

Greater Ann Arbor SHRM Chapter Bylaws

As Amended December 2013

Article 1 Name and Affiliation

Section 1.1 Name. The name of the Chapter is the Greater Ann Arbor Society for Human Resource Management (herein referred to as "GAASHRM" or the "Chapter").

Section 1.2 Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.3 GAASHRM is a tax-exempt organization, # 38-2951783, under the Internal Revenue Code.

Section 1.4 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 for GAASHRM is January 1 to December 31.

Article 4 Membership

Section 4.1 Membership Statement. To achieve the mission of the Chapter there shall be no discrimination in memberships because of race, religion, sex, age, national origin, disability, veteran's status, or sexual orientation.

Section 4.2 Qualifications for Membership. Memberships in GAASHRM will have two classes of members. The designation of such classes and the qualifications and rights of the members of such classes are as follows:

INDIVIDUAL PROFESSIONAL MEMBERS

Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- i. Are employed or have a history of employment as a human resource management professional. Are certified by the Human Resource Certification Institute.
- ii. Are faculty members or lecturers teaching human resource management or any of its specialized functions at an accredited college or university
- iii. Are consultants in human resource management.
- iv. Are attorneys with experience in counseling and advising clients on matters

relating to the human resource profession.

- v. Are members of national SHRM, Society for Human Resource Management.

Professional members may vote and hold office in GAASHRM.

STUDENT MEMBERS.

Individuals must be a member of national SHRM (and can provide a valid student SHRM member number) and be enrolled in 6 or more credit hours per term in a degree-seeking program that supports a demonstrated interest in the field of human resource management.

Students are not eligible to hold office nor hold voting rights.

Section 4.3. Application for Membership. Application for membership shall be made on the GAASHRM application form. All applications shall be reviewed and approved by the Membership Committee. New members shall be afforded full membership rights from the date of application approval by the GAASHRM Membership Committee.

Section 4.4 Voting. Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the membership. Votes shall be judged by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.5 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 be held on the second Tuesday 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 October or at such other time 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 or by proxy, shall constitute a quorum. The vote of a simple majority of the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

Section 5.6 Meeting No-Show Fees. Those individuals making reservations for any GAASHRM meeting or event will be charged the applicable fee if they do not cancel their reservation within the prescribed timeframe for cancellations or send a designated representative to the meeting/event in his/her absence.

Section 5.7 Board Meetings. The Executive Board meets monthly, or at the discretion of the Executive Board members with such agenda items to include on-going financial items, monthly program items, and other operational items. The Full Board meets quarterly and includes the Advisory Board. Agenda would include a budget/financial report, committee reports, proposals for new activities/events, changes in membership and any by-laws issues.

Article 6 Board of Directors

Section 6.1 Composition. The Board of Directors shall consist of five (5) Executive Board Officers: President, President-Elect, Secretary, Treasurer, and the Immediate Past President. The Board of Directors shall also include specific committee chair persons and core leadership area liaisons. Past presidents may serve in an advisory board capacity without Board voting privileges. These shall constitute the governing body of the Chapter.

Section 6.2 Qualification. Pursuant SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office.

Section 6.3 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 1 following his/her election. The President serves one year as President-Elect, one year as President, and one year as Immediate Past President. Secretary and Treasurer each serve a two-year initial term and may be re-elected to two additional two-year terms. Committee Chair and Liaisons are appointed by the Executive Board and serve a two year term limit with an option to renew for an additional two years if no qualified candidate expresses interest in the role. Advisory Board members are automatically appointed at the end of their Presidency and serve for as long as it is mutually agreeable. Non-officers will begin their term of office upon election/appointment by the Executive Board or President.

Section 6.4 SHRM Membership. Chapter Board members will strive to maintain SHRM

membership as outlined in the SHRM-SHAPE guidelines.

Section 6.5 Succession Planning. The President and Executive Board working closely with the Board of Directors will determine potential successors for the Board of Directors openings during bi-annual succession planning discussions.

Section 6.6 Vacancies. Any vacancy in the Board may be filled for the unexpired term by the President with consent by 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, by conference call, or other electronic means, 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 the Bylaws. Any member in good standing may request the President to place on the agenda of the next regular meeting any action for consideration by the Board of Directors.

Section 6.9 Removal from Board. In order to be an effective member of the Board of Directors, regular attendance at meetings would be expected. Board members must attend at least three of the four quarterly board meetings each year and at least two-thirds of the regular monthly meetings in order to remain active. The Board will determine, based on a two-thirds vote of the entire Board of Directors, if a Member will be asked to resign his/her Board position. Advisory Board members are encouraged, but not required, to attend as many meetings as they can.

Article 7 Duties and Responsibilities

Section 7.1 The duties of the Officers are stated briefly in Sections 2 through 5 of this Article and in Article 6 above. All duties and responsibilities are outlined in full in the position descriptions held on file by the chair of the nominating committee.

Section 7.2 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 GAASHRM, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing with SHRM throughout the duration of his/her term of office.

Section 7.3 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. The role includes becoming familiar with how the Chapter runs, attending all Board and membership meetings, and any special projects assigned by the President. This role is also responsible for planning networking and social functions in conjunction with the Program Chair.

Section 7.4 The Treasurer. The Treasurer shall be responsible for the financial affairs of GAASHRM, including all required filings. 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 be responsible for chapter billing.

Section 7.5 The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the GAASHRM board and chapter meetings and for coordinating the activities related to the chapter meetings.

Section 7.6 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.

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 Chairpersons. Appointments of Committee Chairpersons to committees are 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 8.3 Committee Membership. Committee Members shall be comprised of members in good standing who volunteer for said Committees.

Section 8.4. Committee Activity. Committees are established to provide the Chapter with special ongoing services including, but not limited to, Programs, Membership, Communications, Mentoring, Survey, Diversity, etc.

Article 9 Electronic Voting

Section 9.1 Mail or electronic ballots can be used for the election of officers and other chapter business provided the Chapter has had at least one in-person meeting that year.

Article 10 Statement of Ethics

Section 10.1 GAASHRM 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 its members. Each member shall honor, respect and support the purpose of this Chapter and SHRM.

Section 10.2 The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

Section 10.3 No member shall actively solicit business from any other member at Association meetings or through the use of information provided to him/her as a member of the Chapter without the approval from the Board of Directors.

Section 10.4 No member shall accept gifts in exchange for publicity or exposure to Chapter Members.

Article 11 Parliamentary Procedure

Section 11.1 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 Constitution and Bylaws

Section 12.1 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

Section 13.1 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 14 Withdrawal of Affiliated Chapter Status

Section 14.1 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.

Ratified by the Membership of Chapter and Signed by:

Chapter President:

Signature

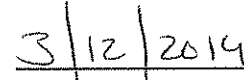
Date

Approved by:

SHRM President/CEO or Designee



Signature



Date