

SHRM Chapter Bylaws
ARTICLE 1
Statesboro Area SHRM Chapter 0588

Section 1.1: Name. The Statesboro Area SHRM Chapter (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Statesboro Area SHRM Chapter (Chapter name) 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 not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2
VISION / MISSION

Section 2.1: Vision. The Statesboro Area SHRM Chapter will be recognized as an elite affiliate chapter that is committed to growing Human Resource business leaders now and in the future.

Section 2.2: Mission. The Mission of this Chapter, as a non-profit organization is to:

- I. *Build Value* in its membership and chapter by always asking: How can we build more value in this chapter to the point that people sense value in attending, and participating in chapter initiatives and leadership areas?
 - To provide an opportunity to focus on current human resource management issues of importance to our members;
 - To provide a focus for legislative attention to state and national human resource management issues;
 - To serve as an important vehicle for introducing human resource management professionals to SHRM;
 - To serve as part of the two-way channel of communications between SHRM and the individual members.
- II. *Expand Our Network* in Bulloch, surrounding counties and across the State by always asking: How can we expand the network of our chapter to reach out to all professionals, not just HR, that may have interest in a local Human Resource Management professional network?

- To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
 - To provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
 - To serve as a source of new members for SHRM
- III. *Grow Leaders* for the advancement of the Human Resource Management profession by always asking: How can we continue to create a culture that is dedicated to growing Human Resource and business professionals in area of leadership?
- To provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
 - To provide a forum for the personal and professional development of our members;

Section 2.3: Abbreviated Mission Statements for Marketing Purposes:

- I. Building value, Expanding Our Networks and Growing Leaders
- II. Building Value, Expanding Our Networks and Growing Leaders for the advancement of the Human Resource Management Profession.

Section 2.4: SHRM National Support. The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- I. To be a recognized world leader in human resource management;
- II. To provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- III. To be the voice of the profession on human resource management issues;
- IV. To facilitate the development and guide the direction of the human resource professional; and
- V. To establish, monitor and update standards for the profession.

**ARTICLE 3
FISCAL YEAR**

The fiscal year of the Chapter shall be the calendar year.

**ARTICLE 4
MEMBERSHIP**

Section 4.1: Qualifications for Membership. Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 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 neither transferable nor assignable.

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. Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource managements at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (c) faculty members holding as assistant, associates 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 experience at this level of teaching; (d) full-time consultants with at least three years experience practicing in the field of human resource management; and /or (e) full-time attorneys with at least three years experience in counseling and advising clients on matter relating to the human resource profession. Professional members may vote and hold office in the chapter.

Section 4.5: 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 and hold office in the Chapter.

Section 4.6: Student Members. Individuals who are (a) enrolled either as 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 institute and/or 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 in the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource 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 4.7: Application for Membership. Application for membership shall be on the Chapter application form and include an application fee as determined by the Board of Directors. Application fees are not to be prorated. All applications shall be reviewed by the Vice President of Membership and approved by the 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 4.8: 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 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Non-SHRM Member dues shall be at a higher rate than SHRM National Member dues and all dues will be determined by the Board of Directors.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: 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 5.2: 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 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 entitle 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 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, Vice President or Membership, Treasurer, Secretary and Director of Technology.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional or Associate members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of 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 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 take office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.6: Vacancies. 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.

Section 6.7: 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 Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, 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 unanimous written consent of all voting members.

Section 6.8: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A Professional of Associate 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 6.9: Removal of Director and Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board or 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 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 current member in good standing of SHRM throughout the duration of his/her term of office. The president serves a two (2) year term.

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 Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter as determined by the President and the Board. He/she shall have the authority to appoint subcommittees to plan and implement the activities associated with the program year. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office. The president-elect serves a two (2) year term. President elect may serve a one year term if elected in the last term of the presiding president.

Section 7.3: The Vice President of Membership. The Vice President of Membership shall serve as chair of the Membership Committee. He/she 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.

Section 7.4: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating 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 7.5: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter.

Section 7.6: Director Technology. The Director of Technology shall be responsible for maintaining and enhancing the chapter website, shall be responsible for managing and enhancing social media accounts (such as LinkedIn, Twitter, and Facebook. He/she shall also perform such other duties as the President may determine.

Section 7.7: Core Leadership Area (CLA) Directors. Core Leadership Area 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 7.8: 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. The chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

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

Section 8.3: 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 8.4: 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 9 ELECTRONIC VOTING

Mail or electronic ballots can be used for election of Directors provided the Chapter has had at least one in-person meeting that year.

ARTICLE 10
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 another member at Chapter meetings without the approval from the Board of Directors.

ARTICLE 11
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 the Law and the Bylaws of the Chapter.

ARTICLE 12
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 and his/her designee.

ARTICLE 13
CHAPTER DISSOLUTION

In the event of the chapter's dissolution, the remaining monies in the Treasure, 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, and HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

ARTICLE 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEP 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 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.

ARTICLE 15 INDEMNIFICATION

- A. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving as the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprises, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation; and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.
- B. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, including attorney fees, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- C. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any Action, suit or proceeding referred to in subparagraphs or in defense of any claim, issues or matter therein, such director or officer shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney fees.
- D. Any indemnification under subparagraphs, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification or the director or officer is proper in the standard of conduct set forth in subparagraphs. Such determination shall be made (a) by the board or directors by majority vote of a quorum consisting of

directors who were not parties or such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, a written opinion, or (c) by the members.

- E. Expenses incurred by a director or officer in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Corporation as authorized in the Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.
- F. The indemnification and advancement of expenses provided by, or granted pursuant to, the other subparagraphs of the Article shall not be deemed exclusive of any other right to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office.
- G. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against that person and incurred by that person in the appointed capacity, or arising out of that person's status as serving in such capacity, whether or not the Corporation would have the power to indemnify the person against liability under the provisions of this Article.
- H. For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued would have had power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.
- I. For purposes of this Article, reference to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and reference to "serving at the request of the corporation" shall include any service as a director or officer of the Corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.
- J. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has

ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

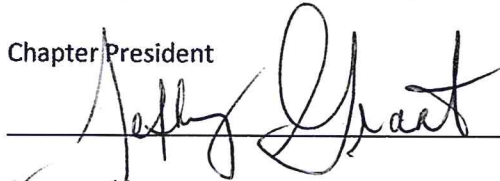
- K. Any repeal or modifications of this Article shall not affect any action theretofore taken pursuant to the terms of this Article prior to the time of such repeal or modification.

ARTICLE 16
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



Date 05-22-14

Approved by:

SHRM President/CEO or President/CEO Designee



Date 5-5-2014