

Columbia Basin SHRM Chapter Bylaws

December 2012

ARTICLE I – COLUMBIA BASIN SHRM CHAPTER

Section 1.1 Name. The Chapter is the Columbia Basin SHRM (herein referred to as the “chapter”). To avoid potential confusion, the Chapter will refer to itself as Columbia Basin 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 contract in the name of SHRM without the express written consent of SHRM.

ARTICLE II – PURPOSE

The purposes of the Chapter 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 resources;
- 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 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.

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 percent Chapter of SHRM. All Chapter members, regardless of category, must be members in good standing of SHRM. To achieve the mission of the Chapter there shall be no discrimination in Individual memberships because of race, religion, sex, age, national origin or disability, veteran's status or any other legally protected class. Memberships are individual and are not transferable to other individuals.

Section 2. Professional Members: Membership shall be limited to those individuals who are (a) engaged in the profession of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (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 in the field of human resource management; (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 nonexempt human resource management positions; (g) individuals who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Professional members may vote and hold office in the Chapter.

Section 3. Associate Members: 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. Associate members may vote or hold office in the Chapter.

Section 4. Student Members. Individuals who are enrolled as full-time students in human resource degree programs at the college or university level. Student members may not vote or hold office in the Chapter.

Section 5. Voting. Each professional & associate 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 not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 6. Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. The Columbia Basin SHRM does not have membership dues. Membership dues are satisfied by annual payment of membership dues to the National SHRM.

Section 7. Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the chapter.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. Regular Meetings. 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 annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held in October or at such other time as determined by the Board of Directors.

Section 3. Special Meetings. Notice of all special of members shall be held on call of the President, The Board of Directors.

Section 4. Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least 10 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. 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. Number. The Board of Directors shall 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. Qualifications. All candidates for the Board of Directors must be Professional and Associate members of the Chapter in good standing at the time of nomination or appointment. The President must be a member in good standing of SHRM. Board members may not be elected to serve more than two consecutive terms in the same position.

Section 3. Election – Term of Office. 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 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. A Director may succeed himself/herself no more than once. The Past President shall assume an active role at all board meetings during the first year of his/her term. During the second year of his/her term, the Past President shall serve as a consultant and resource which does not require attendance at all board meetings.

Section 4. Vacancies. Any vacancy in the Board may be filled for the unexpired term by the President with consent of the Board of Directors.

Section 5. 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 6. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Articles of Incorporation or Bylaws. A

Professional and Associate 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 7. 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. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. He/she shall maintain liaison with SHRM.

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. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine.

Section 3. The Vice-President for Membership. The Vice President for Membership shall serve as Chair of the Membership Committee. He/she shall encourage 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 4. The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and 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 also perform such other duties as the President may determine.

Section 5. Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter.

ARTICLE VIII – COMMITTEES

Section 1. Committee Organization. Appointments of Chairpersons to committees are the sole responsibility of the Board of Directors. The Chairperson and the Board of Directors 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 2. Committee Activity. Committees are established to provide the Chapter with special ongoing services such as Programs, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, 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 – AMENDMENT OF CONSTITUTION AND BYLAWS

A copy of all amended Bylaws shall be forwarded and approved by SHRM before amendment will be effective.

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 such proposed amendment has been reviewed and approved by SHRM, is not in conflict with the Society’s Bylaws, and the bylaws are in furtherance of the purposes of SHRM.

ARTICLE XII – 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 XIII – 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.

Ratified by the Membership of the Chapter – signed by

Chapter President

Date _____

Approved by SHRM President/CEO or President/CEO Designee

Date _____