

Chapter Bylaws

Article I Name and Affiliation

Section 1.1: The name of the Chapter is **"Greater Wilmington Human Resources Association"** (herein referred to as the "Chapter"). The Chapter will refer itself as "Greater Wilmington Human Resources Association (GWHRA)" and not as SHRM or Society for Human Resources Management.

Section 1.2: The Chapter is affiliated with the Society for Human Resource Management

Section 1.3: Relationships. The Chapter is a separate legal entity from SHRM. It shall 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 expressed written consent of SHRM.

Section 1.4: Purpose: To provide professional development and networking opportunities to Human Resources Professionals, students, small business owners and community members in Clinton, Highland and Fayette Counties, Ohio, and surrounding areas.

Article II: Membership

Section 2.1: Qualification for Membership. The qualifications for membership in HRA shall be as stated in Sections 2 and 3 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 classification. Memberships are individual and are neither transferable nor assignable to other individuals.

Section 2.2: Professional Members. Professional membership shall include (a) those individuals actively engaged in full-time human resources administration or management; (b) are certified by the Human Resource Certification Institute or SHRM; (c) faculty member holding an assistant, associate or full professor rank in human resources management or any of its specialized functions at an accredited college or university and have at least three years of experience in the field of human resource management; (d) full-time consultants with at least three years' experience in the field of human resources management; (e) full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession.

Section 2.3: 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.

Section 2.4:: Student Members. Individuals who are actively enrolled as either full-time or part-time students in human resources degree programs at the college or university level.

Section 2.5: Application for membership may be made by contacting any board member of the Tri-County HRA. All applications shall be reviewed and approved by the Board. The HRA Board shall afford new members full membership rights from the date of application approval.

Section 2.6: Voting. Each professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student and associate members shall not have a right to vote.

Section 2.7: The Officers, prior to the mailing of renewal notices, shall establish annual membership dues for the next year.

Article III: Meetings of Members

Section 3.1: Regular Meetings. Regular meetings of the members shall be held on the second Tuesday of every other month or as otherwise determined by the Board.

Section 3.2: Annual Meetings. The annual meeting of the members for electing Board Members and conducting other appropriate business shall be held in October or at such other time determined by the Board.

Section 3.3: Special Meetings. Special meetings of the members shall be held on call of the President or Board Members, or by member request with a minimum of 14 calendar days' notice to all affected members.

Section 3.4: Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least 10 days prior to the meetings. Notice of regular meetings shall be given to all members at least seven calendar days prior to the meeting.

Section 3.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of the majority of the members present at any meeting at which there is a quorum, either in person or by conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

Article IV: Board of Directors

Section 4.1: 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 4.2: Officers: The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, Secretary, Membership Chair, Treasurer, and Program Chair.

Section 4.3: Qualifications. All candidates for the Board of Directors must be Professional members of the Chapter, in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing with SHRM.

Section 4.4: Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of The President with the consent of the Board.

Section 4.5: Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The membership authorizes the Board to act on behalf of the membership between meetings to conduct and carry out business of the Chapter.

Section 4.6: Officers' Responsibilities. The Officers shall transact all business of the chapter except as otherwise prescribed otherwise in the Bylaws. A member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Officers.

Article V: 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 5.1: The President. The President shall preside over meetings and vote on all matters brought about to the chapter. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. He/she shall maintain the liaison and be a current member in good standing with SHRM throughout the duration of his/her term in office.

Section 5.2: Program Chair. The responsibility includes programs conducted at all regular meetings of the members, social functions and any workshops and seminars sponsored by the Chapter as determined by the President and the Board. He/she will be responsible for arranging the meeting locations, catering needs and reservations. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year.

Section 5.3: Membership Chair. Membership Chair 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 duties as the President may determine.

Section 5.4: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include monthly financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible

for membership billing. She/she shall also perform such other duties as the President may determine.

Section 5.5: Secretary. The Secretary shall be responsible for recording and retaining the minutes of all meetings of the Chapter. He/she shall be responsible for making all members aware of such meetings and shall be responsible for coordinating the activities related to the Chapter.

Section 5.6: Past President. Past President will serve as an advisor to the President and perform such duties as requested by the President and/or Board of Directors.

Section 5.7: 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 VI Committees

Section 6.1: Committees: The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 6.2: Committee Activity. Committees are established to provide the Chapter with special ongoing service such as programs, membership communications, legislative affairs, professional development, student chapter affairs, public relations, etc.

Section 6.3: 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.

Article VII 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 VIII: 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, State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the chapter).

Article IX: 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 X Amendments 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 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 XI: Ratification and Approval:

Ratified by the membership and signed by:

The Chapter President Leslie M. Wallace on (date) 10/14/15.

Approved by:

SHRM President/CEO or President /CEO Designee
on (date) 9/10/15.

