

## **ARTICLE 1 NAME AND AFFILIATION**

Section 1.1: Name. The name of the Chapter is 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 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 non-profit organization, are:

To provide a forum for the personal and professional development of our members;

To provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;

To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;

To provide an opportunity to focus on current human resource management issues of importance to our members;

To provide a focus for legislative attention to state and national human resource management issues; vi. to provide valuable information gathering and dissemination channels;

To provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;

To serve as an important vehicle for introducing human resource management professionals to SHRM;

To serve as a source of new members for SHRM; and

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 4.3, 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. Membership in the Chapter is neither transferable nor assignable. Chapter membership is on an individual basis only and not transferable from one individual to another.

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; (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: Application for Membership. Application for membership shall be on the Chapter application form. 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. Members of SHRM National must submit a Chapter membership application. Membership is renewed annually.

Section 4.8: 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 members. Associate Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

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.

## **ARTICLE 5 MEMBER MEETINGS**

Section 5.1: Regular Meetings. Regular meetings of the members shall typically be held on the 2<sup>nd</sup> Tuesday of the month 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 September 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 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 days prior to the meeting

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person, conference call, 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 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, Corresponding Secretary and Recording 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 these Core Leadership Area Directors, Director of Certification, Director of Education/Community Relations, Director of Legislative Affairs and Director of Student Chapter Relations. 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. 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. 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 the President Elect, Vice President of Programs and Vice President of Membership also be current members in good standing of SHRM throughout the duration of his/her 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 at the beginning of each election year. 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: 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 National, 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. The President shall be a current member in good standing of SHRM National throughout the duration of his/her term of office.

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. The chapter requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

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. The Vice-President Programs shall be a current member in good standing of SHRM National throughout the duration of his/her term of office.

Section 7.4: 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. The chapter requires the Vice President of Membership to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.5: 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, manages the annual budgeting process and oversees 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 7.6: The Corresponding Secretary. The Corresponding Secretary shall be responsible for providing timely and comprehensive information to chapter members and the community about programs, seminars and workshops, and other pertinent chapter information. He/she shall prepare the monthly newsletter, maintain updated copies of the Chapter's Bylaws, provide information as necessary to the members, and will oversee public relations and chapter historian.

Section 7.7: The Recording Secretary. The Recording Secretary 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 request 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 7.8: 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 7.9: 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. 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:

Certification Director. The Certification Director shall support chapter certification/recertification efforts, act as liaison between HRCl and chapter members; oversee certification review program(s), and maintain reference materials necessary for certification review.

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.

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.

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.

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.

## **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 ELECTRONIC VOTING**

Mail or electronic ballots can be used for the election of Directors. 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 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 shall be distributed to the SHRM Foundation or 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.