

District of Columbia Society for Human Resource Management Chapter Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name

The name of the Chapter is the District of Columbia Society for Human Resource Management (herein referred to as "DC SHRM" or the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as DC SHRM 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") as a 100% Affiliated Chapter.

As a SHRM affiliated chapter, the Chapter is also a member of the Virginia SHRM State Council, serving on the Board of the State Council and is an integral part of the State Council governance process and structure. DC SHRM shall hold full voting rights at the Southeast Regional Council and shall be recognized as an official member for all Regional Council matters.

Section 1.3: Separate Legal Existence of Chapter/Autonomy

Both parties are separate legal entities, and neither party nor its officers, agents or employees may hold themselves out as an agent of either organization. Neither party is an agency or instrumentality of the other party. Neither party shall contract in the name of the other organization or incur any financial or other obligations on behalf of the other, without the express written consent of the other organization. Neither party may hold itself out to the public as the other organization. The Chapter shall have autonomy with regard to all phases of its operation, subject to its governing instruments.

Section 1.4: Use of SHRM Domain, Logo and Brand

The Chapter agrees to follow SHRM Brand Standards Guides, as may be modified from time to time, and be consistent with SHRM in its use of any/all electronic, printed, oral, and all other types of media including but not limited to SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others. The Chapter may use only the "Affiliate of SHRM" logo or the approved SHRM branded block template, in accordance with SHRM Brand Standards Guides. The Chapter shall not use the standard, standalone SHRM logo in any media, for any reason. The Chapter may not use the SHRM name, logos, trademarks, or copyrightable materials in any manner that deviates from the SHRM Guidelines without SHRM's prior written permission. The Chapter may register a domain name that is either as it appears in the SHRM approved bylaws or the approved SHRM branded block template.

Section 1.5: Starting or affiliating with other groups

The Chapter is required to obtain written approval from SHRM's CEO/President or designee before the Chapter legally affiliates through the governance process with other groups or starts other groups or subchapters while affiliated with SHRM. This includes the written approval of all governing documents associated with these organizations.

Section 1.5a:

The Chapter may initiate, facilitate or engage in mutually beneficial business relationships that further the Chapter's business or mission objectives to the extent these business relationships are not in conflict with Section 1.5.

Section 1.6: Approved Service Area

The service area (zip code ranges) for the Chapter is listed in the Chapter Charter ("Affiliation Agreement") and subsequent addendums, as appropriate. The service areas reference where the Chapter is allowed to overtly solicit for members and event activity. Chapters may only hold physical events within their service area unless the Chapter obtains written approval of SHRM's CEO/President or designee.

Section 1.7: Member Service Area

The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) prior to the Chapter starting a new Chapter, sub-chapter, or adding a Member Service Area ("MSA") to an approved service area, while affiliated with SHRM.

Section 1.8: Approved Service Area Modifications

Should the Chapter wish to request a modification to the Approved Service Area, request consideration to become a Member Service Area ("MSA") or have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain written approval from SHRM's CEO/President or designee.

**ARTICLE 2
PURPOSE**

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

1. to grow dual membership – members who are both SHRM Chapter and SHRM members;
2. to provide a forum for the personal and professional development of members;
3. to provide an opportunity to develop leadership, business acumen, managerial, public speaking and group decision-making skills;
4. to provide an opportunity to interact and develop individuals new to the profession; student chapters, and all acting in a Human Resources related function or responsibility in the area;
5. to provide an arena for the development of trust relationships where common problems may be discussed and deliberated;
6. to provide an opportunity to focus on current human resource management issues of importance to our members;
7. to provide a focus on state and national workplace public policy issues;
8. to provide valuable information gathering and dissemination channels;
9. to provide a pool of human resource professional leaders for succession as volunteer leaders of the Chapter, State Council and of SHRM;
10. to serve as an important vehicle for introducing human resource professionals to SHRM;

11. to serve as a source of new members for SHRM; and
12. 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 practices in the profession and:

1. to be a recognized world leader in human resource management;
2. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
3. to be the voice of the profession on human resource management issues;
4. to facilitate the development, education, and guide the direction of the human resource profession;
5. to provide development, educational, and volunteer leadership training to members; and
6. to establish, monitor and update standards for the profession.

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year starting January 1st and ending December 31st.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership

The qualifications for membership in the Chapter shall be as stated in Sections 4.4, 4.5, 4.6 and 4.7 of this Article.

The Chapter is a 100% Affiliated Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM to then be a Chapter member.

To achieve the mission of SHRM and 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 classes under federal, state or local laws.

Section 4.2: Non-transferability of Membership

Membership in SHRM and the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership

Membership in SHRM and the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members

Professional membership requirements shall be the same as SHRM professional member requirements. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- i. Possess at least three (3) years of exempt-level human resource management experience.
- ii. Hold an HR certification recognized by SHRM.
- iii. Are faculty members holding assistant, associate or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.
- iv. Are full-time consultants with at least three (3) years of experience as a practitioner in human resource management.
- v. Are full-time attorneys with at least three (3) years of experience in counseling and advising clients on matters relating to the human resource profession.

Professional members may vote and hold office in the chapter.

Section 4.5: Associate Members

Associate membership requirements shall be the same as SHRM Associate member requirements. Individuals in non-exempt human resource management positions, plus persons who do not meet the qualifications of the other classes of membership, but who are interested in the field of human resource management. Associate members may not vote or hold office in the Chapter.

Section 4.6: Student Members

Student membership requirements shall be the same as SHRM. Individuals may be granted student membership provided they meet the criteria as outlined below. They shall have no vote, and may not hold office in the chapter.

- i. Student is currently enrolled in a degree-seeking program. Student shall provide proof of enrollment in a college or university to qualify for student membership.
- ii. Student's coursework, taken or planned, supports an interest in Human Resource Management or a related degree program.
- iii. Student membership will be limited to six (6) years from initial start date. A full-time student enrolled in a graduate degree program may apply for an additional (2) years of student membership. A student member cannot have previously held professional membership. Upon graduation or academic withdrawal, student member must convert to professional membership during the next renewal cycle.

Student members may not vote or hold office in the Chapter.

Since the Chapter is a 100% Affiliated Chapter, student members must be SHRM student members in good standing in order to then be a Chapter student member.

Section 4.7: Retiree Members

Retiree membership requirements shall be the same as SHRM retiree member requirements. A current Chapter member, in the Professional, General, or Special Expertise class of membership, who has retired from active full-time employment may apply to the Chapter for Retired Membership. Retiree members may not vote or hold office in the Chapter.

Section 4.8: 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. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.9: Dues

The annual membership dues for the Chapter shall be determined each year by the Chapter Board of Directors. These dues are separate and independent from the SHRM National dues.

The Chapter dues for all Past-Presidents and Student Members are at no cost.

Section 4.10: Discipline and Termination of Membership

Any member may be removed from membership, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. Prior to the vote the member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership. Any member failing to maintain membership in SHRM will forfeit membership in the Chapter. This applies to all members, chapter paid staff, as well as volunteer and elected leaders.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings

Regular meetings of the members shall be held at least quarterly or as otherwise determined by the President or their designee and may be held in person, virtually, or hybrid.

Section 5.2: Membership Meeting (Annual Meeting)

A Chapter membership meeting to communicate the Chapter's current performance, future direction, and key initiatives shall be held annually between the months of October and December or at such other time as determined by the Board of Directors. The election and installation of Chapter Officers and appointed Board members shall occur during this same time period. Such meetings may be held in-person, virtually or hybrid.

Section 5.3: Special Meetings

Special membership meetings 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 in-person meeting or via electronic voting methods for virtual meetings.

Section 5.4: Notice of Meetings

Notice of all special and annual meetings shall be given to all members at least ten (10) days prior to the meetings. Notice of Board of Director meetings shall be given to all members at least seven (7) days prior to the meeting. The notice provision may be waived in case of an emergency with the concurrence of a simple majority of the board.

Section 5.5: Quorum

Members holding one-tenth of the votes entitled to be cast, represented in person, virtually, 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, virtually, 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: Board of Director Meetings

Board of Director meetings shall be held on the first Thursday of each month or as otherwise determined by the President or their designee and may be held in person, virtually, or hybrid. Each year, the Board selects one month for a summer recess during which no meetings will be held.

Section 6.2: 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 6.3: Officers

The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Vice President of Membership, Treasurer, and Secretary.

Section 6.4: Composition of the Board of Directors

In addition to the Officers listed in Section 6.3 of this Article, the Board of Directors shall include Vice Presidents, Core Leadership Area (CLA) Directors, and the Immediate Past President, forming the governing body of the Chapter. The President nominates CLA Directors, and these positions are renewable each year, depending on the number of available openings and mutual agreement between the incumbents or applicants and the Nominating Committee. If SHRM establishes new core leadership areas, the President may nominate additional CLA Directors.

Section 6.5: Qualifications

As a 100% Affiliated Chapter, all candidates for the Board of Directors must be SHRM members and Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. If the Chapter has a designated Certification Director role, the person holding this role must be SHRM certified. All board members shall abide by SHRM's Bylaws and Conflict of Interest Policies.

Section 6.6: Election - Term of Office

The Chapter shall have a nominating committee consisting of at least one (1) elected Officer and one (1) Professional Member that is appointed by the President to identify and propose the slate of Officers for election. The nominating committee shall be appointed on or before July 31st of each year, as applicable. The nominating committee shall be responsible for interviewing and preparing a slate of candidates for elected positions and selecting members for appointed positions. Officers shall be elected by the members from the proposed slate of candidates.

The nominating committee shall present the slate of candidates to the Board of Directors for concurrence no later than the October Board of Directors meeting. After concurrence from the Board of Directors, the slate shall be presented to the membership to cast their vote, either in writing or electronic ballot no later than October 15th of each year.

Each elected Officer shall assume office on January 1st following their election and shall hold office for a one-year period or until a successor is elected and takes office. Officers may not be elected to serve more than two (2) consecutive terms in the same position without the unanimous consent of the nominations committee and may not be elected to serve more than four (4) consecutive terms in the same position without unanimous consent of the Board of Directors. If the President serves one term or upon completion of their second term, the President-Elect automatically becomes President effective January 1st. Appointed Board of Director positions are not subject to the term limits applicable to elected Officers and may be appointed to more than two (2) terms.

Section 6.7: Vacancies

In the event of the Office of the President becomes vacant, the President-Elect shall become President. In the event of the Office of the President-Elect becomes vacant, a special election will be held where the nominating committee shall convene to nominate a candidate who must then be approved by the membership with a majority vote of the total ballots cast. Any other 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 6.8: 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 Board of Directors present at any meeting at which there is a quorum, either in person or virtual, shall be the act of the Governing Body, except to the extent that applicable state/local law may require a greater number. In addition, the Board may act by unanimous written or email consent of all voting members.

Section 6.9: Board of Directors' Responsibilities

The Board of Directors shall transact all business and fiduciary responsibilities 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 that the President place on the agenda of the next regular Board of Directors meeting any action for consideration of the Board of Directors.

Section 6.10: Removal of any elected or appointed chapter leaders (Officer, Director, Committee Chair, or other)

Any Chapter leader 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. Prior to the vote, the Chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from elected or appointed role. SHRM reserves the right to remove any elected or appointed Chapter Leader (Director, Officer, Committee Chair, Committee Member, or other) from office who has demonstrated actions that are inconsistent with the chapter bylaws, the chapter charter or operating guidelines.

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. All members of the Board share in the governing and fiduciary responsibilities of the Chapter. All Officer and Board members are required to be a member of SHRM in good standing and then of the Chapter. The Chapter is required to have at least one Board of Directors Member ("Volunteer Leader") attend SHRM's Volunteer Leader Business Meeting each year. All Officers, Board of Directors Members, and Committee Members are governed by the Board of Directors and Committee Members Responsibilities and Code of Conduct document which shall be renewed annually.

All Officers of the Board of Directors shall attend fiduciary training at least annually.

Section 7.1: The President

The President shall preside at the meetings of the members and of the Board. The President 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. The President is responsible for the Chapter staying in compliance with SHRM affiliate guidelines. The President shall maintain liaison with SHRM and the State Council throughout the duration of their term of office.

Section 7.2: The President-Elect

The President-Elect, at the request of the President or in their absence for whatever reason, may perform any of the duties of the President. The President-Elect shall have such other powers and perform such other liaison duties as the Board, or the President may determine. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter as determined by the President and the Board. The President-Elect shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The President-Elect or designee is strongly encouraged to attend the annual SHRM Volunteer Leadership Business Meeting.

Section 7.3: The Vice President of Membership

The Vice President of Membership (VPM) shall serve as chair of the Membership Committee. The VPM shall encourage Chapter and SHRM membership growth and be responsible for the oversight of the membership roster and regular review of data provided by SHRM. The VPM shall have such other powers 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, including all local, State, Federal, and other jurisdictional 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. The Treasurer shall also perform such other duties as the President may determine.

Section 7.5: The Secretary

The Secretary shall be responsible for recording the minutes of all meetings of the Chapter. The Secretary or their designee shall be responsible for making all members aware of such meetings and shall be responsible for coordinating the activities related to the Chapter's communication and outreach, including management of the Chapter's social media channels.

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. Each Director shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. If there is a dedicated Certification CLA lead, this lead must be a SHRM member in good standing for the duration of his/her term of office and also be SHRM certified. From year-to-year SHRM may change CLAs and the Chapter agrees to provide support and Chapter leadership for each CLA.

Section 7.7: Immediate Past President

The Immediate Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President, President-Elect, and/or Board of Directors.

ARTICLE 8 COMMITTEES

Section 8.1: Committees

The establishment of both standing and ad-hoc committees shall be the right of the President with concurrence from 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.

Section 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 Chapter needs.

Section 8.4: Committee Activity

Committees are established by the President to provide the Chapter with special ongoing services, such as Membership, SHRM Foundation initiatives, Programs & Professional Development, Communications, Marketing/Public Relations, Diversity, Equity and Inclusion, Workforce Readiness, Emerging Professionals, Military Partnerships, Government Affairs, etc.

ARTICLE 9 ELECTRONIC VOTING

Mail or electronic ballots may be used for the election of Officers provided the Chapter has held at least one in-person meeting that year unless there are extenuating circumstances where the chapter cannot meet in-person.

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. Chapter Board Member and Officers shall attest that they abide by SHRM's Code of Ethics.

The Chapter shall not be represented as advocating or endorsing any issue unless approved by 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 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 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 501(c) organization in alignment with the purposes of the chapter). Should the Chapter become an MSA of another chapter, the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be transferred to the host chapter (successor). Funds should be transferred within 180 days or as soon as reasonably practical.

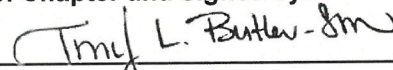
**ARTICLE 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated Chapter status may be withdrawn by the President/CEO of SHRM or their 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 President/CEO or their designee 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 President/CEO or their designee, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM President/CEO or their designee may cause a new Chapter to be created or 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

Ratified by the Membership of Chapter and signed by:

Chapter President Signature: 

Printed name: Tony L. Butler-Sims

Date: April 9, 2026

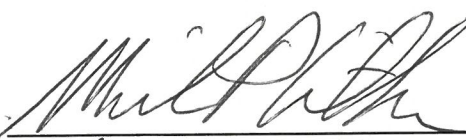
Chapter mailing address: 6955 Willow Street N.W. Suite 280
Washington, DC 20012

Chapter primary email address (if applicable): info@dc.shrm.org

President's email: tony.sims@me.com

President's phone: 703-862-4565

Approved by:

SHRM President/CEO or President/CEO Designee: 

Printed name: Michael P Arther

Date: 7-10-2026