

East Alabama Society for Human Resource Management (EASHRM) Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is East Alabama Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as East Alabama Society for Human Resource Management or "EASHRM" 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 2 PURPOSE

The purposes of this Chapter, as a not-for-profit organization, are:

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. to provide a focus for legislative attention to state and national human resource management issues;
- vi. to provide valuable information gathering and dissemination channels;
- vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- ix. to serve as a source of new members for SHRM; and
- x. to serve as part of the two-way channel of communications between SHRM and the individual members.

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 3 FISCAL YEAR

The fiscal year of the Chapter shall be 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 4.2, 4.3, 4.4, and 4.5 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, 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 with which the member is affiliated.

Section 4.3: General Members. Individuals who are currently engaged in Human Resources or any of its specialized functions or who demonstrate a bona fide interest in HR management and the mission of the chapter shall be eligible for Professional Membership.

Section 4.4: Student Members. Individuals who are current members of an active SHRM student chapter and who are pursuing a course of learning leading to employment in the human resources field or closely related profession. Student members may not vote or hold office in the chapter.

Section 4.5: Transitional Members. Individuals who have joined as Student Members prior to graduation. Upon graduation they may apply to continue their affiliation with the professional chapter. Annual membership dues are waived for transitional members for one year post-graduation.

Section 4.6: Honorary/Life Members. Honorary and life membership may be conferred upon any person retiring while in good standing as a member of EASHRM, by approval of the Board. These members shall be entitled to full membership without the payment of dues. These members may not vote or hold office.

Section 4.7: Application for Membership. Application for membership shall be made via the Chapter's membership application form. All applications shall be reviewed by the Membership Director and approved by the Board of Directors. New members shall be afforded full membership rights from the first day of the month following approval by the Board of Directors. New members shall receive a Welcome Letter, current copy of the Chapter's Bylaws, a copy of the SHRM Code of Ethics, and a current membership listing.

Section 4.8: Voting. Each General and Transitional member of the Chapter shall have the right to cast one vote on matters of importance brought before the members. Only General and Transitional members are eligible to vote.

Section 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Annual chapter dues shall be reduced for individuals who are members of both SHRM and this Chapter. Membership dues shall be prorated on a quarterly basis and set annually. Due dates and other payment requirements shall be set annually by the Board. Student and Transitional membership dues shall be waived. Members in arrears may be suspended or dropped from membership status for non-payment of dues. These members may be reinstated upon payment of dues with a majority vote of the Board of Directors.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held monthly as determined by the Board of Directors. Attendees are expected to R.S.V.P. by the date specified in the meeting notice. The cost to attend a meeting shall be set annually by the Board of Directors.

Section 5.2: Election Meetings. The election meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in October (or at such other time as determined by the Board of Directors) during the regularly scheduled membership meeting. Nominations shall be called for during the month of September.

Section 5.3: Notice of Meetings. Notices of monthly meetings will be provided to the members via email and/or newsletter, at a minimum of one week prior to the date of the meeting.

Section 5.4: Quorum. Those members present at a regular meeting shall constitute a quorum. The vote of a majority of the voting members present at any meeting, either in person or by conference call, shall be necessary for the adoption of any matter voted on by the members.

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 members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Past President, Treasurer, and Secretary.

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. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM. The Auburn University Student Chapter President and/or Liaison Coordinator shall also serve as ex-officio members of the Board.

Section 6.4: Qualifications. All candidates for the Board of Directors must have been members of the chapter in good standing for a minimum of six months prior to 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 6.5: Election - Term of Office. The Past President shall serve as Chair of the Nominating Committee and shall select four (4) members of the Board to compose the committee. The committee shall present names of suitable candidates for office to the Chapter thirty days prior to the election of officers. Nominations may also be made by any active member from the floor at the September membership meeting or by written election ballot. Any active member is eligible for candidacy provided s/he has been a member in good standing for at least six (6) months prior to the beginning of the term. Officers and Directors shall be elected by the members at the election meeting of the membership from the proposed slate of the nominating committee. The Governmental Affairs position shall be appointed annually by the President. Each elected Officer and Chairperson shall assume office on January 1. Officers shall hold office for one year or until his/her successor is elected and takes office. Core Leadership Area Chairpersons shall hold office for a period of two (2) years. These terms shall be staggered so that all terms do not end in the same year. There is no term limit.

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.

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, by conference call, or email, 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 General 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 Director and Officer. Any Officer or Director 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 Officer or Director shall be entitled to a due process hearing before the current officers and/or appropriate Board members (minimum of 5 persons) prior to any termination action being imposed.

ARTICLE 7 DUTIES AND RESPONSIBILITIES

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

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.2: The Vice President/President-Elect. The President-Elect, at the request of the President or in his/her absence, may perform any of the duties of the President. He/she shall have such other duties and perform such other liaison duties as the Board or the President may determine. The Vice President shall serve as President-Elect and will ascend to President upon completion of the current President's term. He/she shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, and provides assistance to the Special Programs Chair on any workshops and/or seminars sponsored by the Chapter as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president-elect is encouraged to attend the annual SHRM Leadership Conference, and must be a current member in good standing of SHRM to do so. Upon ascension to the presidency, the Vice President shall be expected to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. The Past President shall serve as Chair of the Nominating Committee as referenced in Section 6.5.

Section 7.4: The Secretary. The Secretary shall be responsible for recording the minutes of all Board meetings of the Chapter and reporting them to the Board.

Section 7.5: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter (i.e. receive payments, pay invoices, disburse monies as directed by the Board, maintain monthly attendance lists), including all required filings in an accurate and timely manner. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine.

Section 7.6: The Membership Director. The Membership Director shall serve as chair of the Membership Committee and shall administer the membership application process. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine. The chapter requires the Membership Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.7: Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. The chapter requires the following CLA Directors to be a current member in good standing of SHRM throughout the duration of his/her term of office: SHRM Foundation, Workforce Readiness, Governmental Affairs, and HRCI/Certification. Exceptions to this requirement may be made upon annual approval by the Board of Directors.

Section 7.8: Board Resignations. Members of the Board who are unable to complete their term of office shall notify the President in writing. The President shall then appoint a replacement with approval of the Board.

Section 7.9: Other Members of the Board. In conjunction with the Board of Directors, the President may create and appoint additional positions as needed.

ARTICLE 8 COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 8.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. Core Leadership Area Directors shall serve as Chairpersons to committees. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

Section 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, Community Service & Activities, etc.

ARTICLE 9 ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

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 mission 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. While casual networking is encouraged, no member shall inappropriately solicit business from any other member.

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 General and Transitional members present at any meeting at which a quorum exists and in which required notice has been met, 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 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 the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

ARTICLE 14 WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had 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 the Membership of Chapter and signed by:

Chapter President Amiee Lepier Date 9-11-2013

Approved by:

SHRM President/CEO or President/CEO Designee Laurie McIntosh Date 6/6/13