

**BYLAWS FOR THE  
APPLE VALLEY HR ASSOCIATION  
AN AFFILIATE CHAPTER OF  
THE SOCIETY FOR HUMAN RESOURCES MANAGEMENT**

**ARTICLE 1  
NAME AND AFFILIATION**

*Section 1.1: Name.* The name of the Chapter is **Apple Valley HR Association** (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as **AVHRA** 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:

- 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 4.3, 4.4, 4.5 and 4.6 of this Article. The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. The Chapter will consider all members in good standing with SHRM who have completed their SHRM application and designate AVHRA as their chapter of record to be active members of the Chapter. 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.

*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: 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 vote or hold office in the Chapter.

*Section 4.6: General Members.* Individuals doing business in employment and human resource issues at the exempt level but do not meet the requirements for Professional member. General members have voting rights and may hold office in the Chapter.

*Section 4.7: Student Members.* Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource

management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

*Section 4.8: Voting.* Each Professional, Associate, and General member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

*Section 4.9: Dues.* AVHRA will not assess annual chapter dues in addition to the annual dues established by SHRM.

*Section 4.10: Termination of Membership.* Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

## **ARTICLE 5 MEMBER MEETINGS**

*Section 5.1: Regular Meetings.* Regular meetings of the members shall be held on the third Thursday of each month or as otherwise determined by the Board of Directors.

*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 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, by proxy, or by 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, represented by proxy 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, Past President, President-Elect, 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 and include the Program Director, Membership Director, Communications / Newsletter Director, School to Work Director (College Relations /

Workforce Readiness), Diversity Director, Certification Director, Legislative Director, and SHRM Foundation Director. 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.

*Section 6.4: Qualifications.* All candidates for the Board of Directors must be Professional, General, or Associate members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The chapter also requires that each Board member 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.* Officers and Directors shall be elected by the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the end of each election year. Each elected Officer and Director shall assume office on January 1 following his/her election and shall hold office for no more than two years in the same position. If an individual wants to fill the same position for more than two (2) years, it must be approved by a majority vote of the Board of Directors. Officers and Directors are encouraged to fill other positions on the Board after their term. After leaving the Board, either voluntarily or due to term limits within a position, any Officer or Director may be re-elected back to the Board after a one year leave of absence.

*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 shall be the act of the Governing Body. In addition, the Board may act by unanimous written consent of all voting members.

*Section 6.8: Board of Directors' Responsibilities.* The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A Professional, General or Associate member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

*Section 6.9: Removal of 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 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 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 or the President may determine. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. 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 Membership Director.* The Membership Director 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 7.4: The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

*Section 7.5: The Secretary.* The Secretary shall be responsible for recording the minutes of all meetings of the Chapter. He/she shall also perform such other duties as the President may determine. The chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

*Section 7.6: 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 attending monthly board meeting and reporting to the board the status of the duties assigned. 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 each CLA Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

*Section 7.7: 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 chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

## **ARTICLE 8 COMMITTEES**

*Section 8.1: 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 8.2: Committee Activity.* Committees are established to provide the Chapter with special ongoing services, such as Legislation, 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 provided the Chapter has had at least one in-person meeting that year.

## **ARTICLE 10**

### **MEMBER SERVICE AREAS**

*Section 10.1: Member Service Areas.* In order to serve the geographic needs of the chapter, the chapter may establish local member service areas for the development and delivery of chapter services.

*Section 10.2: Member Service Area Organization.* These areas shall operate under the operational guidelines set forth by the Chapter Board of Directors and within the guidelines set by SHRM for such subgroups.

*Section 10.3: Member Service Area Oversight.* The Board of the Chapter shall be responsible for the compliance of the subgroups to Chapter charter requirements such as logo use, use of name etc.

*Section 10.4: Member Service Area Activity.* Member Service Areas are established to provide the Chapter with local networking, educational programs, membership recruitment activities and other initiatives as determined by the Board.

*Section 10.5: Recognition of Local Leader Roles in Governance Process:* The Chapter President is Chief *Elected* Officer of the affiliate; MSA Chairs are generally appointments of the Chapter President from the MSA area members. Alternately, they could be part of the 'slate' presented to the membership.

## **ARTICLE 11**

### **MSA DUTIES & RESPONSIBILITIES**

*Section 11.1: Member Service Area Chairs.* The Chair of each approved Member Service Area (MSA) in the Chapter will serve on the Board of Directors of the Chapter in a voting capacity, and shall have such powers and perform such liaison duties as the Board or the Chapter President may determine. The responsibility includes initiatives in a particular geographic area as determined by the Chapter President and the Board.

## **ARTICLE 12**

### **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 13**

#### **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 14**

#### **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 15**

#### **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 16**

#### **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.

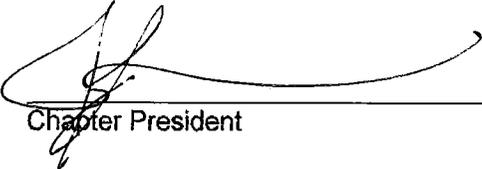
### **ARTICLE 17**

#### **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.

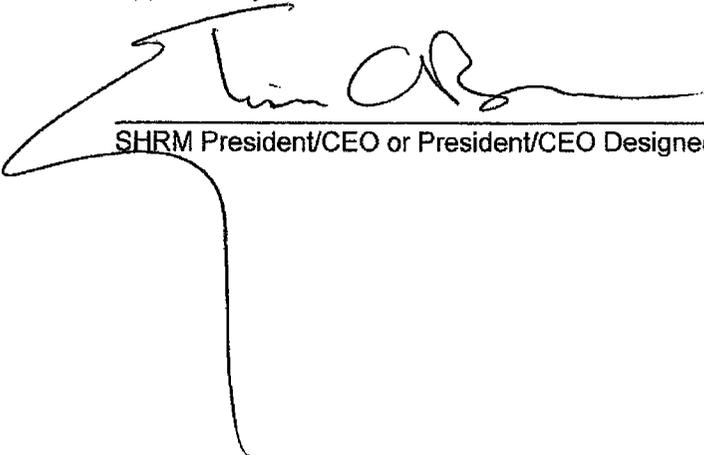
Note\* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership of Chapter and signed by:

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

8-31-2014  
Date

Approved by:

  
\_\_\_\_\_  
SHRM President/CEO or President/CEO Designee

6-11-14  
Date