



Columbia Basin SHRM Chapter Bylaws September 2020

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”).

Section 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 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, through the following:

- I. Furthering the development, improvement, and application of the human resource function and practices;
- II. Providing an opportunity to develop leadership, managerial, public speaking, and group decision making skills;
- III. Encouraging participation in group discussions leading to better professional methods and improved leadership in human resource management and practices;
- IV. Providing an opportunity to focus on current human resource management issues of importance to our members;
- V. Providing awareness of and encouraging participation in legislative affairs impacting human resource management;
- VI. Providing resources for members and individuals to pursue or maintain their human resource certifications;



- VII. Providing a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- VIII. Serving an important vehicle for introducing human resource management professionals to SHRM;
- IX. Serving as a source of new members for SHRM; and
- X. Serving 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, and 3 of this Article below. 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 discriminate on the basis of race, color, religion, marital status, age, national origin, gender, pregnancy, sexual orientation, gender identity or expression, physical or mental disability, veteran status, military status, medical condition or genetic information, HIV status, use of service animal, or any other characteristic protected by applicable federal, state or local law.

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.

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 (1) 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 four (4) meetings per calendar year. The dates of the regular meetings of the members shall be determined by the Board of Directors and communicated to chapter members by normal communication channels used for chapter business.

Section 2. Annual Meetings: The Chapter will hold an annual meeting of the members for electing directors and officers and conducting other appropriate business at a time 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 one-twentieth of the votes entitled to be cast at such meeting.

Section 4. Notice of Meetings: Notice of a special meeting shall be given to all members at least five (5) 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.

Section 6. Electronic Attendance: In the event of public emergency or natural disaster makes holding of an in-person meeting of the Board of Directors unlawful or impossible, the Board of Directors may conduct its meetings by electronic or other remote access means as reasonably necessary for the duration of the emergency or disaster, provided that the Board of Directors shall use its best efforts to implement any such virtual meetings with full regard for the need to maintain as much as possible accessibility for all members, including those with disabilities and those who lack access to sophisticated technology tools. Any action that could be taken at an in-person meeting, including bylaws amendments, may also be taken at a virtual meeting held pursuant to this clause ~~but any action taken at such virtual meeting shall be subject to ratification at the first regular meeting of the Board of Directors held after such virtual meeting or meetings.~~ Additionally, the Board of Directors may choose to continue conducting virtual meetings should access to a live meeting location be unavailable and/or an electronic format prove more



conducive for the Board to meet. During a virtual meeting, all reasonable technology must be used to authenticate each individual who attends. Determination to hold a given meeting as virtual is by the Board of Directors.

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.

Section 2. Officers: The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Secretary, Membership Director, 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 Leader Areas as defined by SHRM or the Board. The Board may have as many Core Leader Directors as deemed necessary by the Board President to meet the Chapter’s needs.

Section 4. Qualifications: All Board 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.

Section 5. Election and Term of Office: Directors shall be elected annually by the members via an online and/or paper election. The proposed slate of candidates is provided by the nominating committee, which is 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. The President and President-Elect shall hold office for one (1) year. All other Board of Director positions shall assume office on January 1 and shall hold office for two (2) years.

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 agenda items on the agenda of the



next regular meeting of the Board of Directors. Columbia Basin SHRM business may be transacted through electronic communication provided the Board of Directors has had at least one (1) in-person board meeting that year.

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 a 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 and 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 planning 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 Director to meet Chapter needs. Appointments of Chairpersons to committees are the sole responsibility of the President or the Director 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 in lieu of live voting should circumstances dictate that a live election cannot be held (i.e., natural disaster, emergency pandemic). ~~provided the Chapter has had at least one (1) 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

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 SHRM and which is not in conflict with the Society’s Bylaws, and the bylaws are in furtherance of the purpose of SHRM. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by SHRM.

~~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.~~



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 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 SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

Date of Revision: September 9, 2020

Ratified by the Membership of the Chapter and signed by

Chapter President: _____ **Date:** _____

Approved by: _____ **Date:** _____

SHRM President/CEO or President/CEO Designee