

# COLUMBIA SOCIETY FOR HUMAN RESOURCE MANAGEMENT BYLAWS

## **Article 1: Name and Affiliation**

Section 1.1: *Name.* The name of this Chapter is Columbia SHRM (herein referred to as the "Chapter").

Section 1.2: *Affiliation.* The Chapter is affiliated with the Society of 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 not contract in the name of SHRM without the express written consent of SHRM.

## **Article 2: Purpose**

The purpose of this Chapter, as a non-profit organization, is to: provide a forum for the personal and professional development of our members; provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills; provide an arena for the development of trust relationships where common problems can be discussed and deliberated; provide an opportunity to focus on current human resource management issues of importance to our members; provide a focus for legislative attention to state and national human resource management issues; and to provide valuable information gathering and dissemination channels to our members.

## **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 4.4, 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 individual and is not transferable to other individuals.

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: *Professional Members.* Membership shall be limited to those who are: (a) engaged in the profession of Human Resource Management in an exempt level position; (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; (d) full-time consultants in the field of human resource management; and/or (e) full-time attorneys who counsel and advise clients on matters relating to the human resources profession. Retirees who were active members of the Chapter at the time of retirement shall retain their memberships. Professional members may vote and hold office in the Chapter.

Section 4.5: *Associate Members.* Individuals in non-exempt human resources management positions as well as those individuals who do not meet the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members who are owners or managers of businesses that provide human resources related services are limited to one member per

business. Examples are: employment agencies, temporary employment agencies, relocation services, EAP providers, etc. Individuals whose primary responsibility is sales are not eligible for membership. The number of associate members is limited to 50% of the professional membership. Associate members may not vote or hold office in the Chapter.

Section 4.6: *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 4.7: *Application for Membership.* Application for membership shall be on the Chapter application form. All applications shall be reviewed and approved by the Membership Chair. New members shall be afforded full membership rights from the date of application approval. The Membership Chair, with assistance from the Board of Directors as needed, will determine which category of membership the new member will hold.

Section 4.8: *Voting.* Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. The Board of Directors shall tally all votes.

Section 4.9: *Dues.* The Board of Directors shall establish annual membership dues for the next year prior to the mailing of renewal notices. New members shall have their dues pro-rated when joining after June 30<sup>th</sup> of each year.

## **Article 5: Meetings of Members**

Section 5.1: *Regular Meetings.* Regular meetings of the members shall be held on the third Thursday of each month or as otherwise determined by the Board of Directors.

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 October or at such other time determined by the Board of Directors.

Section 5.3: *Special Meetings.* Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

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 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 at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

## **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, Membership Chair, Treasurer and Secretary.

Section 6.3: *Board of Directors.* Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall consist of additional members to chair committees as deemed necessary by the Board elected from among the eligible membership to include the Immediate Past President.

Section 6.4: *Qualifications.* All candidates for the Board of Directors must be Professional members of the Chapter in good standing at the time of nomination or appointment and for complete term of office. Per SHRM

Bylaws, the President must be a current member in good standing with 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 1 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. 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. A Director may succeed himself/herself no more than once.

Section 6.6: *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 shall be the act of the Board of Directors.

Section 6.7: *Board of Directors' Responsibilities.* The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Article of Incorporation or Bylaws. 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 6.8: *Removal of Director and Officer.* Any Director or Officer may be removed from office, with or without cause, upon an affirmative vote of two-thirds 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.

## **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 President and/or the Chapter Board.

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 and be a current member in good standing with SHRM during his/her entire term of office.

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 Program Chair. The responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and seminars sponsored by the Chapter as determined by the President and the Board. This is to include submitting program information to the HR Certification Institute for pre-approved certification credit where applicable. He/she shall be a liaison with vendors to procure sponsorships for regular meetings and events as necessary. He/she shall be main point of contact for Association Management Group. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The Chapter also requires the President-Elect to be a current member in good standing with SHRM during his/her entire term of office.

Section 7.3: *The Membership Chair.* The Membership Chair 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. He/she shall be responsible for membership billing. The Chapter also requires the Membership Chair to be a current member in good standing with SHRM during his/her entire term of office.

Section 7.4: *The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual

examination audit of the accounts and any IRS filing as may be required. He/she shall also perform such other duties as the President may determine.

**Section 7.5: The Secretary.** The Secretary shall be responsible for recording the minutes of all Board meetings of the Chapter and for making all members aware of Chapter meetings via our association management group. He/she shall be responsible for coordinating all the meeting site logistics and managing the registration desk including accepting money and relaying to Treasurer.

**Section 7.6: Past President.** The Past President serves as an advisor to the President, identifies the Board of Directors who will participate as part of the nominating committee for the annual meeting of the membership, prepares the proposed slate of the nominees for the annual meeting of the membership. He/she shall be responsible for compiling annual information for reporting to national SHRM and fulfills such duties as requested by the President and/or Board of Directors.

## **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 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 8.3: 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 9: 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 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 the approval from the Board of Directors.

## **Article 10: Parliamentary Procedure**

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

## **Article 11: 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 the 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 12: 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 (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 13: 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 with has had Chapter status withdrawn, may re-confer Chapter status upon such body.

### Article 14: 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: Karen B Smith Date: 1/20/2010

Approved by:

SHRM President/CEO or President/CEO Designee:  Date: 12/10/10