

By Laws of the SHRM Olympia Chapter of the Society for Human Resource Management

ARTICLE I -- Name and Affiliation

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

1.2. Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

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.

ARTICLE II -- Membership

2.1. Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 2, 3 and 4 of this Article. The Chapter is a 100 percent Chapter of SHRM. All Chapter members, regardless of category, must 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, handicap or sexual orientation, or any other legally protected class. Memberships are individual and are not transferable to other individuals.

2.2 Professional Members. Membership shall be limited to those individuals who are (a) engaged in the profession of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute or certified as a SHRM-CP or SHRM-SCP by SHRM; (c) faculty members holding an assistant, associate 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 of experience at this level of teaching; (d) full-time consultants with at least three years experience in the field of human resource 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. Professional members may vote and hold office in the Chapter.

2.3. Associate Members. Individuals in nonexempt human resource management positions as well as those individuals who do not meet the Professional member category, 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.

2.4. Application for Membership. . Application for membership shall be on the Chapter application form. All applications shall be reviewed and approved by designated Board members responsible for overseeing Chapter Membership. New Chapter members will be afforded conditional membership rights upon the Chapter's receipt of a completed Chapter Application. New Chapter members will be afforded full Chapter membership rights upon verification of SHRM membership.*2.5. Voting.* Each member of the Chapter shall have the right to cast one vote on each matter

brought before a vote of the members. Votes shall be tallied by the Chapter Secretary and one other member of the Board of Directors, as designated by the President.

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

ARTICLE III -- Meetings of Members

3.1. Regular Meetings. Regular meetings of the members shall be held on the second Tuesday of each month or as otherwise determined by the Board of Directors.

3.2. 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.

3.3. 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. The President or Board of Directors may put an issue to a vote of the membership electronically, provided that notice is given as detailed below in Section 4, and sufficient votes are cast to constitute a quorum as detailed below in Section 5.

3.4. Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least 10 days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

3.5. Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

ARTICLE IV - Board of Directors

4.1. Number. The Board of Directors shall consist of at least nine, but no more than 12 persons. The following shall be members of the Board of Directors and be officers of the Chapter: President, President Elect, Past President, Vice President for Programs, Vice President for Membership, Treasurer and Secretary. From two to five additional members shall be elected from among the eligible membership as members of the Board of Directors.

4.2. Qualification. All candidates for the Board of Directors must be members of the Chapter in good standing at the time of nomination or appointment. *4.3. Election Process - General.* Each year, the President will appoint a Parliamentarian to oversee the election of the following year's Board of Directors. The Parliamentarian will determine the process for nomination and election of the next year's Board of Directors, provided that voting is done in accordance with Article II, section 2.5.

4.4. Election Process - President Elect. Current Board members are eligible for nomination as President Elect. If no interest exists within the Board for the nomination of President Elect, the nomination will open to the general membership.

4.5. Term of Office - Directors. Directors shall be elected by the members with the exception of Past President. Each elected 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 takes office.

4.6. *Term of Office – President Elect, President, and Past President.* The President Elect shall assume office on January 1 following his/her election and shall hold office for one year, after which he/she shall assume the office of President. When the President completes his/her one-year term, he/she shall assume the office of Past President. In the event that the President is unable to complete his/her term of office, the President Elect will complete the President's term of office, and an election will be held to fill the post of President Elect. In the event that the Past President is unable to complete his/her term of office the office will remain vacant until the President completes his/her term.

4.7. *Vacancies.* Any vacancy on the Board, other than President Elect, President, and Past President, may be filled for the unexpired term, through appointment by the President with consent of the Board of Directors.

4.8. *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 Directors present or by proxy at any meeting at which there is a quorum shall be the act of the Board of Directors. Directors may vote by a limited signed proxy.

4.9. *Board of Directors' Responsibilities.* The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Articles of Incorporation or Bylaws. Any member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Board of Directors.

4.10. *Removal of Director and Officer.* Any Director or officer 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 Director or Officer shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE V – Duties and Responsibilities

5.1. *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. He/she shall maintain liaison with SHRM.

5.2. *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.

5.3. *The Vice President for Programs.* The Vice President for Programs shall serve as Chair of the Program Committee. The responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and 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.

5.4. *The Vice President for Membership.* The Vice President for Membership shall serve as Chair of the Membership Committee. He/she shall encourage 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.

5.5. *The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. The Treasurer will

act as the Chapter's Registered Agent. He/she shall also perform such other duties as the President may determine.

5.6. 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.

ARTICLE VI – *Core Leadership Areas*

The Chapter will align its structure and goals to support the seven Core Leadership Areas (CLA) SHRM has identified as critical to the success of achieving the mission of SHRM to serve the HR professional and advance the HR profession. The seven (7) Core Leadership areas are identified as: College Relations, Diversity, Government Affairs, HR Certification, Membership, SHRM Foundation and Workforce Readiness. The Chapter will seek interested Board members to organize and lead activities that support CLA.

ARTICLE VII – *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).

ARTICLE VIII – *Statement of Ethics*

The Chapter adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Chapter and 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 or through the use of information provided to him/her as a member of the Chapter without approval from the Board of Directors.

ARTICLE IX – *Amendment of Constitution and Bylaws*

A copy of all amended Bylaws shall be forwarded to SHRM before amendment. 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 such proposed amendment has been reviewed by SHRM and is not in conflict with the Society's 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 X – *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 the 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 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 a body.

Ratified by the Membership of Chapter and signed by:

Wayne Jones, Chapter President

President 2016

SHRM Olympia

Date 11/11/16 

Approved by:

SHRM President/CEO or President/CEO

Designee

Date 10/5/16 