

# **SALINA HUMAN RESOURCE MANAGEMENT ASSOCIATION**

## **Chapter Bylaws**

### **Article I**

#### **Name, Affiliation & Offices**

*Section 1: Name.* The name of the Corporation/Chapter is the Salina Human Resources Management Association (herein referred to as the "Chapter" or "SHRMA") 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 referred to as "SHRM"), but shall retain autonomy with regard to all phases of SHRMA operation.

*Section 3: Address.* The principal and registered offices of SHRMA are P.O. Box 3514, Salina, Kansas 67402, subject to change by the Executive Board. SHRMA may also have offices at such other places as the Executive Board may from time to time determine.

*Section 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.

### **Article 11**

#### **Purpose of SHRMA**

The purpose of SHRMA, as a non-profit organization, shall be to promote human resources as a career, provide members with a network of human resource professionals, address human resources issues, both local and national, in an attempt to help resolve such issues, provide continuing education to members, and develop future leaders in the human resources discipline. In addition, SHRMA exists to promote the concepts of self-government and free enterprise in terms of their positive effect on the development of human potential, and a positive image for human resources within the local and surrounding community. Lastly, it is SHRMA's purpose to assist in promoting the agenda of the Society for Human Resource Management.

## **Article III**

### **Fiscal Year**

The fiscal year of SHRMA shall be January 1st to December 31st of each year.

## **Article IV**

### **Membership**

*Section 1: Qualifications for Membership.* The qualifications for membership in SHRMA shall be stated in Sections 2, 3 and 4 of this Article. To achieve the purpose 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 characteristic.

*Section 2: Professional Members.* Membership shall be limited to (a) those individuals actively engaged in bona fide human resources administration (at the exempt level) for at least three years and who devote at least 50% of their time to human resources related functions; (b) certified by the Human Resource Certification Institute; (c) faculty members holding an assistant, associate or full professor rank in human resources related fields at an accredited college or university; (d) full-time consultants in the field of human resources management, or (e) full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession. At least 30% of the total membership shall consist of Professional members.

*Section 3: Associate Members.* Individuals in non-exempt human resources positions as well as those individuals who do not have official human resource role with an employer, but who demonstrate a bona fide interest in human resource management and the purpose of the Chapter.

*Section 4: Student Members.* Individuals who are actively enrolled in human resources related degree programs at the college or university level. Student members may not hold office in the chapter.

*Section 5: Application for Membership.* Application for membership shall be available on the SHRMA website. All applicants shall be reviewed and approved by the Treasurer or Designee.

*Section 6: Non-transferability of Membership.* Membership in the Chapter is neither transferable nor assignable.

*Section 7: Voting.* Each member, regardless of membership type, shall have the right to cast one vote on each matter brought before a vote of the members.

*Section 8: Dues.* The Executive Board, prior to renewal each year, shall establish annual membership dues for the next year.

The Membership committee chair shall provide membership applications with the dues rate(s) to each member on or about January 1<sup>st</sup> of each year. Dues are payable on January 1<sup>st</sup> and past due on February 1<sup>st</sup> of each year. Dues for all new members paid after February 1<sup>st</sup> will be pro-rated on a monthly basis. SHRM members must indicate affiliation with the Salina Human Resource Management Association Chapter #241 in order to receive any reduction in chapter dues, if applicable. Membership dues promotions, discounts, and scholarships may be offered upon pre-approval of the Executive Board.

*Section 9: Termination.* Membership in the Chapter may be terminated automatically for nonpayment of annual dues. Membership may also be terminated by a majority vote of a quorum of the Executive Board for good cause. Good cause is defined as behavior leading to the disruption or distraction of the membership or behavior, which embarrasses the Chapter. A member terminated for good cause may appeal such decision to the Executive Board as outlined in his or her termination notification.

*Section 10: Rights and Privileges.* All members shall have the rights and privileges to attend regular meetings, participate in discussions, receive copies of proceedings and publications of the Chapter, serve on any committee or as a representative of the Chapter, and vote. Only Professional and Associate members shall be able to hold office. Student members shall not hold office.

## **Article V**

### **Meetings**

Regular meetings of the members shall be held on the third Thursday of each month or as otherwise determined by the membership. Notification of meeting times and dates will be provided to the membership monthly.

The President may call executive Board meetings as the need arises. The time, place, and notification for these meetings will be the responsibility of the President.

For the purpose of any meeting, a quorum shall consist of members holding one-tenth of the votes entitled to be cast, represented in person, by conference call or via electronic vote, present at the meeting which has been properly scheduled and the invitees have been properly notified.

The vote of a majority of the members present at any meeting at which there is a quorum, either in person, by conference call, or via electronic voting, shall be necessary for the adoption of any matter voted on by the members.

## Article VI

### Executive Board

*Section 1: Power and Duties.* The Executive Board (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 2: Officers.* The following shall be members of the Board and shall be Officers of the Chapter: President, President-Elect, Secretary, and Treasurer.

*Section 3: Composition of the Executive Board.* Along with the Officers listed in Section 2 of this Article, the Board shall also include Core Leadership Area Chairs, the Past President, and other chairs as appointed by the President. These shall constitute the governing body of the Chapter.

*Section 4: Nominations.* The Nominating Committee, composed of Executive Board members, shall prepare a list of nominees for the offices to be filled. The list of nominees shall be prepared and distributed to all members of the Chapter prior to the election date each year. In addition, members may make nominations from the floor at or prior to the meeting in which elections shall be held. The Nomination Committee may also nominate committee chairs. However, the President-Elect is ultimately responsible for appointing the committee chairs. In the event committee chairs are appointed after the beginning of a year, the responsibility for appointment resides with the President.

*Section 5: Qualifications.* All candidates for the Executive Board must be Professional and 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: Election/Appointment — Term of Office.* Officers shall be elected by the members at the annual meeting of the membership (October or as otherwise designated) or via electronic voting prior to the meeting, from the proposed slate of candidates presented by the nominating committee. Each elected Officer shall assume office on January 1 following his/her election and shall hold office for two (2) 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 7: Voting.* After the nominating committee has submitted its list of nominees to the membership at the annual election meeting and the President calls for nominations of eligible members from the floor for each office, a slate of nominees will be presented to the membership. Mail or electronic ballots can be used for the election of Officers in lieu of secret ballots at a meeting provided the Chapter has had at least one in-person meeting that year.

Any candidate receiving a majority of the votes cast shall be declared elected. In cases where no majority vote exists (tie), and discussions between the Executive Board and the candidates does not establish a mutually agreed upon decision to determine the winner, the winner shall be determined by a flip of the coin.

*Section 8: 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 9: Quorum.* Any Board member may add items to the agenda for discussion. In addition, a majority of the voting membership at a meeting may add items to the agenda for discussion. A simple majority of the total Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the Executive Board present at any meeting at which there is a quorum, either in person, by conference call, or via electronic response, 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 10: 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 of Directors at a duly constituted Executive Board meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

## **Article VII**

### **Duties and Responsibilities**

*Section 1: The Executive Board.* This Board shall include the President, President-Elect, Secretary, Treasurer and all Chairs. The Board is responsible for the overall coordination and direction of the Chapter. The Board is authorized to utilize Chapter funds, or to be reimbursed from the Chapter funds for incidental expenses of not more than \$150. Any expenses in excess of \$150 shall require the approval of the members. This Board also comprises the Nominating Committee.

*Section 2: The President.* The President shall preside at the meetings of the membership. He/She shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. The President must be an SHRM member in good standing throughout his/her term of office. He/She is automatically a member of the Membership Committee.

*Section 3: 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 duties as the President or Executive Board may determine. He/She must be willing to take over for the President if the need arises. He/She is automatically a member of the Membership Committee.

*Section 4: The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the membership and an updated list of all members specifically keeping track of those who have and have not paid timely. The Treasurer shall cause a notice to be given to the President for those members who have not paid the proper dues in a timely manner. He/She shall provide statements or notice of membership dues lapsing to the membership. He/She shall have such other powers and duties as the President or Executive Board may determine and must be willing to take over for the President-Elect if the need arises. He/She is automatically a member of the Membership Committee.

*Section 5: The Secretary.* The Secretary shall be responsible for recording the minutes of all meetings of the Chapter. The Secretary shall be responsible for providing minutes of the monthly meetings to the SHRMA members. He/She shall have such other powers and duties as the President or Executive Board may determine and must be willing to take over for the Treasurer if the need arises. He/She is automatically a member of the Membership Committee.

## **Article VIII**

### **Committees**

*Section 1: Committees.* The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

*Section 2: Committee Organization.* Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

*Section 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 4: Committee Activity.* Committees are established to provide the Chapter with special ongoing services. SHRMA Committees are as follows: Membership, Programs/Professional Development, Communications/Web, Legislative, Diversity, Workforce Readiness, College Relations, and Certification.

## **Article IX**

### **Parliamentary Procedure**

Robert's Rules of Order shall govern all parliamentary procedures unless otherwise specified in the Bylaws.

## **Article X**

### **Statement of Ethics**

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter 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 XI**

### **Amendments**

These Bylaws and the Article of Incorporation may be altered, repealed or amended by two-thirds affirmative vote of the members present at any meeting of the Chapter provided however, that notice of the proposed amendment is distributed to all members at least 5 days prior to such meeting. 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 XII**

### **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 Executive Board 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 XIII**

### **Withdrawal Of Affiliated Chapter Status**

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 may withdraw affiliated chapter status to the best interests of SHRM. Prior

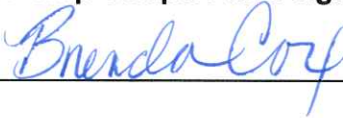
to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter 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.

Note\* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Approved by:

SHRM President/CEO or Designee  Date 9/15/20

Ratified by the Membership Chapter and signed by:


Chapter President  Date 9/28/20

**Certificate of Secretary**

I, the undersigned, do hereby certify:

- 1) That I am the duly elected and acting Secretary of the Salina Human Resources Management Association, a Kansas not-for-profit corporation; and
- 2) That the foregoing Bylaws, comprising of eight (8) pages, constitute the original Bylaws of said corporation, as duly held on the 8th day of October 2020.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name on this 8th day of October, 2020.

  
Secretary,  
Salina Human Resources Management  
Association