

SHRM-ATLANTA CHAPTER BYLAWS

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ARTICLE I – Name and Affiliation

Section 1.1: Name. The name of the Chapter is SHRM-Atlanta, Inc. (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as SHRM-Atlanta 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").

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.

ARTICLE II – Mission Statement and Objectives

SHRM-Atlanta seeks to promote the professionalism of the human resource management field by offering members a wide variety of professional development opportunities and a common forum in which to share ideas and experiences.

Section 2.1: Purposes. The purposes of this Chapter, as a non-profit organization, are:

- a) to engage and strengthen the Metro Atlanta human resource community by serving the interests of companies and HR professionals regarding people-related business matters;
- b) to provide a forum for the personal and professional development of our members;
- c) to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- d) to provide an opportunity to focus on current human resource management issues of importance to our members;
- e) to provide valuable information gathering and dissemination channels;
- f) to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- g) to serve as an important vehicle for introducing human resource management professionals to SHRM;
- h) to serve as a source of new members for SHRM; and
- i) to serve as part of the two-way channel of communications between SHRM and the individual members.

Additionally, the Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- a) to be a recognized world leader in human resource management;
- b) to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c) to be the voice of the profession on human resource management issues;
- d) to facilitate the development and guide the direction of the human resource profession; and
- e) to establish, monitor and update standards for the profession.

ARTICLE III – Membership

Section 3.1: Member Classes: The SHRM-Atlanta CEO or his/her designee shall have the authority to grant membership and determine each member's class according to the guidelines set forth in the following sections.

Section 3.2 Member Classes. SHRM-Atlanta shall have these classes of members:

- a) **Professional Practitioner Members.** Professional Practitioner Members are those individuals who are currently engaged as a practitioner of human resource management (responsible for decisions related to HR and not a consultant). Members of this class may vote and hold an elected office in the Chapter.
- b) **Professional Consultant Members.** Professional Consultant members are those individuals who are consultants practicing in the field of human resource management. Members of this class may vote and hold an elected office in the Chapter.
- c) **Faculty Members.** Faculty Members are those individuals currently holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university. Members of this class may vote and hold an elected office in the Chapter.
- d) **Attorney Members.** Attorney Members are those individuals who are currently practicing law and are engaged in counseling and advising clients on matters relating to the human resource profession. Members of this class may vote and hold an elected office in the Chapter.

- e) **Professional Associate Members.** Professional Associate Members are those individuals who are currently engaged in providing goods or services to support and/or enable human resource professionals as well as those individuals who do not meet the qualifications of the other classes of membership, and who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may not vote or hold elected office in the Chapter.
- f) **Student Members.** Student Members are individuals who do not qualify for other membership classes and who:
 - i. Demonstrate a bona fide interest in human resource management as a career; and
 - ii. Are enrolled either as full-time or part-time student in the equivalent of at least six (6) credit hours in a degree-seeking program that has a demonstrated emphasis in human resource management subjects; and
 - iii. Not working on a full-time basis in an exempt position.

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

- g) **Honorary Members.** Honorary Members are individuals who have offered a service or have made extraordinary contributions to the advancement of the human resource management profession. Honorary members may be appointed by the Board via a quorum vote. Honorary members may vote and hold elected office in the Chapter.

Section 3.3: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the CEO or his/her designee. New members shall be afforded full membership rights from the date of application approval by the CEO or his/her designee.

Section 3.4: Voting. Each class of member, with the exception of Professional Associate Members and Student Members, shall have the right to cast one vote on each matter brought before a vote of the members. Votes shall be tallied by an ad hoc committee appointed by the Board of Directors.

Section 3.5: Transfer of Membership: Chapter membership is on an individual basis only and not transferable from one individual to another. Membership in other SHRM affiliated chapters is not transferable to SHRM-Atlanta.

Section 3.6: Annual Dues: Chapter membership is contingent on the timely payment of annual dues. The amount of the dues payment is determined by the CEO and approved by the Board of Directors.

Section 3.7: Termination of Membership: An individual's membership in the Chapter may be terminated by a two-thirds vote of the Executive Committee. Any member who fails to pay his/her dues (or any other financial obligation) by the date of expiration of his/her present membership will be dropped from membership of the Chapter. In addition, any member may petition the Executive Committee for revocation of any other member's Chapter membership.

ARTICLE IV – Organization Structure

Section 4.1: Board of Directors: The Board of Directors (Board) is responsible for providing guidance and direction to the Chapter's volunteer leadership. This body is composed of not less than seven, nor more than eleven, Directors elected by the membership to staggered terms of up to three-years. In addition to these Directors, the CEO is an ex-officio voting member of the Board subject to provisions in section 6.6.

Section 4.2: Executive Committee: The Executive Committee is composed of the Board Chair, Board Chair-Elect, Treasurer, and the CEO who will be ex-officio voting member. The Board Chair shall also nominate one additional board member to serve on the Executive Committee. The Executive Committee shall have the authority to act on behalf of the Board of Directors in between meetings of the Board, except that the Executive Committee shall not have the authority to take action on any matter for which the Articles of Incorporation, Bylaws or Georgia law require a greater vote of Directors than a majority of the then entire number of voting Directors. In addition, the Executive Committee will ensure appropriate financial controls are in place, generally accepted accounting principles (GAAP) are used, an audit by a third-party CPA firm approved by the Board is conducted annually, oversee the preparation of the annual budget and other duties as required to maintain, produce and analysis the Chapter's financial statements. The Executive Committee shall make a written report to the Board of Directors at each Directors' meeting concerning all acts taken by the Executive Committee on behalf of the Board of Directors since the previous Board of Directors' meeting.

Section 4.3: Board Development Committee of the Board: The Board of Directors shall appoint a Board Development Committee to identify candidates for Board positions, Board Chair-Elect, President-Elect, and Treasurer roles. Members of the Board Development Committee will include the Board Chair, the Board Chair-Elect, and two Board members. The Board Chair will determine which of the two board members is named the Board Development Committee Chair. The Board Development Committee will develop preferred profiles for the positions listed above, be accountable for recruiting candidates and for succession planning.

Section 4.5: Operating Committee of the Chapter: The Board of Directors shall appoint an Operating Committee to accomplish the work of the Chapter and provide services to our members. The CEO, President, President-Elect and the Immediate Past President will be members of the Operating Committee. The CEO has the authority to appoint members as needed. The Operating Committee will have the authority delegated to them by the CEO.

ARTICLE V – Chapter Board of Directors

Section 5.1: Duties and Responsibilities of the Board of Directors: The business of the Chapter shall be managed by the CEO under the oversight of the Board of Directors, which may exercise all such powers of the Chapter and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members. The Board of Directors shall provide guidance, direction and annual Delegation of Authority to the CEO and Executive Committee as outlined in the approved annual budget, financial strategy and operating plans for each fiscal year. The Board of Directors are also responsible for oversight of strategic planning and for approval of the Chapter's investment strategy.

Section 5.2: Qualifications: Any of the following classes of members may serve as a Director: Professional Practitioner, Professional Consultant, Faculty, Attorney, and Honorary. A chapter member serving as a Director must maintain chapter membership for the duration of the term of office. Directors must maintain SHRM and SHRM-Atlanta membership and are encouraged to obtain his/her certification, if eligible. All candidates for the Board of Directors must be members of the chapter in good standing at the time of nomination or appointment and for their complete term of office.

Section 5.3: Election and Term of Office: Directors shall be nominated and elected for up to three-year terms as specified in Article VII. Directors shall not serve for more

than 6 consecutive years. Up to two additional years are acceptable if serving as Board Chair.

Section 5.4: Board Meetings and Quorum: The Board shall meet at least four (4) times each year in person or telephonically. A majority of the voting Board membership shall constitute a quorum for the purpose of conducting official business. The approval of a majority of Directors present in person or by proxy at a Board meeting at which there is a quorum shall be considered an action of the Board.

Section 5.5: Vacancies: Mid-term Board vacancies may be filled by appointment of the Board Chair subject to the concurrence of the Board. Directors so appointed shall serve the balance of the vacated term. Should the Office of Board Chair become vacant, the Board Chair-Elect shall become Board Chair for the balance of the unexpired term and their original full term of office.

Section 5.6: Removal of Directors: A Director may be removed by a two-thirds vote of the other Directors. A Chapter Member in good standing may petition the Board of Directors for removal of a Director. The petition must contain signatures of at least 10% of the membership.

ARTICLE VI – Chapter Officers

Section 6.1: Board Chair: The Board Chair shall serve as the presiding officer at meetings of the Board; and shall be an ex officio voting member of the Executive Committee and of the Board Development Committee, and shall have the right to attend all Committees of the Board and Committees of the Chapter.

Section 6.2: Board Chair-Elect: The Board Chair-Elect shall perform the duties of the Board Chair during the Board Chair's absence or temporary disability; in the event of the Board Chair's death, resignation or inability to serve, shall become Board Chair for the balance of the unexpired term and his/her original full term of office; shall represent the Board Chair at the Board Chair's request and assist in carrying out the objectives of the Chapter. The Board Chair-Elect shall have such other powers and perform such other duties as the Board or the Board Chair may determine.

Section 6.3: Immediate Past Chair: After a Board Chair has served the agreed upon term in such capacity, if there is time remaining in his/her current board term, his/her role will be referred to as Immediate Past Chair. If his/her term will expire, it may be extended for a maximum of one year. The Past Chair shall provide counsel and assistance to the Chair, and perform special assignments and such other duties as the Board Chair may authorize and determine.

Section 6.5: Treasurer: The Treasurer shall be responsible for the financial affairs of the Chapter, subject to ultimate oversight and authority of the Board of Directors. This responsibility shall include the preparation, interpretation and dissemination of periodic financial reports to the Board, and the Treasurer shall also perform such other duties as the CEO or Board Chair may determine. The Treasurer will be Board member and ex-officio voting member of the Executive Committee.

Section 6.6: Chief Executive Officer (CEO): The CEO shall (a) be appointed by the Board and serve at its pleasure; (b) be an ex-officio, voting member of the Board, and the Executive Committee of the Board; (c) have responsibility for the reasonable and prudent management of the Chapter's finances in accordance with the Chapter's financial strategy and budget as approved by the Board of Directors; and (d) have general management and supervision of the affairs and business of the Chapter, subject to Board of Directors' oversight, control and direction as outlined in the approved annual

budget with the appropriate authority, responsibility and accountability to operate the Chapter within the defined parameters and annual operating plan. Deviations from the annual budget's net profit must be approved by the Board before actions are taken. In addition, the CEO will ensure the Chapter adheres to its Bylaws and the Chapter Charter of SHRM. The CEO shall report to the Board, and the Board Chair shall be the spokesperson of the Board as required. The Board Chair shall periodically gather input from the Board on the CEO's performance and share the feedback with the CEO informally as needed and formally on an annual basis. The CEO shall not vote on matters concerning the CEO; and may be excused from a Board of Directors meeting by the Board Chair where matters concerning the CEO or an executive session is requested by the Board. Each year, the CEO shall submit a written report to the Chapter members summarizing the activities and accomplishments of the Chapter during the previous fiscal year.

Section 6.7: President: The President is responsible for providing leadership and direction to the Chapter under the supervision of the CEO, directing and supporting the efforts of the volunteer leadership team. Responsibilities include presiding over regular Chapter meetings, in collaboration with the CEO schedule and participate in the Operating Committee meetings, serving as liaison with the CEO to SHRM and the general public, ensuring that the Chapter Bylaws are followed and facilitating the development of future Chapter leaders. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. In addition, the President must be a current member in good standing of SHRM-Atlanta during the term of his/her office. The President serves as a voting member of the Georgia State SHRM Council. The President role is a one-year term.

Section 6.8: President-Elect: The President-Elect's responsibilities include serving as assistant to the President with responsibilities for special projects, presiding over regular Chapter meetings in the absence of the President, supporting other volunteer leaders and performing other duties as determined by the CEO. The President-Elect role is a one-year term.

Section 6.9: Immediate Past President: The Immediate Past President shall support other volunteer leaders, providing continuity of leadership in achieving the annual and long-term goals of the Chapter. The Immediate Past President role is a one-year term.

Section 6.10: Qualifications: All candidates for Officer must be Chapter members in good standing (or otherwise outlined in Section 5.2) and members of SHRM at the time of installation, if eligible. Professional Associate Members and Student Members are not eligible to hold Chapter offices. Chapter Officers, if eligible, are encouraged to promote the certification program by seeking and maintaining certification.

Section 6.11: Vacancies: A mid-term vacancy in the role of President shall be filled by the President-Elect. A mid-term vacancy for Treasurer shall be filled by appointment of the Board Chair subject to the concurrence of the Board. A mid-term vacancy of the Board Chair shall be filled by the Board Chair-Elect. Officers so appointed shall serve the remainder of that term.

Section 6.12: Removal of Officers: A Chapter Officer may be removed by a two-thirds vote of the Board of Directors. A Chapter Member in good standing may petition the Board of Directors for removal of a Chapter Officer. The petition must contain signatures of at least 10% of the membership).

ARTICLE VII – Elections and Balloting

Section 7.1: Election of Officers and Directors: Election of Officers and Directors shall be conducted in accordance with the following procedures:

- a) The Board Development Committee will be appointed each year by the Board Chair. The Board Development Committee will actively solicit nominations for Board of Director, Board Chair-Elect, President-Elect, and Treasurer roles.
- b) The Board Development Committee will review the final candidates for each open Officer and Director vacancy with the Board of Directors. The Board of Directors will vote on the final candidate for each Officer and Director vacancy.
- c) The Board Development Committee will then present a written list of the final candidate names for the President-Elect and Board of Director positions to the membership at least two weeks prior to the election date.
- d) Elections shall be conducted by written ballot sent to eligible members or by acclamation on the designated election date or by online voting consistent with procedures sent to voters more than two weeks before the opening of voting. Officers and Directors will be elected by receiving a majority of ballots or votes cast.

Section 7.2: Referendum and Mail Balloting: The Board of Directors or Executive Committee may submit any matter of the Chapter's business to the voting membership for resolution by hand vote, mail ballot, or online voting.

Section 7.3: Installation of Officers: Newly elected Officers and Directors will assume their office on January 1st.

ARTICLE VIII – Chapter Business Meetings

Section 8.1: Chapter Business Meetings: Official business meetings of the Chapter shall be held a minimum of once per year at such time and place as the CEO may determine. Meetings may be canceled at the discretion of the CEO.

Section 8.2: Notice of Chapter Business Meetings: A notice of each Chapter Business Meeting shall be sent to all members at least two weeks prior to such meeting.

Section 8.3: Quorum: The majority of eligible members present at any Chapter Business Meeting shall constitute a quorum for votes taken by acclamation. Such meetings shall be announced at least two weeks in advance. The total number of ballots received from the eligible members shall constitute a quorum for votes.

ARTICLE IX – Parliamentary Procedure

All parliamentary procedure shall be governed by Robert's Rules of Order unless otherwise specified in these bylaws.

ARTICLE X – Powers and Duties

Section 10.1: The CEO shall manage and control the property, business and affairs of the Chapter, subject to Board of Directors' oversight, control and direction. The Board of Directors or the CEO shall exercise all powers of the Chapter not reserved to the members by statute or by the Bylaws or the Articles of Incorporation.

Section 10.2: The Board of Directors is the ultimate governing body of the Chapter. The Board is also responsible for approving the policies of the Chapter. More specifically, and without limitation, the Board performs the following functions:

- a) Approves a multi-year strategic plan (updated annually as appropriate), as presented by the CEO and monitors its implementation;
- b) Approves policies as recommended by the CEO which the Board determines to be consistent with the Chapter's vision, mission and key objectives;
- c) Takes appropriate action to invest, preserve, expand and utilize the reserves of the Chapter consistent with the investment policy;
- d) Approves an annual budget and an annual operational plan, which is the basis for and justification of the annual budget, as presented by the CEO. Once approved, the CEO has the authority to spend monies as appropriated in the budget. Significant deviations from the Chapter's investment strategy and annual budget must be approved by the Board before actions are taken;
- e) Establishes the Chapter's Bylaws and amends them from time to time as appropriate in accordance with Article X of these Bylaws;
- f) Approves the volunteer organizational structure as recommended by the CEO consistent with these Bylaws;
- g) Ensures that the Chapter adopts and implements a succession plan for its volunteer leaders that will provide for a diverse, competent, dynamic and committed pool of members which can be considered for positions as openings arise at all levels of the organization;
- h) Selects the Chapter's CEO, sets terms and conditions of employment, evaluates his/her performance and makes plans for succession; and
- i) Reviews and approves any operational item in excess of \$10,000 which is outside the budget or which is determined may have a pronounced and long-term impact on the Chapter.

Section 10.3: The Board may act as a whole in fulfilling its responsibilities or refer matters to standing or ad hoc committees of the Board. These committees shall be subject to the control and direction of the Board; and the Board shall hold all committees responsible for specified outcomes.

Section 10.4: Delegation of Authority. In the case of the absence of any officer of the Chapter, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officers to any other officer or to any Director.

Section 10.5: Special Corporate Acts. All deeds, mortgages, leases, and all other written contracts and agreements to which the Chapter, as authorized by the Board, shall be a party, upon authorization by the Board of Directors or in accordance with budgets or procedures approved by the Board, shall be executed in its name by the CEO or others authorized by the Board of Directors.

ARTICLE XI – Amendments to Bylaws

These Bylaws may be amended by the approval of two-thirds of written ballots received including online votes, or by two-thirds affirmative vote of the voting members present at any designated business meeting of the Chapter, provided that notice of the proposed amendment is published and distributed to all voting members at least two weeks prior to such meeting and the procedures for online voting are distributed at least two weeks prior to the beginning of voting and 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 XII – Chapter Dissolution

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (*e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter*).

ARTICLE XIII – Withdrawal of Affiliated Chapter Status

Affiliated chapter status may only be withdrawn by the President/CEO of SHRM or his/her designee upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of a charter for a reason stated in the SHRM Bylaws (other than upon request of Chapter itself), 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 his/her designee with a written response to such a proposal within a thirty (30) day period. This action will also be governed by signed agreements between SHRM-Atlanta and SHRM that may be entered into from time to time and are in effect at the time of the action.

ARTICLE XIV – Code of Professional Responsibility

SHRM-Atlanta Members agree to abide by the SHRM Code of Ethics. (<https://www.shrm.org/about-shrm/Pages/code-of-ethics.aspx>).

ARTICLE XV – Terms Used

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

ARTICLE XVI – Indemnification Coverage

- a) The Chapter may indemnify a trustee, director, officer, committee chair, committee member, employee or agent of the Chapter who was, is or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Chapter. For the purposes of this article, an agent includes one who is or was serving at the request of the Chapter as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or enterprise. However, the Chapter shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Chapter's best interests as determined by the Chapter. In a case of criminal proceedings, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Chapter shall not indemnify a person who is found liable to the

Chapter or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

- b) The Chapter shall pay or reimburse expenses incurred by a trustee, director, officer, member, committee member, employee, or agent of the Chapter in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Chapter when the person is not a named defendant or respondent in the proceeding.
- c) The Chapter shall not pay expenses or provide indemnification to a person if the person is a named defendant or respondent in a proceeding brought by the Chapter or one or more members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.

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:

SHRM-Atlanta Board Chair

Date

CEO, SHRM-Atlanta

Date

Approved by:

SHRM President/CEO or President/CEO Designee

Date

Atlanta:420377.1