

VALLEY SOCIETY FOR HUMAN RESOURCE MANAGEMENT

Affiliated with the
Society for Human Resource Management (SHRM)

BY-LAWS

Article I NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is the Valley Society for Human Resource Management (herein referred to as the 'Chapter'); also known as "VSHRM."

To avoid potential confusion, the chapter will refer to itself as Valley Society for Human Resource Management (or VSHRM) 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 PURPOSE

Section 2.1: Purpose. The purpose 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 trusted 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 using various communication techniques;
- 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 and as a source of new SHRM members;

- ix. to contribute positively to the communities, businesses, and organizations in the tri-county area through the membership's combined efforts in the practice and promotion of human resource professionalism.

Section 2.2: Support the purposes of SHRM. 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:

- i. to be recognized as world leaders in human resource management;
- ii. to provide high-quality, dynamic and responsive programs and service to our members with interests in human resource management;
- iii. to be the voice of the profession on human resources management issues;
- iv. to facilitate the development and guide the direction of the human resource profession; and
- v. to establish, monitor and update standards for the profession.

Section 2.3: Member Service Areas. In order to serve the geographic needs of the chapter, the chapter shall establish local member service areas (MSAs) for the development and delivery of chapter services. These areas shall operate under the operational guidelines set forth by the Chapter Board of Directors.

ARTICLE III FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year.

ARTICLE IV MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, and 4.5 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual membership 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 transferrable 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: Regular Members. Regular membership is available to those who are currently working in a Human Resource position or engaged in an HR function for their organization (i.e. Finance Associate who is also responsible for the hiring/firing, etc. in a small business), to HR consultants, and to faculty members holding assistant, associate, or full professor rank in HR administration or any of its specialized phases in an accredited college or university, and to those who demonstrate, to the satisfaction of the Chapter's Board of Directors, a bona fide interest in both HR administration and in the purposes of the Chapter. To be eligible for the regular

membership, one must possess at least one year of responsible experience in HR work or the equivalent thereof.

Regular members have the right to vote and hold office in the Chapter. Annual membership dues shall be established for the next year by the Board of Directors. If registering as a SHRM member, the applicant's SHRM membership number must be noted on the application.

Section 4.5: Student Members. Student membership is available to full-time students pursuing a human resource degree or human resource-related degree and who are not currently engaged in a human resource role or do not work in any professional position.

Student members do not have the right to vote or hold office in the Chapter. Annual dues for Student Members are not required.

Section 4.6: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 4.7: Annual dues. Dues are to be paid by the January meeting date of each year. The Board of Directors may grant a one-month grace period for unpaid dues. New members who join after September 1 of any given year will be considered paid through December 31 of the following year. Membership in the Chapter expires on December 31 of each year.

Section 4.8: Voting. Each regular member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student members are not eligible to vote. Votes shall be tallied by an Ad hoc Committee appointed by the Board of Directors.

Section 4.9: Termination of Membership. The Board of Directors may terminate the membership of any member for conduct determined by the Board to be detrimental to the Chapter or to its purposes.

ARTICLE V MEETINGS

Section 5.5: 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 June 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, Board of Directors 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 (10) days prior to the meetings. Notice of regular meetings shall be given to all members at least seven (7) days prior to the meetings or posted on VSHRM website.

Section 5.5: Quorum. A quorum is required to transact business at Chapter meetings. Twenty-five percent (25%) of regular voting members shall constitute a quorum at regular or special meetings of the membership.

ARTICLE VI
BOARD OF DIRECTORS / OFFICERS

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
Treasurer
Secretary

These four members shall comprise the Executive Committee of the Board of Directors.

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 the Past-President and five (5) other directors serving as Directors-at-Large. This also includes the Chair of each approved Member Service Area (MSA) in the Chapter to serve on the Board of Directors of the Chapter in a voting capacity. The MSA Chair will be responsible for the effective operations of the MSA areas and the coordination of communications. These shall constitute the governing body of the Chapter and will also serve as Core Leadership Area Directors as determined by the Board of Directors.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Regular Members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM By-Laws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. SHRM membership is paid by the Chapter.

Section 6.5: Election – Term of Office. Officers and Directors shall be elected by the Members at the annual meeting of the membership. The Board of Directors shall nominate its Officers and Directors for each upcoming year before the annual business meeting and shall take nominations from the floor from the general membership. Each elected Officer and Director begins their term immediately following their election to the Board of Directors. Directors shall serve a two-year term with the exception that the immediate Past-President shall serve as a Director-at-Large for one additional one-year term immediately following his/her term of office as President. President and President-Elect positions shall be one-year terms and Secretary and Treasurer positions shall be two-year terms.

A member may not serve on the Board of Director for more than seven (7) consecutive years.

Section 6.6: Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with consent of the Board of Directors.

Section 6.7: Quorum. Five (5) members of the Board of Directors shall constitute a quorum at meetings of the Board. 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. 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 By-Laws or other governing instruments of the Chapter. A Regular 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: Commitment to Service. Although the Chapter recognizes that work schedules and personal matters may take precedence over a Director's duties and obligations to the Chapter, Directors are nevertheless expected, during their terms of office, to attend a minimum of sixty percent (60%) of all meetings of the Chapter and of all meetings of the Board of Directors. Directors are also expected to timely notify the President when unable to attend a Board of Directors meeting and to timely notify the reservation designate when unable to attend a meeting of the Chapter.

Section 6.10: Removal of Director and Officer. Any Director or Officer may be removed from office, with cause, upon an affirmative vote of two-thirds (2/3) of the entire Board of Directors at a duly constituted Board of Directors meeting. The Director or Officer shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE VII DUTIES AND RESPONSIBILITIES OF DIRECTORS AND OFFICERS

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 Chapter Members. The position descriptions 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 meetings of the Members and of the Board of Directors. 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 7.2: The President-Elect. The President-Elect shall perform the duties of the President in the President's absence and serve as the chair of committees or Core Leadership Area (CLA) Director as outline in the position description.

Section 7.3: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, making all members aware of such meetings, and coordinating activities to the chapter's communication (i.e. newsletters, electronic notifications, etc.). This position is the keeper of the Chapter records and responsible for back-up.

Section 7.4: The Treasurer. The Treasurer shall keep complete and accurate records of all financial transactions of the Chapter and shall provide a monthly Treasurer's report to the Board of Directors. In addition, he/she shall also be responsible for coordinating arrangements for any examination audits as may be required by the Board.

Section 7.5: Directors-at-Large. Directors-at-Large 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 Core Leadership Area 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 and Chapter business for the year. These areas of responsibility may include but are not limited to: Chapter Program Chair, Website Chair, RSVP Designate, Certification Chair, Legislative Chair, and /or Membership Chair.

ARTICLE VIII ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Officers or Directors or for any other matter under consideration by the Board provided the Chapter has had at least one in-person meeting that year. The results of the electronic vote shall be assessed by a committee appointed by the Board, and a record shall be kept by the Secretary.

ARTICLE IX CODE OF ETHICS

The Chapter has adopted a Code of Ethics in order to promote and maintain the highest standards among its Members. Each Member shall honor, respect and support the purposes of the Chapter and of SHRM.

ARTICLE X PARLIAMENTARY PROCEDURE

Chapter meetings 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 considered consistent with the Law and the By-Laws of the Chapter.

ARTICLE XI SUPPORT OF SHRM AND MICHIGAN STATE COUNCIL

The Chapter shall support the Society for Human Resource Management (SHRM) and will encourage its Members to join SHRM.

SHRM National Conference:

The Chapter encourages member participation at the SHRM National Conference. Members who attend the national convention must do so at their own expense. Members planning to attend the national conference should notify the President of their anticipated attendance.

In order for the Chapter to be represented on a national level, VHSRM shall pay within a reasonable amount for the President to attend such national conference. Any added expenses outside of the conference are at the expense of the President.

Michigan State Conference:

The President shall represent the Chapter at the Michigan State Conference of SHRM. The Board of Directors shall approve payment for the necessary costs and fees associated with the President's attendance, provided that such payment will not substantially harm the Chapter's financial condition.

SHRM Volunteer Leaders' Summit:

The President-Elect shall represent the Chapter at SHRM's Volunteer Leaders' Summit. The Board of Directors shall approve payment for the necessary costs and fees associated with the President or President-Elect's attendance, provided that such payment will not substantially harm the Chapter's financial condition.

State Council of Michigan:

The President shall be the designated voting member of the SHRM State Council of Michigan and shall attend the meetings of the Council on a regular basis, including the MISHRM Leadership Conference. The President may appoint an alternate delegate to attend meetings in the President's absence.

ARTICLE XII
MODIFICATION OF BY-LAW

Section 10.1: Procedure. The By-Laws of the Chapter may be amended by a vote of the Board of Directors and by subsequent ratification of the Chapter. A two-thirds (2/3) vote of members with voting privileges in attendance at a meeting when the vote is taken will constitute ratification, 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 By-Laws. Any motion to amend the By-Laws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

Section 10.2: Notice to Members. Members will receive advance notice of any proposed amendments to the By-Laws and that a vote will be taken relative to ratification of amendments approved by the Board of Directors.

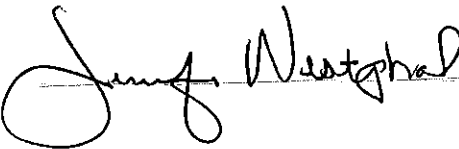
ARTICLE XIII
DISSOLUTION

In the event the Chapter is dissolved, 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 XIV
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. These By-Laws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the membership of the Chapter and signed by:


 _____ Chapter President

Date 5/9/17

Fc:  _____ Chapter President-Elect

Date May 9, 2017

Approved by:

 _____ SHRM President/CEO

Date 4/11/17