

## Adair, Crystal

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**From:** Post, Susan  
**Sent:** Thursday, June 02, 2011 1:47 PM  
**To:** Adair, Crystal; Knapp, Dorothy  
**Subject:** FW: NASHRM Bylaws  
**Attachments:** NASHRM By-Laws\_2011 (FINAL).pdf

Ladies –

These are good to go to Pam.

Thanks!

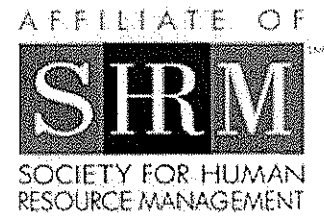
Hi, Pam –

Attached are revised bylaws for North Alabama SHRM. In addition to a name change, they've added a clause for required board meeting attendance, revised their membership categories, added two new board positions (Social Media Dir and Mentor Education Dir), eliminated two position (Assistant Webmaster and Chapter Historian) and clarified that ALL board members must be members of SHRM.

All required elements are included, and these are ready for your signature.

Thanks!

Susan



**North Alabama Society for Human Resource Management  
Chapter Bylaws**

- Article 1     Name and Affiliation**
- Article 2     Purpose**
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## **ARTICLE 1**

### **NAME AND AFFILIATION**

Section 1.1: Name. Chapter's name shall be North Alabama Chapter of the Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as NASHRM and not as Society for Human Resource Management, or SHRM.

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. Likewise SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public or contract in the name of SHRM without the express written consent of SHRM.

Section 1.4: Legal Status. NASHRM is chartered as a non-profit organization in Alabama under Section 501(c) (6) of the Internal Revenue Code.

## **ARTICLE 2**

### **PURPOSE**

The Chapter's purpose includes but is not limited to:

- a) Providing a forum for the personal and professional development of our members;
- b) Providing opportunities to develop leadership, managerial, public speaking and group decision-making skills;
- c) Providing an arena for the development of trust relationships where common problems can be discussed and deliberated;
- d) Providing an opportunity to focus on current human resource management issues of importance to our members;
- e) Providing a focus for legislative attention to state and national human resource management issues;
- f) Providing a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- g) Serving as an important vehicle for introducing human resource management professionals to SHRM;
- h) Serving as a source of new members for SHRM;
- i) Serving as part of the two-way channel of communications between SHRM and the individual members; and
- j) Serving as a recognized leader in the community on all aspects of Human Resource Management.

The Chapter supports the stated vision, mission and strategic priorities of SHRM.

## **ARTICLE 3**

### **FISCAL YEAR**

The Chapter's fiscal year shall be the calendar year.

## **ARTICLE 4**

### **MEMBERSHIP**

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter are stated in Sections 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: Non-transferability of Membership. Chapter Membership is on an individual basis only and is not transferable to another. . Membership in other SHRM affiliated chapters is not transferable to NASHRM.

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 individuals who are engaged in 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; (c) faculty members holding an assistant, associate or 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 clients on matters relating to the human resource profession. Professional members may vote and hold office in the chapter.

Section 4.5: General Members. Individuals engaged in human resource management at the exempt level, but who do not meet the requirements for professional member. General members have voting rights, but may not hold office in the chapter.

Section 4.6: Associate Members. Individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may not vote or hold office in the Chapter.

Section 4.7: Lifetime Members. The Board of Directors may grant Lifetime membership to retired Chapter Members

Section 4.8: Application for Membership. Application for membership shall be submitted via the application which can be found on the Chapter's website. . All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors or their designee. The Board of Directors or their designee shall afford new members full membership rights from the date of application approval. SHRM members must submit a Chapter membership application. As such SHRM members will be approved at the level of their SHRM membership. . Membership is renewed annually.

Section 4.9: Voting. Each Professional and General member of the Chapter shall have the right to cast one vote on each matter brought before the membership. Associate Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 5.0: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the start of the fiscal year

## **ARTICLE 5**

**MEETINGS** Section 5.1: Regular Meetings. Regular meetings of the members shall typically be held monthly or as otherwise determined by the Board of Directors. Meetings may be canceled at the discretion of the Board.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in November?? or at such other time as determined by the Board of Directors.

Section 5.3: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors, or by one-twentieth of voting members who are entitled to be cast a vote at such meeting.

Section 5.4: Board Meetings. The President shall call and conduct regular meetings of the Board of Directors. The President-Elect or other designated office shall preside at any meeting the President is unable to attend. Section 5.4: Notice of Meetings. A ten day notice must be given to all members prior to all special and annual meetings. A seven day notice must be given to all members prior to regular meetings.

Section 5.5: Quorum. A quorum shall be established when one-tenth of the eligible voting members are represented in person or conference call. 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 to the extent 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 members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Immediate Past President, Vice President of Programs, Vice President of Membership, Treasurer, and Chapter Administrator.

**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 the Assistant VP of Programs, the Assistant Treasurer, the Core Leadership Area Directors as defined by SHRM as well as Director Positions established by the Board. The Director Positions for the Chapter are: Director of Certification, Director of Education/Community Relations, Director of Workforce Readiness, Director of Mentor Education, Director of Legislative Affairs, Director of Student Chapter Relations, Director of Social Media, Webmaster, and Director of Diversity. These shall constitute the governing body of the Chapter and each shall have one vote for matters brought before the Board. 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. Committee Chairpersons, appointed by the Board of Directors for an annual term, shall report to Officers/Directors and are responsible for directing the activities of volunteers.

**Section 6.4: 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. Additionally all candidates for the Board of Directors must be members of SHRM in good standing at the time of nomination or appointment and for their complete term of office. Chapter Officers, if eligible, are encouraged to promote the certification program by seeking and maintaining PHR or SPHR certification.

**Section 6.5: Election -Term of Office.** Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors. Each elected Officer and Director shall sworn in and assume office at the Chapter meeting each January following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

**Section 6.6: Vacancies.** A mid-term vacancy in the Office of President shall be filled by the President-Elect. Any other 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 or by conference call, shall be the act of the Governing Body, except

to the extent that applicable state law may require a greater number. 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 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: Attendance of Board of Directors.** Each member of the Board of Directors is required to attend, in person, a minimum of 75% of the board meetings during the calendar year of their term. Failure to attend the minimum number of meetings would subject the board member to potential removal from their position as outlined in Section 6.10 of the By Laws.

**Section 6.10: 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 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 is responsible for providing leadership and direction to the Chapter, directing and supporting the efforts of Officers and Directors, presiding over regular Chapter meetings, scheduling and managing Board meetings, serving as liaison to SHRM, Alabama SHRM State Council, and the general public, ensuring that the Chapter Bylaws are followed and facilitating the development of future Chapter leaders. In addition, the President has final responsibility for the reasonable and prudent management of the Chapter's finances. The President approves the appointment of standing Committee Chairpersons except for those specifically identified in these Bylaws. The President serves as the Chapter's voting Member of the SHRM Alabama State Council.

**Section 7.2: The President-Elect.** The President-Elect serves as assistant to the President, has responsibilities for special projects, and presides over regular Chapter and Board meetings in the absence of the President. This individual is charged with becoming familiar with all of the chapter's functions and activities in anticipation of succeeding to the presidency, supporting other Officers, and performing other duties as determined by the President or Board of Directors. In the absence of the President, the President-Elect shall represent NASHRM on the Alabama SHRM State Council. The president-elect is encouraged to attend the annual SHRM Leadership Conference.

Section 7.3: The Vice-President Programs. The Vice President Programs shall be responsible for planning, developing and overseeing all arrangements in connection with chapter meetings, seminars and workshops, focus groups, the holiday social, and diversity activities 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.

Section 7.4: The Assistant Vice-President of Programs. The Assistant Vice President Programs supports the overall Program function for the chapter. He/she shadows the Vice President of Programs and assists in all areas needed including but not limited to coordinating with HRCI, marketing to potential sponsors, coordinating with presenters, serving as a liaison with the host facility for NASHRM functions, creating and presenting updates to the Board of Directors. The person fulfilling the role of Assistant Vice President of Programs will be moved to role of Vice President of Programs the following fiscal year.

Section 7.5: The Vice President of Membership. The Vice President of Membership shall serve as chair of the Membership Committee. 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.

Section 7.6: The Treasurer. The Treasurer is directly responsible for the reasonable and prudent management of the Chapter's business transactions and for the safeguarding of the Chapter's financial assets. This officer prepares regular reports on the state of the Chapter's finances for the Board of Directors and the membership, forecasts future financial needs, contracts for the preparation of the Chapter's annual tax return and audit, assists the President in the annual budgeting process and supports the meeting registration process. In addition, this Officer manages the Chapter's banking relationship, makes deposits and disburses funds through properly authorized procedures and maintains the Chapter's records. The annual report as of December 31st of each year shall be made in writing and submitted to the Board of Directors for approval.

Section 7.7: Assistant Treasurer. The Assistant Treasurer supports the treasurer in fulfilling the role of financial officer and advisor. The assistant treasurer helps to maintain the financial records of the chapter and assists the treasurer in the preparing of the required chapter reports. The assistant treasurer also provides input to the financial processes and procedures of the chapter and continuously reviews areas for improvement. The person fulfilling the role of Assistant Treasurer will be moved to role of Treasurer the following fiscal year.

Section 7.8: The Chapter Administrator. The Chapter Administrator shall keep accurate attendance and minutes of board meetings; maintain Chapter member and guest badges; serve as contact person for special meetings; assist with making and confirming meeting arrangements; receive monthly reservation requests for Chapter meetings; be available to sign in members and guests at the monthly meetings; maintain the records of participation rosters for chapter sponsored seminars and workshops; and provide information as necessary to the members.

Section 7.9: Past President. The Past President shall serve as an advisor to the President, supports the other officers and serves as Chairperson of the Nominating Committee overseeing the annual election process and providing continuity of leadership. The chapter requires the Immediate Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.10: Directors. Directors shall have such powers and perform such liaison duties as the Board or the President may determine. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. The responsibilities of the CLA Directors are as follows:

- a. Certification Director. The Certification Director shall support chapter certification/recertification efforts, act as liaison between HR Certification Institute and chapter members; oversee certification review program(s), and maintain reference materials necessary for certification review.
- b. Education/Community Relations Director. The Education/Community Relations Director shall oversee education advocacy and community relations. He/she will coordinate education initiatives with educators and students to form partnerships between schools and business and support national and state education initiatives from SHRM. He/she will also identify other community needs and coordinate chapter volunteers and/or materials provided by the chapter.
- c. Director of Workforce Readiness: The Director of Workforce Readiness shall serve as a liaison between the NASHRM chapter and the community to help prepare new entrants, incumbent workers, and re-entrants into the workforce. He/she will help build partnerships and alliances between educational institutions, governmental entities, and employers to create awareness and develop workforce skills for the job market.
- d. Director of Mentor Education: The Director of Mentor Education shall oversee the NASHRM Mentor University program (NMU) for the fiscal year of his/her term of office. He/she will be responsible for establishing a committee, developing the curriculum, contacting speakers, and the overall administration of the program. He/she will also be responsible for marketing the program to members for the next year
- e. Legislative Director. The Legislative Director shall keep the membership informed of federal and state pending legislation and legislative activities, which affect Human Resources and promote the grassroots support from the chapter membership to encourage legislators to support or oppose critical legislation.
- f. Student Chapter Relations Director. The Student Chapter Relations Director shall serve as liaison between this chapter and the student SHRM chapter(s) at local colleges and universities. He/she shall assist the Student Chapter President(s) with leadership, programs, resume book, student scholarships, and other chapter activities.
- g. Director of Social Media. The Director of Social Media shall promote awareness of the purpose and actions of the chapter through ongoing communication efforts and branding initiatives, using social media tools. He/she will: develop a cyberspace persona and become immersed in the culture and use of new media as a representative of the chapter; develop and implement a strategy to use new media in promoting and presenting our chapter programs, seminars, and

workshops; consult with other board members on ways to use social media to support their functions, engage with members and other local professionals through social media channels with the ultimate goal of attracting and retaining members for the chapter.

- h. **Webmaster.** The Webmaster oversees the maintenance of the Chapter's Website, LinkedIn Group and Weblog and acts as the interface with service providers. The Webmaster will post information on the site, setup online registrations for chapter meetings, troubleshoot technical problems, evaluate quality and value of service providers and make recommendations for changes/updates and will lead new service/product implementations.
- i. **Director of Diversity:** The Director of Diversity monitors and evaluates on a continuing basis local activities concerning diversity issues. The Director of Diversity will also spearhead the effort to diversify the chapter's membership/leadership and to publicize successful diversity programs in the local community.

## **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.** Appointment of Chairpersons to committees is the sole responsibility of the President. 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, etc.

## **ARTICLE 9**

### **VOTING**

The Board of Directors may submit any matter of the Chapter's business to the voting membership for resolution by hand vote, paper ballot, or electronic media such as email and/or the NASHRM website 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 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.

## **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 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 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, shall be distributed to the SHRM Foundation in accordance with applicable provisions of the Internal Revenue Code (IRC).

## **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

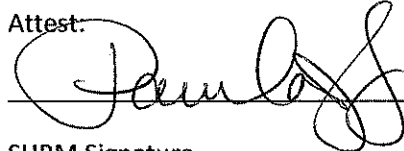
### TERMS USED

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.

### Certification

These bylaws for the North Alabama Society for Human Resource Management have been approved by the Society for Human Resource Management and, having been properly ratified by the Membership of the Chapter in accordance with Article 12 of the previous Bylaws, ratified on \_\_\_\_\_, are declared in effect as of this date: \_\_\_\_\_

Attest:

 \_\_\_\_\_  
SHRM Signature

6/16/11  
Date

\_\_\_\_\_  
Chapter President Signature

\_\_\_\_\_  
Date