

Muskingum Valley Human Resource Management Association Constitution & By-Laws

Article I – Name

Section 1: *Name*. The name of the Association shall be the Muskingum Valley Human Resource Management Association, a nonprofit organization hereinafter known as “the Association”, affiliated with the Society for Human Resource Management. To avoid potential confusion, the Association will refer to itself as Muskingum Valley Human Resource Management Association and not as SHRM or the Society for Human Resource Management.

Section 2: *Affiliation*. The Association is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 3: *Relationships*. The Association 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 Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

Article II – Mission & Vision

Section 1: The mission of the Association shall be to serve as a diverse network of human resource and business professionals committed to stimulating excellence in the field of human resources by:

- A. Promoting human resources professional development and growth
- B. Achieving the National Society of Human Resource Management affiliation standards to include the Merit or Superior Merit Award
- C. Providing effective access to human resource information

Section 2: The vision of the Association is to be “*The Network of Choice for Achieving Human Resource Management Excellence*”.

Article III – Membership

Persons possessing a professional or personal interest in the field of Human Resource Management may, upon approval of the Executive Board, be admitted as a member in the Association. Individuals continuously enrolled as a full-time (as defined by college) student in a post secondary institution may, upon approval of the Executive Board, be admitted as a student member.

Article IV – Proposal and Application for Membership

Section 1: Applications for membership will be provided (in the most expedient manner) upon request. Completed applications will be directed to the Executive Board for review. The Executive Board will determine if the applicant is accepted or not accepted for membership, and will assure applicants are notified of their status.

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Section 2: Actual membership shall be conditioned upon payment of dues within one month of billing. The Treasurer shall bill the provisional member for the appropriate dues immediately upon the applicant's acceptance of membership.

Article V – Privileges of Membership

Section 1: Members:

- A. have voting rights
- B. have the right to hold office in the Association
- C. shall be entitled to attend all meetings of the Association, subject to payment of the monthly meeting fee
- D. shall receive copies of all publications issued by the Association
- E. receive special reports as requested on any information readily available to the Association

Article VI – Fiscal Year

The Fiscal year of the Association will be January 1 through December 31.

Article VII – Dues

Section 1: Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

Section 2: New members will be billed, on a pro-rated basis, for the number of months of membership projected for the year in which they are joining the Association beginning with the month immediately following the month their membership is approved by the Executive Board.

Section 3: The rate billed will be based on the new member's status at their time of acceptance into the Association. Ongoing members will be billed in October for the annual amount of their dues that are due by January 1st. Ongoing members will be billed based on their status as of the beginning of the business year being billed for (any change in status will be reflected in the following years invoice).

Section 4: To qualify as a student member, the individual must be continuously enrolled as a full-time (as defined by college) student in a post secondary institution. If the member loses their student status they may apply for membership as a new member.

Section 5: Failure to pay dues by March could result in the member being dropped from the Association. The Executive Board will review all members' status at the March Executive Board meeting for final acceptance into the Association.

Section 6: The policy of the Association will be not to refund dues. All funds of the Association shall be held in a Central Ohio financial institution. The Executive Board shall have full power to decide which institution and type of investment vehicle(s) will be used.

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Article VIII – Officers

Section 1: The elected officers of the Association shall consist of:

- A. President
- B. President-elect
- C. Vice-President
- D. Secretary
- E. Treasurer
- F. 2 Members-at-Large

Section 2: Terms of office shall commence on January 1 and shall run one calendar year. Officers shall follow the duties and responsibilities set forth in their position descriptions. Officers shall utilize the SHRM activity plan to establish its annual goals.

A. The President shall preside at all meetings and have supervision of the affairs of the Association. The President shall maintain up to date position descriptions that adhere to the needs of the Association and SHRM standards for officers and committees. The President shall maintain a Chapter Transition Manual to ensure continuity of the Association and its long range goals and objectives. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

B. The President-elect shall chair a standing committee of the Association and will perform the duties of the President in his/her absence.

C. The Vice-President shall perform the duties of the President in the absence of the President and President-elect and shall be responsible for the arrangements of monthly program participants. The Vice President shall ensure the topic content of the monthly program participants is useful and meaningful information that promotes human resource professional growth and development. The Vice President shall coordinate the Corporate Sponsors for each Association meeting.

D. The Secretary shall keep a record of all meetings of the Association, maintain an up-to-date list of the membership, make arrangements for all meetings, prepare and mail notices of meetings to members, keep record of attendance, attend to all correspondence to include Executive Board and Membership meeting minutes and other records, and perform such duties that pertain to the office. If the Secretary is absent from a meeting of the membership or Executive Board, the President shall appoint a substitute.

E. The Treasurer shall collect all moneys due the Association, pay bills of the Association, keep a complete and accurate record of all receipts and disbursements and shall perform such other duties as pertain to the office. The Treasurer shall make a complete financial report at the final meeting of the fiscal year, or upon request of the Executive Board.

F. Members-at-Large will serve as chairs of standing committees and will stand-in for other officers of the Association as needed. Members-at-Large will assist on special projects and programs as requested by the President.

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G. 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 IX – Executive Board

Section 1: The Executive Board will consist of the elected officers of the Association.

Section 2: The President shall act as Chair of the Executive Board.

Section 3: The Executive Board shall meet at the call of its chair and shall govern, manage and act for the Association, including but not limited to filling any vacancies in the offices of the Association between annual elections and submitting to the membership for approval any contemplated action of importance outside of the usual routine affairs of the Association.

Article X – Election of Officers

Section 1: The Executive Board shall appoint a nominating committee of three members each year, who will select, contact and secure the acceptance of one nominee for each elected office for the coming year. Nominations may be accepted from the floor for any office, providing acceptance has been obtained from the proposed nominees.

Section 2: Election of officers will take place at the October meeting of the Association.

- A. Nominations may be made from the floor for any office, providing acceptance has been obtained from the proposed nominees.
- B. Election of officers will be by secret ballot. A simple majority vote shall be required for any nominee to be elected.

Section 3: Terms of office will begin January 1 and will end December 31 of the appropriate years.

Section 4: If an Executive Board member resigns or fails to attend 3 consecutive Board and/or Chapter meetings, the Executive Board reserves the right to review and vote on an involuntary resignation. The Executive Board has the right to appoint new Board members between elections.

Article XI – Committees

Section 1: The standing committees of the Association will include:

- A. Membership
- B. Certification
- C. Budget
- D. Legislative
- E. Awards & Recognition
- F. School-to-Work

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- G. Program Development
- H. Diversity
- I. Information Technology
- J. Newsletter
- K. Education
- L. Employment Affiliation
- M. Student Chapter

Section 2: The President may make such committee appointments as deemed necessary as well as assign ad hoc committee appointments for the effective operation of the Association.

Article XII – Meetings

Section 1: Regular meetings of the Association shall be held on the second Wednesday of each month unless otherwise directed by the President.

Section 2: The annual meeting of the Association shall be the October meeting.

Section 3: The President of the Association may call special meetings as he/she deems appropriate for the effective operation of the Association.

Article XIII – Chapter & Board Meeting Quorums

Section 1: Quorum for Membership Meetings – for the transaction of business, the active members present at any authorized and publicized meeting as well as via teleconference shall constitute a quorum for such meeting. No action shall be taken unless a majority of active members present vote affirmatively. Under special circumstances, this vote may take place via email.

Section 2: Quorum for Executive Board Meetings – a simple majority of the officers must be present at any meeting to also include via teleconference of the Executive Board to constitute a quorum for the transaction of business, except if otherwise required by this Constitution. The act of the majority of the members present, that constitute a quorum, shall be an official act of the Executive Board. Under special circumstances, this quorum may take place via email.

Article XIV – Amendment of the Constitution & By-Laws

If the Executive Board determines that an amendment of the Constitution & By-Laws of the Association is needed:

Section 1: The President will appoint an ad hoc committee consisting of no fewer than 3 members of the Association to review and make any needed recommendations of the by-laws to the Executive Board.

Section 2: The Executive Board will review any recommended amendments and cause them to be placed before the entire membership (in the manner deemed most appropriate) for a vote to accept the amendment or not to accept the amendment.

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Section 3: A two-thirds vote of the membership present will be required to accept or not accept the amendment.

Section 4: Amendments to the Constitution & By-Laws shall take effect immediately upon adoption, unless otherwise specified.

Section 5: 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 XV – 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 XVI – 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.

Ratified by the Membership of Chapter and signed by:

Chapter President 

Date 10/13/10

Approved by:

SHRM President/CEO or President/CEO Designee 

Date 9-8-10