

## **SHRM Chapter Bylaws**

### **Portage County Human Resource Association (PCHRA - 0089)**

#### **Article I Name and Affiliation**

Section 1.1: Name. The name of the Chapter is the Portage County Human Resource Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Portage County Human Resource Association or PCHRA 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 (herein referred to as "SHRM").

Section 1.2a: As a SHRM affiliated chapter, the chapter is also a member of the Ohio SHRM State Council, serving on the Board of the State Council and is an integral part of the State Council governance process and structure.

Section 1.3: Relationships. The Chapter is a separate legal entity from SHRM and from the Ohio SHRM State Council (herein referred to as "State Council") (who is a separate legal entity from SHRM). The Chapter 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 express written consent of SHRM or in the name of the State Council without the express written consent of the State Council.

Section 1.4: Domain Use, Logo, Use of SHRM resources & brand, requirement of using "Affiliate of SHRM" logo. The Chapter agrees to follow SHRM guidelines and be consistent with SHRM in its use of any/all electronic, printed, verbal, and all other types of media including but not limited to SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others.

Section 1.5: The service area (zip code ranges) for the chapter is listed in the Chapter Charter ("affiliation agreement") and subsequent addendums, as appropriate. The service areas reference where the chapter is allowed to overtly solicit for members and event activity. Chapters may only hold events within their service area unless expressly granted by SHRM.

Section 1.6: Should the Chapter desire to start a new chapter, sub-chapter, or add a Member Service Area ("MSA"), while affiliated with SHRM, the Chapter is required to have the expressed written consent of SHRM's CEO/President or designee, which includes the approval of all governing documents associated with these organizations.

Section 1.7: Should the Chapter wish to request a modification to the service area, request consideration to become a Member Service Area ("MSA") or have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain approval from SHRM.

## **Article II Purpose**

The purposes of this Chapter, as a non-profit organization, are to provide a forum for the personal and professional development of our members; provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills; provide an arena for the development of trust relationships where common problems can be discussed and deliberated; provide an opportunity to focus on current human resource management issues of importance to our members; provide a focus for legislative attention to state and national human resource management issues; provide valuable information gathering and dissemination channels; provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM; serve as an important vehicle for introducing human resource management professionals to SHRM; serve as a source of new members for SHRM; and 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 to be a recognized world leader in human resource management; to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management; to be the voice of the profession on human resource management issues; to facilitate the development and guide the direction of the human resource profession; and to establish, monitor and update standards for the profession.

All actions of the chapter and that of members shall be in accordance with SHRM's Bylaws & Code of Ethics.

## **Article III Fiscal Year**

The fiscal year of the Chapter shall be the calendar year.

## **Article IV Membership**

*Section 4.1: Qualifications for Membership.* The qualifications for membership in the chapter shall be as stated in Sections 4.3, 4.4, 4.5 and 4.6 of this Article.

The Chapter is a 100% Affiliated Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM in order to then be a chapter

member.

We invite guests to attend our regular meetings, but limit attendance as guests to no more than two meetings in a calendar year at the discounted rate.

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 SHRM and 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 requirements shall be the same as SHRM professional member requirements and may be referenced here: [SHRM Bylaws](#)

*Section 4.5: Associate Members.* Associate membership requirements shall be the same as SHRM Associate member requirements and may be referenced here: [SHRM Bylaws](#). Associate members may not vote or hold office in the Chapter.

*Section 4.6: Student Members.* Student membership requirements shall be the same as SHRM Student member requirements and may be referenced here: [SHRM Bylaws](#). Student members may not vote or hold office in the Chapter but may work on a committee.

Since the chapter is a 100% Affiliated Chapter, student membership must be SHRM student members in good standing in order to then be a chapter student member.

*Section 4.7: Retiree Members.* Retiree membership requirements shall be the same as SHRM retiree member requirements and may be referenced here: [SHRM Bylaws](#). Retiree members may not vote or hold Office in the Chapter.

*Section 4.8: Membership Type.* There are two levels of membership in the chapter: dual and multi. Dual members are members of SHRM and have designated PCHRA as their primary chapter affiliation. Multi members are members of SHRM but have designated another chapter as their primary affiliation and PCHRA as a secondary chapter.

*Section 4.9: Visitors/Guests.* Members may bring visitors/guests to attend general meetings, conferences, workshops, or seminars sponsored by the Chapter. Visitors/guests will be required to register for the event as non-members and depending on event type, may be charged no cost (i.e., first time general chapter meeting), a discounted rate or the appropriate fee at the non-member rate. Returning visitors/guests will only be allowed to use the discounted visitor/guest rate twice within the calendar year and after two attendances at the discounted rate, they will then be charged the higher rate for the event.

*Section 4.10: Application for Membership.* Application or membership in the chapter shall be determined by SHRM and shall be submitted online through either through the Chapter or SHRM website. The prospective member will complete the SHRM online application and designate PCHRA as the primary or secondary local chapter.

New members shall be afforded full membership rights from the date of application.

*Section 4.11 Member Duration.* Membership offered through SHRM can be a single 12-month period or multiple 12-month periods depending on member preference. To remain an active member of the Chapter, the member must renew their SHRM membership at the end of the membership period and renew PCHRA as their Primary or secondary local chapter.

*Section 4.12 Voting.* Each member of the Chapter shall have the right to cast a vote on each matter brought before a vote of the members. Student Members and Associate members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors or their designee.

*Section 4.13: Dues:* The Chapter has no local chapter dues. Members of the chapter are required to be a SHRM member, paying the SHRM membership fee and designating PCHRA as their primary or secondary chapter.

*Section 4.14 Discipline and termination of membership.* Any member failing to renew their SHRM membership will forfeit his/her membership in the Chapter.

*Any member may be removed from office, with cause, upon an affirmation vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting* The member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership.

This applies to all members, chapter paid staff, as well as volunteer and elected leaders.

## **Article V Member Meetings**

*Section 5.1: Regular Meetings.* Regular meetings of the members shall be held on the third Thursday of each month January through June and October through November or as otherwise determined by the Board of Directors. The meeting place is determined by the Board of Directors.

*Section 5.2: Annual Meetings.* The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in November or at such other time as determined by the Board of Directors. Such meeting may be held in-person or virtually.

*Section 5.3: Special Meetings.* Special meetings of members shall be held on call of

the President, Board of Directors or by members having one-twentieth of the votes entitled to be cast at such in-person meeting or via electronic voting methods for virtual meetings.

*Section 5.4: 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 5.5: Quorum.* All voting is by acclamation and a simple majority shall suffice. Members holding one-third of the votes entitled to be cast represented in person or by conference call, shall constitute a quorum. The vote of a 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 VI 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, 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: Qualifications.* Since the chapter is a 100% Affiliated Chapter, all chapter members are required to be members in good standing of SHRM and of the chapter at all times. The Certification Director, if the role is applicable, is required to be SHRM certified or in the process of achieving SHRM certification.

*Section 6.5: Election - Term of Office.* Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year, or whenever a vacancy exists. 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.

*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, except to the extent that applicable state law may require a greater number. 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. A Professional 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 or at a Special meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed. Likewise, if members of the group have a complaint against an Officer or Director then the President shall conduct an investigation of the complaint and if necessary, remove the Officer or Director, with approval from the membership. If the complaint is against the President, then the Past President will conduct the investigation and if removal is necessary, the Past President will return to the President position, unless there is a President Elect that is able to take over for the President at that time, all with the approval of the membership.

## **Article VII 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. Although all members of the Board share in the governing and fiduciary responsibilities of the chapter. All officer and Board members are required to be a member of SHRM in good standing and then of the Chapter. The Chapter is strongly encouraged to have a least one Board of Directors Member ("Volunteer Leader") attend SHRM's Volunteer Leader Business Meeting each year.

*Section 7.1: The President.* The President shall preside at the meetings of the members and of the Board, as well as attend the State Council meetings quarterly. The President 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. The President is responsible for the chapter staying in compliance with SHRM affiliate guidelines. The President shall maintain liaison with SHRM and the State Council throughout the duration of the President's term of office.

*Section 7.2: The President-Elect.* The President-Elect, at the request of the President or in the President's absence or disability, may perform any of the duties of the president.-

The President-elect shall have such other powers and perform such other liaison duties as the Board or the President may determine. The President-Elect shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter as determined by the President and the Board. The President-Elect 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 Volunteer Leadership Conference.

*Section 7.3: The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter, including all local, state, Federal, and other jurisdictional 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. The Treasurer shall be responsible for membership billing. The Treasurer shall also perform such other duties as the President may determine.

*Section 7.4: 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 7.5: Core Leadership Area (CLA) Directors.* Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board of Directors may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. CLA Directors shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year.

*Section 7.6: 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.

## **Article VIII Revenues & Expenses**

*Section 8.1: General.* Such expenses as are necessary for the successful operation of this association are drawn on the treasury with the approval of the Board of Directors.

*Section 8.2: State Council Meetings.* Mileage is reimbursed at the current federal mileage rate. It is strongly encouraged that the President, or designee, attends all the State Council meetings.

*Section 8.3: SHRM Volunteer Leadership Business Meeting.* The Chapter will sponsor the President- Elect and Chapter President to cover travel expenses associated with the trip including airfare, hotel, gas, taxi and meals up to a limited amount approved by the Board of Directors.

*Section 8.4: SHRM State Conference.* The Chapter will pay the registration fee and meals to attend this conference for the Chapter President with the approval of the Board of

Directors.

*Section 8.5: SHRM Membership Dues.* The Chapter will pay the membership dues for the Chapter President.

*Section 8.6 Sponsorship.* The Chapter will make a donation to the SHRM Foundation, Ohio HR Games, and other programs designed to advance the profession and serve the professional with the approval of the Board of Directors. At the discretion of the Board of Directors, the Chapter may also donate to other local community agencies.

*Section 8.7: Sponsorship of Chapter Meetings.* The Chapter Monthly Member Meeting may be sponsored by an organization for a fee determined by and at the approval of the Board of Directors.

*Section 8.8: Scholarships.* The Chapter, with the approval from the Board of Directors may award a scholarship to one or more students that are attending a program of higher education in a field that is related to Human Resources and are attending a college or university in Portage County. The Board of Directors shall designate an amount depending on the financial situation of the Chapter, with a maximum set at \$1,000.00. The President may select a committee to oversee the applications and cover letters and to recommend the top three candidates to the Board of Directors to vote on.

## **Article IX Committees**

*Section 9.1: Committees.* The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

*Section 9.2: Committee Organization.* Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

*Section 9.3: Committee Chairperson.* 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 9.4: 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 X Electronic Voting**

Mail or electronic ballots can be used for the election of Directors or other materials requiring voting by the membership, provided the Chapter has had at least one in-person meeting that year unless there are extenuating circumstances, where the chapter cannot meet in person.

## **Article XI 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 or guest shall actively solicit business from any other member at Chapter meetings without the approval from the Board of Directors.

## **Article XII 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 XIII Amendment 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 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 XIV 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 XV 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 interest 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 XVI 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:

Approved by:

SHRM President/CEO or President/CEO Designee: 

Date: 3-4-24

Printed Name: Michael P. Arken

Chapter President: Diane E. DeRubertis

Date: 3-25-2024

Printed Name: DIANE E. DERUBERTIS

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