



Big Country Society for Human Resource Management BYLAWS

ARTICLE I- NAME

The organization will be known as the Big Country Society for Human Resource Management, Big Country SHRM, and BCSHRM (hereinafter “the Chapter”) and shall be affiliated with the Society for Human Resource Management (hereinafter “SHRM”). The Chapter is chartered as a not for profit corporation in Texas under Section 501(c)(6) of the Internal Revenue Code.

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

The Big Country SHRM’s mission is to serve as the leading strategic business partner in the Big Country area to develop, promote, and support professionalism and better understanding of the Human Resource Profession. We will offer members value-added professional development opportunities, a common forum and network for sharing ideas and experiences, and actively participate in community and civic events.

We passionately serve our members and the local community by:

- Providing members with education and activities and a forum to collaborate and share ideas and experiences that will develop and expand their knowledge and expertise of Human Resource Management;
- Fostering increased awareness and understanding of the Human Resource profession throughout the local business community and the general public;
- Exhibiting and encouraging the highest standards of integrity by our general conduct in accordance with our Code of Ethics; and
- Volunteerism and participation in the local community.

ARTICLE III- MEMBERSHIP

Individual membership. Membership in the Chapter is held in the individual’s name, not an organization with which the member is affiliated.

SECTION 1. Class of Members: The membership of this Chapter shall consist of Professional, Associate, Honorary and Student members.

SECTION 2. 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) hold an HR certification recognized by SHRM; (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 3. Associate Member: Individuals in related 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. Honorary Member: Any member in good standing at the time of retirement from active employment in human resource management may become an Honorary Member by filing a change request with the Membership Committee. The Executive Committee may offer Honorary membership to other deserving individuals on a year to year basis. There shall be no membership dues applicable to this class of membership. Honorary Members may not vote or hold an elected office in the Chapter.

SECTION 5. Student Member: 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 6. Non-Solicitation: There shall be no solicitation, either orally or through printed material, during Chapter meetings or in the room or adjacent hallways where the meeting is being conducted. The Executive Committee must approve exceptions to this in advance. Members determined to be soliciting by an Board investigation will be subject to Board administrative action up to and including being expelled from membership without refund of dues.

SECTION 7. Retention and Transferability of Membership: If at any time a current Professional or Associate member becomes unemployed or changes career to a non-human resource profession, that individual may remain a Member until the end of the calendar year. Chapter Membership is considered an "individual" membership rather than a "firm" or "company" membership. Transfer of membership from one individual to another is not allowed.

SECTION 8. Special Restriction: If at any time it becomes apparent, through investigation by the Board, that an individual has joined the Chapter without meeting the criteria specified for the appropriate class of Membership, the Board reserves the right to drop an individual from Chapter membership at any time without the refund of dues.

SECTION 9. Application for Chapter Membership: Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Committee and approved by the Board of Directors or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

SECTION 10. Voting: Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate, Honorary, and Students

Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

SECTION 11. Membership in SHRM: Chapter Members are encouraged to apply for membership in the Society for Human Resource Management (SHRM). Membership in SHRM is not mandatory for membership in the local Chapter but shall be recognized and supported. Exceptions to this include the office of President.

ARTICE IV- DUES, FEES AND LEVIES

SECTION 1. Dues for Chapter Membership: Dues shall be paid on a calendar year basis (January 1 through December 31), and shall be established by the Board of Directors as approved by the membership. Dues are payable on January 1, or in advance, each year. SHRM members in good standing are eligible for reduced local Chapter dues, as established by the Executive Committee.

SECTION 2. Delinquency: Any Chapter member who has not paid appropriate dues by March 31st of each year shall be considered inactive and shall be removed from the membership roster after due notice. Reinstatement may be made upon the payment of dues, subject to approval of the Board of Directors.

SECTION 3. Levies: Levies to pay the expenses of the Chapter shall be made upon all members, as necessary, upon two thirds (2/3) vote of the membership in attendance at any regular meeting provided a notice in writing shall have been made in advance to all members by the Board.

ARTICLE V- CHAPTER MEETINGS

SECTION 1. Regular Meeting: Regular meetings of the Chapter will be held at a time and place each month as determined by the Board.

SECTION 2. Special Meetings: Special Meetings for business or special programs may be called by the President or the Executive Committee.

SECTION 3. Quorum: A simple majority of Professional Members of the Chapter in good standing and in attendance at any meeting for which the voting membership has been duly notified, shall constitute a quorum for the transaction of business at a regular or special meeting of the Chapter.

SECTION 4. Guest Attendance: Members are encouraged to bring guests to meetings. Guests will pay the meeting cost established by the Board. Guests are prohibited from solicitation at the meetings, either orally or through printed material, unless approved in advance by the Board.

ARTICLE VI-OFFICERS AND RESPONSIBILITES

Powers 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 1. Elected Officers: The elected officers of the Chapter shall be President, President-Elect, Secretary and Treasurer.

SECTION 2. Composition of the Board of Directors: Along with the Officers listed in Section 6.1 of this Article, the Board of Directors shall also include Core Leadership Area Directors and the Past President. 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 3. Qualifications: 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 duration of his/her term of office.

SECTION 4. Term of Office: Officers and Directors 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 and Director shall assume office on January 1 following his/her election and shall hold office for two (2) years or until his/her successor is elected and takes office.

SECTION 5. Duties of 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 6. Duties of 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 the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president elect is encouraged to attend the annual SHRM Volunteer Leaders' Summit (formerly known as the SHRM Leadership Conference).

SECTION 7. Immediate Past President: In addition to the elected officers, the Immediate Past President shall serve as a member of the Executive Committee in an advisory capacity and shall have administrative duties as are specifically assigned by the Executive Committee.

SECTION 8. Duties of the Secretary: The Secretary shall coordinate, prepare and distribute a record of the proceedings of all Board meetings and any other business meetings of the Chapter.

SECTION 9. Duties of the Treasurer: The Treasurer shall be responsible for the financial affairs of the Chapter. The Treasurer will develop an annual budget to be approved by the Board. Checks drawn on the Chapter's bank account **up to \$999.00** will require ~~two~~ **one** signature. **Checks \$1,000 and over will require signatures of any two elected officers as designated above.** Authorized signers are the elected officers (President, Secretary, Treasurer and President Elect). The Treasurer shall receive and deposit monies of the Chapter in a bank approved by the Executive Committee; keep an itemized record of receipts and disbursements; make disbursements by check, and **complete** an annual report. The Chapter's fiscal year is the calendar year. At the end of the fiscal year, the treasurer shall submit the Chapter's financial records for an audit by individual(s) designated by the Executive Committee.

SECTION 10. 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 11: Electronic Voting: Mail or electronic ballots can be used for the election of officers provided the Chapter has had at least one in-person meeting that year. Electronic voting may be used to decide Chapter matters at the discretion of the Executive Committee.

SECTION 12 Attendance Requirement: In an effort to provide consistency and quorum, any Officer or Committee Chair must adhere to the attendance requirement of no more than 4 absences per calendar year. Upon the third absence, a warning will be given by the current president. Upon the fourth absence, the Board member may be removed from their position if the president deems necessary. All absences will be subject to extenuating circumstances.

SECTION 13. 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.

SECTION 14. Removal of a Committee Chair and/or an Officer: Any Officer or Committee Chair 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 Committee Chair shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE VII- ELECTIONS

SECTION 1. Procedures: Each year at the regular September meeting, the President shall appoint a Nominating Committee composed of three Professional members of the Chapter. The President will notify the general membership of the names of the Nominating Committee and encourage interested and qualified members to advise the Nominating Committee of their interest. The Nominating Committee shall present to the membership at the November meeting, the name of at least one qualified candidate for each elected office of the Chapter. The membership shall vote by acclamation, show of hands, or secret ballot at the November meeting for one candidate for each office, and the candidate receiving the largest number of votes for a given office shall be elected to that position. Nominations from the floor or write in candidates shall not be accepted. If necessary, a runoff shall be held immediately. Newly elected officers shall be installed at the annual meeting in December, and shall serve during the subsequent calendar year, January 1- December 31.

SECTION 2. Unexpired Term: In case of a vacancy in any office, the President with the approval of the Executive Committee shall appoint a Professional Member in good standing to fill the unexpired term of that office.

ARTICLE VIII- COMMITTEES

SECTION 1. Executive Committee: The Executive Committee shall consist of the following: President, President-Elect, Treasurer, Secretary, Immediate Past President, and the Chairperson of each standing committee. The Executive Committee shall be the governing body of the Chapter subject to the provisions of these Bylaws. The Executive Committee may bring such matters as it deems necessary before the members of the Chapter at any regular or special meeting. The President of the Chapter shall serve as the Chairperson of the Executive Committee. All members of the Executive Committee shall be Professional members in good standing and shall have voting privileges. A quorum is defined as at least four members of the Executive Committee, one of which must be the President, President-Elect or Past President.

SECTION 2. Authority: The Executive Committee shall direct the general affairs of the Chapter and approve all budgets and expenditures. It shall have the authority to act on any matter not expressly limited by these Bylaws as requiring approval of the membership. The Executive Committee shall have the authority to make commitments for programs or special projects beyond the term of their office if deemed necessary for program continuity.

SECTION 3. Board of Directors: The Board of Directors is comprised of the following committee chairs and other members appointed by the President as deemed appropriate to facilitate Chapter business. All Board members must be Chapter members in good standing.

SECTION 4. Membership Services Committee: The Membership Services Committee obtains applications, screens applicants for eligibility, makes recommendations for membership to the Board, formally welcomes new members, and maintains an accurate and current membership roster, which includes information as directed by the Board.

SECTION 5. Programs Committee: The Programs Committee shall develop and schedule programs, workshops and seminars for the regular meetings and any special meetings of the Chapter as approved by the Board, including choosing subject material and providing speakers. The Programs Committee shall make all arrangements for facilities, equipment and speaker support for regular and special meetings of the Chapter. The Chairperson of this Committee is appointed by the President.

SECTION 6. Marketing Committee: The Marketing Committee is responsible for Chapter Communications, including the following duties: website maintenance, chapter communications with members and announcements and social media.

SECTION 7. Certification Committee: The Certification Committee shall promote the benefits of professional certification by SHRM and the Human Resource Certification Institute (HRCI); plan and conduct study groups, serve as a process liaison and advisor to members seeking test application, study materials, and resources; and coordinate an annual recognition event for certified members. The Chairperson for this Committee is appointed by the President.

SECTION 8. University Relations Committee and Student Chapter Liaison: Coordinates the Chapter's educational activities and relations with local public and private educational facilities. The Chairperson also serves as advisor to any local student chapters and acts as liaison between the Chapter and the Student Chapters. The Chairperson for this committee is appointed by the President.

SECTION 8. Workforce Readiness Committee: This committee monitors and evaluates local activities concerning workforce readiness and plans, encourages and coordinates chapter involvement and activities impacting the workforce readiness arena. Develops relationships with local schools to share information and promote workforce readiness activities. Advocates and reports to chapter regarding workforce readiness. The Chairperson for this Committee is appointed by the President.

SECTION 9. Special Committees: The chair(s) of the Chapter sponsored annual workshop shall be appointed by the President. The President shall have the authority to appoint other special committees as the need arises. Members of special committees do not have voting privileges.

ARTICLE IX- AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) vote of the members present at any meeting of the Chapter, in which notice of the proposed amendment is published and distributed by the Board to all members at least two weeks prior to such meeting, 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 X- PARLIAMENTARY PROCEDURE

All parliamentary procedure shall be governed by Roberts Rules of Order unless otherwise specified by these bylaws.

ARTICLE XI- DISSOLUTION

The Chapter may be dissolved by a majority vote of both the Board and the voting membership as a whole. Upon dissolution, the assets of the Chapter shall be used to pay all debts and obligations of the Chapter, and any remaining assets will be donated to a qualifying 501(c)(6) not-for-profit organizations selected by the Board by majority vote.

ARTICLE XII- 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 interest 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 affiliations 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 consent of the President/CEO of SHRM and the consent of the body which has Chapter status withdrawn, may re-confer Chapter status upon such body.

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

Original Signed

_____, 2017

Date _____

Approved by:

SHRM President/CEO or President/CEO Designee

Original Signed

Date _____

REVISED: July 2017