

Escambia County Society for Human Resource Management Chapter Bylaws

ARTICLE 1

NAME AND AFFILIATION

Section 1.1: Name

The name of the Chapter is the Escambia County Society for Human Resource Management (herein referred to as the "ECSHRM"). To avoid potential confusion, the Chapter will refer to itself as ECSHRM and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation

The ECSHRM is an affiliate of SHRM, Chapter #0685. ECSHRM 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 ECSHRM. The ECSHRM shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The ECSHRM shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2

PURPOSE

The purposes of ECSHRM, 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, 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 a pool of human resource management leaders for perpetuation of ECSHRM and of SHRM;
- vii. To serve as an important vehicle for introducing human resource management professionals to SHRM;
- viii. To serve as a source of new members for SHRM; and
- ix. To serve as part of the two-way channel of communications between SHRM and the individual members.

The ECSHRM 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 provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- b) To be the voice of the profession on human resource management issues;
- c) To facilitate the development and guide the direction of the human resource profession; and
- d) To establish, monitor and update standards for the profession

ARTICLE 3

FISCAL YEAR

The fiscal year of ECSHRM shall be the calendar year.

ARTICLE 4

MEMBERSHIP

Section 4.1: Qualifications for Membership

The qualifications for membership in ECSHRM Chapter shall be as stated in Sections 4.3, 4.4, 4.5, and 4.6 of this Article. To achieve the mission of the ECSHRM Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin or handicap.

Section 4.2: Non-transferability of Membership

Membership in ECSHRM is neither transferable nor assignable

Section 4.3: Individual Membership

Membership in the ECSHRM 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) engaged in the profession 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 ECSHRM Chapter.

Section 4.5: 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 ECSHRM Chapter. Associate members may not vote nor hold office in the chapter.

Section 4.6: Student Members

Individuals who are enrolled as full-time students in human resources degree programs at the college or university level. Student members may not vote nor hold office in the chapter.

Section 4.7: Application for Membership

Application for membership shall be on the ECSHRM Chapter Application Form. All applications shall be reviewed by the Vice-President of Membership/Membership Director. New members shall be afforded full membership rights from the date of application approval.

Section 4.8: Voting

Each Professional Member of the ECSHRM Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Votes shall be judged by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.9: Dues

Annual membership dues shall be established for the next year by the Board of Directors. Dues will be due April 1st of each year. The Vice-President of Membership/Membership Director will be responsible for distributing an annual invoice to each member before this time.

ARTICLE 5

MEMBER MEETINGS

Section 5.1: Regular Meetings

Regular meetings of the members shall be held on the day determined by the Board of Directors

Section 5.2: Annual Meetings

The annual meeting of the members for the purpose of electing Directors and Officers and conducting other appropriate business shall be held in September or at such other time as 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 meeting. 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 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.

ARTICLE 6

BOARD OF DIRECTORS

Section 6.1: Power and Duties

The Board of Directors shall transact all business of the ECSHRM Chapter except as prescribed otherwise by these bylaws. A professional Member in good standing may request the President to place on the agenda of the next regular meeting of the chapter any action taken by the Board of Directors.

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, Treasurer, Secretary, Programs Director, Website Director.

Section 6.3: Composition of the Board of Directors

Along with the officers listed in Section 6.2 of this article, additional Directors may be nominated by the President and elected from among the general 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 Professional members of the ECSHRM 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 6.5: Election – 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. Officers and Directors shall serve two year terms, and may not be elected to serve more than two consecutive terms in the same position.

Section 6.6: Vacancies

Any vacancy in the Board may be filled for the unexpired term by 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 shall be the act of the Governing Body.

Section 6.8: Board of Directors' Responsibilities

The Board of Directors shall transact all business of the ECSHRM Chapter except as prescribed otherwise in these bylaws or other governing instruments of the ECSHRM 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 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 7

DUTIES AND RESPONSIBILITIES

Section 7.1: The President

The President shall preside at the meetings of the members and of the Board. He/She shall direct the ECSHRM Chapter and have charge and supervision of the affairs and business of the ECSHRM Chapter. 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 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. He/she shall serve as Chair of the Programs Committee. This responsibility includes programs conducted at all regular meetings of the members, social function, and any workshops and/or seminars sponsored by the ECSHRM Chapter 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 program year. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The ECSHRM chapter also requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: The Vice-President of Membership / Membership Director

The Vice President of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall 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 ECSHRM Chapter also requires the Vice President of membership to 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. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine.

Section 7.5: The Secretary

The Secretary shall be responsible for recording the minutes of all meetings of the Chapter and Board, shall be responsible for making all members aware of such meetings and shall be responsible for coordinating the activities related to the Chapter's newsletter.

Section 7.6: Programs Director

The Programs Director shall be responsible for securing programming for all meetings of the Chapter. He/she shall also work with Chapter members to assist in securing meeting locations, hosts, sponsors, etc.

Section 7.7: Website Director

The Website Director shall be responsible upkeep and maintenance of the Chapter's website and social networking.

Section 7.8: 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 ECSHRM chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

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.

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 ECSHRM 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, etc.

ARTICLE 9

ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors provided the ECSHRM Chapter has had at least one in-person meeting that year.

ARTICLE 10

STATEMENT OF ETHICS

The ECSHRM 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 ECSHRM 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 11

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 ECSHRM 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 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

In the event of the ECSHRM 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 ECSHRM 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 ECSHRM Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the ECSHRM 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 day period. In addition, when the ECSHRM 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 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. 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: Carla Carpenter Date: 6-23-10

Approved by:

SHRM President/CEO or Designee: Paula

Date: 6/10/10