

# **SHRM-Foothills of Georgia Chapter Bylaws 2020**

## **ARTICLE 1 NAME AND AFFILIATION**

*Section 1.1: Name.* The name of the Chapter is SHRM-Foothills of Georgia Chapter (Chapter). To avoid potential confusion, the Chapter will refer to itself as Foothills of Georgia SHRM Chapter 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 (SHRM) via Chapter Charter ratified and approved in February 2002.

*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 purposes 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 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 valuable information gathering and dissemination channels;
- 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;
- ix. to serve as a source of new members for SHRM; and
- x. to serve as part of the two-way channel of communications between SHRM

and the individual members.

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:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to establish, monitor and update standards for the 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.* 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 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 without prior approval by the Board of Directors.

*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) the profession of human resource management at the exempt level for at least three years; (b) holds a HR certification; (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: 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 vote or hold office in the Chapter.

*Section 4.6: 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 4.7: Application for Membership.* Application for membership shall either be on the Chapter application form or via the online application form located on the Chapter website. All applications shall be reviewed and approved by the Membership Director. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or its designee.

*Section 4.8: Voting.* Each Professional & Associate member of the Chapter shall have the right to cast one vote on each matter brought before the members. Student Members are not eligible to vote. Voting can be done either in person at a meeting or online via a secure portal on the website. Votes shall be tallied 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 prior to notification of renewal via the Chapter newsletter.

## **ARTICLE 5**

### **MEMBER MEETINGS**

*Section 5.1: Regular Meetings.* Regular meetings of the members shall be held on the third Tuesday of each month, with the exception of July and December, when no meetings will be held. The meeting schedule can be altered when deemed necessary by the Board of Directors.

*Section 5.2: 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 5.3: Notice of Meetings.* Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

*Section 5.4: Quorum.* For matters that were described in a meeting notice, members holding 10% of the votes entitled to be cast represented in person, via conference call, or via email, or online, shall constitute a quorum. However, members holding 20% of the votes shall constitute a quorum for matters that were not described in the meeting notice. The vote of a majority of the members shall be necessary for the adoption of any matter voted on by the members.

*Section 5.5: Annual Meetings.* The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held at such time as determined by the Board of Directors.

## **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, 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 include the Past President and any additional members elected from among the eligible membership. These shall represent 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 Professional and/or Associate members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. In accordance with SHRM guidelines, 30% of the Board of Directors must be members of SHRM throughout the duration of their term of office. Per SHRM Bylaws, the President must be a current dual member in good standing of SHRM and the local chapter 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 annually via secure online voting from the proposed slate of the nominating committee appointed by the Board of Directors. Each elected Officer and Director shall assume office on January 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position, unless deemed necessary by the Board of Directors to effectively manage the affairs of the Chapter.



*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. 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. Any 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, either in person or by conference call. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

## **ARTICLE 7**

### **DUTIES AND RESPONSIBILITIES**

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. 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 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 during his/her entire 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. The President-Elect is encouraged to attend the annual SHRM Volunteer Leadership Conference. The chapter requires the President-Elect to be a current dual member in good standing of SHRM and the local chapter during his/her entire term of office.

*Section 7.3: The Membership Director.* The Membership Director 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 Membership Director is to be a current dual member in good standing of SHRM and the local chapter 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, 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: 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 7.7: Past President.* The Past President serves as an advisor to the President, and fulfills 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 during his/her entire 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 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**

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 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 (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, or via online voting, 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 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 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.



These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership of the Chapter and signed by:



\_\_\_\_\_  
Foothills of GA SHRM President or Designee

10/16/2020

\_\_\_\_\_  
Date

Approved by:

  
\_\_\_\_\_  
SHRM President/CEO or Designee

9/20/20  
\_\_\_\_\_  
Date