

Rose City SHRM Association

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is the Rose City SHRM Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as "Rose City 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"). All elected or appointed leaders of the Association shall maintain membership in SHRM throughout their term of office.

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 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 forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. 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: to be a recognized world leader in human resource management;

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

**ARTICLE 3
FISCAL YEAR**

The fiscal year of the Chapter shall be the calendar year.

**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: General Members. General membership shall be limited to those individuals who are engaged as one or more of the following:

- a. practitioners of human resource management or development for at least three years;
- b. hold an HR Certification;
- 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 five years experience in counseling and advising clients on matters relating to the human resource profession.

General members may vote and hold office in the Chapter.

Section 4.5: Associate Members. Individuals in human resource 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. Associate members may not vote or hold office in the Chapter.

Section 4.6: Affiliate Member. A member who is affiliated with a company that offers a human resource-related service or product for profit such as relocation services, benefit plans, financial services, and employment staffing. Affiliate members may not vote or hold office in the Chapter.

Section 4.7: Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (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 not vote or hold office in the Chapter.

Section 4.8: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership 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. Student members pay dues at a discounted rate, to be determined by the Board of Directors, and may not vote or hold office in the Chapter.

Section 4.9: Voting. Each General member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate, Affiliate, and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.10: 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 monthly with the time and place to be determined by the Board or as otherwise set by the Board of Directors. Only business matters that are on the agenda shall be presented at the regular meeting unless the Board approves it prior to the meeting.

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 November 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 or the Board of Directors.

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 of the Chapter who are entitled to vote, are in good standing and are in attendance at any meeting for which the voting membership has been duly notified, shall constitute a quorum for the transaction of business at a regular or special meeting of the Chapter.

Section 5.6 Guest Attendance. Members are encouraged to bring guests to meetings. Guests will pay the registration fee established by the Board of Directors. Guests are prohibited from solicitation at the meetings, either orally or through printed materials, unless approved by the Board of Directors in advanced. A Guest may not attend more than two meetings in a year.

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;
- Immediate Past President;
- Vice President of Membership;
- Vice President of Marketing & Public Relations;
- Vice President of Professional Development;
- Vice President of Legal and Legislative Affairs;
- Vice President of Technology;
- Treasurer;
- 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 two (2) members from the General Membership that are in good standing with the Chapter. The Board of Directors shall constitute the governing body of the Chapter. Additional directors may be nominated by the President or the Board of Directors and elected from among the eligible membership as members of the Board of Directors as needed.

Section 6.4: Qualifications. All candidates for the Board of Directors must be General 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 must be a current member in good standing of SHRM throughout the duration of his/her term of office. The Chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

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 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. In the event of the vacancy of the President and/or President Elect, a special election will be held.

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 Professional 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.

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 Chapter Board. All Officers and Directors must be current members in good standing with SHRM throughout the duration of his/her term.

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 with SHRM. The President will also perform any additional duties directed or approved by the Board.

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 serve as Chair of the Program Committee. This responsibility includes programs 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. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year.

Section 7.3: The Vice President of Membership. The Vice President of Membership 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.

Section 7.4: Vice President of Marketing & Public Relations. The Vice President of Marketing & Public Relations shall be responsible for Chapter communication to the general public via any and all media outlets. He/she shall also perform such other duties as the President and/or Board may determine. The Vice President shall oversee the activities of the committees under his/her supervision, and shall appoint the Chair of each such committee.

Section 7.5: Vice President of Professional Development. The Vice president of Professional Development shall oversee the development and delivery of career-oriented programs such as SHRM/HRCI certification, and programming conducted at all regular meetings of the member, social functions and any workshops and/or seminars sponsored by the Chapter as determined by the Board. The Vice President shall oversee the activities of the committees under his/her supervision, and shall appoint the Chair of each committee.

Section 7.6: Vice President of Legal & Legislative Affairs. The Vice President of Legal & Legislative Affairs shall monitor and evaluate pending legislation, present to the Board's SHRM's position, and prepare press releases for the Vice President of Marketing & Public Relations. The Vice President shall provide timely legal and legislative updates to the Chapter, and shall oversee the development and delivery of programs related to the legal and legislative affairs. The Vice President shall oversee the activities of the committees under his/her supervision, and shall appoint the Chair of each committee.

Section 7.7: Vice President of Technology. The Vice President of Technology shall be responsible for maintaining the Association's website, intranet and email communications.

Section 7.8: 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.

Section 7.9: 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 be responsible for membership billing he/she shall be responsible for coordinating joint membership billing with SHRM. He/she shall also perform such other duties as the President may determine.

Section 7.10: 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.

Section 7.11: Removal of Officers. Any officer may be removed from office, with cause, upon an affirmative vote of two-thirds of the Board of Directors at a duly constituted Board of Directors meeting.

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: Standing Committees. The following committees may be formed to carry out the mission and strategic objectives of the Association:

- **Certification Committee** - promotes professional certification; plans and conducts study groups; serves as a process liaison and advisor to members seeking test application and study materials; coordinates annual recognition for certified members. Overseen by the Vice President of Career Development.
- **Members Resources Committee**
- **Membership Committee** - shall obtain applications for membership in the Chapter and extend welcome to new members.
- Mentoring Committee
- **Programs Committee** – shall develop, schedule and manage the delivery of programs, workshops, and seminars for the regular and special meetings of the Chapter.
- **SHRM Liaison and SHRM Foundation Committee**- shall promote membership in SHRM and the SHRM Foundation's programs and shall promote SHRM scholarships and educational services to the membership.
- **Technology Committee**
- **University and College Relations Liaison** – shall serve as an advisor to local universities and colleges, act as a liaison between the Chapter and student chapters, and support the Chapter's internship initiatives.
- **Legal & Legislative Committee** – shall provide periodic updates on the status of key legislative issues that affect the Human Resource Management field, and produce an annual update program for the membership. The

committee shall work directly with SHRM and the Texas State Council to ensure that the view and concerns of the Chapter members are well represented in Congress and the media.

- **Marketing and Public Relations Committee** – shall serve as the public face of the Chapter and shall be the liaison with all local and national press, other SHRM chapters and human resources related organizations, and Chapter partners.
- **Scholarship Committee** – shall determine eligibility and award scholarships according to the Scholarship Guidelines developed by the Chapter.
- **Nominating Committee** – shall be composed of the President Elect and no less than three members of the Chapter. It shall identify candidates for officer and submit the names of the candidates to the President, who in turn shall direct the Secretary to prepare ballots for submission to the membership of the Chapter.

Section 8.5: Removal of Committee Chairs and Members. The Vice President to which they report, with approval of the Board, if their performance impacts the Chapter's ability to provide promised services, may remove a committee chair or liaison.

Section 8.6: Additional Standing and Ad-hoc Committees. Committees in addition to those named above may be established by resolution of the Board of Directors.

Section 8.7: Appointment of Committee Chairs. A committee chair may serve up to two years in the same chair role and may return to that same role after vacating that role or at least one year, or by special appointment of the Board of Directors.

ARTICLE 9 Elections

Section 9.0: Procedure. The President shall appoint a Nominating Committee, which shall be composed of eligible Association and Board members in good standing with at least one member being a SHRM member in good standing. At least one month prior to voting, the Nominating Committee shall present to the membership, in writing, the name of at least one candidate for each office. Additional candidates may be nominated from the floor during the meeting in which a vote is taken. The membership shall vote by acclamation, or show of hands, or secret ballot at the meeting for one candidate for each office, and the candidate receiving the largest number of votes for a given office shall be elected to that position. If necessary, a runoff shall be held.

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.

Section 9.1: Installation of Officers. Newly elected officers shall be installed at the annual meeting in December.

Section 9.2: Terms of Office: Elected members of the Board of Directors will be appointed for staggered terms of two years, excluding the offices of President, Past President and President-Elect. Terms will begin in January and end in December the following year.

The offices of President, Past President and President-Elect will have a term of one year beginning in January and ending in December.

ARTICLE 10 TRANSACTIONS

Section 10.1: Contracts. The Board of Directors may authorize any officer or committee chairperson to enter into a contract or relationship of cooperation, and deliver any contract, agreement, or financial instrument in the name of an on behalf of the Association. Such authority may be general or limited to a specific cause of action as outlined in the SAHRMA Request for Proposal (RFP) process.

Section 10.2: Checks, Drafts, and Other Evidences of Indebtedness or Obligation. The Board of Directors shall direct the necessary one-time or recurring disbursement of money issued in the name of the Association through an approved annual budget. Checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be approved by the President or President-Elect up to a maximum of \$2,500. The Treasurer of the

Association is the primary signatory. In the absence of the Treasurer, disbursements will be signed by either secondary signatory: the President or President-Elect. The Executive Committee shall direct necessary disbursements to be made, on any one item, unless already included in the approved budget, for any disbursement of funds in excess of \$2,500. The Association requires two signatures for all disbursements over \$2,500.

Section 10.3: Deposits. All funds of the Association shall be deposited to the credit of the Association in its bank account or other depositories that the Executive Committee selects.

Section 10.4: Gifts. The Executive Committee and the Board of Directors may accept on behalf of the Association any contribution, gift, or bequest for general purposes or special purposes of the Association, The Executive Committee may make gifts and give charitable contributions that are not prohibited by the Constitution or Bylaws of the Association while maintaining the Association's federal and state tax status. No member of the Executive Committee or Board is eligible to receive an Association funded scholarship or grant during his/her term of office.

Section 10.5: Conflicts of Interest. The Association shall not make any loan to an Executive Committee member, Director, or staff member; nor shall the Association borrow money from any member of the Association. The Association shall not enter into any contractual obligation of debt or service, or borrow money from any employer of a member, unless the transaction is fully described in an arms length binding written instrument, and all relevant facts, terms, and conditions have been fully disclosed to the Executive Committee and Board of Directors. Prior to executing any such written document on behalf of the Association, the Board shall approve its terms and conditions, excluding the vote of any person having a personal interest in the transaction, or employed by an entity named in such document.

Section 10.6: Prohibited Acts. As long as the Association is in existence, no member, Director, Officer, or Executive Committee Member or staff member shall:

- a. Commit any action in violation of the Bylaws or other binding obligations of the Association;
- b. Commit any act with the intention of harming the Association or any of its operations;
- c. Commit any act that would impede or make it unnecessarily difficult to carry on the intended or ordinary business of the Association;
- d. Receive an inappropriate personal benefit from the operation of the Association;
- e. Use the assets of the Association, directly or indirectly, for any purpose other than carrying on the business of the Association;
- f. Wrongfully use, transfer, or dispose of tangible or intangible property of the Association;
- g. Use the name, initials, symbol, logo, or trademark of the Association, except on behalf of the Association for ordinary business purposes; or
- h. Disclose, use, distribute, or sell any of the Association's confidentialities, business practices, financial data, membership information, or other information not already released to the general public or generally known to the business community for the purposes of personal gain nor benefit.

Section 10.7: Indemnification. The Association shall indemnify each person who may have served as a Director or Officer of the Association against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim made against him or her on any action, suit, or proceeding to which he/she may be a party solely by reason of his/her being, or having been, a Director or Officer of the Association; provided, however, that no Director or Officer shall be entitled to indemnification with respect to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable to willful negligence or misconduct in the performance of duty, or with respect to any matters for which such indemnification shall be in addition to any other rights to which Directors or Officers may be entitled. The association may fulfill its obligation by providing insurance coverage for such claims, in which event, the indemnification will be limited to the coverage provided under the policy(s) and the Association will have no further obligation to indemnify beyond such coverage as provided, unless the Board by subsequent resolution expressly authorizes additional indemnification.

Section 10.8: Confidentiality of Records. The Board may declare any meeting minutes, or portion thereof, or any other Association records, as confidential and not available for review by the public or members upon finding that it is in the best interests of the Association to do so. The Board shall exercise this power, if at all, judiciously.

ARTICLE 11 STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association 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 member shall actively solicit business from any other member at Chapter meetings without the approval from the Board of Directors.

ARTICLE 12 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 13 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 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 14 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 15 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 16 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 _____