

**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  
2020 PROPOSED REVISIONS

**ARTICLE 1            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 organization's Administrative Vendor 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 Purpose 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. HREF 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.

**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. The HREF target membership audience is HR practitioners in a Director or above role.

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 the 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). At its discretion, the board may offer partial year memberships at a prorated membership fee after January of the programming year.

Sec. 6 Members are requested 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, and Treasurer. Officer positions shall be two-year terms, subject to annual affirmation by the board of each individual fulfilling his/her term, with such affirmation taking place at the meeting immediately prior to the distribution of the slate of candidates for election at the annual meeting per Section 4 of this Article. Board Chairs appointed by the President and confirmed by the HREF Board shall be Membership Chair, Program Chair, Marketing and Communications, Sponsorship Chair and the Nominating Chair. Officers, Board Chairs plus “At Large” board members shall constitute its board of directors.

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

President: The duties of the President include:

- Presiding over HREF board and membership meetings.
- Representing and serving as spokesperson for HREF to other external parties.
- Understanding the HREF Bylaws and ensure that they are being followed by the board of directors.
- Appointing committee chairs and members of the standing committees with confirmation by the BOD.
- Ensuring a bi-annual audit is conducted and presented to the BOD.
- Assessing each board member’s performance during the year and either recommend or advise against his/her continuation as a board member.
- The President shall have 10+ years of HR leadership experience and will have served on the HREF BOD for a minimum of one year.

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

- Supporting the President in leading the HREF organization.
- Preparing to be the successor to the President at the completion of the President’s term.
- Understanding the HREF Bylaws and ensure that they are being followed by the board of directors.
- Onboarding new board members and attending Standing Committee meetings when it is necessary.
- The Vice President shall have 10+ years of HR leadership experience and will have served on the HREF BOD for a minimum of one year.
- In the absence of the President’s ability to fulfill his/her term and duties, the Vice President would success to the President’s role.

Secretary: The duties of the Secretary of HREF include:

- Preparing Board Meeting agendas in collaboration with the Board President or their designee.
- Partnering with the HREF Administrative Vendor to prepare 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 to be archived.
- Amending meeting minutes if requested.
- Maintaining final records of all meetings in partnership with the Administrative Vendor.
- Ensuring the maintenance of all HREF documents including HREF Bylaws, HREF mission statement, submitted committee reports, strategic planning documents and other records in partnership with the Administrative Vendor.

Treasurer: The duties of the Treasurer include:

- Managing HREF financial accounting policies and practices to ensure integrity and accuracy of all financial records in conjunction with the Administrative Vendor.
- Establishing financial revenue goals and budget goals in collaboration with the Board President, Vice President, and other board members.
- Ensuring the Administrative Vendor meets the service levels set forth in the Services Agreement.
- Providing accountability for the sound financial management of the organization by overseeing the Administrative Vendor to ensure:
  - The filing and maintenance of financial and any other official documents as may be required by law or for the efficient function of HREF.
  - The receipt, efficient management, and disbursement of HREF funds as approved by the HREF board.
  - The maintenance of all financial accounts.
  - The timely and accurate financial transactions for HREF including accounts receivables and accounts payable. This includes preparing disbursements and processing receipts using financial accounting software.
  - The preparation of all financial reports for Board review and providing recommendations to the Board for revisions to accounting policies and procedures.
  - The oversight of all bank accounts. Regularly reviewing and auditing bank statements to ensure accuracy.
  - The maintenance of all financial records, bank statements, invoices, records of payments and other financial documents.

- The filing of 990 forms in compliance with IRS requirements.
- The transfer of all financial policies, records, and information to incoming Treasurer within 30 days of the expiration of their term.
- The conduct periodic audits and evaluations as necessary.

Nominating Committee Chair: The duties of the Nominating Committee Chair include:

- Recruiting nominating committee members from the Board and membership at large in compliance with Board Bylaws.
- Leading the recruitment of future board members.
- Soliciting recommendations and nominations from HREF membership.
- Reviewing applications from prospective board members. Conducting informal or formal meetings with candidates to help assure candidates meet qualifications for Board Membership.
- Recommending candidate slate to the Board of Directors, preparing ballots and materials for HREF membership vote, and maintaining full record of board applications, election results and related information.
- Coordinating the new Board Member onboarding and establishing the calendar and contents for the new Board Member orientation meeting in collaboration with the President and Vice President.

Program Chair: The duties of the Program Chair 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.
- Planning and delivering program on budget that satisfy member needs and interests.
- Meeting with speakers to prepare presenters for events, including logistics, branding, material, and other logistics.
- Making 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 include:

- Leading and directing the membership activities of the organization in the recruitment and retention of members.
- Surveying members and keeping the board apprised of membership concerns and solutions.

Sponsorship Chair: The duties of the Sponsorship Chair include:

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

Marketing and Communications Chair: The duties of the Marketing and Communications Chair include:

- Promoting HREF activities via social media channels.
- Creating communication campaigns before and after programs.
- Conveying the value of membership through clear and engaging messages.
- Devising strategies to reach and connect with the HREF target audience.
- Promoting key messages and strategic priorities of the board.

“At Large” Board Member(s): The duties of “At Large” board members include:

- Being knowledgeable of all HREF bylaws and expectations for board members, committee chairs and officers, and adhering to all bylaws.
- Participating in board meetings and strategic planning sessions.
- Participating in at least one committee, task force or special project during each term.
- Reviewing all minutes, agendas and other materials in preparation for board meetings.

HREF Board of Director(s): The duties of all Board Members include:

- Establishing and maintaining a clear vision for the organization and regularly monitor and/or updating strategy.
- Formulating, reviewing, and approving strategic plans, policies and practices to accomplish HREF’s mission through its programming and networking.
- Managing the business and affairs of HREF.
- Notifying one of the officers or the Administrative Vendor of any impending absence from an officially scheduled meeting or other function of the board.
- Being responsive to members’ comments, compliments and concerns. Conveying the content of such input to the Board of Directors, officers, HREF committees, or whichever shall be deemed appropriate by the Board of Directors.
- Evaluating surveys and other data to improve the overall quality of HREF’s vision and mission.
- Being familiar with the bylaws and operating principles.
- Acknowledging that any informational materials, models, logos or other intellectual property developed for HREF while serving on the board is considered the property of HREF.
- An HREF board member is elected for one term (2 years) but may be elected for 2 additional terms as indicated by the HREF Bylaws for a maximum of 6 years consecutive service on the board. Board members will serve no more than 2 consecutive terms in the same office.

Sec. 3           The HREF board, upon approval of a majority of 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 or of those voting electronically at its annual meeting. The Board of Directors

shall put forth a slate of new and renewing candidates for board of director positions and new or replacement officers prior to a vote by the members. Only people with a current paid membership may 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 completing their term will transition records of the organization within 30 days of the election of Board Members in May but no later than June 30<sup>th</sup> or their expiring term. A copy should be provided to the Administrative Vendor who will have responsibility for providing when needed. This will allow for the smooth transition and maintenance of records between terms.

#### ARTICLE VI REMOVAL OF DIRECTORS AND OFFICERS

Sec. 1 Any member or Officer of the Board of Directors may be removed with or without cause or for failing to meet the minimum requirements in Article 5, Section 2, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of the association would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed voting and action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office as soon as the vote is completed.

Sec. 2 Members of the Board of Directors who are removed pursuant to Article VI, Section 1 of these by-laws automatically and immediately forfeit their positions on the Board and are not entitled to participate in the removal procedure for other members of the Board of Directors outlined in this Removal Article.

#### ARTICLE VII GOVERNANCE

Sec. 1 General control and administration of activities, funds, membership program, 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 4<sup>th</sup> quarter of each fiscal year when a financial report will be provided, officers and directors elected, and other business conducted.

Sec. 5 A quorum is required for any items/discussions that require a board vote. A quorum is defined as 2/3 (two thirds) of the board being present in order for a vote to take place; 2/3 (two thirds) of the quorum must affirm the vote for it to pass.

## ARTICLE VIII RATIFICATION AND AMENDMENTS

- Sec. 1 These bylaws and any proposed amendments to bylaws must be approved and voted on by the board prior to presenting the bylaws to the members Approval 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 or email ballot sent to all members.
- Sec. 2 "Members" are current paid members in good standing as recorded by the Treasurer of HREF.
- Sec. 3 Amendments to the 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.

## ARTICLE IX LIMITATION ON LIABILITIES

- Sec. 1 Nothing herein shall constitute members of HREF as partners for any purpose. No director, officer, or member of HREF shall be liable for the acts or failure to act on the part of any other director, officer, or member. Nor shall any director, officer, or member be liable for their acts or failure to act under these bylaws excepting only acts or omissions to act: (a) arising out of their willful malfeasance; or (b) adjudicated in any proceeding not to have been taken or omitted in good faith in the reasonable belief that the action or omission was in the best interests of the organization.
- Sec. 2 Indemnification. Excepting only those acts for which a director, officer, or member may be liable under Section 1 of the Article, the Organization hereby indemnifies and holds harmless a director, officer, or member from and against any and all claims for damages and expenses incurred in defense of any action or omission of such director, officer, member, including, but not limited to attorney's fees.

## ARTICLE X DISSOLUTION

- Sec. 1 HREF may need to dissolve if faced with one or more of the following circumstances: an inability to attract or maintain funding, an assessment that the organization no longer serves its stated mission or constituency, a determination that that mission or constituency is more than adequately served by other organizations, or an inability to attract volunteers and leaders willing or able to maintain the effort necessary to make the organization successful.
- Sec. 2 A majority of the HREF Board must first adopt a resolution authorizing dissolution. This can be accomplished either at a meeting of the board or by a written action signed by all of the directors If a meeting is held. The resolution must include a plan of dissolution that states to whom the assets owned or held by HREF will be distributed after the debts of the HREF have been paid. The resolution shall authorize an individual officer, director or group of persons to execute and file the various forms required

to carry out the dissolution. After the board has adopted the plan of dissolution, a Notice of Intent to Dissolve must be filed with the Secretary of State of Minnesota and follow all required steps outlined by the state completely and in a timely manner.

Bylaws adopted on:

\_\_\_\_\_  
Month                      Day                      Year

Bylaws copy  
verified as true:

\_\_\_\_\_  
Name

\_\_\_\_\_  
Officer                      Date