

GREEN BAY AREA CHAPTER SHRM

BYLAWS

ARTICLE I—INDENTIFICATION

- 1.1 The official and legal name of the organization shall be the Green Bay Area Chapter of the Society for Human Resource Management, (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer itself as the Green Bay Area Chapter SHRM and not as SHRM or the Society for Human Resource Management.
- 1.2 The Chapter shall not be organized for profit or to engage any activity normally carried on for profit.
- 1.3 The Chapter is affiliated with the Society for Human Resource Management (SHRM). Our recognized chapter number is 0504.
- 1.4 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 express written consent of SHRM.

ARTICLE II –PURPOSE

- 2.1 The mission of the Chapter shall be:

To be a dynamic organization that will provide Human Resource Professionals in the greater Green Bay area opportunities to create beneficial networks, to have relevant professional development, and to make a positive impact on the Human Resource profession.

ARTICLE III –FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year, in terms of membership.

ARTICLE IV –MEMBERSHIP

- 4.1 *Qualifications for Membership.* The qualifications for membership in the chapter shall be stated in sections 4.4, 4.5, 4.6, and 4.7. 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.
- 4.2 *Non-transferability of Membership.* Membership in the Chapter is neither transferable

nor assignable.

- 4.3 *Individual Membership.* Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.
- 4.4 *Professional/Service Members.* Individuals actively engaged in a bona fide human resource function, faculty members teaching in the area of human resource management, full-time human resource consultants or attorneys practicing in human resource law or individuals who are actively engaged in providing a service specifically related to human resource management activities in an organization. Fifty percent (50%) of the job duties need to be a direct function of Human Resources. SHRM membership is strongly encouraged. Individuals who are unemployed but whose most recent position consisted of a bona fide human resource function are eligible. Professional/Service members shall have voting rights and may hold office.
- 4.5 *Associate Members.* Individuals who do not meet the Professional or Human Resource Services requirements but have a bona fide interest in meeting the membership requirements of the Professional category described in 4.4. Active attendance at meetings and participation on committees are strongly encouraged. Associate members shall have voting rights but may not hold office.
- 4.6 *Student Members.* Individuals who are (a) enrolled as a full-time or part-time student, 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 or technical college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community or technical 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 shall not have voting rights and may not hold office.
- 4.7 *Honorary Members.* Any Professional/Services member in good standing at the time of retirement may request Honorary membership by the vote of the Board of Directors or be offered Honorary membership by the Board of Directors. Honorary members shall not have voting rights and may not hold office.
- 4.8 *Application for Membership*
- 4.8.1 An applicant who is a SHRM member in good standing is automatically accepted as a member of the Green Bay Area Chapter of SHRM upon submittal of an application for membership on the form provided by the Chapter and payment of annual membership dues. The board will vote on the appropriate member category to place the new member in to.

4.8.2 An applicant who is not a SHRM member in good standing shall submit an application for membership provided by the Green Bay Area Chapter of SHRM. The Board of Directors shall review all membership applications within thirty (30) days of receipt and will be determined based on the criteria listed in 4.4, 4.5, 4.6 and 4.7. A notice of Board action shall be sent to the applicant within a reasonable time period following the review. If the applicant is accepted, he/she shall become a member upon payment of annual membership dues. If the applicant is not accepted, the applicant will be notified by the Membership Director regarding the denial of the application.

4.9 *Voting*

4.9.1 Each Professional/Service and Associate Member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members.

4.9.2 Votes shall be tallied by the Nominations Committee.

4.10 *Payment of Membership Dues*

4.10.1 Professional/Service and Associate – Membership Dues paid by an individual shall remain in the person's name, without consideration as to an employer, as long as that person maintains eligibility (as defined in 4.3). Membership dues paid by an employer on behalf of an employee shall not be transferable to another employer or employee. Student Chapter Advisors, Past Presidents upon completion of their full three year term, and current Board Members fees are waived. If the President-Elect is not able to fulfill their duties as President and a President is appointed, membership dues will also be waived upon the completion to their two year term.

4.10.2 Honorary – Membership dues are waived for honorary members.

4.10.3 Initial Membership Fee - The initial fee will be considered as dues for the remainder of the fiscal year. For new members whose membership applications are approved during November or December, the initial fee will be considered dues for the following calendar year as well.

4.10.4 Annual Dues Schedule – Annual dues shall be billed on an annual basis and must be paid in full for inclusion in the membership directory.

4.10.5 Establishment Of Dues –Dues will be established by the Board of Directors. A separate dues schedule may be established for chapter members who are members of the society.

4.10.6 Use of Dues -All money collected shall be used to defray chapter expenses and to support programs in human resource management sponsored by the Green Bay Area Chapter of the Society for Human Resource Management or the Society for Human Resource Management.

4.11 *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 any Chapter dues. Membership shall be terminated automatically for non-payment of annual dues.

ARTICLE V – MEETINGS

5.1 *Regular Meetings* –Regularly program meetings shall be held throughout the year with no less than four (4) meetings held per year. Regular meetings are typically held on the third Wednesday of each month; but the Board of Directors may schedule them at other times, provided the membership is given prior notice.

5.2 *Annual Meetings* -The annual meeting of the members for electing Directors and Officer and conducting other appropriate business shall be held in April or at such other time as determined by the Board of Directors.

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.

5.4 *Notice of Meetings* -A notice of all meetings shall be sent to members at least ten (10) days prior to the meetings.

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 simple 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.

5.5.1 *Quorum to take up additional matters* –The only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice, unless at least

one of the following conditions are met:

- (a) One-third or more of the voting power of the membership is in present in person or by proxy
- (b) The meeting notice contains a general statement that matters other than those specifically described in the notice may be considered at the meeting.

5.6 *Guests* - Guests attending monthly meetings are permitted

5.7 *Fees* - The Board of Directors shall determine fees for both members and guests.

ARTICLE VI – BOARD OF DIRECTORS

6.1 *Power of 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.

6.2 *Officers* - The Board of Directors shall consist of the duly elected President, President-Elect, Treasurer, five (5) Directors and the immediate Past-President.

6.3 *Qualifications* – All candidates for the Board shall be Professional members of the Chapter. Board members shall not be elected to serve more than two (2) consecutive two (2) year terms in the same office. The Director terms shall be two-year terms. The President and President-Elect's term shall be limited to one (1) year. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term in office.

6.4 *Elections* – Each elected director shall hold office for a two (2) year term. They have the ability to serve a second term without having to be re- elected to the position.

6.4.1 *Time of Elections* - Election of the Board of Directors shall be conducted electronically in April. New board members will assume positions June 1st.

6.4.2 *Nominations* – The Nominating Committee, composed of the Nominations Chair and no less than two (2) other members of the Chapter shall prepare and submit a list of nominees for the officers to be filled. The list of nominees shall be prepared and distributed to all voting members of the Chapter. This list will be finalized, including nominees from the floor, and submitted to the members.

6.4.3 *Elections* – Each board member shall be elected on the basis of a majority of votes cast for that position. In the event a tie occurs during an election, successive balloting shall be conducted until one candidate receives a majority of votes cast.

6.4.4 Proxy removed since the ballot is electronic.

- 6.5 *Vacancies* –Any vacancy on the Board shall be filled for the unexpired term by a majority vote of the Board of Directors at any board meeting. The President shall be responsible for nominating a person to fill the vacancy.
- 6.6 *Quorum* –A simple majority of the Board of Directors present shall constitute a quorum for the transaction of business.
- 6.7 *Board of Directors' Responsibilities* –The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Bylaws or governing instruments of the Chapter. A Professional/Service 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.
- 6.8 *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 approved.

ARTICLE VII - DUTIES AND RESPONSIBILITIES OF THE BOARD

The responsibilities of each member of the Board of Directors shall be outlined in the position descriptions maintained by the Director of Communications and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board.

- 7.1 *President* – The president shall preside at meetings of the Chapter and the Board and shall have general charge and supervision of the affairs and business of the Chapter. The President shall represent the Chapter at State Council meetings.
- 7.2 *President-Elect* - The president-elect, at the request of or in the absence of the president, shall perform such other duties as the Board of Directors may determine. The president-elect shall be responsible for organizing and submitting information for the Chapter Survey.
- 7.3 *Director of Professional Development* - The professional development director shall handle all issues related to SHRM certification, including study groups and certification of programs. In the absence of the president, or president-elect, the director-professional development shall perform any of president or president-elect duties, and other duties as the Board of Directors may determine.
- 7.4 *Treasurer* - The treasurer shall be responsible for the financial affairs of the Chapter to include financial reports to the Board; arrangements for the examination and audit for the Chapter; and the performance of such other duties as the president may determine.

- 7.5 *Director of Membership* –The membership director shall be responsible for recruiting new members to the Chapter, along with distributing any correspondence to newly accepted members. The membership director shall head the Membership Committee and perform other duties as the president may determine.
- 7.6 *Director of Communications*–The communications director shall be responsible for communicating to the membership upcoming meetings or special events sponsored by the Chapter. The communications director shall also coordinate the Chapter's newsletter, website, and social media and perform other duties as the president may determine. The communications director/secretary shall also be responsible for the preparation of the minutes of all meetings of the board and issues all notices for the chapter.
- 7.7 *Director of Programming* –The programming director shall coordinate the programming of the Chapter meetings as well as any other programming events and shall perform other duties as the president may determine.
- 7.8 *Director of Marketing and Community Relations:* The marketing and community relations director is responsible for marketing the Green Bay Area SHRM to outside organizations. This director will also handle obtaining sponsorships for monthly meetings and other advertising means. This director will also coordinate all Foundations contributions on behalf of the chapter. This director position will coordinate events to make Green Bay Area SHRM a community leader.
- 7.9 *Past-President* –The past-president shall act as an advisor to the Board of Directors. The past-president shall be responsible for organizing and submitting information for the SHAPE Award.

ARTICLE VIII –COMMITTEES

- 8.1 *Committees* – The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.
- 8.2 *Committee Organization* –Committees in addition to the Nominations Committee are established by resolution of the Board of Directors.
- 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.
- 8.4 *Committee Activity* –Committees are established to provide the Chapter with special ongoing services, such as Government Affairs, Programming, Reservations, Membership, Diversity, Workforce Readiness, Certification, College Relations, etc.

ARTICLE IX -ELECTRONIC VOTING

The Board of Directors shall submit any matter of the Chapter's business to the voting

membership for resolution by e-mail, mail ballot, or at any general membership meeting.

ARTICLE X - STATEMENT OF ETHICS

- 10.1 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.
- 10.2 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 - PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

ARTICLE XII - 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 XIII- 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 XIV- 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 XV – 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.

Ratified by the Membership of Chapter and signed by:

Chapter President  Date 2-13-17

Approved by:

SHRM President/CEO or President/CEO Designee  Date 1/19/17