



CHAPTER BY-LAWS

Our Bylaws are the Chapter's Operating Manual. They define:

- Composition of the Chapter Officers and Directors and how it will function;
- Roles and duties of Officers and Directors;
- Rules and procedures for holding meetings, electing Officers, and appointing Directors; and
- Other essential association governance matters.

ARTICLE 1 – IDENTIFICATION

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

Section 1.2: Office/Location. The principal office of the Chapter shall be located at such place as shall be specified by the Board of Directors. The Chapter may also coordinate meeting space at such other places as designated by the Board of Directors

Section 1.3: Affiliation. The Chapter is affiliated with the Society for Human Resources Management (herein referred to as "SHRM").

Section 1.4: 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.

Section 1.5: Purposes. The purposes of the Chapter shall be to promote the use of sound and ethical human resource management practices in the profession and:

- a. offer professional development opportunities encompassing the core HR disciplines;
- b. advocate for the profession, and bring community awareness through outreach and partnership engagement;
- c. (c)provide opportunities to develop leadership, public speaking and group decision-making skills;
- d. provide an environment for the development of professional relationships where common problems and best practices can be discussed and deliberated;
- e. provide an opportunity to focus on current human resource management issues of importance to our members including state and national legislative matters;

- f. serve as advocate for introducing human resources management professionals to SHRM; serving as liaison for communications between SHRM and the individual members.

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

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

To achieve the purposes of the Chapter there shall be no discrimination in individual memberships or Board selection because of race, religion, sex, age, national origin, disability, veteran's status or sexual orientation.

Section 1.6: Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

ARTICLE 2 – MEMBERSHIP

Section 2.1: Term and Classes. Persons possessing the necessary qualifications may, upon approval of the Chapter, be admitted to membership in the Chapter in one of the following classes:

(a) **PROFESSIONAL MEMBERS.** Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- i. Possess at least three (3) years of exempt-level human resource management experience.
- ii. Hold an HR certification recognized by SHRM.
- iii. Are faculty members holding assistant, associate or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.
- iv. Are full-time consultants with at least three (3) years experience as a practitioner in human resource management.
- v. Are full-time attorneys with at least three (3) years experience in counseling and advising clients on matters relating to the human resource profession. Professional Members may vote and hold office in the Chapter.

(b) **GENERAL MEMBERS.** Individuals who are engaged in the profession of human resource management in an exempt position but do not meet the requirements of Professional Membership. General Members may vote and hold office in the Chapter.

(c) **ASSOCIATE MEMBERS.** Individuals in non-exempt human resource management positions, plus persons who do not meet the qualifications of the other classes of membership, but who are interested in the field of human resource management. Associate Members have no vote and may not hold office in the Chapter.

(d) **STUDENT MEMBERS.** Individuals may be granted student membership provided they meet the criteria as outlined below. They shall have no vote, and may not hold office in the Chapter.

i. Student is currently enrolled in a degree-seeking program Student shall provide proof of enrollment in a college or university to qualify for student membership.

ii. Student's coursework, taken or planned, supports an interest in Human Resource Management or a related degree program. iii. Students holding any form of a current SHRM Professional, Associate or General Membership are not eligible to convert to student membership until their next renewal cycle.

(e) There are no corporate memberships.

Section 2.2: Approval of Membership. Application for membership shall be made in writing (printed or electronic) on a form provided by the Chapter. The President or his/her designate shall resolve any questions as to membership eligibility or membership status.

Section 2.3: Membership Dues. The amount of the annual dues for all classes of members shall be determined by a majority vote of the then entire number of voting Directors.

Section 2.4: Membership Voting Status. A member with voting privileges shall be entitled to vote as a member in good standing provided that the member's dues have been paid.

ARTICLE 3 – MEETINGS OF MEMBERS

Section 3.1: Regular Member Meetings. Regular meetings of the members shall be generally held on the last Wednesday of each month or as otherwise determined by the Board of Directors. Meetings are typically not held in the months of July and December.

Section 3.2: 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 3.3: Special Meetings. Special meetings of the members shall be called by the President at any time upon the written request by a majority of the Board.

Section 3.4: 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 at least seven days prior to the meeting.

Section 3.5: 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.

ARTICLE 4 – BOARD OF DIRECTORS

Section 4.1: 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 4.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Vice President of Membership, Vice President of Development, Treasurer and Secretary.

Section 4.3: Composition of the Board of Directors. Along with the Officers listed in Section 2 of this Article, the Board of Directors may also include Core Leadership Area Directors and the Past President. These shall constitute governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and appointed by majority vote of the full Board.

Section 4.4: Qualification. All candidates for the Board of Directors must be Professional or General members of the Chapter in good standing at the time of the nomination or appointment and for the complete term of office. In the event that the basis on which a Director was originally determined to be eligible for Professional or General membership is changed after election or during term of office, or if individual circumstances are deemed by the Board to seriously limit the participation of a Board member in the affairs of the Chapter, such change or individual circumstances may be considered by the Board cause for disqualification as a Director. A two-thirds (2/3) vote of the then entire number of voting Directors may remove a disqualified Director. The Chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term in office.

Section 4.5: Election - Term of Office. The Nominating Committee will solicit candidates for nomination to the Board of Directors no later than two months prior to the annual meeting. The Nominating Committee may be comprised of any number of members and may be comprised of all Directors. Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the Nominating Committee. Each elected Officer and Director shall assume office on January 1st following his/her election and shall hold office for two years 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 4.6: Vacancies. Any vacancy in the Board shall be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 4.7: Removal of Directors. Any Directors may be removed from office, with cause, upon an affirmative vote of two-thirds (2/3) 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. The President may be removed by majority vote of the then entire number of voting Directors.

Section 4.8: Board Meetings. The Board shall meet at least four (4) times each year. The first meeting of the Board shall be no later than April 1.

Section 4.9: Quorum. A majority of the existing Board membership 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, by conference call, or through written consent, 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 majority written consent of quorum of all voting members.

ARTICLE 5 – 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 5.1: President: Provide leadership to the chapter consistent with state, regional, and SHRM policy, strategies and objectives. Effectively operate the chapter so that the needs of the members are met.

Section 5.2: President Elect: Assist the president in overseeing all the activities of the chapter. In the absence of the president, perform all the presidential responsibilities. He/She shall have such other powers and perform such other duties as the President may determine. Vice President of Membership and Vice President of Development are eligible for President Elect position.

Section 5.3: Vice President of Membership: Maintain the chapter's membership database to produce the membership roster. He/She shall have such other powers and perform such other duties as the President may determine.

Section 5.4: Vice President of Development: The Vice President of Development Manage and lead the learning and development activities of the chapter. He/She shall have such other powers and perform such other duties as the President may determine.

Section 5.5: Secretary: Record minutes of chapter meetings, provide notice of meetings and general correspondence. Maintain chapter records and history. He/She shall have such other powers and perform such other duties as the President may determine.

Section 5.6: Treasurer: Act as financial officer and advisor to chapter board of directors. Send dues notices and other invoices to members. File appropriate forms and information with IRS. He/She shall have such other powers and perform such other duties as the President may determine.

Section 5.7: Core Leadership Area (CLA) 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.

Section 5.8: 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 5.9: Delegation of Authority. In the case of the absence of any Officer (other than the President) of the Chapter, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such Officers to any other Officer or to any Director.

ARTICLE 6 – COMMITTEES

Section 6.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 6.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 6.3: 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 6.4: 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 7 – ELECTRONIC VOTING

Electronic Voting. Hard copy or electronic ballots can be used for the election of Directors provided the Chapter has had at least four (4) in-person meetings that year.

ARTICLE 8 – 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 9 - 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 statute, the Articles of Incorporation or the Bylaws of the Chapter.

ARTICLE 10 - AMENDMENT OF BY-LAWS

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 amendments shall be effective unless and until approved by applicable SHRM designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM by-laws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM designee.

ARTICLE 11 - CHAPTER DISSOLUTION

In the event of this Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be contributed to an organization decided 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 12 - 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.

RATIFIED BY THE MEMBERSHIP OF CHAPTER AND SIGNED BY:

Chapter President: Becky Brillon

Sign: Becky Brillon

Date: 1-31-2018

APPROVED BY:

SHRM President/CEO or President/CEO Designee:

Tissa C O'Brien
11/30/17