



Rocky Mountain Association of Recruiters
- Bylaws -

Adopted January 10, 2007

ARTICLE I – NAME

This Association shall be known as the Rocky Mountain Association of Recruiters (RMAR), (hereinafter called the “Association” or RMAR).

ARTICLE II – OBJECT OR PURPOSE

SECTION 1: To promote constructive publicity and to create a better understanding, acquaintance, coordination and co-operation among fee charging employment services; to increase the efficiency of the private personnel services by the promotion of effective methods for serving employers and job applicants, by the consideration of the relations between employers and candidates, and by the investigation and study of industrial and economic conditions; to set and maintain the highest standards of practice; to amply protect its members against all acts, methods and practices not pursuant to the best interests of the service.

- A. To promote high standards of ethical practice and encourage friendly relations among all private employment agencies in Colorado.
- B. To advance the private personnel services industry through education, assist in the development of accredited courses in human and industrial relations and those courses directly related to private personnel services advancement in colleges and universities.
- C. To promote constructive publicity with industry, business and the general public regarding private personnel services.
- D. To increase the efficiency of the private personnel services by promotion of effective methods for serving employers and employees, and by the investigation and study of industrial and economic conditions with a view of employment stabilization.
- E. In general, to promote, extend and protect the interests of the private personnel services industry.

ARTICLE III MEMBERSHIP

SECTION 1 Any corporation, company, partnership, or individual engaged in negotiating placement or out-placement where a fee is charged, is eligible for membership without regard to race, creed, color, national origin, veteran status or disability. Membership is held in the name of the firm. Each member firm must name its official voting representative designate to the Association.

SECTION 2 In the event of a change in ownership of a firm holding Association membership, membership can be transferred only on recommendation and approval of the Board of Directors.

SECTION 3 Application for membership shall be made in writing on a form prescribed by the Board of Directors and filed with the administrative office. The application shall be accompanied by a signed copy of the Association's Standards of Ethical Practices and dues payment in the amount required under Article IV.

SECTION 4 There shall be the following classes of membership:

A) **Voting Membership.** Only active memberships in good standing shall be eligible to vote or hold elective office.

Active Membership - Any Company or Individual, which, in the opinion of the Board of Directors, is in sympathy with, and adheres to the purposes of the Association, complies with all the provisions of the bylaws, complies with the standards of business practices and have paid their annual dues in full shall be eligible for active membership in the Association.

1. **Firm membership-** Membership will be held in the name of the firm or Company. All employees of the Firm/Company are eligible to participate as a Member in all Association

activities. Each Firm Member shall have one vote. Each Firm member annually shall name its official voting representative and one alternate.

2. Individual Membership- Membership will be held in the name of the individual and able to participate as an Active Member in all Association activities. Each Individual Member shall have one vote.

B) **Non-voting Membership.** The following membership categories shall have non-voting membership status, and shall **NOT** be eligible to hold elective office in the Association:

1. Honorary Membership - A person (not a firm) who is not actively engaged in the personnel consulting industry, but who has made outstanding contributions to the industry and the Association shall be eligible for honorary membership. Honorary membership is conferred after recommendation to the Board of Directors, and approval by three-fourths of the Board.
2. Affiliate Membership - Any business firm which is not a placement, or out placement service but which is in sympathy with the objectives and purposes of the Association and which meets the underwriting standards set by the Board of Directors shall be eligible for affiliate membership. Affiliate Memberships cannot be deemed by the Board to be in competition with either RMAR voting members, or various RMAR programs (web sites, etc.). Affiliate Memberships will be re-approved on their anniversary date each year.

ARTICLE IV DUES AND ASSESSMENTS

SECTION 1 The annual dues for each member of the Association shall be determined by the Board of Directors. Dues will be billed according to a calendar year January 1 through December 31. New members will be charged a full years dues if application is received and processed in the first six (6) months of the membership year. New members will be charged one-half of year's dues if the application is received and processed in the last six (6) months of the membership year.

SECTION 2 Members are expected to pay their dues (subscription or assessments) within thirty (30) days from the time the same became due. Those members failing to pay within this time period shall be notified by the Treasurer. If payment is not made within the next succeeding sixty (60) days, the notice of arrears shall be reported to the Board of Directors, and if so ordered by a majority vote of the Board of Directors, the member shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

ARTICLE V - MEETINGS

SECTION 1 The place and time of the annual meeting shall be decided by the Board of Directors.

SECTION 2 Special meetings of the Association shall be called by the President upon written request by a majority of the Board of Directors or upon written petition of at least 25% of the active membership. Such a request by the Board of Directors or petition from the membership shall include a date for the meeting not earlier than thirty (30) days after filing of the petition with the President. The location of such meetings shall be set by the Board of Directors at least twenty-one (21) days prior to the date designated and the President shall immediately publish the time, date and place of such meetings to the entire membership. The business proposed shall be given in the call of the meeting, but the business or the meeting need not be limited to that given in the call.

SECTION 3 The Board of Directors shall meet at least three (3) times annually. The President or a majority of the Board of Directors may call a meeting of the Board of Directors at any time. Meetings are open to any member in good standing of the Association.

The Board of Directors shall not begin to transact business at any meeting unless a quorum of a majority of the members of the Board is present. The Directors present at a duly organized meeting can continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

SECTION 4 The procedure for regular and special meetings shall be as set forth in Robert's Rules of Order (newly revised), except where "Robert's" is in conflict with the RMAR Bylaws.

SECTION 5 The agenda for each meeting of the Board of Directors shall be prepared by the President and submitted to the members of the Board seven (7) days prior to the date of the meeting.

Any Director shall have the right to require the addition of any item to the Agenda by advising the President of such a request, and the item shall be added thereto. In such event all Directors shall be advised of the addition prior to the Board meeting.

SECTION 6 Quorum – 20% of the active membership, in good standing, when present at any meeting of the Association shall constitute a quorum. In the event there be less than 20% the presiding Officer may adjourn the meeting from time to time until a quorum is present.

ARTICLE VI OFFICERS

SECTION 1 The Officers of this Association shall be a President, Vice President-Operations, Vice President - Membership, Vice President – Education/Programs, Vice President-Certification, Secretary, Treasurer, Immediate Past President,.

They shall be elected from the Board of Directors designated in ARTICLE VII, according to procedures outlined in ARTICLE VIII. Their election shall be for a term of two years to run from January 1, through December 31, or until their successors are elected, and may be re-elected.

SECTION 2 Officers must be agency owners/managers or individual consultants with agency designated active membership status.

SECTION 3 The elected officers shall have specific responsibilities as follows:

A. The PRESIDENT shall be responsible for determination of Association policy on all matters requiring such determination between meetings of the Board of Directors; and for the leadership necessary to assure that the work of all committees is carried out in such a manner that the objectives of this Association as set forth in ARTICLE II are realized to the fullest extent possible during his or her term of office.

B. The VICE PRESIDENTS shall be responsible for the orderly and business like execution of the work of those committees assigned to them by the President, and the duties assigned by the President and/or Board of Directors. The VICE PRESIDENT - OPERATIONS in the event of the absence, disability or death, resignation or expulsion of the President, shall assume the duties of the President and shall possess all the powers and perform all the duties of that office. In the event the Vice President of Operations is unable or unwilling to serve in this position, then the Vice President of Education/Programs shall assume those responsibilities of the President and shall be filled in the manner prescribed in ARTICLE IX.

The SECRETARY shall give notice of all meetings of the Board of Directors and of the Membership, together with the proposed agenda, and shall keep a record of their proceedings.

The TREASURER shall be responsible for collecting all the moneys, paying all bills, and keeping all accounts. The Treasurer shall supervise the preparation of an annual report to be submitted to the members at the annual meeting. The books of the Treasurer shall be audited annually by a special committee appointed by the Board of Directors.

SECTION 4 If a vacancy shall occur in the position of any officer for any reason, the Board of Directors shall elect an officer to complete the unexpired term.

ARTICLE VII BOARD OF DIRECTORS

SECTION 1 This Association shall have up to 15 Directors elected by the general membership for a term of 2 years according to procedures outlined in ARTICLE VIII. The Board shall constitute the governing body of the Association.

A) Up to 4 will serve on the Board as Directors-at-Large. All Directors-at-Large will be elected for a one-year period. At the end of each year, Directors will be replaced or re-elected.

B) A District Director will be selected from each of the following geographic zones: Denver Region, Colorado Springs/South Region, Fort Collins/Wyoming/North Region and Boulder Region.

SECTION 2 The Board of Directors shall administer the affairs of this organization and be responsible for policies of the Association and will direct the Officers toward the implementation of these policies. The President will be the presiding Officer of the Board, with a vote only in the event of a tie.

SECTION 3 Executive Director

A.) The Board of Directors may retain a staff head who shall have the title of Executive Director whose terms and conditions of retention shall be specified by the Board.

B) Authority and Responsibility. The Executive Director shall manage and direct all activities of the Association prescribed by the Board of Directors and shall be responsible to the Board.

SECTION 4 Failure by any Director to attend three (3) consecutive meetings for any cause, or two consecutive meetings without good and sufficient reasons as determined by 3/4 of the remaining Board Members, shall result in that Director being dropped from the Board.

SECTION 5 The President may appoint additional active members of the Association as Ex-Officio Board members. Ex-Officio members shall have no board vote in actions before the Board for consideration. Appointees may include special project or committee chairpersons, past officers of the Association, or any state member having served or serving for the National Association of Personnel Services.

ARTICLE VIII NOMINATIONS AND ELECTIONS

SECTION 1 A Nominating Committee for Officers and Directors shall be appointed by the President by August of each year to consist of a minimum of 3 members, one of which shall be a Past President, and their report will be made via mail and at the next regular meeting. Only Board Members may be nominated for Officer positions. Nominations for Director and Officers may be made from the floor and write-in nominations received prior to that regular meeting will be placed before the membership.

SECTION 2 CLOSED BALLOTS with names of all Board nominees and Officers-elect will be sent to each member in October. Returned ballots will be opened at the next meeting, and tabulated with the results immediately announced. In the event no individual has received a clear majority, election will be by majority vote of those present (quorum) at the meeting, with the results immediately announced.

SECTION 3 No District Director or Vice Chairperson may serve more than two consecutive terms in the same position on the Board of Directors, but after being out of office for one term may again be elected. Election or appointment as Director or Vice Chairperson for a term of less than one year shall not be considered a term in office. This provision shall not prohibit the President from appointing a District Director to fill a vacancy following an election in which no Director was elected from that District.

SECTION 4 In order to be eligible to run for election as a District Director, the individual seeking office must be employed by a member firm from that district, as of the date that individual is nominated for office and continue to be so employed for the duration of the term.

ARTICLE IX VACANCIES

SECTION 1 Upon the death, resignation, or expulsion of an Officer or a member of the Board of Directors, the President shall appoint a replacement except when the vacancy occurs in the Presidency. Should the process in ARTICLE VIII, not be viable, then a Selection Committee consisting of the Immediate Past President, and two (2) Officers (a committee of three), will be formed. Should the Immediate Past President not be available to serve in this role, a prior past President will serve. The appointee will serve until the next election, or expiration of the term of the position vacated, whichever comes first.

ARTICLE X RESIGNATIONS AND EXPULSIONS

SECTION 1 Resignations shall be made in writing and sent to the President.

SECTION 2 The Association subscribes to the Standards of Ethical Practices of (NAPS) National Association of Personnel Services. Any member found by the Ethics Committee to have violated the Standards of Ethical Practice shall be subject to expulsion or suspension by the Board of Directors. At least thirty (30) days prior to such vote by closed ballot, written notice of the findings of the Ethics Committee shall be given to the offending member who shall have been afforded ample opportunity to present his case to the Board of Directors who will act as a Court of Last Appeals.

SECTION 3 Any member against whom charges have been preferred shall be deprived of a vote of his own case. If expelled or suspended, he will not be entitled to any refund of dues. After a period of six (6) months, an expelled member may re-apply for membership under procedures prescribed for new members.

SECTION 4 Arrearages. The Treasurer shall notify, by voice and mail, any member whose dues are forty-five (45) days in arrears. Thirty (30) days from date of such notice, the delinquent member may lose all rights, privileges, and benefits of the Association as prescribed in Article IV.

ARTICLE XI LIABILITIES / INDEMNIFICATION

SECTION 1 Limitation on Liabilities - Nothing shall constitute members of the Association as partners for any purpose. No member, officer, agent, or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee be liable for his acts or failure to act under these By-Laws, except only acts or omissions to act arising out of his willful misfeasance.

SECTION 2 Indemnification - Any Officer or Director of this Association or former Officer or Director of this Association shall be reimbursed against the reasonable expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or a Director of Officer of the Association, except in relation to matters as to which such Director or Officer or former Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE XII - ADMINISTRATIVE OFFICE

SECTION 1 The location of the administrative office shall be chosen by the Board of Directors.

ARTICLE XIII - MAIL BALLOT

SECTION 1 The Board of Directors shall have authority to submit to the members of the Association, by mail ballot, any questions which may arise between the annual meetings which in its judgment should be acted upon by the members.

ARTICLE XIV - ARREARAGES

SECTION 1 The President shall notify in writing any member whose dues are at least forty five (45) days in arrears that they have lost all rights, privileges, and benefits of the Association.

ARTICLE XV-COMMITTEES

SECTION 1 The Board of Directors shall establish such committees, in addition to those committees specifically referred to in these bylaws, as it deems necessary for the furtherance of the purposes of the Association.

SECTION 2 The Executive Committee, hereinbefore provided, shall transact and attend to such business of the Association which, by virtue of its timeliness, must be conducted prior to the convening of the next scheduled meeting of the Board of Directors, but the Committee shall not act on such matters as reserved to the Board of Directors by its designation.

ARTICLE XVI - ETHICS AND GRIEVANCES

SECTION 1 The Ethics Committee will deal with all complaints concerning members of the Association and will either meet or confer by mail to handle complaints when they are received. The President will maintain a permanent file for the Ethics Committee.

SECTION 2 All complaints must be in writing and signed by the complaining party and sent to the President who will refer said complaints to the Ethics Committee. If the Ethics Committee determines that the complaint alleges a violation by the member complained of, of the Association's Code of Ethics or Standard of Ethical Practices, then the Ethics Committee, through the President, shall advise the member complained of, of the allegations against it, and shall provide copies of the complaint to the member. The Ethics Committee shall schedule a hearing to determine the validity of said complaints no less than thirty (30) and no more than sixty (60) days from the date of its notice to the member concerning the complaints. The member shall be advised of its right to be represented by counsel, to present testimony and to cross-examine witnesses against it. The party or parties making said complaints shall be required to give testimony against the member and may present others to testify. Any party complained of or any member about whom a complaint has been made may waive its right to appear in person at said hearing and may submit evidence in any manner suitable to the Ethics Committee.

SECTION 3 The Ethics Committee shall render a decision in writing to the member and complainants within fifteen (15) days of the hearing. If it is found that the member has violated the Code of Ethics or Standards of Ethical Practices of this Association then the Ethics Committee may, after due consideration of the severity of the offense, the accused's members willingness to take corrective action and the previous record of compliance or lack of compliance with the Code of Ethics and Standard of Ethical Practices:

- (a) Reprimand the member or members found guilty and file the complaint with the President for permanent keeping.
- (b) Expel the member or members from membership or suspend said membership for a specific period of time.

SECTION 4 Any member aggrieved by a decision of the Ethics Committee may appeal said decision to the Executive Committee by advising the Chairperson of the Board in writing within fifteen (15) days of his receipt of the decision. The Executive Committee by the Chairperson of the Board shall schedule a hearing to be held in conjunction with the next regularly scheduled Board of Directors meeting, but in no event less than thirty (30) days following written notice to the member and complainants of the time and place of the hearing. The procedures set forth above shall govern the hearing before the Executive Committee, which shall render a decision in writing, which shall be final and non-appealable within fifteen (15) days of the hearing.

SECTION 5 Notice of the decision of the Ethics Committee and the Executive Committee will be sent to the members and complainants involved and all papers relative to the case will be sent to the office of the President for permanent keeping. In case of reprimand, suspension or expulsion, the Chairperson of the Board will execute the decision of the Ethics Committee or Executive Committee.

ARTICLE XVII

SECTION 1 **Limitation on Liabilities.** Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, agent or employee of the Association shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of the Association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under these bylaws, excepting only acts or omissions to act arising of his willful misfeasance.

SECTION 2 **Indemnifications.** Any Officer or Directors of this Association or former Officer or Directors of this Association shall be reimbursed against the reasonable expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Directors or a Director or Officer of the Corporation, except in relation to matters as to which such Director or Officer, or former Director or Officer, shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

ARTICLE XVIII - AMENDMENTS

SECTION 1 Amendments to these Bylaws may be proposed by the Board of Directors or by any Association member in good standing and must be made in writing to the Board of Directors at least 15 days prior to the date of the meeting at which the amendment is to be considered. Any proposed amendment may be adopted (with such revisions, if any, as the Board deems appropriate) at any meeting of the Board of Directors by a vote of the majority of those present, provided that within thirty (30) days after the mailing of the notice of such action it is ratified by the general membership by referendum vote by a majority of members voting and provided that at least ten percent (10%) of the members vote. The President shall be responsible for causing a mailing of such proposed amendments within thirty (30) days of adoption by the Board of Directors.

SECTION 2 Amendments shall take effect immediately upon ratification by the membership.

AN EQUAL RIGHTS NOTE: Whenever, in these Bylaws, "man", "men" or their related pronouns may appear, either as words or as parts of words, they have been used for literary purposes and are meant in their generic sense (i.e., to include all humankind both female and male sexes).