

## SHRM-ATLANTA CHAPTER BYLAWS

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### ARTICLE I - Name and Affiliation

*Section 1.1: Name.* The name of the Chapter is SHRM-Atlanta (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as SHRM-Atlanta 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 II - Mission Statement and Objectives

SHRM-Atlanta seeks to promote the professionalism of the Human Resource Management field by offering members a wide variety of professional development opportunities and a common forum in which to share ideas and experiences.

The Chapter serves members by:

Section 1: Providing a wide range of educational seminars, programs and other activities that allow members to develop their expertise in the various functional areas that constitute Human Resource Management.

Section 2: Providing a forum for members to meet and share information that will help them address human resource issues in their respective organizations.

Section 3: Promoting the highest standards of integrity through the Chapter's Code of Professional Responsibility.

Section 4: Serving as a reliable source of information pertaining to the Human Resource Management profession.

Section 5: Undertaking programs and activities that serve to increase the awareness and understanding of the Human Resource Management profession by the business community and the general public.

All Chapter policies, practices, activities and actions shall be free from discrimination on the basis of race, color, religion, gender, age, national origin, disability or veteran status.

### **ARTICLE III- Membership**

Section 1: Membership Classifications: A member of the Executive Committee, or his/her designee, shall have the authority to grant membership and determine each member's classification according to the guidelines set forth in the following sections.

Section 2: Regular Members: Regular membership in the Chapter shall be limited to those persons whose professional employment and primary career interest is in the field of human resource management. Also, faculty members of colleges and universities who hold assistant, associate, or full professor rank in human resource management, management, or any of its specializations will qualify for Regular membership. This classification also includes recent college graduates and persons pursuing career changes to human resources. Regular Members enjoy all benefits, rights and privileges of Chapter membership including the right to vote in matters of Chapter business or Bylaw changes and hold elective office in the Chapter. Please note: Their current or most recent work experience may not be in a sales or consulting/fee for service role (see Affiliate Member definition).

Section 3: Affiliate Members: A professional engaged in providing a product and/or service to the corporate HR community. Affiliate Members enjoy all benefits, rights and privileges of Chapter membership including the right to vote in matters of Chapter business or Bylaw changes and hold elective office in the Chapter. For tracking purposes, Affiliates will be classified as an HR Consultant, an HR Service Provider, or Attorney. Affiliate membership is limited to 25% of total Chapter membership.

Section 4: Honorary Members: The Executive Committee may grant Honorary membership to retired Chapter Members, Outside Directors and others who do not otherwise qualify for membership. Honorary Members enjoy all benefits, rights and privileges of Chapter membership including the right to vote in matters of Chapter business or Bylaw changes and hold elective office in the Chapter.

Section 5: Student Members: Student Membership is a benefit available to all members of chartered SHRM Student Chapters in the area or to individuals recognized by SHRM National as At-Large Student Members. Student Members may participate in Chapter activities and are eligible to vote. Student Members may not hold Chapter office.

Section 6: Application for Membership: Application for membership shall be in a format acceptable by the Chapter.

Section 7: Membership Approval: All memberships must be approved by the Executive Committee. At the discretion of the Committee, this responsibility may be delegated to the Vice-President/Membership.

Section 8: Transfer of Membership: Chapter membership is on an individual basis only and not transferable from one individual to another. Membership in other SHRM affiliated chapters is not transferable to SHRM-Atlanta.

Section 9: Annual Dues: Chapter membership is contingent on the timely payment of annual dues. The amount of the dues payment is determined by the Executive Committee and is due and payable on a date designated by the Committee with a minimum of ninety days notice to the membership. Past Chapter Presidents, Honorary Members, Outside Directors and Student Members with affiliated SHRM-Atlanta Colleges and Universities are exempt from the payment of dues.

Section 10: Termination of Membership: An individual's membership in the Chapter may be terminated for good cause by a two-thirds vote of the Executive Committee. Any member who fails to pay his/her dues (or any other financial obligation) within thirty days of expiration of his/her present membership may be dropped from the membership of the Chapter by action of the Executive Committee. In addition, any member may petition the Executive Committee for revocation of any other member's Chapter membership for good cause.

#### **ARTICLE IV - Organization Structure**

Section 1: Board of Directors: The Board of Directors is responsible for providing guidance and direction to the Chapter's volunteer leadership. This body is composed of not less than seven, nor more than eleven, Outside Directors elected by the membership to staggered, two-year terms. The President, President-Elect and Immediate Past President serve on the Board as Inside Directors. The balance of the Board's membership shall consist of Outside Directors who cannot simultaneously serve as an Executive Committee Officer.

Section 2: Executive Committee: The Executive Committee is composed of the President, Past President and President-Elect and other Chapter Officers elected by the membership. Officers direct the activities of Committee Chairpersons, Committee Volunteers, contractors and staff.

Section 3: Committee Chairpersons: Committee Chairpersons report to Officers and are responsible for directing the activities of Volunteers in specific areas as defined in Article VIII. Chairpersons are appointed by the Executive Committee for an annual term.

#### **ARTICLE V - Chapter Directors**

Section 1: Board Chairperson: In addition to her/his duties as a Director, the Chairperson directs the activities of the Board, calls and presides over Board meetings, appoints ad hoc and standing Director Committees and oversees the nomination and election processes. The Chairperson is elected by majority vote of the Board to a two-year term. He/she must be a serving Outside Director.

**Section 2: Duties and Responsibilities of the Board of Directors:** The business of the Chapter shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Chapter and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws directed or required to be exercised or done by the members. The Board of Directors shall provide guidance and direction to the Chapter, Executive Committee and volunteer leadership and is responsible for oversight of strategic planning and for approval of the Chapter's financial strategy and periodic budget.

**Section 3: Qualifications:** Any individual with a bona fide interest in the human resource management profession, with the exception of Executive Committee Vice Presidents, may serve as a Director. A non-chapter member serving as a Director will be granted chapter membership for the duration of the term of office. The Chapter President, Immediate Past President and President-Elect shall serve as Inside Directors as well as Chapter Officers. Outside Directors are encouraged to establish and maintain National SHRM membership and certification, if eligible. 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.

**Section 4: Election and Term of Office:** Outside Directors shall be nominated and elected for two-year terms as specified in Article VII. The Chapter President, Immediate Past President and President-Elect shall serve one year Director terms concurrent with their Executive Committee Offices. Outside Directors shall not be elected to more than two consecutive terms.

**Section 5: Board Meetings:** The Chairperson shall call and conduct Board meetings as required but not less than twice yearly. A majority of the Directors may call a Board meeting. The Chairperson shall designate another outside Director to preside at any meeting which he/she cannot attend. A majority of the total Board membership shall constitute a quorum for the purpose of conducting official business. The approval of a majority of Directors present in person or by proxy at a Board meeting at which there is a quorum shall be considered an action of the Board.

**Section 6: Vacancies:** Mid-term Board vacancies may be filled by appointment of the Chairperson subject to the concurrence of the Board. Directors so appointed shall serve the balance of the vacated term. Should the Office of Board Chairperson become vacant, the Immediate Past President shall call a special meeting of the Board to elect a new Chairperson who will complete the balance of that term.

**Section 7: Removal of Directors:** A Director may be removed for good cause by a two-thirds vote of the other Directors. A Chapter Member in good standing may petition the Board of Directors for removal of a Director for good cause.

## **ARTICLE VI - Chapter Officers**

**Section 1: Executive Committee:** The Executive Committee is composed of the President, Immediate Past President and President-Elect and other Chapter Officers elected by the membership. Officers direct the activities of Committee Chairpersons, committee volunteers, contractors and staff.

**Section 2: President:** The President is responsible for providing leadership and direction to the Chapter under the supervision of the Board of Directors, directing and supporting the efforts of fellow Officers, presiding over regular Chapter meetings, scheduling and managing Executive Committee meetings, serving as liaison to SHRM National and the general public, ensuring that the Chapter Bylaws are followed and facilitating the development of future Chapter leaders. In addition, the President has responsibility for the reasonable and prudent management of the Chapter's finances in accordance with the Chapter's financial strategy and budget as approved by the Board of Directors. This Officer approves the appointment of standing Committee Chairpersons except for those specifically identified in these Bylaws. The President serves concurrently on the Board of Directors and as a voting Member of the Georgia State SHRM Council.

**Section 3: President-Elect:** The President-Elect's responsibilities include serving as assistant to the President with responsibilities for special projects, presiding over regular Chapter and Executive Committee meetings in the absence of the President, supporting other Officers and other duties as determined by the Executive Committee. The President-Elect serves concurrently on the Board of Directors.

**Section 4: Immediate Past President:** The Immediate Past President shall support other Officers and provide continuity of leadership in achieving the annual and long-term goals of the Chapter. This Officer serves concurrently on the Board of Directors.

**Section 5: Authority:** The Executive Committee shall direct the general affairs of the Chapter subject to the supervision of and with such authority as may be granted by the Board of Directors. A majority of the total Committee membership shall constitute a quorum for the purpose of conducting official business. The approval of a majority of Officers present in person or by proxy at any Committee meeting at which there is a quorum shall be considered an action of the Executive Committee.

**Section 6: Qualifications:** All candidates for Officer must be Chapter members in good standing and members of SHRM National at the time of installation. The Board of Directors will nominate a slate of Officers. Chapter Officers, if eligible, are encouraged to promote the certification program by seeking and maintaining certification as a PHR or SPHR.

**Section 7: Election/Term of Office:** All Executive Officers shall be elected or appointed as specified in Article VI or VII to one-year terms and may not be elected to serve more than 2 consecutive terms in the same office.

**Section 8: Vacancies:** A mid-term vacancy in the Office of President shall be filled by the President-Elect. A mid-term vacancy in any other office of the Executive Committee may be filled by appointment of the Board of Directors. Officers so appointed shall serve the remainder of that term.

**Section 9: Removal of Officers:** A Chapter Officer may be removed for good cause by a two-thirds vote of the Board of Directors. A Chapter Member in good standing may petition the Board of Directors for removal of a Chapter Officer for good cause.

## **ARTICLE VII - Elections and Balloting**

**Section 1: Election of Officers:** Election of Officers and Directors shall be conducted in accordance with the following procedures:

1. The Nominating Committee (composed of 3 current Board members plus the current President-Elect) will be appointed each year by the BOD Chair. The Nominating Committee will actively solicit nominations for Officer and Director positions from qualified Chapter members each year, beginning in July. The Chairperson of the Board will be responsible for objectively evaluating the qualifications of each candidate. These qualifications will include but not be limited to length of Chapter membership, prior Chapter volunteer service, demonstrated leadership characteristics, and overall contribution to the Chapter.

2. The Nominating Committee will select one nominee for each Officer and Director vacancy and present a written list of the candidate's names to the membership at least two weeks prior to the election date.

3. Elections shall be conducted by written ballot sent to eligible members or by acclamation on the designated election date or by online voting consistent with procedures sent to voters more than two weeks before the opening of voting. Officers and Directors will be elected by receiving a majority of ballots or votes cast.

Section 2: Referendum and Mail Balloting: The Board of Directors or Executive Committee may submit any matter of the Chapter's business to the voting membership for resolution by hand vote, mail ballot, or online voting.

Section 3: Installation of Officers: Newly elected Officers and Directors will assume their office on January 1st.

### **ARTICLE VIII - Standing Committees**

Section 1: Committee Chairpersons: Committee Chairpersons may be appointed by the President, subject to Executive Committee approval. Chairpersons are responsible for Committee member recruiting, providing support and direction to Committee members, ensuring that the goals and objectives established for the Committee are met, and managing Committee finances according to the Chapter's financial control guidelines and annual budget.

### **ARTICLE IX - Meetings**

Section 1: Chapter Meetings: Chapter meetings shall be held monthly at such time and place as the Executive Committee may determine. Meetings may be canceled at the discretion of the Executive Committee.

Section 2: Notice of Chapter Meetings: A notice of each Chapter meeting shall be sent to all members at least two weeks prior to such meeting.

Section 3: Quorum: The majority of eligible members present at any regular or special Chapter meeting shall constitute a quorum for votes taken by acclamation. Such meetings shall be announced at least 2 weeks in advance. The total number of written ballots received from the eligible members shall constitute a quorum for written votes.

Section 4: Executive Committee Meetings: The President shall call and conduct regular meetings of the Executive Committee. The President-Elect or other designated officer shall preside at any meeting the President is unable to attend.

### **ARTICLE X - Parliamentary Procedure**

All parliamentary procedure shall be governed by Robert's Rules of Order unless otherwise specified in these bylaws.

### **ARTICLE XI- Amendment to Bylaws**

These Bylaws may be amended by the approval of two-thirds of written ballots received including online votes, or by two-thirds affirmative vote of the voting members present at any meeting of the Chapter provided that notice of the proposed amendment is published and distributed to all voting members at least two weeks prior to such meeting and the procedures for online voting are distributed at least two weeks prior to the beginning of voting and provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO of 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 and his/her designee.

### **ARTICLE XII – 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 XIII – 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 XVI - Code of Professional Responsibility**

SHRM-Atlanta Members agree to abide by the following Code of Professional Responsibility: As a Member of SHRM-Atlanta, the Greater Atlanta Chapter of the Society for Human Resource Management, I pledge to:

- Endeavor to make my employer or client successful through the support and encouragement of effective Human Resource Management practices.
- Maintain the highest standards of professional and personal conduct.

- Strive for professional growth in the field of Human Resource Management.
- Support the Chapter's goals and objectives for developing the Human Resource Management profession.
- Encourage my employer or client to make the fair and equitable treatment of all employees a primary concern and facilitate the establishment of a representative and diverse workforce through the practices of Equal Employment Opportunity and Affirmative Action.
- Instill in employees and the public a sense of confidence in the conduct and intentions of my employer or client.
- Maintain loyalty to my employer or client and pursue their objectives in ways that are consistent with the public interest.
- Refrain from using my Chapter membership or volunteer position to solicit business or secure special privilege for myself, my employer or client.
- Maintain the confidentiality of privileged information.
- Provide objective, informed human resource counsel to my employer or client.
- Improve public understanding of the role of Human Resource Management.

This Code of Professional Responsibility for members of the Greater Atlanta Chapter of the Society for Human Resource Management has been adopted to promote and maintain the highest standards of personal and professional conduct among its members. Adherence to this Code is required for membership in the Chapter and serves to assure public confidence in the integrity and service of Human Resource Management professionals.

#### **ARTICLE XV - 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: \_\_\_\_\_

Date: \_\_\_\_\_

Approved by:

*SHRM-Atlanta bylaws approved by SHRM 11-04-09 and ratified by SHRM-Atlanta membership 12-1-09.*

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

Date: \_\_\_\_\_

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