

## SHRM Chapter Bylaws

### ARTICLE 1 NAME AND AFFILIATION

*Section 1.1: Name.*

The name of the Chapter is the **Northern Nevada Human Resources Association, Inc.** (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Northern Nevada Human Resources Association or NNHRA 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 1.3: 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 purposes of this Chapter, as a non-profit organization, are:

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. to provide a focus for legislative attention to state and national human resource management issues; vi. to provide valuable information gathering and dissemination channels;
- vi. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- vii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- viii. to serve as a source of new members for SHRM; and
- ix. to 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:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. 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: Qualifications for Membership.* The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, and 4.5 of this Article. The Chapter is a 100% Chapter of SHRM and all Chapter members are required to be members of SHRM in good standing. Qualification for membership may be modified from time to time based on SHRM membership requirements. 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: Professional Members.* Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching; (d) full-time consultants with at least three years experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the chapter.

*Section 4.5: Associate Members.* Individuals who are 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. Associate members may not vote or hold office in the Chapter.

*Section 4.6: Student Members.* Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

*Section 4.7: Application for Membership.* Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee. Applications for new membership must be accompanied by an initial fee equal to the annual dues in effect at the time of application. New members who are approved during the final three months of the year will be considered paid in full for the following year.

*Section 4.8: Voting.* 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 4.9: Dues.* Annual membership dues may be established for the next year by the Board of Directors prior to December 31 of each year. Annual dues will be payable upon expiration and renewal of the member's chapter membership which is concurrent with the SHRM membership date. Currently, annual chapter dues shall be waived for individuals who are members of both SHRM and this Chapter. However, the Chapter membership dues structure may be modified from time to time as approved by the Board of Directors. For special recognition, the Board of Directors may waive, cancel, or reduce payment of dues, assessments or other indebtedness of a member for any period. Members who become more than one month in arrears on payment of their annual dues are not in good standing and may be suspended by the Board of Directors from membership in the association.

*Section 4.10: Questions on Membership:* A majority vote of the Officers and Directors present at any of the Board of Directors meeting at which a quorum is present shall resolve any questions as to the membership eligibility or membership status. The Board may suspend or terminate the membership of any person who in its judgment has violated the bylaws or who has been guilty of conduct detrimental to the best interest of the Association. The member concerned shall receive prior notification and has the right to be heard by the Board.

## **ARTICLE 5 MEMBER MEETINGS**

*Section 5.1: Regular Meetings.* Regular meetings shall be held once a month, or as otherwise determined by the Board of Directors, during a calendar year, at such times and such places as the Board may elect.

*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 December or at such other time as determined by the Board of Directors.

*Section 5.3: Special Meetings.* Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

*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.* 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 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 6 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, Vice President of Membership, 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 in accordance to Section 6.6, should new Core Leadership Areas be established by SHRM.

*Section 6.4: Qualifications.* All candidates for the Board of Directors must be members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. 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 6.5: 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. Each elected Officer and Director shall assume office on January 1st following his/her election. Officers shall hold office for one year or until his/her successor is elected and takes office and Directors shall hold office for two years or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

*Section 6.6: Election – Nomination Process.* At least 90 days prior to the expiration of the terms of Officers and Directors of the Board, the President shall appoint a nominating committee of three members and issue a call for nominations. The committee's nomination for Officers and Directors shall be reported to the Board of Directors for approval. The approved nominations shall be presented at a meeting of the membership for election. In lieu of electing Officers and Directors at the annual meeting, the Board may provide for electronic voting for all eligible members. Results of the electronic voting shall be ratified by the Board and reported at the annual meeting. Board ratification will validate the election on behalf of the membership.

*Section 6.7: 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. Should there be a vacancy in the office of the President, the President-Elect shall complete the unexpired term.

*Section 6.8: 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 6.9: 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 6.10: Board of Directors' Meetings.* The Board of Directors shall meet at the call of the President, such meetings to be held at least every three months. Board meetings shall be for the purpose of conducting the business of the Chapter and for addressing other matters brought to the attention of the Board by the membership.

*Section 6.11: 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 7 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 7.1: The President.* The President shall preside at the meetings of the members and of the Board. He/she 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 He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

*Section 7.2: 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 an ex-officio member of the Program Committee. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

*Section 7.3: The Vice President of Membership.* The Vice President of Membership shall serve as chair of the Membership Committee. He/she 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 other duties as the President may determine.

*Section 7.4: The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter, including all 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. He/she shall be responsible for the receipt, custody and disbursement of all funds, subject to the control and review of the Board. The Treasurer shall prepare and submit to the membership an annual financial report. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine.

*Section 7.5: 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 keeping the membership records and other records and documentation of the Chapter.

*Section 7.6: Core Leadership Area (CLA) Directors.* Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year.

*Section 7.7: 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 8 COMMITTEES**

*Section 8.1: Committees.* The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

*Section 8.2: Committee Organization.* Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

*Section 8.3: 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.

*Section 8.4: 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 9 ELECTRONIC VOTING**

Mail or electronic ballots can be used for the election of Officers and 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 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 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 AMENDMENT OF BYLAWS**

Proposed amendments to these bylaws may be initiated by the Board of Directors or upon written petition signed by at least 25% of the members in good standing of the Chapter. Amendments initiated by petition shall be addressed to the President for submission to the Chapter membership.

One of the methods named in the following section of this article shall be used to change the Bylaws of the Chapter.

1. The bylaws may be amended by a mail, email, or electronic ballot of the voting members. Such ballots shall be circulated for return within thirty days following distribution. An amendment to the bylaws may be adopted by the affirmative vote of two-thirds majority of mail, email, or electronic ballots cast.
2. The bylaws may be amended by two-thirds vote of voting members present at a general meeting provided such proposed amendments are circulated in writing at least ten days prior to such meeting of the numbers.
3. The bylaws may be amended by two-thirds vote of the Directors present at a meeting of the Board of Directors, provided such proposed amendment is circulated in writing at least ten days prior to such a meeting of the Board.

The Bylaws may be amended by one of the methods above 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 13 CHAPTER DISSOLUTION**

Procedure as provided by the law of the state of the Chapter's incorporation, the Chapter may be dissolved at a meeting of the membership called for this purpose by the Board of Directors. A resolution of dissolution may be adopted by receiving at least two-thirds, of the votes entitled to be cast by the members present or, notwithstanding other provisions, represented by proxy at the meeting.

Distribution of Assets: This organization is one which does not contemplate pecuniary gain or profit to the members thereof and it is solely for non-profit purposes. Upon the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for educational and/or scientific purposes and which has established tax exempt status under Section 501(c) (3) of the Internal Revenue Code. If this organization holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this organization's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

### **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.

Ratified by the Membership of Chapter and signed by:

Chapter President \_\_\_\_\_

Date \_\_\_\_\_

Approved by:

SHRM President/CEO or President/CEO Designee \_\_\_\_\_

Date \_\_\_\_\_