

SHRM Jacksonville Chapter By-Laws

ARTICLE 1 NAME AND AFFILIATION

SECTION 1.1: SHRM Jacksonville.

The name of the Chapter is SHRM Jacksonville (herein referred to as the "Chapter"). To avoid confusion, the Chapter will refer to itself as SHRM Jacksonville and not as 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 contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2 PURPOSE

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

1. To provide a forum for the personal and professional development of our members;
2. To provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
3. To increase awareness of the SHRM Jacksonville Chapter and better understanding of the human resources profession by the general public through branding, education, and partnership with all levels of business and community in Northeast Florida.
4. To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
5. To provide an opportunity to focus on current human resource management issues of importance to our members;
6. To provide a focus for legislative attention to state and national human resource management issues;
7. To provide valuable information gathering and dissemination channels;
8. To provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
9. To serve as an important vehicle for introducing human resource management professionals to SHRM;
10. To serve as a source of new members for SHRM;
11. To serve as part of the two-way channel of communications between SHRM and the individual members;
12. To improve the professional competence of its members; and
13. To raise the standards of performance in all phases of human resource management and leadership.

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:

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

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter shall be April 1st – March 31st of the calendar year.

ARTICLE 4 MEMBERSHIP

SECTION 4.1: Qualifications for Membership.

The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, and 4.5, 4.6, and 4.7 of this Article. The Chapter is a 100% Chapter of SHRM, and all Chapter Members are required to be current members in good standing with the Society for Human Resource Management (SHRM) and to designate SHRM Jacksonville as their primary chapter. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, genetic information, national origin, disability, veteran's status, or any other county, state or federal legally protected class.

SECTION 4.2: Non-transferability of Membership.

Membership in the Chapter is neither transferable nor assignable.

SECTION 4.3: Individual Membership.

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

SECTION 4.4: Professional Members.

Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute or SHRM; (c) faculty members holding an assistant, associate of 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 client on matters to relating to the human resource profession. Professional members may vote and hold office in the chapter.

SECTION 4.5: Associate Members.

Individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other categories of membership, but who have a bona fide interest in human resource management and the mission of the Chapter. Associate members may be an officer in the Chapter. Associate members have voting rights.

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SECTIONS 4.6: Student Members.

Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year of graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource or related degree program. Student members may not vote or hold office/chair position in the chapter.

SECTION 4.7: General Members.

Individuals engaged in human resource management at the exempt level, but do not meet the requirements for Professional or Associate Member. General Members have voting rights.

SECTION 4.8: Application for Membership.

Application for membership shall be on the Chapter Application form. All applications shall be reviewed by the Director of Membership and approved by the Director of Membership. In the event the Director of Membership is no longer in office, then the membership will be approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Director of Membership or the Board of Directors and upon receipt of annual dues and application fees.

SECTION 4.9: Voting.

Each voting member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Chapter President.

SECTION 4.10: Dues.

Annual membership dues are collected from all chapter members. For new members an application fee will be collected along with the chapter annual dues. Should the member allow his membership to lapse for 3 or more months, then member will have to reapply for membership and pay the membership application fee. The Board of Directors may change application fees and annual dues with a majority vote by the Board of Directors. Annual dues will be collected each year to coincide with the member's SHRM National anniversary date.

SECTION 4.11: Termination of Membership.

Any member failing to maintain active membership with SHRM will forfeit his/her membership in the Chapter. Any member failing to pay their annual chapter dues will forfeit his/her membership in the Chapter.

**ARTICLE 5
MEMBER MEETINGS**

SECTION 5.1: Regular Meetings.

Regular meeting will be held at such times and places as the Board of Directors may designate.

SECTION 5.2: Annual Meetings.

The annual meeting of the members for introducing the Directors and Officers, and conducting other appropriate business shall be held in 4th Quarter or at such other time as determined by the Board of Directors. The installation of Directors and Officers shall be held in January or at such other time as determined by the Board of Directors.

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SECTION 5.3: Special Meetings.

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

SECTION 5.4: Notice of Meetings.

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 (7) days prior to the meeting. The Board of Directors shall assure that meeting information is current on the chapter web site and that e-mail notices are sent to members at least ten (10) days prior to the scheduled meeting date.

SECTION 5.5: Quorum.

Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, or electronic vote, 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 that applicable state law may require a greater number.

**ARTICLE 6
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 following shall be Officers of the Chapter (also referred to as the "Executive Committee"): President, President-Elect, Vice President, Treasurer, Secretary, and Immediate-Past President.

SECTION 6.3: Composition of the Board of Directors.

Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors & Chairpersons. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors and Chairpersons shall be nominated by the Nominating Committee and elected by the members from among the eligible membership, should new Core Leadership Areas be established by SHRM.

Core Leadership Area Directors of the Chapter shall be: Government Affairs Director (formerly Legislative Director), Membership Director, College Relations Director, Certification Director, Workforce Readiness/Diversity Director, and SHRM Foundation Director.

Established by the President, the following shall be hold positions on the Board of Directors and shall be Chairpersons of the Chapter: Operations, Marketing, Technology, Sponsorship, and Social Media.

SECTION 6.4: Qualifications.

All candidates for the Board for the Board of Directors must be Professional, Associate or General Members of the chapter 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. The Chapter also requires that each Board

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member be a current member in good standing of SHRM throughout the duration of his/her term of office. Although certification is not required in order to serve on the Board of Directors, candidates with HR Certification Institute and/or SHRM certification may be given preference over candidates with comparable qualification that do not have a HR Certification Institute and/or SHRM certification.

SECTION 6.5: Election – Term of Office.

The Board of Directors and Officers shall be elected by the members from the proposed slate of the nominating committee. Each elected member of the Board shall assume office on January 1st following his/her election.

The President shall have the option of holding office for a term of one or two years or until his/her successor is elected and takes office. Upon nomination, any candidate for President must announce whether he/she is running for a term of one or two years. In addition, at the annual meeting of the membership, it shall also be made known to the members whether a candidate for President is running for a one or two year term. The President may not be elected to serve for more than one consecutive two year term in that position or more than two consecutive one year terms in that position.

Every elected member of the Board shall hold office for one or two years or until his/her successor is elected and takes office. Board members may not be elected to serve more than two (2) consecutive terms in the same position. Elected officers that choose to serve two (2) years in office in the same position will not be required to be reelected.

SECTION 6.6: Vacancies.

Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors. In the event the Immediate Past President steps down from their role or becomes inactive in the role of past president, the President may appoint a former past president to the role with the consent of the Board of Directors.

SECTION 6.7: 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, or electronic vote, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

SECTION 6.8: Board of Directors' 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, General or Associate 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 6.9: Removal of Members of the Board.

Any member of the Board may be removed from office, with or without cause, 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

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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. The President or his/her designee may assign additional responsibilities to any member of the Board of Directors.

ARTICLE 8

COMMITTEES

SECTION 8.1: Committees and Organization of Committees.

Standing and ad-hoc committees in addition to the Nominating Committee shall be established by the President subject to the approval of the Board of Directors.

The Nominating Committee shall consist of the President, President Elect and 3 Members in good standing with the majority consisting of non-Board Members determined by the President and confirmed by the Executive Committee.

SECTION 8.2: Committee Activity.

Standing Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing, Sponsorships, College Relations and/or any other Core Leadership Area recognized by SHRM.

ARTICLE 9 ELECTRONIC VOTING

Mail or electronic ballots may be used for the election of members of the Board provided the Chapter has had at least one in-person meeting that year. Mail or electronic ballots may be used for voting on issues of the chapter that require a vote of the membership and/or Board of Directors.

ARTICLE 10 STATEMENT OF ETHICS

The Chapter adopts SHRM'S Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Chapter and of SHRM.

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. No member shall actively seek employment from any other member at Chapter meetings without approval from the Board of Directors (i.e. passing out resumes).

**ARTICLE 11
PARLIAMENTARY PROCEDURE**

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

**ARTICLE 12
AMENDMENT OF BYLAWS**

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists. A quorum shall exist pursuant to Section 5.5 and in which required notice has been met, provided that no such amendment shall be effective 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.

**ARTICLE 13
CHAPTER DISSOLUTION**

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at 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 Chapter status withdrawn, may re-confer Chapter status upon such body.

**ARTICLE 15
TERMS USED**

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions. (Note: These revised bylaws are not effective until approved and signed by SHRM CEO or designee.)

Ratified by SHRM Jacksonville on Dec. 3, 2014

L Willey

Linda Willey, SPHR
President

Jenna Dobbins

Jenna Dobbins
Secretary

Approved by SHRM:

ELISSA O'BRIEN
(Signature)

ELISSA O'BRIEN
(Print Name)

10/03/2014
(Date)