

**BYLAWS
OF THE
HUMAN RESOURCE EXECUTIVE FORUM**

(Originally Proposed: September 24, 1991)

Revised: May 1997, May 2001, May 2006, May 2011, October 2013, March 2019, January 2019

ARTICLE I NAME AND OFFICE

Sec. 1 The name of this organization shall be the HR EXECUTIVE FORUM, hereinafter referred to as “HREF.”

Sec. 2 The HREF office shall be located at the offices of the current Administrator of the organization as listed on the official membership website.

ARTICLE II PURPOSE AND SERVICES

Sec. 1 HREF is a not-for-profit organization which has been chartered to meet the needs of senior level human resource professionals in the community.

The Mission of HREF:

We are a Twin Cities professional membership organization whose programming provides strategic, leading edge topics that inspire new ways of thinking with an eye to achieving business outcomes. Our members are senior-level Human Resources (HR) professionals who seek insights and connections in order to contribute in meaningful ways to the success of their organizations. Our mission is to enhance the impact of HR across our business community.

Sec. 2 Our programming and networking...

- Stimulates creative thinking and new ideas
- Builds community between HR leaders
- Generates insight and learning that can be applied
- Expands networks of professional connections and relationships
- Provokes lively discussion and debate
- Enables capability-building in leaders and organizations
- Engages and energizes

ARTICLE III AFFILIATIONS AND ASSOCIATIONS

Sec. 1 Upon determination of its board of directors, HREF can associate with other agencies and associations to further its mission.

ARTICLE IV MEMBERSHIP

- Sec. 1 Membership is open to senior-level human resources professionals, management practitioners, and organization executives.
- HREF is interested in membership quality—those really making a senior level contribution. The level, experience base, and motive for participation of those accepted for membership will be such that they can advance the field, contribute to organization’s effectiveness through human resource management or planning, and be considered a peer of other members.
- Sec. 2 HREF adheres to a strict “no soliciting” policy at membership functions.
- Sec. 3 The HREF membership committee, using the criteria in Sec. 1, is responsible for the review of new membership applications and forwarding a recommendation to the Board of Directors for approval.
- Sec. 4 Only those whose dues are current and considered by the membership committee and treasurer to be members in good standing will be able to serve in a leadership role; on the board of directors; listed in the HREF directory allowed to vote on HREF matters.
- Sec. 5 Membership dues will be set by the HREF board of directors and changes in dues will be approved by majority vote of the board. All the renewal dues are to be paid in the first quarter (July 1 – September 30) of each fiscal year (July 1 - June 30). New members approved after January 1 shall pay one-half of the annual dues.
- Sec. 6 Members are required to notify the HREF administrative office of changes in employer, employee status, or location.

ARTICLE V OFFICERS, BOARD, AND COMMITTEES

Sec. 1 HREF elected officers shall be its President, Vice President, Secretary, Treasurer and Nominating Committee Chair. Program Chairs appointed by the President and confirmed by the HREF Board shall be, Membership Chair, Program Chair, Marketing and Communications, Sponsorship and Special Projects. The officers, 4 identified committee chairs plus 4 “At Large” board member (s) shall constitute its board of directors.

Sec. 2 Duties of HREF officers and committee chairpersons are:

President: The duties of the President include:

- Preside over HREF board and membership meetings.
- Represent and serve as spokesperson for HPREF to other external parties.

- Be familiar with the association bylaws and ensure they are being followed by the board of directors.
- Appoint committee chairs and members of the standing committees with confirmation by the BOD.
- Ensure a bi-annual audit is conducted and presented to the BOD.
- Since the President will be a spokesperson and role model for senior HR leaders, he/she will have 10+ years of HR leadership experience and will have served on the HREF BOD for a minimum of one year.
- The term of the President position is one year.

Vice-President (President Elect): The duties of the HREF Vice President include:

- The Vice President will support the President in leading the HREF organization for one year and succeed into the President's position the following fiscal year.
- In the absence or disability of the President, he/she will perform the duties of the President.
- The Vice President will be familiar with the association bylaws and ensure they are being followed by the BOD.
- He/she will also onboard new board members and attend Standing Committee meetings when it is necessary.
- The Vice President will have 10+ years of HR leadership experience and will have served on the HREF BOD for a minimum of one year.
- The term for the Vice President position is one year.

Secretary: The duties of the Secretary of HREF include:

- Preparing Board Meeting agendas in collaboration with the Board President or their designee.
- In partnership with the HREF Administrative Vendor, prepares minutes of the HREF Board meetings.
- Submitting HREF Meeting minutes to Board Members within 1-week of each meeting in most instances.
- Keeping a roster of board members and their terms and apprise board members so that their service is in compliance with the bylaws.
- Assisting the President in responding to correspondence as necessary.
- Ensuring the Administrative Vendor receives copies of all reports provided at the BOD meetings and will archive.
- May amend meeting minutes if requested.
- Maintains final records of all meetings.
- Maintains all HREF documents including HREF Bylaws, HREF mission statement, submitted committee reports, strategic planning documents and other records.

Treasurer: The duties of the Treasurer will include:

- Manages HREF financial accounting policies and practices to ensure integrity and accuracy of all financial records in conjunction with the Administrative Assistant Vendor.
- In collaboration with Board President, Vice President and others establishes financial revenue goals and budget goals.
- Filing and maintaining financial and any other official society documents as may be required by law or efficient function of HREF
- Receipt, efficient management, and disbursement of HREF funds as approved by HREF board
- Maintenance of all financial accounts
- Management of contract and service provided by administrative service vendor.
- Manages or oversees all financial transactions for HREF including accounts receivables and accounts payable. Prepares disbursements and processes receipts using financial accounting software.
- Prepares financial reports for Board review. Makes recommendations to the Board for revisions to accounting policies and procedures.
- Manages bank accounts and regularly reviews and audit bank statements to ensure accuracy.
- Maintains all financial records, bank statements, invoices, records of payments and other financial documents.
- Files 990 forms in compliance with IRS requirements.
- Transfers all financial policies, records, and information to incoming Treasurer within 30 days of expiration of their term.
- May arrange for periodic audits and evaluations.

Nominating Committee Chair: The duties of the Nominating Committee Chair will be:

- Recruits nominating committee members from the Board and membership at large in compliance with Board Bylaws.
- Leads the Committee in recruitment of future board members. Solicits recommendations and nominations from HREF membership.
- Convenes Committee to review applications from prospective board members. Conducts informal or formal meetings with candidates to help assure candidates meet qualifications for Board Membership.
- Recommends candidate slate to the Board of Directors, prepares ballots and materials for HREF membership vote, and maintains

full record of board applications, election results, and related information.

- Coordinates the new Board Member onboarding and establishes the calendar and contents for new Board Member orientation meeting in collaboration with the President and Vice President.

Program Chair: The duties of the Program Chair will include:

- Maintaining and convening meetings with program committee
- Periodically assessing member needs and interest to determine program priorities;
- Maintaining awareness of strong program resources and creatively regarding program ideas
- Plan and deliver program on budget that satisfy member needs and interests
- Make recommendations on all matters pertaining to programming.
- May fulfill Vice President's duties in his/her absence.

Membership Chair: The duties of the Membership Chair will include

- Lead and direct the membership activities of the organization in the recruitment and retention of members.
- Survey members and keep the board apprised of membership concerns and solutions.

Sponsorship Chair: The duties of the Sponsorship Chair will include:

- Creating a sponsorship strategy and bring to the BOD for approval
- Manage sponsorship relationships
- Keeping BOD updated on sponsorship relationships and revenue

“At Large” Board Member(s): Represent HREF membership; participate in board meetings; manage special projects or chair task force(s) as required.

HREF Board of Director: The duties of an HREF Board of Director include:

- Establishing and maintaining a clear vision for the organization and annually monitor and update strategy.

- Formulating, reviewing, and approving strategic plans, policies and practices to accomplish HREF's mission through its programing and networking
- Managing the business and the affairs of the organization.
- Providing the necessary operating principles and assures adherence and compliance with its Bylaws.
- Expectation of involvement in at least 1 standing or ad hoc committee during term.
- Seek out information missed as the result of absence from official meetings and activities of the board.
- Notify one of the officers or the Administrative Assistant Vendor of any impending absence from an officially scheduled meeting or other function of the board. This allows the officers to plan for a quorum to conduct business.
- A director who is unable to unable to comply with the requirements of remaining a member in good standing as defined by the bylaws is expected to resign from the board.
- Be responsive to the Members desire to serve, comments, compliments and concerns. Convey the content of such input to the Board of Directors, officers, its committees, or whichever shall be deemed appropriate by the Board of Directors.
- Evaluate periodic surveys to examine whether the board has made correct strategic decisions and use surveys to improve the overall quality of HREF's vision and mission.
- Attend annual retreat and become familiar with the bylaws and operating principles and Roberts Rules of Order.
- An HREF Board of Director is elected for 1 term (2 years) but may be elected for 2 additional as indicated by the HREF Bylaws for a maximum of 6 years consecutive service on the board.
- Any information or documents developed for HREF while on the board is the property of HREF.

Sec. 3

The HREF board, upon approval of most board members, may designate additional officers, board members, or committees as it deems appropriate.

Sec. 4 Board members shall be elected by majority vote of members present at its annual meeting

Board members will be elected for 2 (3) year terms. Board members will serve no more than two (2) consecutive-terms in the same office. Officers will be elected for 1 year and may be elected for a second 1-year term. Non-members may not pursue a board position.

Sec. 5 Should it become necessary to replace a board member before his/her expiration of term, the HREF board is authorized to name a replacement for the unexpired term by majority vote.

Sec. 6 All Board members will transition records of the organization within 30 days of the election of Board Members in May but no later than June 30th or their expiring term. A copy should be provided to the Administrative Assistant Vendor who will have responsibility for providing when needed. This will allow for the smooth transition of records between terms.

ARTICLE VI GOVERNANCE

Sec. 1 General control and administration of activities, funds, membership programs, and communication of the HREF shall be vested in the HREF board of directors.

Sec. 2 The HREF board of directors shall meet periodically each year as required to govern and manage the organization.

Sec. 3 The HREF fiscal year shall be July 1 - June 30.

Sec. 4 An annual business meeting will be convened by the board of directors in the 4th quarter of each fiscal year when a financial report will be provided, officers elected, and other business conducted.

ARTICLE VII RATIFICATION AND AMENDMENTS

Sec. 1 These bylaws and any proposed amendments to bylaws must be approved by a two-third (2/3) majority vote of members in attendance at a HREF designated meeting or of all members who vote through a mail ballot sent to all members.

Sec. 2 “Members” are members in good standing as recorded by the Treasurer of HREF.

Sec. 3 Amendments to bylaws may be proposed by majority vote of the HREF board, or by a HREF member with supporting signatures by ten percent (10%) of the general membership.

