
Chapter Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is the Shoals Chapter – SHRM (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Shoals Chapter – SHRM and not as SHRM or the Society for Human Resources 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 not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2 PURPOSE

Section 1. Purpose. The Chapter *is* a non-profit, non-political organization. In the belief that it is a fundamental function of human resource managers to promote between management and employees a feeling of trust and a desire for cooperation toward a common goal of efficient and mutually profitable service to the community and the nation, the Chapter determines that its objectives shall be:

- To provide each member the opportunity to personally know others in this area who are engaged in human resource work;
- To provide an opportunity for its members to network and exchange information and solve problems on human resources issues, policies and practices;
- To foster interest in establishing and maintaining and delivering enlightened programs for the purpose of improving human resource management and development;
- To encourage the adherence to high standards of ethics in Human Resources, enhance the professional growth of its members and to be a constructive influence in the field of human resource management.

ARTICLE 3 MEMBERSHIP

Section 3.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 3.2, 3.3 and 3.4 of this Article. The Chapter is a 100 percent Chapter of SHRM. All Chapter members, regardless of category, must be dues-paying members in good standing of SHRM. To achieve the purpose of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, veteran's status, or disability.

Section 3.2: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 3.3: Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 3.4. 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. Professional members may vote and hold office in the Chapter.

Section 3.5: Associate Members. Individuals in non-exempt human resource management positions, as well as those individuals who do not meet the Professional member category, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may not hold office in the Chapter.

Section 3.6. Student Members: Individuals who are:

- (a) enrolled as either full-time or part-time students at freshman standing or higher;
- (b) enrolled in the equivalent of at least six (6) credit hours;
- (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university;
- (d) able to provide verification of a demonstrated emphasis in human resources management subjects, and
- (e) able to provide verification of the college or university's human resources or related degree program.
- Student members may not vote or hold office in the Chapter.

Section 3.5. Application for Membership: Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President for Membership and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 3.6. Voting: Each Professional and 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 3.7. Dues: Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. At the discretion of the Board of Directors, members may be offered discounted dues in conjunction with the advanced registration of chapter events.

Section 3.8. Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

ARTICLE 4 MEETINGS OF MEMBERS

Section 4.1. Regular Meetings: Regular meetings of the members shall be held once per month or as otherwise determined by the Board of Directors.

Section 4.2. Notice of Meetings: Notice of meetings shall be given to all members at least seven days prior to the meeting.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1. Number: The Board of Directors shall consist of 7 persons. The following shall be members of the Board of Directors and be officers of the Chapter: President, President-Elect or Immediate Past

President, Vice President for Membership, Treasurer and Secretary. Two additional "At Large" members shall be elected from among the eligible membership as members of the Board of Directors.

Section 5.2. Qualification: All candidates for the Board of Directors must be Professional members of the Chapter in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. Board members may not be elected to serve more than three consecutive terms in the same position. The President and President Elect may not be elected to serve more than two consecutive terms in the same position.

Section 5.3. Election—Term of Office: Directors shall be nominated and elected by the members through electronic voting during the months of October and November. Each elected 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. The President shall be elected for a two year term.

Section 5.4. Vacancies: Any vacancy in the Board may be filled for the unexpired term by the President with consent of the Board of Directors.

Section 5.5. 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 5.6. 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 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 5.7. Removal of Director and 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.

ARTICLE 6 DUTIES AND RESPONSIBILITIES

Section 6.1. 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 6.2. 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 have the authority to appoint committees to plan and implement chapter activities.

Section 6.3. 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 6.4. 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 also perform such other duties as the President may determine.

Section 6.5. The Secretary: The Secretary shall be responsible for recording the minutes of all meetings of the Chapter. The Secretary will also act as the Chapter historian. He/she shall also perform such other duties as the President may determine.

Section 6.6: 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. He/she shall also perform such other duties as the President may determine.

Section 6.7: At-large Member: An At-large Member shall serve as a Committee Chair and perform such other duties as the President may determine.

ARTICLE VI COMMITTEES

Section 1. Committee Organization. Appointments 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 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 VII 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 (e.g., the SHRM Foundation, a local student chapter, the state council, an HR-degree program, or other such organization or charity).

Members shall receive a formal notice of the Chapter's dissolution by the President within 10 days following the dissolution.

ARTICLE VIII ELECTRONIC VOTING

Section 8.1. Election. Electronic ballots will be used for the nomination and election of Directors provided the Chapter has had at least one in-person meeting that year.

Section 8.2. Quorum. Members holding one-third of the votes entitled to be cast shall constitute a quorum. The vote of the majority of the members who cast a ballot electronically provided a quorum is met shall be necessary for the adoption of any matter voted on by the members.

ARTICLE IX 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 X AMENDMENT OF CONSTITUTION AND BYLAWS

A copy of all amended Bylaws shall be forwarded to SHRM before amendment.

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 by SHRM and is not in conflict with the Society's Bylaws.

ARTICLE XI
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.

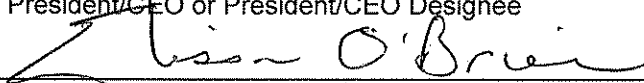
Ratified by the Membership of Chapter and signed by:

Chapter President: _____

Date: _____

Approved by:

SHRM President/CEO or President/CEO Designee

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Date: 4/9/2014