

**BY-LAWS OF THE
HUMAN RESOURCE MANAGEMENT ASSOCIATION OF WEST CENTRAL MISSOURI
CHAPTER OF THE SOCIETY FOR HUMAN RESOURCE MANAGEMENT**

Article 1 – Name and Affiliation

Section 1.1. Name. The name of the Chapter is the *Human Resource Management Association of West Central Missouri* (herein referred to as the "Chapter").

Section 1.2. Affiliation. The Chapter is affiliated with and subject to the by-laws of the national 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 the express written consent of SHRM.

Article 2 -Purpose

Section 2.1. Purpose. The purpose of the Chapter shall be consistent with those of the national Society for Human Resource Management, as published in its by-laws.

Section 2.2. Mission statement. The Chapter is a professional association, which serves human resource professionals with developmental opportunities and technical assistance for the effective management of human resources. The Chapter exists to facilitate the exchange of ideas and to transmit information which will enhance the state of the human resource profession as well as professional growth and development of the membership.

Article 3 -Fiscal Year

Section 3.1. Fiscal year. The fiscal year of the Chapter shall be the calendar year.

Article 4 -Membership

Section 4.1. Qualification for Membership. The qualifications for membership in the Chapter shall be as stated in Section 4.2, 4.3 and 4.4 of this Article. To achieve the purposes of the Chapter, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, or disability. Memberships are individual and are not transferable to other individuals.

Section 4.2. Professional Members. Professional members shall be limited to (a) those individuals who, based on their current or most recent employment, are engaged in the profession of human resources and who devote at least 50% of their time to personnel, human resources, or industrial relations functions; (b) faculty members teaching human resource management or a related field, (c) full-time consultants in the field of human resources, (d) attorneys and (e) representatives of temporary staffing agencies. Professional members are eligible to vote and hold office in the chapter.

Section 4.3. Student Members. Individuals who are actively enrolled in human resource programs at the college or university level are eligible for student membership. Student members may not vote and may not hold office in the chapter. Student members are eligible to serve on committees.

Section 4.4. Retired Life Members. An individual retiree membership may be available to a person who is retired from full-time employment in the human resource profession if the person held membership in SHRM prior to retirement. A retiree membership shall be eligible to vote and hold office in the chapter. Honorary retiree memberships may be bestowed with approval of the chapter. Other retired life memberships would be

available to persons meeting the eligibility requirements as a professional member, and by paying a one-time dues fee to and as specified by the chapter.

Section 4.5. Application for Membership. Application for membership shall be on the chapter application form. All applications shall be reviewed by the Membership Director, with the exception of the founding members of the chapter. New members shall be afforded full membership rights from the date of application and membership dues paid in full. Prior to applying for membership, a prospective member may attend up to two chapter meetings as the guest of the chapter, and shall be responsible for the cost of the meal.

Section 4.6. Voting. Each professional and retired life member of the Chapter shall have the right to cast one vote on each matter brought before the members. Student members shall have no right to vote.

Section 4.7. Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Annual chapter dues are waived in the event that membership exists both with the SHRM and the chapter. Chapter shall maintain a minimum of 30% Chapter members who will also be a national SHRM member. By January 1, 2017, Chapter shall maintain a minimum of 25 SHRM members and 51% SHRM membership.

Article 5 -Meetings

Section 5.1. Regular Meetings. Regular meetings of the membership shall be held on a bi-monthly basis in January, March, May, July, September, and November, or as otherwise determined by the chapter.

Section 5.2. Special Meetings. Special meetings of the members shall be held on the call of the Board of Directors. Special meetings may also be called by at least 10% of the voting (professional and retired) members of the chapter.

Section 5.3. Notice of Meetings. Notice of all special meetings shall be given to all members at least ten working days prior to the meetings. Notice of regular meetings shall be given to all members at least seven working days prior to the meetings. Notice shall be provided by the President and/or Program Chair and also posted on the Chapter Website.

Section 5.4. Quorum. Professional and retired members holding 35% of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the 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. Such matters shall include but are not limited to election, by-laws amendments, and other topics determined by the Board of Directors.

Section 5.5. Guests. Any member may bring an unlimited number of guests to chapter meetings; the guests will be responsible for the cost of their meals only. Members may bring the same guest twice in one calendar year; after that time, the guest will be encouraged to apply for membership.

Section 5.6. Solicitation. No solicitations will be allowed at any chapter meetings.

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, Membership Director, Programs Director, 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 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 6.4. Qualification. All candidates for the Board of Directors must be professional or retired life members of the Chapter, in good standing at the time of nomination and/or appointment and for their complete term of office. Board members may be elected to serve consecutive terms in the same position. Per SHRM Bylaws, the President of the Chapter must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5. Election Process/Term-of-Office. The Officer positions serve a one-year term. Nominations and elections will be held in the third (3rd) quarter of the calendar year. Each elected member of the Board of Directors shall assume office on January 1 following her/his election, and shall hold office for one year or until her/his successor is elected or takes office.

Section 6.6. Vacancies. The President may appoint any vacancy on the Board of Directors for the remaining unexpired term, contingent upon consent from the Board.

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 present at any meeting in which there is a quorum shall be considered to be an act of the Board.

Section 6.8. Board of Director's Responsibilities. The Board of Directors shall transact all business of the Chapter. A professional or retired life member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Board.

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 -Responsibilities

Section 7.1. President. The President shall preside at all meetings of the members and of the Board of Directors. S/he shall coordinate the Chapter and have charge and supervision of the affairs and business of the Chapter. S/he shall maintain liaison with the national Society for Human Resource Management. The Chair of the Organization must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.2. 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 Leadership Conference. The Chapter requires the president-elect to be a current member in good standing of the local HRMA of West Central Missouri throughout the duration of his/her term of office.

Section 7.3. Treasurer. Additionally, the Treasurer shall have responsibility for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board of Directors and arrangements for the annual examination audit of the accounts as may be required by the Board of Directors. All checks written on behalf of the Chapter will require dual signature by the Treasurer and President in amounts in excess of \$500. This position has the authority and may perform such other duties as required by the Board.

Section 7.4. Program Director. The Program Director responsibilities shall include programs conducted at all regular meetings of the members, social functions, and any workshops and seminars sponsored by the Chapter as determined by the Board of Directors. S/he shall have the authority to appoint subcommittees to plan and implement the activities associated with the program year. This position has the authority and may perform such other duties as required by the Board of Directors.

Section 7.5. Membership Director. The Membership Director shall chair the Membership Committee. S/he shall encourage membership growth, maintain the official membership roster for the Chapter, and be responsible for membership billing. This position has the authority and may perform such other duties as required by the Board of Directors.

Section 7.6. 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 the activities related to the Chapter newsletter. This position has the authority and may perform such other duties as required by the Board of Directors.

Section 7.7. 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 7.8. Past President. The Past President serves as an advisor to the current President and other members of the Board of Directors. This position has the authority and may perform such other duties as required by the Board of Directors. This position may fill in for the President when absent.

Article 8 – Committees

Section 8.1. Committees. Committees may be appointed from the membership by the Board of Directors as necessary. Examples of such committees may include: Programs, Membership, Finance, Communications, Governmental Affairs, Professional Development, Public Relations, College/Certification, Workforce Readiness, etc.

Article 9 – Statement of Ethics

Section 9.1. 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 without the approval from the Board of Directors.

Article 10 – Amendment of By-laws

Section 10.1. Amendments at Meetings. Any provision in these by-laws may be amended by a 51% majority vote of the professional members present at any meeting at which a quorum exists and in which the 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.

Section 10.2. Mail or Electronic Ballots. Any provision in these by-laws may be amended by a 51% majority of votes cast in the event of a mail or electronic ballot, provided that members of the Chapter shall be furnished written or electronic copies of any proposed amendments at least thirty days prior to the closing date for receipt

of votes as expressed in the written or electronic copies of the proposed amendments provided by members.

Article 11 – Provision for Dissolution of SHRM

Upon dissolution of the Society for Human Resource Management, this Chapter shall automatically be dissolved as an affiliate of the parent organization but not as a separate entity.

Article 12 – 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 13 – 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 14 – 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: Jenise Dixon

Date: May 08, 2012

Approved by:

SHRM President/CEO or President/CEO Designee [Signature]

Date: 3-15-12