

**Human Resource Association of Broward County Bylaws**

The bylaws have been revised and amended as of January 1, 2016. The bylaws are consistent with federal, state and county laws, rules and regulations.

**ARTICLE 1  
NAME AND AFFILIATION**

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|----------------------------|--|
| Section 1.1: Name          | The name of the Chapter is the Human Resource Association of Broward County (herein after referred to as “HRABC”).   |
| Section 1.2: Affiliation   | The Chapter is affiliated with the Society for Human Resource Management (herein after referred to as “SHRM”) and its members shall be eligible to participate in the Chapter's functions as long as they are members in good standing of 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. |
| Section 1.4:               |  |
| Tax Exempt Status          | This Chapter shall operate as an independent, not-for-profit organization under IRS Section 501(c)(6). The Letter of Determination shall be kept with the Chapter’s permanent records.   |

**ARTICLE 2  
PURPOSE**

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

1. To provide a forum for the personal and professional development of our members, resulting in recognition as a leader in human resources and human capital management.
2. To provide an opportunity to focus on current human resource management issues of importance to our members and the organizations they serve.
3. To provide a focus for legislative attention to local, state and national human resource management issues.
4. To provide valuable information gathering and dissemination channels.
5. To provide a succession plan of diverse human resource leaders for perpetuation of the Chapter and of SHRM.

6. To serve as an important vehicle for human resource management professionals to SHRM.
7. To serve as part of the two-way channel of communications between SHRM and the individual members.
8. To be the #1 resource to connect and educate HR Professionals and the business community in South Florida
9. To provide high-quality, dynamic and relevant programs, and to be of service to our members and guests with interests in human resource management.
10. To be the voice of the profession on human resource management issues.
11. To facilitate the development and guide the direction of the human resource profession.
12. To establish, monitor and update standards for the profession.
13. To serve the community via charitable contributions and other pro bono services.
14. The Chapter supports the purposes of SHRM.
15. To provide support to the membership in each stage of their professional life cycle
16. To provide education and support for members to achieve and maintain the HR certification

**ARTICLE 3  
FISCAL YEAR**

The Fiscal Year of the Chapter shall be September 1 – August 31. However, beginning after Fiscal Year 2015 (i.e., September 1, 2014 – August 31, 2015), the Fiscal Year of the Chapter shall be January 1 – December 31 of each year with the first Fiscal Year after the change covering the sixteen (16) month period from September 1, 2015 through December 31, 2016).

**ARTICLE 4  
MEMBERSHIP**

Section 4.1:100% Chapter      The Chapter is a 100% Chapter of SHRM, and all Association members are required to be members in good standing of SHRM.

Section 4.2: Transferability      Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual      Membership in the Chapter is held in the individual’s name, not an organization with which the member is affiliated.

Section 4.4: Qualifications      Persons possessing the necessary qualifications may, upon approval of the Board of Directors, be admitted to membership in the Chapter as one of the following:

- A. **Professional Member** - Individuals engaged in the human resource profession, meeting one or more of the following qualifications:
- (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute 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 practicing in the field of human resource management; and/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.
- B. **General Member** - Individuals engaged in the human resource profession at the exempt level but do not meet the requirements of Professional Member. General Members have voting rights but may not hold a position as an officer of the Chapter.
- C. **Associate Member** - Individuals in non-exempt human resource positions, or individuals who do not meet any of the foregoing categories but have a bona fide interest in the human resource profession. Associate members do not have voting rights and may not serve in any position on the Board of Directors.
- D. **Student Member** – Individuals who are members in good standing with a SHRM student chapter are eligible for student membership in HRABC. Student members do not have voting rights, and may not serve in any position on the Board of Directors. There shall be no annual HRABC dues for this class of membership.
- E. **Life Member** – Individuals qualifying as life members may, upon approval of the Board of Directors, be admitted to life membership in the Chapter in one of the following classes:
- a. **Retired Life Member:** A Chapter member who has retired from active full time employment and qualifies as a SHRM Retired Life Member. Retired Life Members shall be entitled to all rights and privileges of membership in HRABC, but may not vote or serve in any position on the Board of Directors. There shall be no annual HRABC dues for this class of membership in HRABC.
  - b. **Member Hall of Fame:** The Board of Directors shall approve and induct a member of the Chapter to the member Hall of Fame each year. They will nominate a Professional Member who has, through their extensive volunteer service to the organization, provided leadership, inspiration, and support and then present the member to the Board of Directors. A committee will be established and will be chaired by the most recent Hall of Fame inductee. The committee will be comprised of the current hall of fame members. Current board members and immediate past presidents are not eligible for nomination. Hall of Fame members will be exempt from paying dues to HRABC and retain their voting rights as long as they continue to keep their SHRM membership current. In order to maintain these benefits, they must continue to hold current membership in SHRM.
  - c. **Past Presidents Life Members:** Life Membership will be conferred on each Past President in appreciation of service and leadership to the Chapter. Life Membership will begin for the former Past President once they are no longer on the board. In order to

maintain this designation, they must continue to hold current membership in SHRM. Past President Membership shall be entitled to all privileges of Professional Members. There shall be no annual HRABC dues for this class of membership in HRABC.

**Section 4.5: Application** Application for membership shall be made on the Chapter electronic application form. The applicant may be interviewed by the Membership Director or at least one (1) member of the Membership Committee who shall make recommendations to the Board of Directors for final approval. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

Approval of new members shall require a majority vote of the Board of Directors. The Committee's evaluation of this applicant for membership will be based upon the membership classification and standards approved by the Board of Directors.

Changes in an individual's membership qualifications during the year shall be communicated to the Membership Committee. The Committee will review these new qualifications and recommend to the Board of Directors any necessary membership reclassification. It is the member's responsibility to communicate their qualification status to the Membership Chair to start the review process.

**Section 4.6: Rescision** The Board of Director's, by a two-thirds (2/3) vote of the entire Board, has the power to request and accept a resignation or rescind membership from any member who, in the judgment of the Board of Director's, fails to comply with the bylaws of this Chapter or commits the following:

- A. By their actions cast adverse reflection on this Chapter.
- B. Fails to pay their chapter dues within 60 days of the due date.
- C. Is the subject of multiple reports of unwanted solicitation of business at any function of the Chapter or who directly or indirectly realizes or attempts to realize a monetary gain by virtue of their membership in the Chapter.
- D. Fails to adhere to SHRM's Code of Ethics. (Attached as an addendum)

**Section 4.7: Voting** Each Professional and General 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 the Secretary and Membership Director appointed by the Board of Directors. A member who is entitled to vote may vote in person, in writing or may vote by proxy executed in writing by the member or by his or her duly authorized attorney in fact. An appointment of a proxy is not valid after 11 months following the date of its execution unless otherwise provided in the proxy.

Section 4.8: Dues Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Annual fees for membership of the Human Resource Association of Broward County shall be paid to the local chapter treasurer. Membership in the Society for Human Resource Management shall be paid to National Headquarters. Bills for the annual dues shall be rendered during October and shall be due and payable by January 1 of each calendar year. New members joining the organization after October 1 and prior to December 31 shall be included in the next year's annual membership.

Section 4.9:

Termination Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter upon the Chapter's notification to the members.

## **ARTICLE 5 MEMBER MEETINGS**

Section 5.1: Regular Regular meetings shall be held on the second Wednesday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in October or at such other time as determined by the Board of Directors. The members may elect Directors or Officers by electronic voting.

Section 5.3: Special 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. Meeting Dates may be changed by the Board of Directors.

Section 5.4: Notice 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 meetings. Such notice may be sent electronically.

Section 5.5: Quorum Members holding one-tenth of the votes entitled to be cast, represented in person, by electronic mail 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 & 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. They shall have charge of all matters pertaining to the activities and operation of the Chapter, and shall have the power to define all duties and privileges of membership, including the responsibility of member’s attendance. The Board of Directors shall provide an arena for the development of trusting relationships where common business concerns and interests can be discussed and deliberated. They shall also provide an opportunity for members to develop strategic management and leadership skills, public speaking and group decision-making skills.

To achieve the purpose of the Chapter, the Board shall not engage in discrimination in the approval, appointments, elections, denials or termination of individual memberships or the Board of Directors on the basis of race, color, religion, sex, age, national origin, disability, marital status, pregnancy, political affiliation, veteran's status, sexual orientation or identification or any other basis prohibited under State or Federal law.

- A. The Board of Directors shall designate the bank or banks in which all funds shall be deposited.
- B. The Board of Directors shall approve all disbursements from the Treasury and shall approve the monthly report of receipts and expenditures of Chapter funds, unless otherwise provided in these bylaws.
- C. The Board of Directors shall approve all interim board appointments.
- D. The Board of Directors shall approve all members into the Chapter.
- E. The Board of Directors shall set the cost of annual dues, dinner meetings, programs, seminars, and workshops.
- F. The Board of Directors shall present recommendations regarding all proposed amendments to the By-laws to the Chapter for approval. Such proposals shall be in writing prior to the next scheduled meeting, at which time a vote for approval will be requested.
- G. The Board of Directors shall publish the Chapter's Annual Statement of Financial Condition within 90 days after the close of the fiscal year. Such none may be posted electronically.
- H. Only one representative of any single organization may serve on the Board of Directors at the same time. Exceptions can be recommended by the nominating

committee with unanimous approval from the existing board. In the event this situation should occur (depending on the circumstances) one must resign their office at the end of the calendar year.

- I. Each member of the Board of Directors is expected to attend all member meetings, events and Board meetings. The Director can attend virtually or may send a proxy in their place. Should the board member miss more than three meetings or Chapter events, the Board of Directors may ask for that individual's resignation or deny reimbursement.
- J. Each Board Member will comply with the HRABC core member responsibilities.

Section 6.2: Officers                    The officers of this Chapter shall be the President, President-Elect, Secretary, and Treasurer.

Section 6.3: Composition            The Board of Directors shall consist of four (4) elected officers, up to twelve (12) elected 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.

Section 6.4: Qualifications.        Members of the Chapter shall be in good standing at the time of nomination and in the appropriate membership classification for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The Chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office. HRCI certification is required for President and President Elect positions and preferred for all others.

Section 6.5: Election/Term        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 1<sup>st</sup>, following his/her election, and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.6: Vacancies            Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the majority vote of the Board of Directors.

- Section 6.7:  
Regular Meetings Regular meetings of the Board of Directors shall be held on the first Wednesday of each month or as otherwise determined by the Board of Directors.
- Section 6.8:  
Special Meetings Special meetings of the Board of Directors shall be held on call of the President or a majority of the Board of Directors. At least 48 hours' notice must be given for a special meeting, including the date, time and place of the meeting.
- Section 6.9: 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 to the extent approval of the Board is required by the majority.
- Section 6.10: 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 6.11: Removal Any Officer or Director may be removed from office upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting.

## **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 Board. The position descriptions are subject to change as deemed necessary by the President and/or the Board. Each officer shall keep accurate records and shall submit an annual written report of their work as requested by the President. He/she shall be a current member in good standing of SHRM and designate HRABC as primary chapter throughout the duration of his/her term of office.

- Section 7.1: 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. The President shall appoint all standing and special committees, subject to ratification by the Board of Directors. The President shall be an ex-officio member of all committees and will automatically become a member of the Board of Directors for one (1) year following term of office as President. **The President shall be**

**responsible for monitoring the progress and for the accurate and timely completion of the application for all SHRM awards and recognitions.** In the event of non-budgeted and unforeseen situations, the President can authorize expenditures from the Chapter treasury of up to \$200. The President has the authority to sign checks up to \$1,000. Checks over \$1,000 require a second signature from the President-Elect (or in either the President or President Elect's absence, the Secretary).

Section 7.2:President-Elect The President-Elect (SHRM CLA – SHRM Foundation) shall perform the duties of the President in case of absence, shall coordinate the SHRM Foundation chapter activity, shall act in an advisory capacity to Committee Directors, and any other duties the President deems necessary. The President-Elect shall sign checks issued by the Treasurer in the absence of the President. Checks over \$1,000 require a second signature from the President-Elect (or in either the President or President-Elect's absence, the Secretary). If the President resigns or otherwise becomes unable to hold office, the President-Elect shall become President for the unexpired term.

Section 7.3: Secretary The Secretary shall perform the duties of the President in the absence of the President and President-Elect. The Secretary shall keep a correct record of all proceedings of all meetings of the Chapter, shall maintain all historical records of the Chapter, and any other duties as requested by the President. The Secretary shall provide copies of the minutes of any Board of Directors meeting to a member upon request. The Secretary shall chair a By-laws Committee which shall be responsible for initiating, reviewing, and presenting to the Board of Directors amendments and approvals as deemed necessary. The bylaws committee must consist of 2 Past Presidents and an attorney. The Secretary shall be the 2<sup>nd</sup> signature on checks when either the President or President-Elect is absent.

Section 7.4: Treasurer The Treasurer shall perform the duties of the President in the absence of the President, President-Elect, and Secretary. The Treasurer shall collect and hold all moneys belonging to the Chapter and shall deposit same in a bank or banks designated by the Board of Directors. The Treasurer shall pay all bills, upon approval by the Board of Directors. The Treasurer will also provide copies of the complete monthly Statement of Financial Condition of the Chapter to the membership, as requested. The Treasurer shall keep an itemized record, in a permanent file, of all receipts and expenditures and give both a written and oral report to the Board of Directors at each board meeting. The Treasurer will ensure that the tax return is filed on a timely basis. Within ten days after the end of the calendar year, the Treasurer shall furnish all funds, securities, and financial records to the succeeding Treasurer. The new Treasurer

shall, upon receipt of records and funds, be responsible for arranging an audit of the financial records.

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

## **ARTICLE 8**

### **DUTIES OF DIRECTORS AND STANDING COMMITTEES**

Each elected director will have the responsibility of Chairing a standing committee which shall include but not be limited to: Past President's Advisory Committee, Programs, Membership, Legislative Affairs, Sponsorship, Hospitality, Student Chapter Relations, Professional Development, Community Relations, Diversity, Workforce Readiness and Communications and shall promote succession planning. Other special committees may be created by the President with the approval of the Board of Directors as deemed necessary. All Board of Director members shall be a current member in good standing of SHRM throughout the duration of their term of office.

**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: Organization** Committees in addition to the Nominating Committee are established by approval of the Board of Directors.

**Section 8.3: Chairpersons** Appointment of Chairpersons to ad hoc committees is the 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. Any special/ad hoc committee Chair may be removed by majority vote of the Board of Directors.

**Section 8.4: Activity** Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc. and is an important tool for succession planning

**Section 8.5: Director Duties**

Complete list of duties will be set forth in the Position Descriptions for each role.

1. **Communications:** The Director of Communications shall chair a Communications Committee and will provide timely and comprehensive information to Chapter members about programs, workshops, and other matters of interest via Association website and other channels. They will be responsible for creating and maintaining a favorable marketing image of the Chapter and promoting the organization through a variety of social media outlets.
2. **Community Relations:** The Director of Community Relations shall chair a Community Relations Committee, develop partnerships and manages the Chapter outreach efforts in the community.
3. **Director of Workforce Readiness (SHRM CLA):** The Director of Workforce Readiness shall chair a Workforce Readiness Committee which shall be responsible for planning and encouraging Chapter involvement and activities impacting job readiness issues. Will oversee and promote the Member In Transition Program.
4. **Diversity (SHRM CLA):** The Director of Diversity shall chair a Diversity Committee and manage the development of diversity-related programs, workshops, seminars, and other services provided by the Chapter. They will be responsible for providing diversity related content for the website.
5. **Hospitality:** The Hospitality Director shall chair a Hospitality Committee and be responsible for making all necessary arrangements for a location, meals and other fund requirements, for all Chapter events and shall assist members as needed to register for Chapter events.
6. **Legislative Affairs (SHRM CLA)** The Director of Legislative Affairs shall chair a Legislative Affairs Committee and be responsible for providing monthly updates to the membership on Legislation affecting the human resource field through oral and written reports.
7. **Membership:** The Director of Membership shall chair a Membership Committee which shall be responsible for promoting membership and stimulating interest in the Chapter and shall be responsible for maintaining membership list, monitoring membership status and reporting to SHRM regarding all matters related to membership. Additionally, they will respond to the audit results
8. **Past President:** The Past President shall chair the Past Presidents Advisory Committee and advise the President and other officers and Board of Directors members regarding past practices, general operations, and other matters to assist in the smooth running of the organization. The Past President is responsible for filing the SHAPE Report for the year that they were President.
9. **Professional Development (SHRM CLA – HRCI Certification):** The Director of Professional Development shall chair a Professional Development Committee and be responsible for coordinating regular workshops at Chapter events and be responsible for promoting, coordinating, and participating in study sessions in preparation for the certification testing.
10. **Programs:** The Director of Programs shall chair a Programs Committee which shall be responsible for arranging all programs, shall submit all requests for recertification credits to

HRCI and SHRM a minimum of 30 days prior to each scheduled event and shall generally serve as a Co-Chair for Annual Conference.

11. **Sponsorship:** The Director of Sponsorship shall chair a Sponsorship Committee and is responsible for securing non dues revenue for all Chapter events and will be responsible for initiating, coordinating and implementing methods of providing revenues to supplement general operating funds and fund other appropriate efforts as determined by the Board of Directors.
12. **Student Chapter Relations (SHRM CLA- College Relations):** The Director of Student Chapter Relations shall chair a Student Chapter Relations Committee which shall be responsible for providing advice and guidance to the student chapters.

## **ARTICLE 9**

### **NOMINATIONS AND ELECTIONS**

Section 9.1: Timing                      The election of officers and Board of Directors shall be held before the end of October of each year; Officers and Board of Directors shall take office on January 1 of each year and will be presented at the January meeting.

Section 9.2: Chairperson              The President-Elect shall serve as Chairperson on the Nominating Committee. There will be 2 standing members of the nominating committee (in addition to the President-Elect): the current President and Past President. In addition to the standing committee, the Nominating Committee Chairperson will appoint two other professional members in good standing. The full Nominating Committee must be in place no later than June of each year. The slate of nominees shall be announced in September. In the event that the President-Elect is unable to chair the Nominating Committee, the President with the approval of the Board of Directors may appoint a member to serve as Chairperson.

Section 9.3: Ballots.                      By October 1<sup>st</sup>, The Chairperson of the Nominating Committee shall distribute all ballots to professional members. The ballot shall include the nominations from the committee and will permit for write-in nominations from the membership. Ballots will be due back by October 15. Only qualified members, as set forth in section 4.4 therein, shall be eligible to vote. The ballots should contain names of candidates for each of the offices to be filled; President-Elect, Secretary, Treasurer and Board of Directors as appropriate.

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. A member who is entitled to vote may vote in person or may vote by proxy executed in writing by the member or by his or her

duly authorized attorney in fact. An appointment of a proxy is not valid after 11 months following the date of its execution unless otherwise provided in the proxy.

Section 9.4: Vacancy

In the event of a vacancy in the office of President, the President-Elect shall assume that office. The new President may reconvene the nominating committee to elect a new President Elect, if necessary. The President, with approval of the Board of Directors, may appoint a member to fill any other vacancy until the next annual election.

**ARTICLE 10**  
**STATEMENT OF ETHICS**

The Chapter adopts SHRM's Code of Ethical and Professional Standards (see Addendum 1) 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.

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.

HRABC Membership information is proprietary and membership in the organization is a privilege not a right. Membership should not be utilized primarily for solicitation of the membership. Although members are able to access the membership information, this information is not to be accessed or used in a way that is contrary to State, Federal or Local Law.

**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**  
**AMENDMENTS OF BYLAWS**

The By-laws of the Chapter may be amended by a two-thirds (2/3) vote, at any time, by Voting members in good standing present at any regular meeting, providing a copy of the proposed amendment shall have been sent to every member at least one (1) week before it is voted upon. Proposed amendments shall first receive the approval of the Board of Directors.

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.

It is recommended that these bylaws be reviewed/revised every three years.

**ARTICLE 13**  
**CHAPTER DISSOLUTION**

In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Association 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 the Chapter withdrawn, may re-confer Chapter status upon such body. The Chapter may withdraw affiliation status.

**ARTICLE 15**  
**COMMITMENTS**

No motion to commit the Chapter, on any matter shall be considered by the Chapter until it has been considered by the Board of Directors. Such motions, if offered at an Association meeting, shall be referred, without discussion, to the Board of Directors, which, after having given consideration to the matter, shall submit its recommendations of the Board of Directors, the Chapter may then proceed to take such action as may seem proper to the majority.

**ARTICLE 16**  
**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 16.1: Any current or former Director or Officer of the Chapter who is made a party to any threatened or pending legal proceeding shall be indemnified by the Chapter against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) reasonably incurred by him or her in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Chapter and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 16.2: The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of no lo contendere or its equivalent, shall not create a presumption that the person did not act in good faith and in a manner which he or she

reasonably believed to be in or not opposed to the best interests of the Chapter and, with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.

Section 16.3: Any indemnification hereunder may be made by the Chapter only as directed by a court or as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Chapter nevertheless indemnifies each Director and Officer of the Chapter to the fullest extent permitted by portions of this Article that have not been invalidated and to the fullest extent permitted by law.

**ARTICLE 17  
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 \_\_\_\_\_

**Addendum 1**  
**SHRM Code of Ethical**  
**and Professional Standards**  
**in Human Resource Management**

**Society for Human Resource Management**  
**CODE PROVISIONS**

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**PROFESSIONAL RESPONSIBILITY**

**Core Principle**

As HR professionals, we are responsible for adding value to the organizations we serve and contributing to the ethical success of those organizations. We accept professional responsibility for our individual decisions and actions. We are also advocates for the profession by engaging in activities that enhance its credibility and value.

**Intent**

- To build respect, credibility and strategic importance for the HR profession within our organizations, the business community, and the communities in which we work.
- To assist the organizations we serve in achieving their objectives and goals.
- To inform and educate current and future practitioners, the organizations we serve, and the general public about principles and practices that help the profession.
- To positively influence workplace and recruitment practices.
- To encourage professional decision-making and responsibility.
- To encourage social responsibility.

**Guidelines**

1. Adhere to the highest standards of ethical and professional behavior.
2. Measure the effectiveness of HR in contributing to or achieving organizational goals.
3. Comply with the law.
4. Work consistent with the values of the profession.
5. Strive to achieve the highest levels of service, performance and social responsibility.
6. Advocate for the appropriate use and appreciation of human beings as employees.

7. Advocate openly and within the established forums for debate in order to influence decision-making and results.

## **PROFESSIONAL DEVELOPMENT**

### **Core Principle**

As professionals we must strive to meet the highest standards of competence and commit to strengthen our competencies on a continuous basis.

### **Intent**

- To expand our knowledge of human resource management to further our understanding of how our organizations function.
- To advance our understanding of how organizations work ("the business of the business").

### **Guidelines**

1. Pursue formal academic opportunities.
2. Commit to continuous learning, skills development and application of new knowledge related to both human resource management and the organizations we serve.
3. Contribute to the body of knowledge, the evolution of the profession and the growth of individuals through teaching, research and dissemination of knowledge.
4. Pursue certification such as CCP, CEBS, PHR, SPHR, etc. where available, or comparable measures of competencies and knowledge.

## **ETHICAL LEADERSHIP**

### **Core Principle**

HR professionals are expected to exhibit individual leadership as a role model for maintaining the highest standards of ethical conduct.

### **Intent**

- To set the standard and be an example for others.
- To earn individual respect and increase our credibility with those we serve.

### **Guidelines**

1. Be ethical; act ethically in every professional interaction.
2. Question pending individual and group actions when necessary to ensure that decisions are ethical and are implemented in an ethical manner.

3. Seek expert guidance if ever in doubt about the ethical propriety of a situation.
4. Through teaching and mentoring, champion the development of others as ethical leaders in the profession and in organizations.

## **FAIRNESS AND JUSTICE**

### **Core Principle**

As human resource professionals, we are ethically responsible for promoting and fostering fairness and justice for all employees and their organizations.

### **Intent**

To create and sustain an environment that encourages all individuals and the organization to reach their fullest potential in a positive and productive manner.

### **Guidelines**

1. Respect the uniqueness and intrinsic worth of every individual.
2. Treat people with dignity, respect and compassion to foster a trusting work environment free of harassment, intimidation, and unlawful discrimination.
3. Ensure that everyone has the opportunity to develop their skills and new competencies.
4. Assure an environment of inclusiveness and a commitment to diversity in the organizations we serve.
5. Develop, administer and advocate policies and procedures that foster fair, consistent and equitable treatment for all.
6. Regardless of personal interests, support decisions made by our organizations that are both ethical and legal.
7. Act in a responsible manner and practice sound management in the county in which the organizations we serve operate.

## **CONFLICTS OF INTEREST**

### **Core Principle**

As HR professionals, we must maintain a high level of trust with our stakeholders. We must protect the interests of our stakeholders as well as our professional integrity and should not engage in activities that create actual, apparent, or potential conflicts of interest.

### **Intent**

To avoid activities that are in conflict or may appear to be in conflict with any of the provisions of this Code of Ethical and Professional Standards in Human Resource Management or with one's responsibilities and duties as a member of the human resource profession and/or as an employee of any organization.

### **Guidelines**

1. Adhere to and advocate the use of published policies on conflicts of interest within your organization.
2. Refrain from using your position for personal, material or financial gain or the appearance of such.
3. Refrain from giving or seeking preferential treatment in the human resources processes.
4. Prioritize your obligations to identify conflicts of interest or the appearance thereof; when conflicts arise, disclose them to relevant stakeholders.

## **USE OF INFORMATION**

### **Core Principle**

HR professionals consider and protect the rights of individuals, especially in the acquisition and dissemination of information while ensuring truthful communications and facilitating informed decision-making.

### **Intent**

To build trust among all organization constituents by maximizing the open exchange of information, while eliminating anxieties about inappropriate and/or inaccurate acquisition and sharing of information.

### **Guidelines**

1. Acquire and disseminate information through ethical and responsible means.
2. Ensure only appropriate information is used in decisions affecting the employment relationship.
3. Investigate the accuracy and source of information before allowing it to be used in employment related decisions.

4. Maintain current and accurate HR information.
5. Safeguard restricted or confidential information.
6. Take appropriate steps to ensure the accuracy and completeness of all communicated information about HR policies and practices.
7. Take appropriate steps to ensure the accuracy and completeness of all communicated information used in HR-related training.

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- Society for Human Resource Management Bylaws

*For information on disciplinary procedures for violations of the Code of Ethical and Professional Standards, please review Article 2, Section 5 of the SHRM Bylaws*

- Code of Ethics Toolkit: A Guide to Developing Your Organization's Code of Ethics
- Code of Ethics Toolkit: A Guide to Developing Your SHRM Chapter's Code of Ethics