

Society for Human Resource Management



Chapter Bylaws

**The Winona Area Society for Human Resource
Management (Winona Area SHRM)**

Chapter # 0177

Revision Date January 2015

**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name.

The name of the organization is The Winona Area Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Winona Area SHRM and not as SHRM or the Society for Human Resource Management.

Section 1.2: National 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**

The Winona Area SHRM Chapter is a professional organization that exists to:

- Build and sustain partnerships with human resource and business professionals, to address challenges that influence the effectiveness and sustainability of our organizations and communities.
- Provide a community for human resource and business professionals to share expertise and create innovative solutions on people management issues.
- Proactively provide education and research to human resource and business professionals to enhance our organizations and communities.
- Advance the HR profession through outreach, mentorship, and advocacy.

The Winona Area SHRM Chapter Vision is to:

To be the leading resource and authority on people management issues.

The Winona Area SHRM will be:

- Strategic – in our thinking and planning
- Honorable – to our members, our organizations, and our communities
- Respectful – to the SHRM bylaws and legislative guidelines
- Mentorship – guidance and partnering with HR professionals

**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 4.3, 4.4 and 4.5 of this Article. The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. 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. Individuals engaged in human resource management; or any individual certified by the Human Resource Certification Institute and/or any individual certifications affiliated by SHRM; or any faculty member with three or more years of experience holding at least assistant professional rank in HR; or full time consultants with at least three years of experience as an HR practitioner, or full-time attorneys with at least three years of experience in counseling and advising clients on matters relating to the HR profession.

Section 4.4a: A Professional Member must be a member of SHRM and indicate an affiliation with the Winona Area SHRM Chapter.

Section 4.5: Student SHRM Members. Individuals who are non-professional enrolled either as full-time or part-time students. Student interested in becoming affiliated with The Winona SHRM Chapter should obtain "Student Membership" status from SHRM. Student members may not vote or hold office in the Chapter.

Section 4.6: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be processed by the Membership Director. Members shall be afforded full membership rights from the date of application.

Section 4.7: 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. Student Members are not eligible to vote.

Section 4.8: Dues. Annual membership dues to The Winona Area SHRM Chapter have currently been waived for SHRM (National) members who are affiliated with the Chapter. The Board reserves the right to reinstate membership dues at any time, with advance notice to Members, based on the financial status of the Chapter. If at any time Board reinstates the Chapter membership dues, nonpayment by a member will result in automatically terminating the member's local affiliation with the Chapter.

Section 4.9: Advancing the Profession. Professional Development money may be budgeted annually to advance the profession. Professional members can apply for funding to be used towards attending developmental conferences or workshops. Other scholarships that may be considered are Student Scholarships or funding may be considered for members seeking HR development opportunities.

Section 4.10: Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held monthly except in June, July, August and December, 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 of each year 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 entitled 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, Membership Director, Treasurer, and Secretary. The immediate Past President will serve in an advisory capacity as a nonvoting officer.

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 (referenced in Articles 7). 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 members of the chapter and in good standing with SHRM, at the time of nomination or appointment and for their complete term of office.

Section 6.4a: Conference Attendance for Selected Officers.

Section 6.4a1: SHRM Leadership Conferences: The Chapter will make an annual contribution of the cost of airfare and consider other appropriate expenses as approved by the board to offset expenses by the President or President Elect to attend the SHRM Volunteer Leaders Summit and the SHRM Minnesota State Leadership Conference.

Section 6.4a2: SHRM Minnesota State Leadership Conference. The Chapter will make an annual contribution of the conference registration fee and basic travel costs (mileage and lodging), and may consider other appropriate expenses for the President, President Elect, Membership Director, and the Treasurer, as approved by the Board to offset the SHRM Minnesota State Leadership Conference.

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 1st following his/her election and shall hold office for one year or until his/her successor is elected and takes office. No individuals elected as President and/or President Elect shall be eligible to serve more than two (2) consecutive terms. The Treasurer will be limited to a three (3) year term due to fiduciary responsibility and accountability. Special exceptions may be voted on by the Board.

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 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 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 of SHRM throughout the duration of his/her term of office. The President, along with the President Elect, will serve as the co-chair of the Annual Chapter Conference Committee.

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 duties as the Board or the President may determine. He/she shall serve as Chair of the Program Committee and will serve as the co-chair, along with the Chapter President, of the Annual Chapter Conference Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars supported by the Board of Directors. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president elect is encouraged to attend the annual SHRM Volunteer Leaders Summit. 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 Membership Director. The Membership Director 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. The chapter requires the Membership Director to be a current member in good standing of 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, 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 also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

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. He/she shall also perform such other duties as the President may determine. The chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.6: 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. The chapter requires each CLA Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.7: 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 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 President and President Elect will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President and/or President Elect 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 the 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 any other 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 two-thirds vote of the members present at any meeting at which a quorum exists and in which adequate notice of the proposed amendments is published and distributed to all members, 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 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 13
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 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

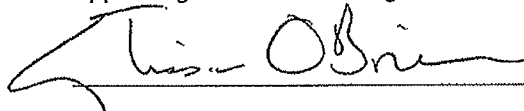
Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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.

**ARTICLE 15
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.

Approved by:

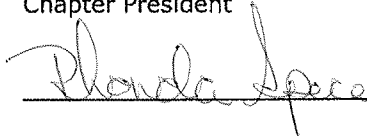
Approving SHRM Officer Signature



Date 11/5/14

Ratified by the Membership of Chapter and signed by:

Chapter President



Date 11-11-14