



*Serving the Professional....Advancing the Profession*

## **Bylaws**

### **ARTICLE I** **NAME AND AFFILIATION**

#### **Section 1.1: Name.**

The name of the Chapter is the Sheboygan Area Chapter – Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Sheboygan Area Chapter 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 II** **PURPOSE**

The purposes of this Chapter, as a non-profit organization, are:

- a) to provide a forum for the personal and professional development of our members;
- b) to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- c) to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- d) to provide an opportunity to focus on current human resource management issues of importance to our members;
- e) to provide a focus for legislative attention to state and national human resource management issues;
- f) to provide valuable information gathering and dissemination channels;
- g) to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- h) to serve as an important vehicle for introducing human resource management professionals to SHRM;
- i) to serve as a source of new members for SHRM
- j) and to serve as part of the two-way channel of communications between SHRM and the individual members.

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:

- a) to be a recognized world leader in human resource management;
- b) to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c) to be the voice of the profession on human resource management issues;
- d) to facilitate the development and guide the direction of the human resource profession; and
- e) to establish, monitor and update standards for the profession.



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**ARTICLE III**  
**FISCAL YEAR**

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

**ARTICLE IV**  
**MEMBERSHIP**

**Section 4.1: Qualifications for Membership.**

The qualifications for membership in the Chapter shall be as stated in 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 Member.**

Individuals actively engaged in bona fide human resource function(s). SHRM membership is encouraged. Professional members have voting rights and may hold office. Professional members who become inactive due to an employment separation may maintain a transitional professional membership for a period not to exceed 12 months.

**Section 4.5: Consultant Member.**

Individuals actively engaged in advising, teaching, or providing a human resource service or product. Membership shall be limited to consultants, attorneys, faculty members and suppliers. SHRM membership is required. Consultant members shall have voting rights and may hold office. Consultant members who become inactive due to an employment separation may maintain a transitional consultant membership for a period of time not to exceed 12 months.

**Section 4.6: Associate Member.**

Individuals who do not meet the professional or consultant membership requirements, but have a bon fide interest in human resource management. Membership may include retired human resource professionals, employed or non-employed persons. These members may not vote or hold office on the Board of Directors.

**Section 4.7: 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 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 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 4.8: Application for Membership.**

Application for membership shall be made in writing on a form provided by the Chapter. All membership applications shall be reviewed by the Board of Directors within sixty (60) days of receipt. A notice of Board action shall be sent to the applicant within a reasonable time period following the review.



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**Section 4.9: Termination of Membership.**

Membership in the chapter may be terminated by a majority vote of the Board of Directors. A member shall not be entitled to a refund of Chapter dues. Membership shall be terminated automatically for non-payment of annual dues.

**Section 4.10: Annual Dues.**

Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

**ARTICLE V**  
**MEMBER MEETINGS**

**Section 5.1: Regular Meetings.**

Regular meetings shall be held from January through June and September through December at such times and places as the Board of Directors may designate.

**Section 5.2: Notice of Meetings.**

A notice of all meetings shall be sent to members at least fourteen (14) days prior to the meetings.

**Section 5.3: Quorum.**

Members holding one-tenth of the votes entitled to be cast represented in person or by conference call, shall constitute a quorum for the transaction of business.

**Section 5.4: Meeting Non-Members.**

Non-Member meeting attendees at a monthly meeting are permitted. The Board of Directors reserves the right to refuse non-members.

**Section 5.5: Meeting Fees.**

The Board shall determine fees for both members and non-members. If the annual membership dues are not paid by the second month following the end of the previous fiscal year, attendees will be charged the non-member cost for a monthly meeting.

**Section 5.6: 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.

**ARTICLE VI**  
**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, Treasurer, and Secretary.

**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.



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**Section 6.4: Qualifications.**

All candidates for the Board of Directors shall be Professional or consultant 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. To qualify for the office of Chapter President or President Elect, the candidate must be a current or former Board member and have served in any position.

**Section 6.5: Elections and Balloting.**

Election of officers and directors shall be conducted by ballot in accordance with the following procedure:

1. No later than the first day of April each year, the Nominating Committee composed of the President-Elect and no less than two other regular members of the Chapter, shall prepare and submit to the Board of Directors a slate of nominees for Board positions within the chapter.
2. The list of nominees shall be prepared and distributed to all voting members.
3. Each Board member shall be elected on a basis of a majority of votes cast for the position. In the event a tie occurs during an election, successive balloting shall be conducted until one candidate receives a majority of votes cast. The results of the election shall be presented at the May meeting.
4. Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

**Section 6.6: Term of Office.**

Elected Officers and Board Members shall assume the position in January of the year following the election and shall hold their position per the following schedule:

President	one (1) year
President-Elect	one (1) year
Secretary	two (2) years
Treasurer	two (2) years
Board Member	two (2) years
Past-President	one (1) year

Board members shall not be elected to serve more than two (2) consecutive terms in the same office.

**Section 6.7: Vacancies.**

Any vacancy on the board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

**Section 6.8: Removal of Director or 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 Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

**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.



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**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 or Consultant 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.

**ARTICLE VII**  
**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 of SHRM throughout the duration of his/her 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. 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.

**Section 7.3: 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, shall conduct membership responsibilities, 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 to include financial reports to the Board, coordinate arrangements for a year end audit, and perform such other duties as the President may determine.

**Section 7.5: Core Leadership Area (CLA) Directors.**

Board members shall assist the officers in meeting the goals and objectives of the chapter. He/she has the authority to recruit other Chapter members as committee members to assist with activities to reach these goals.

**Section 7.6: Past-President.**

The Past-President serves on the Board of Directors as an advisor.

**ARTICLE VIII**  
**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.



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**Section 8.3: 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 IX**  
**CODE 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 X**  
**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 XI**  
**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 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 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 XIII**  
**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.



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**ARTICLE XIV**  
**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 \_\_\_\_\_

Approved by:

SHRM President/CEO or President/CEO Designee \_\_\_\_\_

Date \_\_\_\_\_