Stateline SHRM Chapter Bylaws

ARTICLE 1
NAME AND AFFILIATION

Section 1.1: Name.
The name of the Chapter is Stateline SHRM (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Stateline SHRM and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.3: Relationships. The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2
PURPOSE

The purposes of this Chapter, as a non-profit organization, are:

i. to provide a medium for exchange of information regarding common issues to human resources professionals;
ii. to provide a forum for the personal and professional development of our members;
iii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
iv. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
v. to provide an opportunity to focus on current human resource management issues of importance to our members;
vi. to provide a focus for legislative attention to state and national human resource management issues; vi. to provide valuable information gathering and dissemination channels;
vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
ix. to serve as a source of new members for SHRM; and

x. to serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

a. to be a recognized world leader in human resource management;
b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
c. to be the voice of the profession on human resource management issues;
d. to facilitate the development and guide the direction of the human resource profession; and
e. to establish, monitor and update standards for the profession.

ARTICLE 3
CONTRACTS, USE OF CHAPTER NAME, CHECKS, DEPOSITS, AND FISCAL YEAR

Section 3.1. Contracts
The majority of the Board of Directors may authorize any officer or officers, agent or agents, to enter into any transaction, contract, or to execute and deliver any instrument in the name of and on the behalf of the chapter and such authority may be general or confined to specific instances.

Section 3.2. Use of funds
The Board of Directors has the discretion to set a budget for specific chapter expenses on the annual basis. Members may request a copy of the Annual Budget Report.

Section 3.3. Use of Chapter Name
Any use of the Stateline SHRM name and/or logo by any party outside of the chapter must be authorized by the Board of Directors.

Section 3.4. Checks
Each year the chapter's board of directors names and approves by board resolution the signers on the chapter's bank accounts for the fiscal period. All checks, drafts, or other orders for the payment of money issued in the name of the chapter in excess of $500 shall be signed by at least two of the named signers.

Section 3.5. Deposits
All funds of the chapter shall be deposited within thirty (30) days to the credit of the chapter in such bank or banks, trust companies, or other depositories as the Board of directors shall select.

Section 3.6. Fiscal Year
The fiscal year of the chapter shall be from January 1 through December 31.

ARTICLE 4
MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, 4.5, and 4.6 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

Section 4.2: Non-transferability of Membership. Membership in the chapter is neither transferable nor assignable.

Section 4.3: Individual Membership. Membership in the chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Members. Membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) hold an HR certification recognized by SHRM; (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching; (d) full-time consultants with at least three years experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession, (f) individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the chapter.

Section 4.5: Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled as a full time student; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may vote and may be considered for office in the Chapter.

Section 4.6: Application for Membership. Application for membership shall be on the chapter application form. All applications shall be reviewed by the Membership Director and approved by the Board of Directors or their designee. New members

shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

Section 4.7: Voting. Each member of the chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.8: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

ARTICLE 5
MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the second Thursday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in September or at such other time as determined by the Board of Directors.

Section 5.3: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 5.4: Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or by conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

Section 5.6: Sponsorship of General Meetings
Members and non-members may choose to show their support for the chapter through their sponsorship of a General Meeting or Special Session.

There will be a basic sponsor fee for a General Meeting; special session fees will be determined on an individual basis. This fee must be paid at least 2 weeks (14 days) prior to the actual date of the meeting. The Board may periodically review and adjust the sponsor fees as required.

Meeting sponsors will be allotted 15 minutes at the beginning of a General Meeting to present information about their Company, Group, services, offerings, etcetera. This information will be pre-approved by the President, President-elect or Past-President of the chapter at least 2 weeks in advance of the actual date of the meeting to be sponsored. It is preferred that the presentation material be submitted with the sponsorship fee.

Sponsors will also be provided with an area at the meeting to display items such as brochures, books, products, references, etcetera.

It is understood that sponsors will not be allowed to freely approach or solicit the members, guests and non-members in attendance at the meeting. Sponsors should remain in the area near their display. Interested parties will approach the display area if they desire additional information.

Section 5.7: Refunds and cancellation fees – Individuals that are unable to attend a meeting after initially responding that they would be in attendance must cancel prior to 48 hours of the meeting time in order to receive a full refund. A cancellation fee may be assessed for those individuals that either cancel less than 48 hours in advance or that simply do not attend a meeting after responding affirmatively that they will be in attendance.

ARTICLE 6
BOARD OF DIRECTORS

Section 6.1: Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Membership Director, Treasurer, and Secretary.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4: Qualifications. All candidates for the Board of Directors must be members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President and Officers as listed in Section 6.2 and the Certification Director must be a current member in

good standing of SHRM throughout the duration of his/her term of office. Certification Director must be SHRM-SCP or SHRM-CP certified.

Section 6.5: Election - Term of Office. Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office on January 1, following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.6: Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 6.7: Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.8: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 6.9: Removal of Director and Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE 7
DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board.

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and

be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.2: The President-Elect. The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. He/she shall coordinate with the Programs Committee to facilitate relevant programs be conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter as determined by the President and the Board. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: Membership Director. The Membership Director shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine. The chapter requires the Membership Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.4: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter. The chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.6: Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. The chapter requires the Certification Director to be a current member in good standing of SHRM during his/her entire term of office and be SHRM-SCP or SHRM-CP certified.

Section 7.7: Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

ARTICLE 8
COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 8.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

Section 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

ARTICLE 9
ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

ARTICLE 10
STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Chapter and of SHRM.

The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

No Solicitation Policy -No member of the Chapter shall use the meeting forum, member listings or any other Chapter-provided member information for personal or business gain. Any member in violation of this policy may be asked to resign his or her membership immediately.

Members supporting the Chapter through official financial sponsorship of a regular General Meeting or special event are exempted from this "No Solicitation Policy" only as it pertains directly to the Meeting Sponsorship policy stated elsewhere within these By-Laws.

ARTICLE 11
PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

ARTICLE 12
AMENDMENT OF BYLAWS

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

ARTICLE 13
CHAPTER DISSOLUTION

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

ARTICLE 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be

created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

ARTICLE 15
TERMS USED

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions. Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee

Ratified by the Membership of Chapter and signed by:

Chapter President

_____ Date _____

Approved by:

SHRM President/CEO or President/CEO Designee

_____ Date _____