

Constitution and Bylaws of the Akron Area Chapter of the Society for Human Resource Management (AASHRM)

Effective October 4, 1961. Amended: February 2, 1965; July 15, 1967; January 28, 1974; May 1, 1976; February 6, 1978; May 9, 1984; January 15, 1990; January 13, 1993; November 1, 1995; March 1, 2005; November 2006; December 2007; June 2010; July 2020

Article 1 - Name and Affiliation

Section 1.1: Name

The name of this organization shall be the Akron Area Chapter of the Society for Human Resource Management herein referred to as the Chapter.

Section 1.2: Affiliation

The Chapter is an active affiliate of 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 2 – Purpose

The Chapter is an association for business professionals who have a sincere interest in furthering the purposes and goals of the profession of Human Resource management. Accordingly, the Chapter's mission is as follows:

1. to provide opportunities for professional growth and development;
2. to serve as a resource and network for Human Resource and other business professionals;
3. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
4. to provide an opportunity to focus on current human resource management issues of importance to our members;
5. to provide a focus for legislative attention to state and national human resource management issues;
6. to provide valuable information gathering and dissemination channels and;
7. to serve as an important vehicle for introducing human resource management professionals to 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:

1. to be a recognized world leader in human resource management;
2. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
3. to be the voice of the profession on human resource management issues;
4. to facilitate the development and guide the direction of the human resource profession;
and
5. 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: Chapter Membership

The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. 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.

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: Membership Categories

Membership is extended to individuals who are directly employed (including those in transition) in the practice of Human Resource management, and to those whose work directly relates to Human Resource management such as educators and faculty members teaching Human Resource courses, attorneys who provide counsel on Human Resource issues, and Human Resource consultants, students and other business professionals in good standing as a national member of SHRM. Members may hold office. Each member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.5: Applications for Membership

Application for membership shall be on the Chapter application form or by designation on the National SHRM form. The Membership Chairperson who shall verify that prospective members have active SHRM membership status. The Chairperson shall also determine what Human Resource and/or business-related experience the applicant possesses and if necessary, contact the applicant for additional information. Applications are presented by the Chairperson to the Board during monthly meetings for review and approval. Approval is attained with a two-thirds (2/3) affirmative vote of those attending the Board meeting. The Chairperson shall advise applicants of their acceptance into the Chapter or reasons for their membership application being declined.

Section 4.6: Termination of Membership

Termination Membership status, once granted, may not be involuntarily terminated except for good cause as determined by the Board of Directors. In such cases, a two-thirds (2/3) vote for termination by the Board is required. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter. When membership is terminated for any reason, Chapter property shall be returned to any Board Officer.

Article 5 – Meetings

Section 5.1: Regular Meetings

Regular Meetings shall normally be held monthly, on the second Wednesday of each month at such times and places as determined by the Board of Directors.

Section 5.2: Special Meetings

Special meetings shall be held on the call of the President, the Board of Directors or by written request of a minimum of fifteen percent (15%) of the members of the organization that are present at the meeting provided that at least two (2) days' notice is given of such meetings and the call for such meetings includes the nature of the business to be transacted. No other business may be transacted at such Special meetings.

Section 5.3: Meeting Notices

Notice of all meetings shall be given to members at least seven (7) days prior to meetings except for Special meetings.

Section 5.4: Quorum

At all Regular and Special meetings, a quorum for transacting business shall meet or exceed fifteen percent (15%) of all members that are present at the meeting.

Article 6 – Board of Directors

Section 6.1: Officers

The Officers of the organization shall consist of a President, Vice President, Secretary, Treasurer and two (2) At-Large Directors who shall be elected bi-annually and serve for two (2) years or until their successors are elected and qualified. The immediate Past President shall automatically become an Officer for a two-year term. Terms of office shall commence in January and run through December.

Section 6.2: Election of Officers

1. The Nominating Committee shall prepare a slate of Officers, consisting of President, Vice President, Treasurer, Secretary and two (2) At-Large Directors. This slate of Officers and Directors must be members of SHRM in good standing at the time of nomination or appointment and for their complete term of office. This slate shall be presented to membership by the October meeting and sent by email to all Members.
2. At the October meeting and by email, the opportunity shall be given for additional nominations from members. The final ballot shall then be distributed to all members within seven (7) days after the October meeting. Responses from membership shall be returned to the Chair of the Nominating Committee within ten (10) days.
3. The election results shall be announced by the November meeting. The individuals who receive the most votes for each position shall be elected. Tie results shall be decided by electronic voting or balloting during the Regular Chapter meeting.
4. Those elected shall commence their terms of office in January.
5. When, for any reason, an Officer of the Chapter or a seat on the Board of Directors is vacated, the President, with recommendations from the Board of Directors, shall fill the vacancy by appointment. The appointee shall serve for the balance of the term.

Section 6.3: Officer Duties

The Officers of the Chapter shall perform the duties pertaining to their respective offices and work together with other Board members to provide service and direction to the Chapter.

Section 6.4: Board Members

The Board of Directors shall consist of elected Officers and appointed Committee Chairs as detailed in Article VIII.

Section 6.5: President

The President shall preside over all meetings of this organization and over all meetings of the Board of Directors. With recommendations from the Board, the President shall be responsible for leading the overall direction of the Chapter, providing valuable services to its members and the community, and maintaining professional and ethical practices in support of the organization.

The President shall also be responsible for the selection and appointment of Committee Chair positions and their overall function. 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 6.6: Vice President

In the absence of the President, the Vice President shall officiate and fulfill the duties required of the President. The Vice President shall also serve as Program Chair, providing direction on Regular meeting content, speakers, locations, amenities and overall quality, while also obtaining membership feedback to evaluate and improve their experience.

Section 6.7: Secretary

The Secretary shall keep a complete and accurate record of activities conducted during all meetings of the Board of Directors, send out minutes of meetings for review and approval, and assist with distributing communications to Chapter membership. The Secretary shall also assist with other tasks as required by the President.

Section 6.8: Treasurer

The Treasurer is responsible for the financial aspects of the Chapter. These responsibilities include preparing monthly financial reports for the Board, receiving all monies for the organization, and disbursing funds within the budget or as approved by the Board of Directors. There shall be two signers on the organization's checks or withdrawals for more than the amount of \$1,000.00. Authorized signers shall be the President, Vice President, Treasurer and Secretary. If required by the Board of Directors, the Treasurer shall also furnish bond or insurance in whatever sum is determined. An annual audit will be performed each year by selected members of the Board. The audit is to be completed within 90 days after year end for the period under audit. The audit will consist of a review of all Chapter transactions for the prior year.

Section 6.9: At-Large Directors

At-Large Directors represent the overall membership of the Chapter and shall be assigned specific duties and activities as determined by the President.

Section 6.10: 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.

Section 6.11: Board Function and Meetings

The Board of Directors has the authority to act in the general management of affairs for the good of the Chapter and may adopt rules as needed. The Board shall determine the general policies of the organization and authorize all actions by a majority vote within the limits prescribed by the Bylaws. It is the duty of all members of the Board to attend monthly Board meetings. If unable to

attend, Board members shall send a report of their activities to the President to present to the Board in their absence.

Section 6.12: Quorum At least one-half (1/2) plus one member of the Board shall be present at a Board meeting and their presence shall constitute a quorum to conduct business. When a quorum is present, motions shall be approved by a minimum of two-thirds (2/3) of those present.

Section 6.13: Removal from Office Any Officer or Director may be removed from office, with cause, upon affirmative vote of two-thirds (2/3) of the entire Board of Directors.

Article 7 – Committees

Section 7.1: Committees

The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 7.2: Committee Organization

Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 7.3: 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 Chapter needs. The essential CLA's (Chapter Leadership Associates) are Membership, Certification, Legislative, College Relations, and Workforce Readiness.

The President will appoint Chairs to those chapter essential CLAs, and in addition, will appoint other Chairs as needed for the smooth functioning of Chapter events, including Certification, College Relations, Diversity, Foundations, Governmental Affairs, Hospitality, Workforce Readiness, Membership, Programming, Communications, Community/Social Relations, etc.

Section 7.4: Committee Activity. Standing committees are established to provide the Chapter with special ongoing services, such as Certification, College Relations, Diversity, Foundations, Governmental Affairs, Hospitality, Workforce Readiness, Membership, Programming, Communications, Community/Social Relations, etc.

Section 7.5 – Special Committees

Special Committees such as By-Laws, Auditing, and Nominating shall be created and deleted as needed at the discretion of the Board of Directors. Members of such Special Committees shall be appointed by the President.

Section 7.6 Effective SHRM Chapter Administration

Certain chapter volunteer leaders must meet dual membership requirements (effective for 2021 terms of office). The Chapter Membership Director is required to be a dual member of both SHRM national and the local chapter.

The Chapter Certification Director* is required to be a dual member of both SHRM national and the local chapter AND must either hold or be pursuing SHRM certification. (It is expected that the Chapter Certification Director will attain this certification during his or her tenure.)

**Note: Beginning with terms of office in 2022, SHRM certification is required for this role.*

Article 8 – Indebtedness

No indebtedness beyond ordinary Chapter operating expenses shall be incurred without the expressed approval of two-thirds (2/3) of Membership.

Article 9 - Electronic Voting

Mail or 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.

This Code of Ethics for the members of the Chapter has been adopted to promote and maintain the highest professional standards of personal conduct and standards among its members.

1. The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.
2. No member shall actively solicit business from any other member at Chapter meetings or using information provided as a member of the Chapter, including the membership directory, without the approval from the Board of Directors. Any violation of this policy should be immediately reported to any Board member. At the earliest opportunity, the Board shall determine the appropriate action to take, up to and including termination of membership, loss of dues, if applicable, and/or loss of good standing.

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– 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 in furtherance of the purposes of 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. 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 _____

Date _____

Approved by:

SHRM President/CEO or President/CEO Designee _____

Date _____