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State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE
100 NORTH MAIN STREET
PROVIDENCE, RHODE ISLAND 02903-1335
NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6-34 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Human Resource Management Association of Rhode Island, Inc.

SECOND: The period of its duration (if perpetual, so state) perpetual

THIRD: The specific purpose or purposes for which the corporation is organized are:
To create opportunities for the exchange of ideas on current problems confronting the Human Resources professional, to encourage the advancement of the field of Human Resources, to provide for the professional development of its members, and to mentor those seeking to join the profession, and to promote the field of Human Resources through community involvement and legislative activity.

FOURTH: Provisions (if any) for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(Note 1)

See copy of attached Bylaws, Articles IV - X

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CORPORATE DIVISION

FIFTH: The address of the initial registered office of the corporation is (Provide street address - Not P.O. Box)
2484 Warwick Avenue, Suite 298, Warwick, Rhode Island, 02889 (add Zip Code),

and the name of its initial registered agent at such address is: Alice Stanelun

Alice Stanelun
Signature

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is 6, and the names and addresses of the persons who are to serve as the initial directors are:

Name	Address
Linda S. Stubbs	SENECA Health System, 14 Woodruff Ave., Narragansett, RI 02882
Kyle Adamonis	Taco, Inc., 1160 Cranston St., Cranston, RI 02920
Michael Oliver	Norrell Staffing Services, 400 Reservoir Ave., Prov., RI 02907
Alice Stanelun	Association Systems, 2484 Warwick Ave., Warwick, RI 02889
David Patenaude	Arkwright, Inc., 538 Main St., Fiskeville, RI 02823
Marilyn Ceprano	Cranston Print Works, 1381 Cranston St., Cranston, RI 02920

SEVENTH: The name and address of each incorporator is:

Name	Address
Linda S. Stubbs	SENECA Health System, 14 Woodruff Ave., Narragansett, RI 02882

EIGHTH: Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation): upon filing

Dated July 23, 1996

Linda S. Stubbs
All Incorporators must sign

Incorporator(s)

NOTE: 1. If no provision for the regulation of the internal affairs of the corporation or for the distribution of assets on dissolution or final liquidation are to be set forth, insert "None." In an appropriate case provisions relating to members, their qualifications and rights (Section 7-6-15) may be inserted here.

Section 2. Disaffiliation

The Association may withdraw a Charter which has been granted for actions deemed to be in conflict with the purposes of the Association.

Disaffiliation shall be granted upon request of the Chapter itself.

Action to withdraw a Charter shall require the approval of the Executive Committee.

ARTICLE IV. FINANCES

Section 1. Fiscal Year

The fiscal year shall extend from September 1st through August 31st.

Section 2. Dues

The annual fees for membership shall be determined by the Executive Committee.

Bills for annual dues shall be rendered and payable during the month of August.

Section 3. Receipt and Disbursement of Funds

All funds received in the name of the Association shall be deposited with the Treasurer and credited to the account of the Association.

Disbursements shall be made by the Treasurer with the consent and approval of the Executive Committee.

Report on receipts and expenditures of the Association shall be filed with the Executive Committee on the first business day of the months of September, January, and June, or as requested by the Executive Committee.

Section 4. Audit

An Audit Committee comprised of a member of the Executive Committee and two (2) members at large, to be appointed by the Executive Committee, shall complete an internal audit annually at the end of the fiscal year. The Executive Committee, in its discretion, may provide for an independent audit of the financial operations of the Association. An independent audit may also be undertaken when requested by a quorum of professional members.

Section 5. Dissolution

Should the Association be dissolved, its assets will be equally divided between the SHRM Foundation and the United Way of Southeastern New England.

Honorary members shall be admitted to all regular meetings, be exempt from payment of dues, shall hold no elective office, nor have any vote.

d) Student Member:

Individuals who are students and members of a student chapter affiliated with the Association as described in Article III. They shall have no vote, and may not hold office in the Association.

Individuals representing organized labor are not eligible for membership.

Any individual who met membership criteria prior to June 1, 1996 shall continue to be eligible for membership under these by-laws.

Membership in this Association shall be open to all persons in a non-discriminatory manner and in accordance with Federal and State regulations.

Section 2. Application for Membership

- a) Application for membership shall be submitted in writing on the requisite application form addressed to the Membership Chairperson.
- b) The Membership Committee shall review and act on all applications in accordance with these by-laws.
- c) Determination of membership status and notification to the applicant shall be made by the Membership Chairperson after consultation with the President.
- d) New members' names shall be added to the roster upon payment of the required dues for the current fiscal year.

ARTICLE III. STUDENT CHAPTERS

Section 1. Charter Requirements

A College Student Group requesting a Charter shall:

- a) Have at least eight (8) members.
- b) Draw membership from full-time and part-time students provided the latter carry at least six (6) semester credits each term.
- c) Be from a four-year or graduate institution.
- d) Require a demonstrated emphasis in HRM subjects.
- e) Require verification of student status.

ARTICLE II. MEMBERSHIP

Section 1. Membership Classifications

(a) Professional Member:

- 1) Individuals engaged in Human Resource Management at the exempt level.
- 2) Faculty members holding assistant, associate, or full professorial rank in Human Resource Management, or any of its specialized functions, including individuals holding positions as Placement or Career Counselors, in an accredited College or University.
- 3) Individuals who are owners or general managers of temporary and permanent, search, contingency or outplacement firms, and full-time consultants engaged in Human Resource Management.

Professional members who become unemployed, or transfer to a position which is not eligible for professional membership, may continue their membership through the end of the membership year at which time they may become an Associate member.

b) Associate Member:

- 1) Individuals holding active membership in the Society for Human Resource Management who do not meet the qualifications of the other classes of membership.
- 2) Individuals who do not meet the qualifications of the other classes of membership but can demonstrate to the satisfaction of the Association a bona fide interest in Human Resource Management and the purposes of the Association.
- 3) Individuals who, as officers of companies, have an identifiable responsibility for the determination of Human Resource Policy.

Associate members may serve on the Executive Committee; however, they shall have no vote and may not hold office in the Association.

c) Honorary Member:

An honorary membership may be conferred by the majority vote of the membership upon a person who has achieved distinction in Human Resource Management or is an active member who has retired from their place of employment.

HUMAN RESOURCES MANAGEMENT ASSOCIATION OF RHODE ISLAND, INC.

ARTICLE I. NAME, PURPOSE, AND CODE OF ETHICS

Section 1. Name

The name of the organization shall be the Human Resources Management Association of Rhode Island, Inc.

Section 2. Purpose

The purpose of the Association shall be to create opportunities for the exchange of ideas on current problems confronting the Human Resources professional, to encourage the advancement of the field of Human Resources, to provide for the professional development of its members and to mentor those seeking to join the profession, and to promote the field of Human Resources through community involvement and legislative activity.

This Association is affiliated with the Society of Human Resource Management (SHRM) and the Greater Providence Chamber of Commerce. Membership in these organizations is encouraged for further professional enhancement.

Section 3. Code of Ethics

This Code of Ethics for members of the Association has been adopted to promote and maintain the highest standards among its members. Adherence to this Code is required for membership in HRM/RI and serves to ensure public confidence in the integrity and service of human resource management professionals.

"As a member, I pledge to maintain the highest standards of professional and personal conduct; strive for personal growth in the field of human resources management; support HRM/RI's goals and objectives for developing the human resource management profession; encourage my employer to make the fair and equitable treatment of all employees a primary concern; strive to make my employer profitable both in monetary terms and through the support and encouragement of effective employment practices; instill in the employees and the public a sense of confidence about the conduct and intentions of my employer; maintain loyalty to my employer and pursue its objectives in ways that are consistent with the public interest; uphold all laws and regulations relating to my employer's activities; refrain from using my official positions, either regular or volunteer, to secure special privilege, gain or benefit for myself; maintain the confidentiality of privileged information; and improve public understanding of the role of human resource management."

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Section 3. Annual Meeting

The Annual Meeting shall be held in May of each year at which time the Program will include the Election of the President, the Vice-President, and the Treasurer and the submission of reports to members, including an account of the membership and financial condition of the Association.

Section 4. Joint Meetings

At the direction of the Executive Committee, joint meetings with other groups may be arranged and held for discussion of any subject or other activity which might be deemed to be of mutual benefit and interest.

Section 5. Executive Committee Meetings

Meetings of the Executive Committee may be called by the President at any time and shall be called by him/her upon the written request of three (3) members of the Committee.

ARTICLE VII. QUORUM

Section 1. One-fifth (1/5) of the "professional" membership shall constitute a quorum at regular meetings.

Section 2. One-third (1/3) of the "professional" membership shall be necessary for a quorum at a Special Meeting.

Section 3. A majority of the Executive Committee shall constitute a quorum at its meetings.

ARTICLE VIII. NOMINATIONS AND ELECTIONS

a) The Nominating Committee shall consist of three (3) professional members appointed by the Executive Committee at their first meeting. This Committee shall select its own chairperson and present its report at the monthly meeting prior to the Annual Meeting. Additional nominations for officers may be made from the floor.

b) Voting for the election of officers shall take place at the Annual Meeting.

ARTICLE IX. COMMITTEES

Section 1. Standing Committees

The Standing Committees shall be as follows: Program, Legislative Affairs, Membership, Business/Education, and Professional Development.

a) The President shall appoint all Standing Committee Chairpersons subject to the approval of the Executive Committee, and shall be an Ex-Officio member of each committee.

ARTICLE V. GOVERNMENT

Section 1. Officers and Executive Committee

- a) The Officers of the Association shall be a President, a Vice-President, a Treasurer, and a Secretary.
- b) The Association President must hold national membership in the Society for Human Resource Management (SHRM).
- c) The President, Vice-President, and Treasurer shall be elected from the "professional membership" classification of the Association by majority vote at the annual meeting, except that two (2) officers shall be from Article II, Section 1 (a) 1) category. They shall assume their respective duties immediately upon such election. Service in the same office shall be limited to two (2) consecutive terms of one year each.
- d) The Third Party Administrator, whose duties and responsibilities shall be defined by the Executive Committee, shall serve as the Secretary for the Association.
- e) The Executive Committee shall consist of the President, Vice-President, Treasurer, Secretary, Chairs of the Standing Committees, and two (2) Directors to be appointed by the President. The Executive Committee shall be a balance among the various membership classifications.
- f) In case of a vacancy occurring in the office of President, the Vice-President shall automatically succeed to that office. In case of a vacancy occurring in the office of the Vice-President or the Treasurer, the President shall appoint a professional member to fill the unexpired term subject to Executive Committee approval.
- g) The Executive Committee shall have authority to transact business for the Association.

ARTICLE VI. MEETINGS

Section 1. Regular Meetings

The Association shall meet regularly from September through June unless otherwise determined by the Executive Committee.

Section 2. Special Meetings

Special meetings may be called at any time at the direction of the Executive Committee or, in an emergency, upon authority of the President alone. The call for the Special Meeting must state the business to be transacted, and no business shall be transacted at such meeting except as so stated.

- b) The Program Committee shall plan meetings and special programs designed to bring the membership together to learn, network, and share information.
- c) The Legislative Affairs Committee shall monitor and report to the membership on state, regional, and federal regulations, legislation and government compliance issues that could impact the human resource profession.
- d) The Membership Committee shall promote chapter membership, select new members consistent with membership criteria, conduct new member orientation, and publish and distribute a membership directory.
- e) The Business/Education Committee shall promote student chapters and shall be responsible for integrating Association training and education projects with initiatives to improve workforce competencies.
- f) The Professional Development Committee shall be responsible for providing members with opportunities to enhance their leadership and management skills through conferences, workshops, and seminars sponsored wholly or in part by the Association. The Committee shall also encourage certification of Association members through the Human Resource Certification Institute (HRCI) of the Society of Human Resources Management (SHRM).

Section 2. Other Committees

In addition to the committees mentioned in Section 1 of this Article, other committees may be appointed by the President subject to such conditions or limitations as may be specified by the Executive Committee.

ARTICLE X. AMENDMENTS

- a) The Association shall have the authority to make all necessary rules and regulations for the proper conduct of the Association's activities, subject only to the established by-laws and regulations of the Society of Human Resource Management (SHRM).
- b) These by-laws may be amended upon a two-thirds (2/3) vote of the professional members present at any meeting of the Association provided such amendment(s) shall have been recommended by the Executive Committee or initiated by any five (5) professional members of the Association in good standing and provided further that a copy of such amendment(s) shall have been mailed to all professional members at least ten (10) days prior to the day of the meeting at which such proposed amendment(s) are to be discussed.

ADOPTED: MAY 14, 1996