

Society for Human Resource Management Columbus Area (#0128)
Society for Human Resource Management

BYLAWS

Approved by the Board of Directors 8/27/2018

Approved by SHRM National

Article I – Name and Affiliation

Section 1: The name of the chapter is Society for Human Resource Management Columbus Area (hereinafter referred to as the “Chapter” and otherwise noted as ‘SHRM Columbus Area’, ‘SHRM-Columbus Area’, ‘SHRM Columbus’, ‘SHRM-Columbus’, ‘SHRM Columbus Area Chapter’ or ‘SHRM-Columbus Area Chapter’).

Section 2: The Chapter is affiliated with the Society for Human Resource Management (herein referred to as “SHRM”).

Section 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 – Purposes and Limitations

Section 1: Purpose. The purpose of the Chapter shall be as follows:

- a. To promote the mutual professional interests of persons engaged in the field of Human Resource Management by providing, among other things, opportunities for conferences, cooperative research, and exchanges of information and ideas.
- b. To improve business conditions in the field of Human Resource Management by raising the standards of performance in all phases of Human Resource Management.
- c. To encourage adherence within the field of Human Resource Management to the Code of Ethics of SHRM.

Section 2: Limitations. In achieving these purposes there shall be no discrimination in individual membership or in member company affiliations because of race, color, creed, sex, national origin, veteran status, disability, religion, age, or of any other protected class.

The Chapter has been formed as a tax-exempt organization under Section 501(c) (6) of the Internal Revenue Code of 1986, as amended. As such, the Chapter is not organized and shall not be operated for pecuniary gain or profit and will not engage in any activity which would constitute a regular business of a kind ordinarily carried on for profit. No part of the net earnings or property of the Chapter shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth above. Notwithstanding any other provision of the Articles of Incorporation or these By-laws, the Chapter shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in Section 1 above and such other purposes as are within the meaning of Section 501(c)

(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Article III – Membership

Section 1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 2, 3, 4, and 5 of this Article. Memberships are individual and are not transferable to other individuals.

Section 2: Professional Members. Membership shall be limited to those individuals who are (a) practitioners of Human Resource Management for at least three years; (b) certified by the Society for Human Resource Management and/or any other professional Human Resources organization recognized by the Board ; (c) faculty members holding an assistant, associate, or full professor rank in Management with primary teaching duties in Human Resources or any of its specialized functions at an accredited college or university for at least three years; (d) consultants in the field of Human Resource Management for at least three years; (e) full-time attorneys whose primary role is counseling and advising clients on matters relating to the Human Resource profession for at least three years. Professional members may vote and hold office in the Chapter. Professional membership is intended to be reserved for Human Resources practitioners that exercise discretion and judgment to significantly impact their organization's ability to meet business needs. It is not intended to include individuals in Human Resource support roles where the majority of tasks are repetitive and administrative in nature. The Membership Chair, along with the Board of Directors, will determine whether candidates meet the intended Professional Membership criteria.

Section 3: General Members. Individuals who meet the criteria of Professional Members as stated in Section 2 of this Article except they do not meet the time requirements or the discretion/judgment criteria of Professional Membership may qualify as General Members of the Chapter. General Members may vote and serve as a Committee Chair or Vice Chair but may not hold elected office in the Chapter.

Section 4: Associate Members. Membership shall be limited to individuals who do not satisfy the criteria of Professional Members or General Members, but who demonstrate a bona fide interest in advancing the profession of Human Resource Management, as well as the mission of the chapter. Associate membership includes individuals who serve as vendors of Human Resource Management products. Associate Members may not vote and may not hold office in the Chapter. At no time shall Associate Membership exceed 40% of the total Chapter membership.

Section 5: Honorary Members. Any Chapter member in good standing at the time of retirement may be elected to Honorary Membership in the Chapter by a majority vote of the Board of Directors. Honorary Members shall be entitled to full Chapter membership without having to pay Chapter dues but will not have the right to vote or hold office.

Section 6: Application for Membership. Applications for membership shall be on the Chapter membership application form. All applications will be reviewed by the Chair, Membership Committee and approved by a majority vote of the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 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 membership. Associate and Honorary members are not eligible to vote. Should results of any voting be challenged, the Board of Directors will appoint an ad hoc committee to review the validity of the process and/or results.

Section 8: Dues. Annual membership dues shall be established by the Board of Directors prior to the mailing of renewal notices and announced to the membership. Annual dues are payable by each member's expiration date. Chapter dues shall be prorated for new members as follows:

- a. New members will be assessed the full annual SHRM Columbus Area dues amount. Their membership will expire annually on the date they are established.

Section 9: Termination of Membership. Any member found attempting to sell to or solicit fellow SHRM Columbus Area members may be subject to review and possible forfeiture of his/her membership. Membership in the Chapter may also be terminated for good cause, determined at the sole discretion of the Board of Directors, by a two-thirds vote of a quorum of the Board of Directors. Membership shall be terminated automatically if dues are not paid by the quarter following the month when the member's dues expire.

Section 10: Waiver Clause. All Professional, General, and Associate members who hold active membership in the Chapter at the time this article is amended will not be subject to a loss of membership, nor will they have their membership standing changed (i.e., from Professional to Associate) as long as they continue to meet the requirements for membership.

Article IV – Meetings of Members

Section 1: Regular Meetings. Regular meetings of the members of the Chapter shall be held monthly, except there will be no Chapter meeting in June, November, and December, at such place as the Board of Directors may designate. A meeting of the Chapter may be omitted by prior resolution of the Board of Directors. Any matter related to the affairs of the Chapter, whether or not stated in any notice of the meeting, may be brought up for action by the voting membership, except for any matter for which prior notice is required by the Articles of Incorporation, these By-laws, or the Georgia Nonprofit Corporation Code (the "Code"). As required by the Code, on an annual basis the membership is to receive reports from the President concerning the activities of the Chapter and from the Treasurer concerning the financial condition of the Chapter.

Section 2: Special Meetings. Special meetings of the Chapter membership may be called for any purpose whatsoever, at any other time, by: (a) the Chair of the Board, (b) the President, (c) the President-elect, (d) any three members of the Board of Directors, or (e) a written demand of five percent (5%) of the active Professional and/or General Members of the Chapter filed with the Secretary. The purpose of each special meeting must be stated in the notice. The notice of any special meeting is to be sent to all members in good standing. If notice is not given to the membership of the date, time, place, and purpose of the special meeting within thirty (30) days after a sufficient number of directors or members have demanded a special meeting, any persons who signed that demand may give the written notice of the meeting to the membership in any reasonable manner, setting forth the date, time, place, and purpose of the special meeting.

Section 3: Notice of Meetings. A notice of the time, date, and location of all meetings of the membership shall be sent to all members at least ten (10) days, but not more than sixty (60) days, prior to the meeting. Any notice mailed first class, faxed, or sent via e-mail shall be considered effective upon dispatch, or when received, if transmitted by any other means. In emergencies where ten (10) days' notice cannot be given, notice may be made by any reasonable means if made to all members in good standing as directed by the Board of Directors. Any required notice may be waived by a member as permitted under the Code, and any member may object to the failure of sufficient notice of the meeting or of a matter brought before a meeting as permitted by the Code.

Section 4: Board of Directors Meeting. The Board of Directors shall meet monthly prior to the regular meeting of the Chapter members except that there shall be no Board meeting in June and December. The July Board meeting shall be the succession planning meeting for the next year.

Section 5: Quorum. A simple majority of the members present at either a membership meeting or a Board of Directors meeting shall constitute a quorum. Once a quorum is established at any meeting, it is presumed to exist for the balance of that meeting. The act of a majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 6: Written Consent Without Action by Members. Any action required by law or committed to be taken at any meeting of the members of the Chapter may be taken without a meeting, if a written consent setting forth the actions so taken is signed by a majority of the members entitled to vote at a meeting of the membership. This consent is the equivalent to the vote of the members during a meeting with a quorum and is to be filed and recorded with the minutes of the next Board of Directors meeting. No action shall be effective under this section until ten (10) days after notice is given to those members of the Chapter who did not sign the written consent.

Section 7: Attendance Policy. It is the duty of each Board and committee member to stay informed and to determine if the Board of Director's policies are being followed as well as to understand how the Chapter is functioning. Therefore, each Board member must attend and/or participate in all full Board meetings, Chapter meetings, and special events, and each committee member must attend and/or participate in all meetings of their committee, Chapter meetings, and special events. From time to time conflicts will occur, however, but Board and committee members must make every effort possible to support the Chapter with their presence and professional expertise. Board and committee members who are regularly absent from meetings, are inactive, or who fail to conduct adequate research prior to making decisions have breached their duty to the Chapter as a Board or committee member. It may be necessary to remove a Board or committee member for lack of participation. Participation is defined as attending 75% or more of the activities of the Board or committee. Activities are defined as Board of Directors meetings, committee meetings, and Chapter meetings. Extra participation in events can be received through any of the following: SHRM Conference, Georgia SHRM Conference, Georgia State Council Leadership Conference, Georgia State Council Legislative Conference, special Chapter events, etc. The Chair of the Board and the President shall review attendance quarterly and recommendations for dismissal will be made to the Board of Directors. Dismissal shall then be at a majority vote of the Board of Directors.

Article V -- Elections and Balloting

Section 1: Balloting. No later than July 31 of each year a Nominating Committee composed of the Chair of the Board and no less than three other members of the Chapter shall prepare and submit to the President its list of nominees for the offices to be filled.

Section 2: Elections. In August of each year the election of officers will take place. The names of the nominees will be submitted with the ballots. There will be no less than ten (10) days between the distribution of the nominee names and the ballots and the cut off for voting. Write-in votes may be made. Voting may be accomplished by mail, fax, or by voting through a special web site set up for that purpose. E-mail votes are not allowed. The officer receiving the majority of the votes cast will be elected to that office. In the event of a tie, successive balloting will be conducted until one candidate receives a majority of the votes cast.

Section 3: Referendum and Other Balloting. The Board of Directors may submit any matter of the Chapter's business to the voting membership for resolution by mail, fax, or by voting through a special web site set up for that purpose.

Article VI – Board of Directors

Section 1: Number. The Board of Directors shall consist of the Chair of the Board (Immediate Past President), President, President-elect, Secretary, Treasurer, Treasurer-Elect, and all the Chairs and Vice Chairs of standing committees.

Section 2: Qualifications. All candidates for the Board of Directors must be Professional 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. All candidates for committee Chair and Vice Chair will be Professional or General Members in good standing at the time of appointment.

Section 3: Election – Term of Office. Elected officers shall be elected by the members in August of each year from the proposed slate of the nominating committee. Each elected and appointed member of the Board of Directors shall assume office on January 1 following his or her election or appointment. The Chair of the Board, President, and President-elect will hold office for one year or until his/her successor is elected and takes office. The Secretary will hold office for two years or until his/her successor is elected and takes office. The Treasurer will hold office for two or three years or until his/her successor is elected and takes office. The Treasurer-elect will hold office for one year. These officers may not succeed themselves in their position. Committee Chairs and Vice Chairs will hold office for two years or until their successors are appointed and take office. Committee Chairs and Vice Chairs may not serve in the same position for more than two full consecutive terms.

Section 4: Vacancies. Any vacancy on the Board of Directors, except for President, shall be filled for the unexpired term by nomination from the Chair of the Board and a majority vote of the Board of Directors.

Section 5: Board of Directors Responsibilities. The Board of Directors shall have the authority to manage the affairs and exercise the powers, privileges, and franchises of the Chapter as they deem expedient for the interest of the Chapter, subject to the terms of the Articles of Incorporation and these By-laws. A Professional member in good standing may request that the Chair of the Board place on the agenda of the next regular meeting any action taken by the Board of Directors.

Article VII – Officers

Section 1: Number. The Officers of the Chapter, who shall be elected, shall be the President, President-elect, Secretary, Treasurer and Treasurer-Elect. The Immediate Past President shall serve as Chair of the Board and will assume that position without election. Officers shall rank in the order named. These officers will constitute the Chapter's Executive Committee.

Section 2: Qualifications. All candidates for office must be Professional members of the Chapter in good standing at the time of nomination and election.

Section 3: Election – Term of Office. All elected officers shall be chosen as provided in these By-laws. Each elected officer and Chair of the Board shall assume office on January 1 following his/her election, and shall hold such office for the following terms until his/her death, resignation, or removal:

- **Chair of the Board, President, and President-elect: one year.**
- **Secretary: two years.**
- **Treasurer: two or three years.**
- **Treasurer-elect: one year.**

No officer may succeed himself/herself in that office.

Section 4: Removal of Officers and Directors. Any officer or member of the Board of Directors may be removed from office for cause upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors' meeting. He/she is entitled to a due process hearing prior to any action taken by the Board.

Section 5: Vacancies. Should the President be elected but unable to take office, a special election shall be held to fill the vacancy. Should the President be unable to serve his/her term of office after installation, then the President-elect shall be automatically elevated to the office of President. All special elections shall be held in accordance with these By-laws. Any other vacancy on the Board of Directors shall be filled upon nomination by the Chair of the Board (or President if the vacant position is the Chair position) and a majority vote of the Board of Directors.

Article VIII – Duties and Responsibilities

Section 1: Chair of the Board. The Chair of the Board (Immediate Past President) shall preside at the meetings of the Board and shall assist the President in fulfilling the goals and objectives of the Chapter.

Section 2: President. The President shall preside at the meetings of the Chapter. He/she will shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. He/she will maintain liaison with SHRM.

Section 3: President-elect. The President-elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board of Directors or President may determine. He/she shall serve as Program Chair arranging for appropriate programs conducted at all regular meetings.

Section 4: Secretary. The Secretary shall be responsible for recording the minutes of all Board meetings and any other business meetings of the Executive Committee or other business meetings of the Chapter. The Secretary shall perform such other duties as the Chair of the Board or President shall determine.

Section 5: Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and membership and arrangements for the audit of the Chapter's finances. The Treasurer shall perform such other duties as the Chair of the Board or President shall determine.

Section 6: Treasurer-elect. The Treasurer-elect shall be responsible for supporting the Treasurer and learning all aspects of the Treasurer position in order to be prepared to take on that role the following year.

Article IX – Committees

Section 1: Committee Organization. Appointments of Chairpersons to committees are the sole responsibility of the Chair of the Board. The Chairperson of each committee shall appoint their Vice Chair with a majority concurrence of the Board of Directors. The Chairperson, Chair of the Board, and President shall seek interested members to participate in committee activities.

Section 2: Committee Activities. Committees are established to provide the Chapter with special on-going services. Standing committees shall be College Relations, Diversity, Governmental Affairs, Professional Development, Membership, Public Relations, Workforce Readiness and Hospitality. The Vice Chair of the Public Relations shall also serve as the Chair, SHRM Foundation for the Chapter. The Chair of the Board or President may appoint other committees, subject to Board approval, as deemed necessary.

Article X – Contracts, Checks, Drafts, Etc.

All contracts, deeds, mortgages, pledges, promissory notes, assignments, and other written instruments binding upon the Chapter shall be executed on behalf of the Chapter by the President, President-elect, or by such other officers or agents as the Board of Directors may designate from time to time. Any such instrument required to be given under the seal of the Chapter may be attested by the Secretary or Chapter Management Professional of the Chapter. Checks and drafts of the Chapter shall be signed by the Treasurer or any other officer as the Board of Directors may from time to time designate.

Article XI – Indemnification

Each person who is or was a Director or Officer of the Chapter and each person who is or was a Director or Officer of the Chapter who at the request of the Chapter is serving or has served as an Officer, Director, partner, joint venturer, or trustee of another Chapter partnership, joint venture, trust, or other enterprise shall be indemnified by the Chapter, and entitled to advancement of expenses of litigation to the fullest extent permitted under the Code against those expenses (including attorney's fees), judgments, fines, and amounts paid in settlement which are allowed to be paid, reimbursed, or advanced by the Chapter under the Code and which are actually and reasonably incurred in connection with any action, suit, or proceedings, pending or threatened, whether civil, criminal, administrative, or investigative, in which such person may be involved by reason of his being or having been a Director or Officer of this Chapter or of such other enterprise. Such indemnification shall be made only in accordance with the Code and subject to the conditions thereof.

As a condition to any such right of indemnification, the Chapter may require that it be permitted to participate in the defense of any such action or proceedings through legal counsel designated by the Chapter and at the expense of the Chapter.

The Chapter may purchase and maintain insurance on behalf of any such person whether or not the Chapter would have the power to indemnify such officers and Directors against any liability under the Code.

The provisions set forth herein regarding indemnification shall in no way limit the corresponding provisions set forth in the Articles of Incorporation of the Chapter.

Article XII – Parliamentary Procedure

All parliamentary procedures shall be governed by Robert's Rules of Order unless otherwise specified in these By-laws.

Article XIII – Amendments of By-laws

All By-law amendments must be pre-approved by SHRM before they are official for the Chapter. Any and all By-laws updates or changes must be sent to SHRM before a membership vote. The By-laws may then 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 such proposed amendment has been reviewed by SHRM and is not in conflict with SHRM's By-laws. Required notice is providing the members a copy of the proposed By-laws changes/amendments at least two weeks prior to the meeting during which a vote will be taken. No 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.

Article XIV – Chapter Dissolution

In the event of Chapter 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., SHRM Foundation, a local student chapter, the Georgia State Council, an HR degree program, or other such organization or charity).

Article XV – Statement of Ethics

The Chapter adopts SHRM's Code of Ethical Standards for the Human Resources profession for members of the Association in order to promote and maintain the highest standards among its members. Each member shall honor, respect, and support the purpose of this Chapter and 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 or through the use of information provided to him/her as a member of the Chapter without the approval from the Board of Directors.

Article XVI – 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 XVII – Miscellaneous

Section 1: Severability. The invalidity of any part of these By-laws shall not impair or affect in any manner the validity, enforceability, or effect of the balance of these By-laws.

Section 2: Gender and Grammar. The use of the masculine gender in these By-laws shall be deemed to include the feminine gender and the use of the singular shall be deemed to include the plural whenever the context requires.

Section 3: Fiscal Year. The fiscal year shall be the calendar year.

Section 4: Captions. The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit, or describe the scope of these By-laws or the intent of any provision thereof.

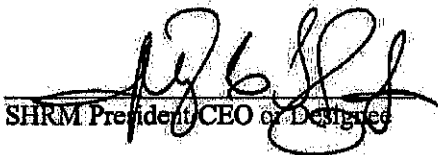
Section 5: Books and Records. All members of the Board of Directors shall, upon request, be entitled to inspect all books and records of the Chapter and current copies of By-laws and other rules concerning the Chapter during normal business hours at the office of the Chapter or such other place reasonably designated by the Board of Directors as the depository of such books and records.

Approved and adopted by a vote of the SHRM Columbus Area membership as its regularly constituted meeting on _____.



President, Society for Human Resource Management Columbus Area

4/12/19
Date



SHRM President/CEO or Designee

10/24/18
Date