

Cyclone Chapter of SHRM Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is Cyclone Chapter of SHRM (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Cyclone Chapter of SHRM 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:

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

- 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.

ARTICLE 3 FISCAL YEAR

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

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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. 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 available for individuals actively engaged in human resource work or who have a bona fide interest in the human resource management profession. Professional members may vote and hold office in the chapter.

Section 4.5: 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, or a two-year community college; (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 4.6: Application for Membership.

Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership. New members shall be afforded full membership rights from the date of application for that calendar year.

Section 4.7: 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 Members are not eligible to vote.

Section 4.8: Dues.

Annual membership dues shall be established for the next year by the Executive Committee prior to the mailing of renewal notices.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings.

Regular meetings of the members shall be held on the second Thursday of each month or as otherwise determined by the Executive Committee.

Section 5.2: Annual Meetings.

The annual meeting of the members for electing Officers and Chairs, and conducting other appropriate business shall be held in September or at such other time as determined by the Executive Committee.

Section 5.3: Special Meetings.

Special meetings of members shall be held on call of the President, the Executive Committee 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 "Executive Committee") 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 Executive Committee and shall be Officers of the Chapter: President, Vice President of Membership, Treasurer, and Secretary.

Section 6.3: Composition of the Executive Committee.

Along with the Officers listed in Section 6.2 of this Article, the Executive Committee shall also include the Chairs and the Past President. These shall constitute the governing body of the Chapter.

Section 6.4: Qualifications.

All candidates for the Executive Committee must be Professional 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 their term of office.

Section 6.5: Election - Term of Office.

Officers and Chairs shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominations prior to the election. Each elected Officer and Chair shall assume office on January 1, following their election and shall hold office for one year or until their successor is elected and takes office. Officers and Chairs may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.6: Vacancies.

Any vacancy in the Executive Committee may be filled for the unexpired term by appointment of the President with the consent of the Executive Committee.

Section 6.7: Quorum.

A simple majority of the total Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of the Executive Committee 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 Executive Committee may act by unanimous written consent of all voting members.

Section 6.8: Executive Committee' Responsibilities.

The Executive Committee 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 Executive Committee meeting any action for consideration by the Executive Committee.

Section 6.9: Removal of Officers and Chairs.

Any Officer or Chair may be removed from office, with cause, upon an affirmative vote of two-thirds of the

entire Executive Committee at a duly constituted Executive Committee meeting. The Officer or Chair 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 Executive Committee shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Chapter President. The position descriptions are subject to change as deemed necessary by the President and/or the Executive Committee.

Section 7.1: The President.

The President shall preside at the meetings of the members and of the Executive Committee. They 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 Executive Committee. They shall maintain liaison and be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.2: The Vice President of Membership.

The Vice President of Membership shall serve as chair of the Membership Committee. They shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. The Vice President, at the request of the President or in their absence or disability, may perform any of the duties of the President.

Section 7.3: 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 Executive Committee and coordinating arrangements for the annual examination audit of the accounts as may be required by the Executive Committee. They shall be responsible for membership billing. They 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, including the Executive Committee meetings.

Section 7.5: Past President.

The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Executive Committee.

Section 7.6: College Relations Chair.

The College Relations Chair shall serve to manage the college outreach efforts within the Student Chapter(s) of SHRM in the local area.

Section 7.7: Diversity Chair.

The Diversity Chair shall serve to educate and promote diversity in the workplace to the Chapter members by providing a Diversity Report at each meeting of the Chapter.

Section 7.8: Education Chair.

The Education Chair shall serve to manage the Chapter's SHRM certification programs and submissions of programming for certification for SHRM-CP and SHRM-SCP.

Section 7.9: SHRM Foundation Chair.

The SHRM Foundation Chair shall serve to educate, promote, and represent the interests of the SHRM Foundation and its activities to the Chapter.

Section 7.10: Technology Chair.

The Technology Chair shall serve to create, manage, and maintain the Chapter website and all social media for the Chapter.

ARTICLE 8 COMMITTEES

Section 8.1: Committees.

The establishment of both standing and ad-hoc committees shall be the right of the Executive Committee.

Section 8.2: Committee Organization.

Committees in addition to the Nominating Committee are established by resolution of the Executive Committee.

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 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 Executive Committee. No member shall actively solicit business from any other member at Chapter meetings without the approval from the Executive Committee.

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

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 their 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 their designee.

ARTICLE 13 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 Executive Committee 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 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or their 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

Karen J. Bean Date 05/10/2018

Approved by:

SHRM President/CEO or President/CEO Designee

[Signature] Date May 7, 2018