



Lynchburg Regional SHRM, Inc.

(LRSHRM)

An Affiliate of the Society for Human Resource Management (SHRM)

Chapter Bylaws

August 2017

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ARTICLE 1: IDENTIFICATION

Section 1.1: Name. The name of the Chapter is Lynchburg Regional Society for Human Resource Management, Inc. - 0146 (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Lynchburg Regional Society for Human Resource Management, Inc. (Chapter name) and not as SHRM or the Society for Human Resource Management.

Section 1.2: Purpose. (A).To provide a forum for the personal and professional development of our members; (B).To provide an opportunity to focus on current legislative and critical human resource management issues; and (C).To serve as a resource and facilitator for national SHRM.

Section 1.3: Mission. An organization striving for excellence by serving the HR profession through professional development, education, and community support.

Section 1.4: Vision. The Lynchburg Regional Society for Human Resource Management, Inc. will be a recognized authority benefitting local businesses, government and the academic community.

Section 1.5: Fiscal Year. The fiscal year of the Chapter shall be the calendar year.

Section 1.6: 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.

Section 1.7: Non-solicitation. 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 2: AFFILIATION

Section 2.1: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 2.2: 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.

Section 2.3: Disaffiliation. 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 3: MEMBERSHIP

Section 3.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Section 3.3 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. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, color, religion, gender, age, national origin, disability, genetic information, status as a protected veteran, pregnancy, gender identity, sexual orientation, or any other characteristic protected by applicable law.

Section 3.2: Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 3.3: Terms and Classes. Persons possessing the necessary qualifications, may upon approval of the Chapter, be admitted to membership in the Chapter in one of the following classes:

(A) *Professional Members.* Professional members may vote and hold office in the chapter. Professional membership shall be limited to those individuals who are engaged as one or more of the following:

- i. Practitioners of human resource management at the exempt level for at least three years;
- ii. Certified with an HR Certification recognized by SHRM;
- iii. 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;
- iv. Full-time consultants with at least three years of experience practicing in the field of human resource management; and/or
- v. Full-time attorneys with at least three years of experience in counseling and advising clients on matters relating to the human resource profession.

(B) *General Members.* General members may vote and hold office in the Chapter. General membership shall be limited to those individuals who are engaged in the profession of human resource management in an exempt position but do not meet the requirements of Professional Membership.

(C) *Associate Members.* Associate members may vote, but may not hold office in the Chapter. Associate membership shall be limited to those individuals who are engaged in the profession of human resource management in a non-exempt position 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.

(D) *Student Members.* Student members may not vote or hold office in the Chapter. Student membership shall be limited to those individuals who are

- i. Enrolled either as full-time or part-time students, at freshman standing or higher;
- ii. Enrolled in the equivalent of at least six (6) credit hours;
- iii. 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;
- iv. Able to provide verification of a demonstrated emphasis in human resource management subjects; and,
- v. Able to provide verification of the college or university's human resources or related degree program.

Section 3.4: Transferability. Membership in the Chapter is neither transferable nor assignable.

Section 3.5: Application for Membership. Application for membership shall be completed through the Chapter website electronic form. New members shall be afforded full membership rights from the date of application, verification of National SHRM membership, and payment of dues.

Section 3.6: Voting. Each Professional, General, and Associate 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.

Section 3.7: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the distribution of renewal notices.

Section 3.8: Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

ARTICLE 4: MEMBER MEETINGS

Section 4.1: Regular Meetings. Regular meetings of the members shall be held on the second Thursday of each month or as otherwise determined by the Board of Directors.

Section 4.2: 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 4.3: 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 4.4: 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 4.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person 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 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 5: BOARD OF DIRECTORS

Section 5.1: 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 5.2: Officers. The following positions shall constitute the Officer members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Secretary, Past President, Director of Membership, Director of Finance, Director of Professional Development, Director of Public Relations, and Director of Government Affairs.

Section 5.3: Composition of the Board of Directors. The Officers listed in Section 5.2 of this Article, shall constitute the governing body of the Chapter. Additional Core Leadership Area Committee 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 5.4: Qualifications. All candidates for the Board of Directors must be Professional or General members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. Candidates for President and President-Elect must be Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. Each Board member must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5.5: Election - Term of Office. Officers 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 shall assume office on January 1st following his/her election and shall hold office for two years. Officers may not be elected to serve more than two (2) consecutive terms in the same position.

Section 5.6: 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 5.7: 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 5.8: 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 5.9: 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 6: 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, located on the chapter website, and distributed to the Board. The position descriptions are subject to change as deemed necessary by the President and/or the Board.

Section 6.1: The President. Provide leadership to the Chapter consistent with state, regional and SHRM policy, strategies and objectives. Effectively operate the Chapter so that the needs of the

members are met. Perform other duties as required by the Chapter's Bylaws. Serve as a voting member of the State Council.

Section 6.2: The President-Elect. Assist the President in overseeing all the activities of the Chapter. In the absence of the President, perform all the presidential responsibilities.

Section 6.3: The Secretary. Record minutes of Chapter and Board of Director's meetings, provide notice of meetings and perform general correspondence. Maintain Chapter records and history.

Section 6.4: The Director of Membership. Manage the membership function to successfully achieve an increase in Chapter membership. Guide the activities of the following committees: volunteers, membership, membership directory, awards and hospitality.

Section 6.5: The Director of Finance. Act as financial officer and advisor to the Board of Directors. Maintains the Chapter mailbox and distributes mail to the appropriate Officer, Director or Chair. Send dues notices and other invoices to members. File appropriate forms and information with the IRS.

Section 6.6: The Director of Public Relations. Oversee and manage the marketing and public relations activities of the Chapter. Educate and promote the SHRM Foundation and its activities to the membership. Obtain and secure sponsorships for various meetings, as necessary. Ensure website and other Chapter social media outlets are current.

Section 6.7: The Director of Professional Development. Solicit and coordinate the programs, workforce readiness, certification, diversity and college relations activities for the Chapter.

Section 6.8: The Director of Government Affairs. Monitor, evaluate and report on pending legislation, regulatory and/or legal actions at the federal and state level that may impact human resource functions. Serve as liaison to Chapter and elected officials to inform them of SHRM's position on legislation affecting our profession.

Section 6.9: Past-President. Advise the President and other officers and members of the Board regarding past practices, general operations and other matters to assist in the smooth operation of the Chapter.

Section 6.10: Core Leadership Area CLA Directors. Core Leadership Area Committee 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 each CLA Committee Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

ARTICLE 7: COMMITTEES

Section 7.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 7.2: Committee Organization. Committees are established by resolution of the Board of Directors.

Section 7.3: 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 7.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Professional Development, Public Relations, Government Affairs, and so forth.

ARTICLE 8: ELECTRONIC VOTING

The President and/or board may approve for the use of electronic votes in matters relating to Bylaw amendments, Officer elections and other matters as determined by the Board.

ARTICLE 9: PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

ARTICLE 10: AMENDMENT OF BYLAWS

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists or through electronic vote 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 11: CHAPTER DISSOLUTION

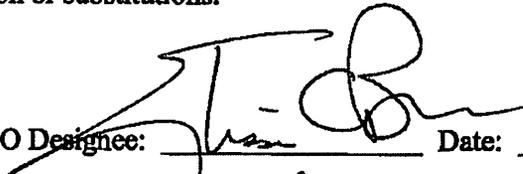
In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program or other such organization or charity with purposes consistent with those of the Chapter).

ARTICLE 12: 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.

Approved by:

SHRM President/CEO or President/CEO Designee:

 Date: 8/17/17

Ratified by the Membership of Chapter and Signed By

 Date: 11/16/17
Chapter President
