

SVSHRM Chapter Bylaws
ARTICLE 1
NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is Shenandoah Valley Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as SVSHRM 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 Shenandoah Valley SHRM will be a locally recognized authority whose voice is heard on the most pressing people management issues of the day – now and in the future.

1. SVSHRM will provide high-value resources to its membership.
2. SVSHRM will evolve its positioning to become more of an advisor and advocate.
3. SVSHRM will attract and engage all levels of HR practitioners and business leaders.
4. SVSHRM will operate as a financially sustainable organization in order to fulfill its mission for the HR 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. Membership is primarily comprised of representatives from the cities of Harrisonburg, Staunton, and Waynesboro and the counties of Augusta, Rockingham, Shenandoah and Page. The qualifications for membership in the Chapter shall be as stated in Sections 4.3 through 4.9 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.

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 Membership. Individuals engaged in human resource management at the exempt level but who do not meet the requirements of Professional Membership. General Members have voting rights and may hold office in the SVSHRM with the exception of the President and President-Elect positions.

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: 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: Retired Members. Any member in good standing with SVSHRM at the time of retirement from any firm, organization, or institution may become a Retired Life Member by continuing to pay their annual dues. Retired members do not have voting rights and may not hold office in SVSHRM.

Section 4.9: SHRM (national) Members. Individuals who are members of the national SHRM organization are always welcomed as members of SVSHRM. They will be placed in one of the above membership categories based on their qualification. Fifty-one percent (51%) of the Chapter members are required to be Society for Human Resource Management national members in order for the Chapter to maintain national SHRM affiliation.

Section 4.10: Application for Membership. Any member may submit names for consideration for membership to the Chairperson of the Membership Committee. The Membership Committee Chairperson will send an application to the prospective member or the prospective member may visit the website to obtain the

membership application. Once the completed application and dues have been received by the Membership Chairperson, with a description of the applicant's duties and responsibilities, it will be reviewed by the Membership Committee. If approved, and after receipt of membership dues, the Membership Committee Chairperson will send a letter outlining details of the meetings, membership directory access information, a list of board members, and a copy of the current bylaws to the new member. The Membership Chairperson will add the individual to the distribution list and membership list.

Section 4.11: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. The Webmaster will issue statements no later than November 1st of each year. Dues will be payable by January 1st of each year.

Non-payment of SVSHRM dues by January 15th will result in the individual's name being removed from the Chapter Membership roster and the loss of voting rights. The Webmaster will deactivate the member's rights and notify delinquent members of the loss of membership privileges. Members may be reinstated upon approval of the Board of Directors and payment of delinquent dues.

Membership in the national Society for Human Resource Management is separate from the Chapter and not mandatory. Dues for the national Society for Human Resource Management membership will be paid directly to that organization. The SVSHRM Chapter treasury is the recipient of any rebate due as a result of SHRM Membership. Such rebate will have no effect on SVSHRM dues.

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. The cost of the meal, if a meal is provided, will be at the individual member's own expense. If a member makes a reservation for the meeting meal and does not attend, he/she must pay for the missed meal(s). The chapter reserves the right to prevent the member from making additional meeting/meal reservations until all outstanding payments are made or arrangements are made with the Treasurer to pay in full upon arrival at the next meeting. In addition, all outstanding payments must be made prior to Membership renewal. Guests may be invited to any open meeting of the Chapter, and payment for the meal is the responsibility of the member bringing the guest.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business including providing a regular program in an effort to encourage membership attendance and participation, shall be held in October or at such other time as determined by the Board of Directors. At the Executive Board's discretion, members may be offered the option of voting for officers electronically to be distributed in advance of the October meeting. Such ballots will then be counted in the election of officers.

Section 5.3: Special Meetings. Special meetings of members shall be held on call of the President or the Board of Directors.

Section 5.4: Notice of Meetings. Notice of all meetings (regular, special, or annual) shall be given to all members at least ten days prior to the meetings. The appearance of meetings on the website Events

Calendar constitutes this notice.

Section 5.5: 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 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, Vice President of Membership (Membership Chair), 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 (established by SHRM), the Past President, and the Webmaster. 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.

Section 6.4: Qualifications. All candidates for the Board of Directors must be 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 recommends 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 shall be elected by the members 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 assume office on January 1st following his/her election and shall hold office for one year or until his/her successor is elected and takes office. The Treasurer may not be elected to serve more than two (2) consecutive terms in the same position. All other Officers and Directors are not limited in the number of consecutive terms they may serve in the same position.

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, 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 Director or Officer 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.

Section 6.10: Conflict of Interest. Members of SVSHRM's Board of Directors and Committees must avoid any possible conflict of interest with their duties and responsibilities related to SVSHRM. Prior to accepting office or initiating duties with the Board, members shall disclose any material interest or affiliation of theirs, of their immediate family members, or of any persons acting on their behalf. Such disclosure shall be provided in writing to the President of SVSHRM for submission to the Board of Directors and revised annually during the month of September.

ARTICLE 7 DUTIES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS

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 and posted on the Chapter website. The position descriptions are incorporate by reference into these bylaws and 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. National SHRM dues for the President's membership will be paid by the local chapter as necessary.

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. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter highly recommends that the president-elect be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: The Membership Chair. The Membership Chair shall serve as chair of the Membership Committee. He/she shall encourage Chapter membership, SHRM membership and HRCI-certified membership growth and shall, through the website, 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 highly recommends the Membership Chair 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, 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 (and report the said audit to the Board). The Treasurer shall receive and dispense all monies for the Chapter and keep accurate records of all such transactions. He/she shall be responsible for membership billing including the annual membership renewal process and billing members for reserved meals if the member “no-shows”. Other than payments for membership meeting meals or other Board approved activities, expenditures of \$100.00 or more must have prior approval of the Board. He/she shall also perform such other duties as the President may determine. The chapter highly recommends the Treasurer be a current member in good standing of SHRM throughout the duration of his/her term of office. The Treasurer will be elected for a two-year term.

Section 7.5: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, have charge of chapter correspondence, and issue chapter notices to membership as needed. The Chapter will reimburse the Secretary for such items as postage, supplies, etc. upon presentation of a written record of such expenditures. The Secretary role may be filled by two individuals. The chapter highly recommends the Secretary 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 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 highly recommends each CLA Director 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.

Section 7.8: Webmaster. The Webmaster shall be responsible for the procurement and maintenance of a third party web server, domain name registration, and all updates to the SVSHRM website, including currency and accuracy of events and registration, membership activities, job postings, and announcements. He/she shall have the authority to appoint sub-committees in support of this work.

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. SVSHRM requires the following committees: Membership and Finance, each of which must have a minimum of two members.

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, Special Projects, at the discretion of the President..

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 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 or through the use of information provided to him/her as a member of the Chapter, without 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 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 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

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.

Ratified by the Membership of Chapter and signed by:

Chapter President

SWONKOWSKI
Date 9/4/14

Approved by:

Lisa - CAB
SHRM President/CEO or President/CEO Designee
8/4/14 Date