

Lower Valley Chapter #313
of the Society for Human Resource
Management (Lower Valley Chapter SHRM)
Chapter Bylaws

Article I..... Name and Affiliation

Section 1: The name of the Chapter is the Lower Valley Chapter #313 of the Society for Human Resource Management, (herein referred to as the "Chapter" or "LVC-SHRM"). To avoid potential confusion, the Chapter will refer to itself as Lower Valley Chapter of SHRM also known as LVC-SHRM and not as SHRM or the Society for Human Resource Management.

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

Section 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 II..... Membership

Section 1: Qualifications for Membership. The qualifications for membership in the Lower Valley Chapter SHRM shall be as stated in Sections 2, 3, and 4 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 or disability. *Memberships are individual and are not transferable to other individuals.*

Section 2: Professional Members. Membership shall be limited to (a) those individuals actively engaged in bona fide human resources administration (at the exempt level) for at least three years and who devote at least 50% of their time to personnel, human resources or industrial relations functions; (b) faculty members holding an assistant, associate or full professor rank in personnel, human resources or industrial relations of their specialized phases at an accredited college or university and who possess at least three years of responsible experience at this level of teaching; (c) full-time consultants with at least 3 years' experience in the field of human resources management. Professional members may vote and hold office in the Chapter. It is strongly recommended that these individuals become SHRM members.

Section 3: Associate Members. Individuals in non-exempt human resource management positions as well as those individuals who do not meet the professional member category, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter.

It is strongly recommended that these individuals become SHRM Members. Associate members may vote and hold office in the Chapter.

Section 4: Student Members. Individuals who are actively enrolled in human resources degree programs or a related field, at the college or university level. Student members may not vote and may not hold office in the Chapter.

Section 5: Application for Membership. Application for membership shall be on the Chapter application form. The Treasurer shall review all applications. New members shall be afforded full membership rights from the date of recognition by the Chapter.

Section 6: Voting. Each Professional and Associate member of the Chapter shall have the right to cast one vote on each matter brought before the membership for a vote. Student Members shall have no right to vote. Votes shall be judged by an Ad Hoc Committee appointed by the Board of Directors.

Section 7: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal invoices.

Article III..... Meetings of Members

Section 1: Regular Meetings. Regular meetings of the members shall be held on the second Wednesday of each month or as otherwise determined by the Board of Directors.

Section 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 determined by the Board of Directors.

Section 3: Special Meetings. Special meetings of members shall be held on call of the President or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 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: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person, shall constitute a quorum. The vote of the majority of the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

Article IV.....Executive Board Officers and Board Chairs

Section 1: Positions. Executive Board Officers shall consist of five (5) positions, they are as follows: President, President-Elect, Vice President of Membership, Treasurer, and Secretary. Seven additional members shall be elected from among the eligible membership as Board Chairs under the direct mentoring of an Executive Board Officer. The Board Chair positions may include and will be mentored as follows: The President shall be responsible for the Legislative Representative Chair and the Workforce Readiness Chair. The President Elect shall be responsible for the Programs Chair (that includes Diversity and Certification) and the College Relations Chair. The VP of Membership shall be responsible for the Web Master/Marketing Chair and Communications Chair. The treasurer shall be responsible for the SHRM Foundation Chair. Immediate Past President shall serve as the Chapter Advisor.

Section 2: Qualifications. Executive Board Officer qualifications shall include membership in good standing with national SHRM and in any affiliate SHRM Chapter in the last year. Have successfully completed two Board Chair positions in the last four years in any SHRM affiliate chapter. Board Chair qualifications shall include membership in good standing with national SHRM and in any affiliate SHRM Chapter.

Section 3: Election – Term of Office. Executive Board Officer positions may only be taken by a Board Chair member who has successfully completed two years as Board Chair in any capacity in the last four years. When none available, Executive Board Officers will review on a case-by-case and interested parties must comply with minimal qualifications for an Executive Board Officer. to be taken into consideration for member votes. Chapter members will vote on Executive Board Officer slate at the Annual Membership Luncheon from the proposed slate of the nominating committee appointed by the Executive Board Officers at the beginning of each election year. Each elected Officer shall assume office on January 1 following his/her election and shall hold office for two years or until his/her successor is elected and takes office. Board Chair positions are one-year cycle, therefore, must reapply annually and obtain nomination from at least three Executive Board Officers.

Section 4: Vacancies. Any Executive Board Officer vacancy or Board Chair vacancy may be filled for the unexpired term, designated by the President with consent by the Executive Board Officers. Minimum qualifications will be required.

Section 5: Quorum. Attendance of at least four Executive Board Officers is required to constitute a quorum. In the event that an Executive Board Officer is not able to be present, said Executive Officer may direct one of their Board Chairs to be present in lieu of for their position. Assigned in lieu of Chair representative is responsible for reporting meeting details to Executive Board Officer as soon as possible.

Section 6: Approved Voting Methods. Approved voting methods include casting a vote in person,

via conference call or other electronic venues such as e-mail and electronic polling. Mail or electronic ballots can be used for election, provided the Chapter has had at least one in-person meeting that year.

Section 7: Executive Board Officer Responsibilities. The Executive Board shall transact all business of the Chapter except as prescribed otherwise in the Bylaws. A Professional or Associate Member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Executive Board.

Section 8: Removal of Officers and Chairs. Any Officer or Chair may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the entire Executive Board at a duly constituted Executive Board meeting. The Officer or Chair shall be entitled to a due process hearing prior to any termination action being imposed.

Article V.....Duties and Responsibilities for Chapter Executive Board Officers

Section 1: The President. The President shall preside at the meetings of the members and of the Executive Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. He/she shall maintain liaison and be a current member in good standing with SHRM throughout the duration of his/her term of office. The President shall conduct meetings when necessary with Chairs under his/her responsibility and report back to the Executive Board Officers. In addition to the duties listed in the specific job description.

Section 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. He/she shall serve as Chair of the Program Committee. 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 shall have the authority to appoint subcommittees to plan and implement the activities associated with the program year. The President Elect shall conduct meetings when necessary with Chairs under his/her responsibility and report back to the Executive Board Officers. In addition to the duties listed in the specific job description. The Chapter requires the president-elect to be a current member in good standing with SHRM throughout the duration of his/her term of office.

Section 3: The Vice President of Membership. The Vice President of Membership shall serve as Chair of the Membership Committee. He/she shall encourage 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 Vice President of Membership shall conduct meetings when necessary with Chairs under his/her responsibility and report back to the Executive Board Officers. In addition to the duties listed in the specific job description. The Chapter requires the Vice President of Membership be a member with SHRM throughout the

duration of his/her term of office.

Section 4: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include 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 chapter billing and review of membership applications. He/she shall also perform such other duties as the President may determine. The Treasurer shall conduct meetings when necessary with Chairs under his/her responsibility and report back to the Executive Board Officers. In addition to the duties listed in the specific job description. The Chapter requires the Treasurer be a member with SHRM throughout the duration of his/her term of office.

Section 5: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter. The Chapter requires the Secretary be a member with SHRM throughout the duration of his/her term of office.

Article VI.....Committees

Section 1: Committee Organization. Appointments 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 2: Committee Activity. Committees are established to provide the Chapter with special ongoing services such as Programs, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, etc.

Article VII.....Chapter Dissolution

In the event of the local chapter's dissolution, any money remaining in the chapter's accounts and Treasury, after the chapter's expenses have been paid, will be held in trust by the Texas State SHRM Council for a period not longer than two (2) years from the date of the chapter's dissolution. If the local chapter restarts within two (2) years from the date of the chapter's dissolution, any money held in trust by the Texas State SHRM Council will revert back to the local chapter. If the local chapter does not restart before the end of the second year after the date of the chapter's dissolution, the Texas State SHRM Council may use any money held in trust.

Article VIII.....Statement of Ethics

The Chapter adopts SHRM's Code of Ethics for members of the Association in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Chapter and 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 Association

meetings or through the use of information provided to him/her as a member of the Chapter without the approval from the Board of Directors.

Article IX.....Amendment of Constitution and 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 no such proposed amendment shall be effective unless and approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of SHRM and not in conflict with the 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 X.....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.

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 Melida R. Pinals Date 11/28/2017

Approved by:

SHRM President/CEO or President/CEO Designee [Signature] Date 9/12/17

| Board Review: July 2017