the Secretary records minutes of meetings, ensures their accuracy, and availability, proposes policies and practices, submits various reports to the board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the bylaws.

(4) Treasurer. The incumbent is responsible for fiscal oversight and management, preparation of the organization's budget, development and review of financial policies and procedures, the consistency between the budget and the organization's plans.

(5) Director, Fundraising. The incumbent will lead the Board's participation in the development of the Corporation's long-term financial stability through fundraising. This includes, but is not limited to, individual donor management, sponsorships, and grant writing.

(6) Director, Strategic Planning. The incumbent develops and recommends the overall strategic direction for the NAAHR-GNY, monitors progress, reviews results as a basis for setting new strategy, and



recommends actions to the Board consistent with the Strategic Plan. This committee examines future opportunities and develops strategies for their leverage/execution for consideration by the Board.

(7) Director, Communications & Branding. The incumbent the overall responsibility for implementing and overseeing communications that effectively describe, increase the reach, support growth and engage new audiences to further the mission of NAAHR across various platforms.

(8) General Counsel. The incumbent will perform all duties of a legal nature as designated by the Board of Directors or the President.

(9) Director, Membership. The incumbent will establish and put into place such member benefits or other services voted on by the National Board of Directors as beneficial to the membership. He/she is responsible for increasing the Corporation's membership level and for directing the development of services for the membership.

(10) Director, Learning & Development. The incumbent has overall responsibility for supporting the professional development of it's members in furtherance of the mission of NAAHR, as well as apply organization development principles and techniques to enhance the strength, stability and growth capability of NAAHR's board and organization.

(11) Director, Events. The incumbent designs and executes the entire event planning process for NAAHR-GNY events. The Events Committee works with the Communications Committee, Membership and the Volunteer Committee in planning, publicizing, staffing and staging these events.

(12) Director, Outreach and Volunteer Management. The incumbent engages, recruits, and matches volunteers to specific and general organizational needs. Works with other Board Members to ensure that Volunteer Opportunities are accurately publicized at all NAAHR events and in all communications to members.

(13) At Large Directors. The incumbent provides counsel and support, clarifies the mission of NAAHR, forces forward thinking and approves long range missions, monitors programs and activities for appropriateness, conformity with mission and achievement of expected outcomes, ensures financial solvency, enhances the public image, interprets



external realities to the organization and assesses the Board performance.

(b) Nomination, Interviews and Appointments of Officers and Directors:

(1) Nominations. Nominations will be in accordance with Article IV, Section 2(f) above.

(2) Appointments. Appointments will be in accordance with Article IV, Section 2(f) above.

(3) Resignation of Officers and Directors. Resignation of Officers and Directors will be in accordance with Article II, Section 5(b) above.

SECTION 4. Organizational Committees. Each committee is chaired by a person appointed by the President; except for the Finance Committee, Membership Committee, the External Affairs Committee, the Fundraising Committee, By-Laws Committee and the Executive Committee, which is chaired by the appropriate appointed officer.

(a) Budget & Finance Committee. The Budget and Finance Committee is responsible for fiscal oversight and management. The central group prepares the organization's budget and develops appropriate internal controls and procedures for budget preparation to ensure consistency between the budget and the organization's plans and obligations. The Finance Committee shall make recommendations regarding the approval of all expenditures outside the approval budget and may form a budget committee if required. The Treasurer will serve as Committee Chairperson. The committee shall meet on the call of the President.

(b) Fundraising Committee. The Fundraising Committee leads the Board's participation in the development of the long-term financial stability of the Corporation through fundraising. This includes, but is not limited to, individual donor management, sponsorships, and grant writing. The Director of Fundraising serves as the Committee Chairperson.

(c) Strategic Planning Committee. The Strategic Planning Committee develops and recommends the overall strategic direction for the Corporation, monitors progress, reviews results as a basis for setting new



strategy, and recommends actions to the Board consistent with the Strategic Plan. This committee examines future opportunities and develops strategies for their leverage/execution for consideration by the Board. The Director of Strategic Planning will serve as Committee Chairperson.

(d) Marketing, Branding & Communications Committee. The Marketing, Branding & Communications Committee develops and implements a marketing plan while ensuring effective communications with internal and external audiences. Provides oversight and guidance for the NAAHR-GNY Web Site. The Director of Marketing, Branding & Communications will serve as Committee Chairperson.

(e) Membership Committee. The Membership Committee will be responsible for maintaining the growth and retention of members of the Corporation. The Membership Committee will also be responsible for recruiting members, developing programs that facilitate employment in human resources positions, providing a database of candidates for non-human resources positions being filled by members, developing programs to increase interest in human resources as a career choice, providing career and professional development and enhancement programs, and other services as identified. The Director of Membership will serve as Committee Chairperson and the Committee will meet on the call of the President or Director of Membership.

(f) Volunteer Management Committee. The Volunteer Management Committee engages membership involvement and generates volunteers for the other committees of the Board. The Director of Volunteer Management will serve as Committee Chairperson.

(g) Events Committee. The Events Committee designs and executes the entire event planning process for NAAHR-GNY events. The Events Committee works with the Communications Committee, Membership Committee, and Volunteer Management Committee in planning, publicizing, staffing and staging these events. The Director of Events will serve as Committee Chairperson.

(h) Organizational Development Committee. The Organizational Development ("OD") Committee supports the professional development of its members in furtherance of the mission of the Corporation and applies organization development principles and techniques to enhance the strength, stability and growth capability of the Corporation and its Board of Directors. The Director of Learning and Development will serve as Committee Chairperson.



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(i) Executive Committee.

(j) Legal & Governance Committee. The Legal & Governance Committee is responsible for advising the corporate board on matters of legal and regulatory compliance, training the board and membership on legal developments of relevance to the Board and the wider human resources community. The General Counsel will serve as Committee Chairperson.

(k) Task Forces. The President, as (s)he deems necessary, shall appoint a Board member to create and/or head a task force to address discrete issues that do not fall within the responsibilities of the existing committees of the Board. Proposals for actions of a Task Force must be submitted to the Board and/or President for approval in the manner consistent with these By-Laws.

ARTICLE V - INDEMNIFICATION

SECTION 1. Indemnification: All Members of the Board of Directors, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon them in connection with or arising out of any action, suit or proceeding in which they may be involved by reason of their being or having been Director or Officers of the Corporation, such expenses to include the cost of reasonable settlements, (other than amounts paid to the Corporation itself) made with a view of curtailment of costs of litigation. The Corporation shall not, however, indemnify any Director or Officer in respect to any matter on which any settlement shall reasonably exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion. The foregoing right of indemnification shall not be exclusive of other rights to which any Director may be entitled as a matter of law.

SECTION 2. Liability Insurance: In order that the Corporation shall have sufficient funds available to indemnify any member of the Board of Directors or Officers pursuant to Article V, Section 1, the Corporation shall purchase liability insurance in such amounts as the Board of Directors deem appropriate for such purpose.

ARTICLE VI - LIMITATION OF LIABILITIES

SECTION 1. Limitation of Liabilities: Nothing herein shall constitute members of the Corporation as partners for any purpose. No director, officer, employee, or member of this Corporation shall be liable for the acts or failure to act on the part of any other director, officer, employee or member of the Corporation; nor shall any director, officer,



employee, or member be liable for its acts or failure to act under these by-laws, excepting only acts or omissions to act arising out of his willful misfeasance. The Corporation shall hereby indemnify the Officers, the Board of Directors, and any other committee chairpersons or employees against all claims arising out of their performance of duties for the Corporation.

ARTICLE VII - FINANCES

SECTION 1. Fiscal Year: As per Article I, Section 6.

SECTION 2. Bond: The President and Treasurer may sign checks, execute contracts, or incur financial obligations as provided in the by-laws and Articles of Incorporation. They shall furnish a surety bond in such amount as the Board may determine the cost to be paid by the association.

SECTION 3. Annual Budget: The Board, at its final business meeting of the fiscal year with the recommendations of the Treasurer and the Budget & Finance Committee, shall adopt an income and expense budget covering all expenses and activities for the next fiscal year, as well as the proposed entrance fee, dues, and assessment structure.

SECTION 4. Annual Report: During the annual business meeting the Board shall furnish the members at a minimum, a review of the past year's activities, a report in changes in the membership, a financial review for the past year, and its plans for the current fiscal year. The final financial report for the last fiscal year and the budget for the next fiscal year shall be exhibits appended to the minutes of the annual business meeting session.

SECTION 5. Annual Audit: An annual audit of the accounts of the Corporation shall be made, either by an independent certified public accountant, or an independent firm of certified public accountants. Neither the accountant nor the accounting firm may have any relationship whatsoever with the Corporation. The Director of Budget & Finance shall submit the audit report, including the financial statements, to the Board within ninety (90) days following the close of the fiscal year.

SECTION 6. Appropriations: The Board of Directors shall appropriate funds to pay all necessary expenses of the Corporation.

SECTION 7. Signature: The President or the Treasurer shall be authorized to sign



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checks drawn on accounts for the Corporation. At least two (2) of the designated officers must sign all checks.

ARTICLE VIII - AMENDMENTS

SECTION 1. Amendments to By-Laws: The by-laws may be amended, repealed, or altered in whole or in part, by a majority vote of the Board of Directors. Notices of such proposed changes shall be sent in writing to the Board Members thirty (30) days before the next scheduled board.

Amendments may be proposed by the Board on its own initiative or upon petition of any officers addressed to the Secretary no later than forty-five (45) days prior to a scheduled meeting. Such proposed amendments shall be presented to the Board and considered at the next scheduled meeting.

- (a) **National review of amendments to certain by-laws.** Proposed amendments to the Corporation's by-laws based on US or international legal requirements or changes that the local National Board of Directors has deemed appropriate for the enhancement of the chapter must be submitted to the National President.

SECTION 2. Effective Date: Unless otherwise specified all such amendments shall become effective on the date of the vote.

ARTICLE IX - GRIEVANCES

SECTION 1. Grievances: Matters relating to grievances between or among Corporation Members, or between or among Corporation Members and an outsider (individual or organization) shall be resolved in a professional manner. That is, such difference/disputes should not be manifest in a public arena, including, but not limited to, communication of such differences/disputes to clients or sponsoring organizations.

SECTION 2. Means of Resolution: Means of resolution shall be in accordance with the standard practices and procedures of the Corporation.

SECTION 3. Mediation: All members may exercise the right to bring any concern, grievance or controversial claim arising from or related to actions taken in accordance with these by-laws within five (5) business days of its occurrence. The



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Board of Directors will engage the services of a mutual third party certified mediator to facilitate a mutual agreement with all parties involved within thirty (30) business days. In such case where parties are unable to reach a mutual agreement through mediation, the National Board may settle the issue by arbitration of two-thirds (2/3) vote in accordance with the rules of the American Arbitration Association.

- The parties involved are responsible for the cost associated with retaining mediation services and the cost of its own fees and other legal representation.
- The mediation and arbitration processes will be managed by an independent, impartial body appointed by the National Parliamentarian in consultation with parties involved.
- The independent body will communicate a copy of the report to each of the two parties in a timely fashion.
- All parties agree that the outcomes established are binding and agree to cooperate fully with the independent body.

Any matter not brought to the attention of an officer of the Corporation within five business (5) days after its occurrence is considered resolved and may not be the subject of any future dispute whatsoever.

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Acknowledgement of Understanding

I hereby certify that I have received, read and fully understand the contents of the NAAHRGNY By-Laws. I also acknowledge that I have been given the opportunity to discuss any procedures contained in the by-laws with any member of my local chapter or the national Parliamentarian. I agree to abide by the expectations set forth in these by-laws and understand that my full cooperation and compliance is necessary to maintain membership in good standing with the association.

My signature below or otherwise electronic indication certifies my knowledge, acceptance and adherence to the association's procedures and practices.

I acknowledge that the Corporation reserves the right to modify or amend its procedures at any time, without prior notice. These procedures do not create any promises or contractual obligations between the Corporation and its members.

Printed Name

Signature

Date



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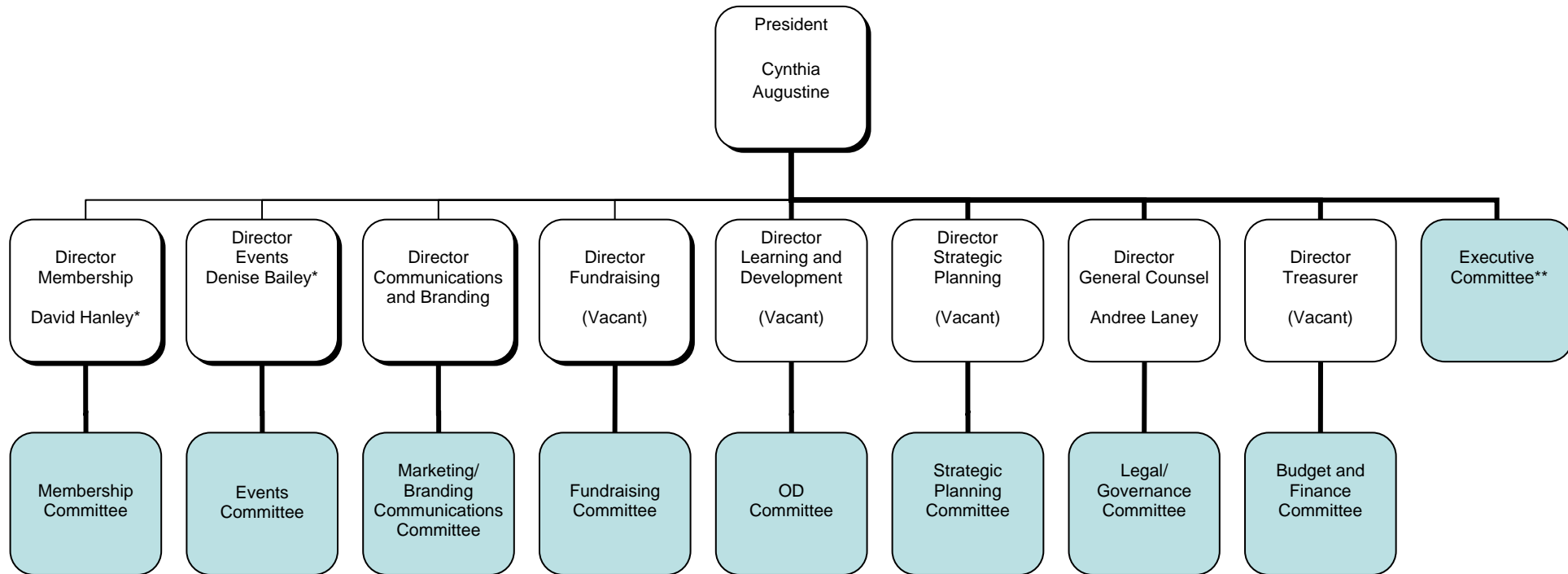
CERTIFICATION STATEMENT

The Board of Directors of the National Association of African Americans in Human Resources Greater New York Chapter approved these by-laws on the ____ day of _____ 2010 and amends all previous versions as of the approval date.

Certifying Officials:

Cynthia Augustine, NAAHRGNY President/
(Name Here). Secretary
Andrée Peart Laney, General Counsel

NAAAHR GNY



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