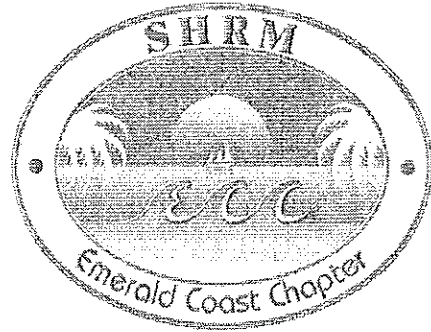


AFFILIATE OF



SOCIETY FOR HUMAN
RESOURCE MANAGEMENT



BY-LAWS

**SOCIETY FOR HUMAN RESOURCE MANAGEMENT
EMERALD COAST CHAPTER - #459**

*Drafted March 16, 2012
Approved by SHRM National on
Ratified by ECC SHRM on*

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ARTICLE I: NAME AND AFFILIATION

Section 1.1: Name

The name of the Association shall be the Society for Human Resource Management (SHRM) Emerald Coast Chapter. The association is not organized for the purpose of engaging in any activity carried on for profit, and shall operate within the meaning of 501(c) (6) of the Internal Revenue Code of 1954. The Emerald Coast Chapter address shall be P. O. Box 5579, Fort Walton Beach, Florida, 32549-5579.

Section 1.2: Chapter Relationships

To be recognized as a qualified affiliate of SHRM, the Emerald Coast Chapter shall maintain the required affiliation standards and the required reporting standards as stated by SHRM.

Section 1.3: National Affiliation and Relationships

The Emerald Coast Chapter, hereinafter referred to as the Chapter, shall be affiliated with the Society for Human Resource Management (SHRM). The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE II: PURPOSE AND PHILOSOPHY

Section 2.1: Purpose

The purpose of the SHRM-ECC Chapter shall be as follows:

- (a) To provide professional growth and development.
- (b) To provide a network for mutual assistance, information sharing, and consultation.
- (c) To maintain continuing, cooperative efforts in areas of common business concerns.
- (d) To be the management catalyst for high moral and ethical standards of treatment of employees in our business organizations.
- (e) To support the Society of Human Resource Management (SHRM) in accordance with its Code of Ethics and purposes.

Section 2.2: Philosophy, Beliefs and Value System.

To achieve the purpose of this Chapter, there shall be no discrimination in membership because of race, religion, gender, age, national origin, disability, sexual orientation, marital status, veteran's status, or any other legally protected class.

This Chapter believes in:

- (a) The free enterprise system, the profit motive, and the principles of American Democracy.
- (b) The individual dignity of each employee in our respective organizations.
- (c) The ability of our enterprises to integrate the principles of the highest human values with the drive for maximum profitability.
- (d) Our responsibility as Human Resource professionals to lead in influencing, creating, and maintaining policies that uphold the highest ethical, moral human values in the workplace.

ARTICLE III: FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year (January 1 – December 31).

ARTICLE IV: MEMBERSHIP AND DUES

Section 4.1: Qualifications for Membership

The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, 4.5, of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, relation, sex, age, national origin, disability, veteran's status, or any other legally protected class.

Section 4.2: Individual Membership

Membership in the Chapter is held in the individual's name, not an organization, dues which are paid by an organization for an individual member may not be transferred to another member.

Section 4.3 Regular Membership

Membership is open to individuals who are currently employed or whose most recent employment has been as a practitioner in any area of human resource management, academia focusing on human resource management, or as a consultant to organizations in areas commonly considered to be within human resource management. With approval of the Board, membership may be extended to other persons who demonstrate a bona fide interest in human resource management and in the purposes of the Chapter. Regular members shall have voting rights and may hold office in the chapter.

Section 4.4 Student Membership

Persons who are students with academic majors and vocational interests in our profession shall be eligible for Student Membership. Student membership shall be open to non-traditional students in a degree-granting program, which include full-time exempt employees and military members.

Student members shall not be privileged to vote or hold elective office, but shall enjoy all other rights and privileges of the Chapter.

A qualified full-time HR employee is not eligible for student membership.

Section 4.5 Honorary Membership

The Chapter may, by a 2/3 vote at any meeting at which a quorum is present, elect as an Honorary Member, any person deemed to be outstanding in our professional field or in the field of general management.

Any member in good standing at the time of retirement may be elected to Honorary Membership by vote of the Executive Board.

Honorary members shall not be privileged to vote or hold office; nor shall they be required to pay dues.

Section 4.6 Application for Membership

All prospective members shall execute an application form to be provided by the Chapter along with payment for the first year's dues. Applications for membership will be processed by the Membership Committee Chair to the Executive Board, whose decision for approval or disapproval shall be final.

Section 4.7: Voting

Each Professional of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student and Honorary Members are not eligible to vote.

Section 4.8: Dues, Renewal and Expenses

Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. The amount of dues, by class of membership, shall be determined by the Board by February 1 of each year with the advice/consent of the Finance Committee on behalf of the membership. The Secretary shall notify all members by March 1 of each year. Annual dues shall be payable on or before April 1 of each year. Dues for new members joining during a fiscal year shall be pro-rated quarterly on the basis of the closest number of whole quarters remaining in that year.

Section 4.9: Membership Privacy

No membership list or any other Chapter demographic information may be released without the concurrence of all members in good standing. Exception: Membership lists may be released to SHRM for internal SHRM use and to other SHRM chapters for the purpose of announcing professional development opportunities. Other information which may be required as a function of SHRM affiliation may be released to SHRM.

Section 4.10: Termination of Membership

Membership shall be terminated for non-payment of annual dues. Membership may also be terminated for good cause by 2/3 vote of the Executive Board on behalf of the Chapter. The principles of good faith and fair dealing shall govern all Executive Board deliberations in considering termination of membership for good cause. The member shall be afforded the opportunity of a personal review and appearance before the Board. Termination of membership for good cause shall result in forfeiture of the remaining portion of the former member's dues. A member who was removed for cause may be considered at a later date by the Membership Committee upon receipt of a completed application.

Section 4.11: Non-Member Attendance

Individuals who are not members of this Chapter are encouraged to attend the monthly meetings. Non-members shall be charged the regular cost plus a predetermined additional amount for attendance.

ARTICLE V: MEMBER MEETINGS

Section 5.1: Regular Meetings

Meetings shall be held regularly. A majority of the Regular Members present at any monthly meeting may vote to cancel or amend the date(s) of a future monthly meeting(s). Written notices via email and website posting shall be provided to all members at least 10 days prior to meeting dates.

Section 5.2: Special Meetings

Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-tenth (10%) of the votes entitled to be cast at such meeting.

Section 5.3: Notice of Meetings

Notice of all special meetings shall be given to all members at least fifteen days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

Section 5.4: Quorum

Members holding 25 percent of the votes entitled to be cast represented in person shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, 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.

Section 5.5: Meeting Cancellation

Any regular meeting, event or special meeting may be cancelled, at the Board of Director's discretion. Notice and reasoning for such cancellation must be immediately posted on the SHRM-ECC web site and broadcast in a member-wide e-mail.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1: Power and Duties

The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section 6.2 Officers

The Board Officers shall consist of the President, President-Elect, Secretary, Treasurer, the Immediate Past President, and three Board members elected at large. In the event that the Immediate Past President is unavailable to serve, a Board member shall be elected from at large. The President of the Chapter shall serve as the Chairman of the Board. A Board member shall serve as the Chairman of the designated Committees.

Section 6.3: Qualifications

All candidates for the Board of Directors must be Regular members of SHRM-ECC in good standing at the time of nomination or appointment and 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.

Section 6.4: Election and Term of Office

Board members shall be elected as provided in Article X. Each Board member shall be elected for a one-year term beginning in January of the year following election. No person may serve more than two complete consecutive terms in the same office. The Board does reserve the right to extend a board member beyond the two year term if found to be in the best interest of the organization.

Section 6.5: Vacancies

Any vacancy in the Board shall be filled for the unexpired term by appointment of the President with the consent of the Board by majority vote.

Section 6.6: Quorum

A majority of the total Board membership shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number.

Section 6.7: Meetings

The Executive Board shall meet as needed or at the request of the President, with reasonable notice to each Board member.

Section 6.8: Removal of Officers

Any 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 Officers shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE VII: DUTIES AND RESPONSIBILITIES

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

Section 7.1: Duties/Responsibilities

(a) *President*

- i. Shall be a member in good standing of SHRM. The Chapter shall pay the national dues on behalf of the President.
- ii. Coordinate the SHRM Affiliate Program for Excellence (SHAPE) for the chapter
- iii. Shall conduct all general membership and Executive Board meetings.
- iv. Shall be responsible for the efficient operation, growth, and progress of the Chapter.
- v. Shall be a prime signatory for disbursement of funds for the legitimate purposes of the Chapter.

(b) *President-Elect*

- i. Shall conduct all general membership meetings and Executive Board meetings in the absence of the President.
- ii. Shall be the Parliamentarian for the Chapter and assure proper procedures are followed.
- iii. Shall serve as the Chairman of the Program Committee and shall lead in the selection of the time and place of general membership meetings, as well as the content of the programs.
- iv. Shall be an alternate signatory for disbursement of funds for the legitimate purposes of the Chapter.

(c) *Secretary*

- i. Shall cause accurate minutes to be recorded at both general membership and Executive Board meetings. (Electronic recording and subsequent transcription methods are approved.)
- ii. Shall compose and forward ballots, bulletins, or other required communications as directed by the Executive Board.
- iii. Shall perform other related duties as assigned.

(d) *Treasurer*

- i. Shall have custody of all monies collected for and by the Chapter and arrange for the safekeeping and accounting for said funds.
- ii. Shall be a prime signatory for disbursement of funds for the legitimate purposes of the Chapter.
- iii. Shall report at each regular meeting the beginning balance, expenditures, receipts, and ending balance of the Chapter's account.
- iv. Shall prepare other financial reports as required.
- v. Shall serve as Chairman of the Finance Committee.

(e) *Past President*

- i. Shall participate in the development of and implementation of short and long term strategic planning.
- ii. Shall serve as the Director of SHRM Foundation for the Chapter.
- iii. Shall act as the Chapter Historian.
- iv. Shall review and update, as necessary, chapter bylaws.

ARTICLE VIII: DIRECTORS AT LARGE

Section 8.1: Directors at Large

There shall be constituted the following standard Directors at Large and/or appointed by the Executive Board to represent the SHRM National Core Leadership Areas (CLA).

(a) Diversity Director

The Diversity Director shall recommend community service and other diversity-related projects to be supported by the Chapter and work with the Chapter Board to help develop a diversity initiative.

(b) SHRM Foundation Director

The immediate past president will serve as liaison with SHRM; make such reports and communications as are required by SHRM affiliation, and report to the members at large on SHRM plans, programs, and processes. The past president will also be responsible for seeing that the chapter continues to financially support the Foundation, and will provide the membership with Foundation information. The SHRM Foundation Director will also help the Chapter to develop a Foundation initiative. The Director shall review the bylaws annually to ensure compliance with SHRM National and make changes, corrections and additions as deemed by the Chapter Board.

(c) Membership Director

The Membership Director shall be an Executive Board member and shall select two or more members for the purpose of recruiting candidates for membership and reviewing applications for membership. The Membership Director shall maintain and publish an up-to-date membership roster via the chapter website. Roster will be available to active members only.

(d) Government Affairs and Legislative Director

The Government Affairs and Legislative Director shall monitor state and local government activities and provide timely information on public policy issues the chapter. The Director will also help the Chapter to develop a Legislative initiative.

(e) Accreditation Director

The Accreditation Director shall serve the Chapter as a resource for information on HR certifications and help to implement training for preparation for certification. The Director will also help the Chapter to develop an Accreditation initiative.

(f) Workforce Readiness Director

The Workforce Readiness Director shall serve to help identify and evaluate issues that impact the workforce readiness and develop goals for the chapter workforce readiness strategy. The Director will also help the Chapter to develop a Workforce Readiness initiative.

ARTICLE IX: COMMITTEES

Section 9.1: Committees

There shall be constituted the following standard committees as elected and/or appointed by the Executive Board.

(a) Nominating Committee

As per Article X, Section 10.2.

(b) Finance Committee

The Treasurer shall be Chairman and shall appoint two or more members. This committee shall monitor the financial posture of the Chapter and produce special reports or recommendations for the Board. The committee shall also acquire a federal taxpayer identification number as required under the Tax Equity and Fiscal Responsibility Act of 1982 (TEFRA) and shall acquire and maintain tax-exempt, non-profit status for this Chapter with the Internal Revenue Service (IRS). The committee shall file any required returns or other documentation with the IRS.

(c) Program Committee

The President-Elect shall be Chairman and may appoint two or more members for the purpose of designing, developing, and implementing optimal meeting programs for the Chapter.

(d) Hospitality Committee

The Chairman shall select two or more members to make meeting arrangements and foster interest and good will among members and prospective members. The Hospitality Committee shall notify members of Chapter meetings.

(e) Public Relations Committee

The Chairman shall be an Executive Board member and shall select two or more members to have primary responsibility for the public image of the Chapter. The Committee shall ensure that meeting announcements are distributed to print and broadcast media.

(f) Walton County Committee

The Walton County satellite group will appoint a member to act as a liaison between Walton County and Okaloosa County to attend monthly meetings and maintain communications between the two groups of the Emerald Coast Chapter.

(g) Website and Social Media Committee

The Chairman shall update the website monthly as needed to ensure information is current and relevant for the general membership and public. The Chair shall manage the Chapter's social media presence, including creating a comprehensive social media strategy to increase SHRM-Emerald Coast Chapter's visibility, membership and attendance.

(h) Non Dues Revenue Committee

The Chairman will serve as ways and means to raise revenue for the Chapter other than the traditional membership dues.

(i) HR Florida/SHRM National Conference Ambassador

The Chair shall promote involvement and attendance at state and national level HR conferences.

(j) **College Relations**

The Chair shall manage the college scholarship program and college outreach efforts.

(k) **Other Committees**

Other committees may be appointed by the Executive Board when necessary.

Section 9.2: Reports.

The Committees shall submit such reports as may be required by the President or the Executive Board.

Section 9.3: Vacancies.

In the event of resignation, death, or removal of a Committee Chairman, the Executive Board shall appoint a replacement.

ARTICLE X: ELECTION OF OFFICERS/ VOTING

Section 10.1: Term of Office and Succession

Elected Officers shall serve one-year terms, but no more than two consecutive terms in the same office. The Board does reserve the right to extend a board member beyond the two year term if found to be in the best interest of the organization. Each elected Officer shall assume office in January of the year following election. In the event of the resignation, death, or removal of the President, the President-Elect shall assume the vacated position for the remainder of the term, and the Executive Board by majority vote shall select a new President-Elect to fulfill the remainder of that term. In the event of the resignation, death, or removal of the President-Elect, Secretary, or Treasurer, replacements for the remainder of the term shall be selected by majority vote of the Executive Board.

Section 10.2: Nominations

A Nominating Committee shall be appointed by the Executive Board and the immediate past President shall serve as the Chairman. In the event the immediate past President is unable to serve, the Board shall appoint an alternate member and select a Chairman. The Committee shall identify candidates for the four officer positions and four (or five) elective Board member positions.

Section 10.3: Election Process

An electronic election communication containing the list of nominees shall be distributed the general membership during October of each year. This will be sent by the Secretary. The membership will be permitted at least 15 days to submit a vote. Additional nominations shall be permitted from any Regular member if the nominations do not violate the By-Laws. Any qualified member nominated either by the Nominations Committee or from the membership must agree in good faith to serve for the proposed term of office. A nominated member who is unwilling or unable to serve shall have the unilateral right to withdraw his/her name from the slate. Each Officer shall be elected on the basis of a plurality of votes cast for that office. In the event a tie occurs during an election through two or more candidates for the same office receiving the same number of votes, successive balloting shall be conducted until one candidate receives a plurality.

Section 10.4: Referendum and Other Mail Balloting

Mail or electronic ballots can be used for the election of Directors and other business provided there is at least one in-person meeting that year. Proxy ballots cast by United States Postal Service, electronic mail or facsimile may be used to satisfy the requirements for the quorum and may be used to entitle any member to vote on all business at membership meetings. The chair conducting the vote shall provide the location(s) to which proxy ballots are to be returned and the ballot form that he/she shall accept.

ARTICLE XI: 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.

ARTICLE XII: PARLIAMENTARY AUTHORITY

The Chapter shall be governed by the rules contained in Robert's Rules of Order (Newly Revised) for the conduct of all meetings of the Chapter at large and the Executive Board unless otherwise specified herein.

ARTICLE XIII: AMENDMENT OF THE BY-LAWS

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 amended shall be effective unless and until approved by the SHRM President 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 or his/her designee.

ARTICLE XIV: CHAPTER DISSOLUTION

In the event of dissolution of this Chapter, any net assets shall be distributed to the SHRM Foundation or such other tax-exempt organization as may be decided by the Executive Board.

ARTICLE XV: SATELLITE DISSOLUTION

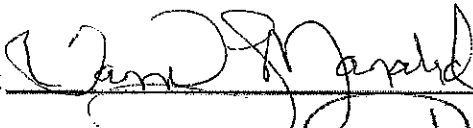

The SHRM-Emerald Coast Chapter holds the Satellite Chapter, Walton County, responsible for meeting the requirements of the Chapter's by-laws, philosophies, beliefs and value system.

Affiliated status may be withdrawn by the President of SHRM-ECC upon finding that the activities of the Walton County Chapter are inconsistent with or contrary to the best interests of SHRM or SHRM-ECC. Prior to withdrawal of such status, the Walton County Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM-ECC 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-ECC Board of Directors, it is subject to immediate disaffiliation by SHRM-ECC.

ARTICLE XVI: WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President 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 of SHRM and the consent of the board which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

Chapter President  Date 8/8/12
Approved by: 
SHRM President/CEO or President/CEO Designee
Date 7-11-12
