**Columbia Basin SHRM Chapter Bylaws**

**October 2016**

**ARTICLE I – NAME AND AFFILIATION**

*Section 1 Name:* The name of the Chapter is the Columbia Basin SHRM (also known as CBSHRM and herein after referred to as the “chapter”). To avoid potential confusion, the Chapter will refer to itself as Columbia Basin SHRM or CBSHRM and not as SHRM or the Society for Human Resource Management.

*Section 2 Affiliation*: The Chapter is affiliated with the Society for Human Resource Management (herein after referred to as “SHRM”).

Se*ction 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 contract in the name of SHRM without the express written consent of SHRM.

**ARTICLE II – PURPOSE**

The purpose of the Chapter, a non-profit organization, is to support and advance the human resources profession with a particular emphasis on the human resource professionals living or working within the Tri-cities and surrounding area, such as through the following:

1. Furthering the development, improvement, and application of human resource function and practices;
2. To provide an opportunity to develop leadership, managerial, public speaking and group decision making skills;
3. Encouraging participation in group discussions leading to better professional methods and improved leadership in human resource management and practices;
4. To provide an opportunity to focus on current human resource management issues of importance to our members;
5. To provide awareness of and encouraging participation in legislative affairs impacting human resource management;
6. Providing resources for members and individuals to pursue or maintain their human resource certifications
7. To provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
8. To serve an important vehicle for introducing human resource management professionals to SHRM;
9. To serve as a source of new members for SHRM; and
10. To serve as part of the two-way channel of communications between SHRM and the individual members.

**ARTICLE III – FISCAL YEAR**

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

**Article IV – MEMBERSHIP**

*Section 1. Qualifications for Membership:* The qualifications for membership in the Chapter shall be as stated in Sections 2, 3, and 4 of this Article. The Chapter is a 100% Chapter of SHRM. All Chapter members, regardless of category, must be members in good standing of SHRM. The Chapter does not discrimination the basis of race, color, religion, marital status, age, national origin, gender, sexual orientation, gender identity or expression, physical or mental disability, military status, medical condition or genetic information or any other legally protected classification.

*Section 2. Chapter Membership:* Members of the Chapter are those who (a) are members of SHRM in good standing; and (b) have designated the Chapter as their primary chapter. Membership in the Chapter is individual and not transferable or assignable. Prospective members or guests are encouraged to participate in Chapter meetings and events to determine if they would like to join. Due to the Chapter being 100%, they can attend up to five (5) meetings/events within a calendar year after which they will be required to join and become a SHRM member and then complete the Chapter application form.

*Section 3. Application for Membership:* Application for membership shall be on the Chapter application form. All chapter application forms shall be reviewed by the Membership Director and approved by 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. 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 Chapter members are not eligible to vote. Votes shall be tallied by the Board of Directors or their duly authorized designee.

*Section 5. Dues:* The Columbia Basin SHRM does not have membership dues. Membership dues are satisfied by annual payment of membership dues to the National SHRM.

*Section 6. Termination of Membership:* A member’s failure to maintain their SHRM membership or designation of a different chapter as their primary chapter constitutes an automatic and immediate forfeiture of Chapter membership.

**ARTICLE V – MEETINGS OF MEMBERS**

*Section 1. Regular Meetings:* The Chapter will hold a minimum of 4 meetings per calendar year. Regular meetings of the members shall be held on the third Wednesday of each month or as otherwise determined by the Board of Directors.

*Section 2. Annual Meetings:* The Chapter will hold an annual meeting of the members for electing directors and officers and conducting other appropriate business which shall be held in October or at such other time as determined by the Board of Directors.

*Section 3. Special Meetings:* Special Meetings of Chapter members may be held upon the call of the President, the Board of Directors or by the members having the required votes to be cast at such meeting.

*Section 4. Notice of Meetings:* Notice of a special meeting shall be given to all members at least ten (10) days prior to such meeting. Notice of regular meetings shall be given to all members at least ten (10) days prior to the next regular meeting and at any time when requested by a member. Notice of electronic elections shall be given to all members at least ten (10) days prior to the election.

*Section 5. Quorum:* Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the members present or represented by proxy at a meeting which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

**ARTICLE VI – BOARD OF DIRECTORS**

*Section 1. Powers and Duties:*  The Board of Directors (also referred herein after as the “Board” shall manage and control the property, business, and affairs of the Chapter and generally exercise all powers of the Chapter. The Board constitutes the governing body of the Chapter. consist of up to 14 persons. The following shall be members of the Board of Directors and be the officers of the Chapter: President, President-Elect, Vice-President for Membership, Treasurer and Secretary. Eight additional members shall be elected from among the eligible membership as members of the Board of Directors. The fourteenth Board member shall be the Past President. The Columbia Basin SHRM Board typically has up to 14 members.

*Section 2. Officers:* The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect Secretary and Treasurer (also known collectively as “Officers”)

*Section 3. Composition of the Board: Along with the Officers, the Board of Directors shall also include the Past President, and Directors responsible for the Core Leadership as defined by SHRM or the Board and as many other Directors as deemed necessary by the Board President to meet the Chapter’s needs.*

*Section 4. Qualifications*: All Directors must be members of the Chapter in good standing at the time of nomination or appointment and throughout their term(s) of service on the Board of Directors. Per SHRM Bylaws, the President must be a current member in good standing with SHRM. Board members may not be elected to serve more than two consecutive terms in the same position.

*Section 5. Election and Term of Office:* Directors shall be elected by the members via an online and/or paper annual election by the membership from the proposed slate of the nominating committee appointed by the Board of Directors during the last quarter of each calendar year or at such other time as determined by the Board of Directors. Each elected Director shall assume office on January 1 following his/her election and shall hold office for two years or until his/her successor is elected and takes office. The Past President shall assume an active role as a consultant and resource at the board meetings and as the Foundation Chair.

*Section 6. Vacancies:*  The President, with the consent of the Board of Directors, may fill vacancies on the Board for the unexpired term of such vacancies..

*Section 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 Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

*Section 8. Board of Directors’ Responsibilities:* The Board of Directors shall transact all business of the Chapter except as otherwise directed in the Articles of Incorporation or Bylaws. A Chapter member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Board of Directors.

*Section 9. Removal of Director or Officer:* Any Director or Officer 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 Director or Officer shall be entitled to due process hearing prior to any termination action being imposed.

**ARTICLE VII – DUTIES AND RESPONSIBILITIES**

*Section 1. The President:* The President shall preside at the meetings of the members and of the Board. The President shall directly supervise the affairs, finances, and businesses of the Chapter and shall maintain liaison with SHRM and the State Council.

*Section 2. The President-Elect:*  The President-Elect, at the request of the President, in his/her absence or disability, may perform any of the duties of the President. The President-Elect shall have such other powers ad perform such other liaison duties as the Board or the President may determine.

*Section 3. The Treasurer:*  The Treasurer shall in consultation with and at the direction of the President and President-Elect be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports at the Board meetings and making arrangements for the annual examination audit of the accounts as may be required by the Board. The Treasurer shall be responsible for any billings associated with Chapter activities as well as any local, state, or federal business and financial compliance and filings, including the Washington State Department of Revenue, Internal Revenue Service, and the Washington Secretary of State. The Treasurer shall also perform such other duties as the President may determine.

*Section 4. Secretary:* The Secretary shall be responsible for recording the minutes of all Board meetings and the Chapter’s annual meeting.

*Section 5. Position Descriptions:* The duties and responsibilities of the Board of Directors may be outlined in position descriptions which are located on the Chapter website and are subject to approval and revision by the Board of Directors annually or at the discretion of the President of the Board.

**ARTICLE VIII – COMMITTEES**

*Section 1. Committee Organization:* Standing or Ad Hoc committees or task forces may be organized by the President or any other Board of Directors to meet particular Chapter needs. Appointments of Chairpersons to committees are the sole responsibility of the President or the Board Directors organizing such committee. The President and the Board of Directors will seek interested members to participate in committee activities. *Section 2. Committee Activity:* Committees are established to provide the Chapter with special ongoing services such as Programs, Fundraising, Membership, Communications, Legislative Affairs, Professional Development, Scholarships, Public Relations, etc.

**ARTICLE IX – 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 X – STATEMENT OF ETHICS**

The Chapter adopts SHRM’s Code of Ethical Standards for the HR Profession for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Chapter and 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 or through the use of information provided to him/her as a member of the Chapter without approval from the Board of Directors.

**ARTICLE XI – RULES**

Roberts Rules of Order shall govern matters not covered by these Bylaws.

**ARTICLE XII – AMENDMENT OF CONSTITUTION AND BYLAWS**

All Bylaws amendments must be pre-approved by SHRM before they are official for the Chapter. Any and all Bylaws revisions or updates must be sent to SHRM. The Bylaws may then be amended by a majority vote of the Chapter membership present at any meeting which a quorum exists and in which required notice has been met and such proposed amendments have been approved by SHRM and which is not in conflict with the Society’s Bylaws, and the bylaws are in furtherance of the purposes of SHRM.

**ARTICLE XIII – CHAPTER DISSOLUTION**

In the event of the Chapter’s dissolution, the remaining monies in the Treasury, after the 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).

**ARTICLE XIV – 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 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 HSRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

*Date of Revision: Month and day, 2016*

Ratified by the Membership of the Chapter and signed by

**­­­­­­­­­­­­­­­­­­Chapter President:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_Date:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Approved by:**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**Date:\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**SHRM President/CEO or President/CEO Designee**