

HUMAN RESOURCE MANAGEMENT NETWORK Bylaws

Article I Name

- Sec. 1.1. *Name.* The name of the chapter is Human Resource Management Network (HRMN) (herein referred to as "Chapter"). To avoid potential confusion, the Chapter will refer to itself as HRMN and not as SHRM or the Society of Human Resource Management.
- Sec. 1.2. *Affiliation.* The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").
- Sec. 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 II Purpose

- Sec. 2.1. This Chapter was formed on March 21, 1979, for the purpose of bringing together those persons in Manhattan, Kansas and the surrounding areas who are responsible for the human resource related functions of their organizations.
- Sec. 2.2. The primary objectives of this Chapter, as a non-profit organization are:
- (a) to provide a forum for personal and professional development and where members may network and exchange information, ideas, and views;
 - (b) to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
 - (c) to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
 - (d) to provide an opportunity to focus on current human resource management issues of importance to our members;
 - (e) to provide a focus for legislative attention to state and national human resource management issues;
 - (f) to provide valuable information gathering and dissemination channels;
 - (g) to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
 - (h) to serve as an important vehicle for introducing human resource management professionals to SHRM;
 - (i) to serve as a source of new members for SHRM; and

- (j) to serve as part of the two-way channel of communications between SHRM and the individual members.

Sec. 2.3. 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.

Sec. 2.4. The Chapter may partner with other human resource related organizations at regional, state or national levels for the purpose of furthering the above objectives.

Article III Finances

Sec. 3.1. The fiscal year of the Chapter shall be January 1 through December 31.

Sec. 3.2. Funds on deposit with any bank shall be subject to withdrawal on the signature of any Chapter officer authorized as a signatory on the current bank signature card on file. Approval of the Board of Directors is required for payment of all non-budgeted items and requests for expense reimbursement.

Article IV Membership

Sec. 4.1. *Qualifications for Membership.* The qualifications for membership in the Chapter shall be as stated in Sections 4.3 – 4.6 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.

Sec. 4.2. *Non-transferability of Membership.* Membership in the Chapter is neither transferable nor assignable.

Sec. 4.3. *Individual Membership.* Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Sec. 4.4. *Professional Membership.* Professional members may vote and hold office in the chapter. Professional membership shall be limited to those individuals in Manhattan and the surrounding areas who are engaged as one or more of the following:

- (a) management level human resource professionals;
- (b) administrative and/or supervisory level professionals who are responsible for human resource related activities in their organizations;
- (c) other professionals associated with human resources, including but not limited to: faculty members in human resource management or any of its specialized functions at an accredited college or university, human resource related consultants, attorneys who counsel

and advise clients on matters relating to the human resource profession, or individuals who demonstrate a bona fide interest in human resource management and the mission of the Chapter; and/or

(d) hold an HR related professional certification.

Sec. 4.5. *Student Members.* Student members may not vote or hold office in the chapter. Student membership is limited to those individuals who are:

(a) enrolled either as full-time or part-time student in a human resource related degree program at a two-year, four-year, or graduate institution;

(b) enrolled either as a full-time or part-time student at a two-year, four-year, or graduate institution with a demonstrated interest in the human resource profession;

Sec. 4.6. *Honorary Life Members.* Individuals who are appointed by the Board of Directors as Honorary Life Members in recognition of their service to the Chapter or the human resource profession.

(a) Honorary life members may vote and hold office in the Chapter.

Sec. 4.7. *Application for Membership.* Application for membership shall be through submission of the New Member Application form.

(a) All applications shall be reviewed by the Membership Director and presented for vote to the Board of Directors. Approval requires an affirmative vote by a simple majority with quorum established.

(b) New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Sec. 4.8. *Voting.* Each Professional and Honorary Life 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.

Sec. 4.9. *Dues.* Annual membership dues shall be established for the next year by the Board of Directors prior to the distribution of renewal notices.

(a) A member delinquent in payment of dues for more than two months from billing date is not a member in good standing and will be removed from membership.

Article V Member Meetings

Sec. 5.1. *Regular Meetings.* Regular meetings of the general membership shall be held on the third Wednesday of each month or as otherwise determined by the Board of Directors.

(a) Regular meetings of the Board of Directors shall be held at a date and time mutually agreeable by the members of the board. Any Chapter member in good standing may attend Board Meetings, however does not have voting rights

Sec. 5.2. *Annual Meetings.* The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held at a date and time agreed upon by the majority vote of the Board of Directors.

Sec. 5.3. *Notice of Meetings.* Notice of the annual meeting shall be given to all members at least ten days prior to the meeting. Notice of the regular meeting shall be given to all members at least seven days prior to the meeting.

Sec. 5.4 *Quorum.* Chapter meetings: One-fourth of the total membership must be present at a meeting to constitute a quorum. The vote of the majority of the members present at any meeting at which there is a quorum present shall be necessary for the adoption of any matter to be voted on by the members.

Article VI Board of Directors

Sec. 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.

Sec. 6.2. *Officers.* The following shall be members of the Board of Directors and shall be the Officers of the Chapter: President, Vice-President (President Elect), Secretary, and Treasurer.

Sec. 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 appointed Committee Directors and Liaisons. The immediate Past President shall serve as an ex-officio member of the Board. These shall constitute the governing body of the Chapter. Each Board member shall serve a term of not less than two years unless otherwise specified in the position description.

Sec. 6.4. *Qualifications.* All Officers on the Board of Directors must be Professional members of the Chapter. Committee Directors and Liaisons may be Professional or Honorary Life members of the chapter. All Officers, Directors and Liaisons must be members in good standing at the time of their nomination or appointment and for their complete term of service. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Sec. 6.5. *Election and Term of Office.*

- (a) Officers shall be elected by the members at the annual meeting of the membership from the proposed slate of the Nominating and Bylaws Director. Additional eligible members may be nominated from the floor by any member in good standing before voting takes place.
- (b) Election for Officers shall take place by secret ballot.
- (c) The notice for the meeting at which officer elections will occur shall include the names of nominees and respective offices.
- (d) Directors and Liaisons shall be ratified by the members at a designated meeting of the Chapter after approval of the Board of Directors.
- (e) Officers, Directors and Liaisons shall assume office on January 1 following his/her election and shall hold office for a minimum of two years or until his/her successor is elected/appointed and takes office. Officers and Directors may not serve more than two (2) consecutive terms in the same position without a majority vote of the Board of Directors.

Sec. 6.6 *Vacancies.* Any vacancy on the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Sec. 6.7. *Quorum.* A simple majority of the total filled positions on the 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, in person, via conferencing system, or email, shall be the act of the Governing Body. In addition, the Board may act by unanimous written consent of all voting members.

Sec. 6.8. *Board of Directors' Responsibilities.*

- (a) The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws. A Professional or Honorary Life 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.
- (b) It is the responsibility of each member of the Board of Directors to maintain adequate records of his/her respective office or committee assignment in the Chapter and to transfer these records to the newly-elected Officers and appointed Directors/Liaisons at the beginning of their term.
- (c) Members of the Board of Directors shall provide information to the President to use in completing the SHRM affiliate program document.

Sec. 6.9. *Removal of Officer and Director.* 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 meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

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. All members of the Board of Directors must be in good standing with the Chapter at the time of their appointment and for the duration of their term.

Sec. 7.1. *President.* The President shall preside at the meetings of the members and of the Board and shall serve as ex-officio member of all committees. 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. The President shall serve as a liaison and be a current member in good standing with SHRM throughout the duration of his/her term of office. The President is responsible for attending and participating in State Council meetings as required. The term for President is one year. The second year will be served as ex-officio.

Sec. 7.2. *Vice President.* The Vice President (President Elect) at the request of the President or in his/her absence or disability may perform any of the duties of the President. The Vice President provides oversight to the Directors of Chapter Committees. The term for Vice President is one year.

Sec. 7.3. *Secretary.* The Secretary shall record and maintain minutes of all Board and Chapter meetings, and shall handle correspondence for the Chapter.

Sec. 7.4. *Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. The Treasurer shall prepare and provide accurate monthly, year-end, and

other requested financial reports, and provide financial records to the Finance and Audit Liaison.

Sec. 7.5 *Directors.* The President, with the assistance of the Nominating and By-Laws Director, shall appoint the following Directors. Each of whom shall serve as the committee chairperson to the same-named Committee: Membership Director, Programming Director, Communications Director, Certification Director, Nominating and By-Laws Director, Professional Development Director, Diversity Director, and Workforce Readiness Director. The appointments shall be ratified by the membership. Term of office is two years unless otherwise specified.

- (a) *Membership Director.* The Membership Director shall lead the committee in actively recruiting new members, retaining current members, welcoming members and guests at Chapter meetings and functions, and developing and distributing new member packets. The Membership Director shall prepare initial and annual dues statements to members.
- (b) *Programming Director.* The Programming Director shall lead the activities of the committee in planning and providing monthly and special event programs for the Chapter membership and assisting speakers with the details for presenting the program. In addition, the Programming Director shall plan a seminar, workshop, or similar event designed for general community attendance once in each program year. Program details will be shared with the Communications Director for communication to the membership.
- (c) *Communications Director.* The Communications Director shall lead the committee in providing timely and comprehensive information to Chapter members about programs, workshops, and other matters of interest via Chapter listservs and website; and providing timely and comprehensive information and other matters of interest about the Chapter to external resources. This Committee should use appropriate communications media available to publicize the existence of this Chapter and its activities to the community.
- (d) *The Certification Director.* The Certification Director shall keep members aware of certification opportunities and encourage members to become certified and recertified in an effort to increase the number of chapter members who are certified. The Certification Director will coordinate and lead chapter study groups for members interested in preparing for certification exams. The Certification Director, in concert with the Program Director, will secure certification approval for Chapter programs from SHRM recognized certification providers.
- (e) *Nominating and Bylaws Director.* The Nominating and Bylaws Director shall lead the committee in recruiting candidates for Chapter positions and in preparing and recommending revisions to the bylaws whenever necessary.
- (f) *Professional Development Director.* The Professional Development Director shall lead the committee in monitoring the administration of scholarships funded by the Chapter. This position shall also be responsible for administering the Chapter's professional development (financial assistance) programs for members in good standing.
- (g) *Diversity Director.* The Diversity Director shall lead the committee to monitor, evaluate, and relay on a regular basis to Chapter members, information regarding diversity issues; spearhead the effort to add diversity to the Chapter's membership/leadership, and publicize successful diversity programs in the local community.
- (h) *Workforce Readiness Director.* The Workforce Readiness Director shall lead the committee in efforts to monitor and evaluate local activities concerning workforce readiness issues and plans, and encourage chapter involvement and activities impacting the workforce readiness arena.

Sec. 7.6. 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. The Past President holds no voting rights on the Board of Directors.

Article VIII Committees

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

Sec. 8.2. *Members serving on committees*. Members may be assigned to a committee based on their preferences indicated in the annual membership renewal. For those members who do not list a preference or if their preferred committee is already full, members may be placed on another committee based upon need.

Sec. 8.3. *Committee Activity*. Committees are established to provide the Chapter with special ongoing services to support and grow membership benefits and community involvement.

Article IX Liaisons

Sec. 9.1. The President, with the assistance of the Nominating and Bylaws Director, shall appoint the following Liaisons, each of whom shall report to the Board of Directors and the Chapter on their area of focus: College Relations Liaison, Finance and Audit Liaison, Governmental Affairs Liaison and SHRM Foundation Liaison. Term of position is two years.

- (a) The *College Relations Liaison* shall work with the local student chapter(s), and conduct college outreach efforts to ensure that activities are communicated to and fully supported by the Chapter.
- (b) *Finance and Audit Liaison*. The Finance and Audit Liaison shall lead the committee with auditing functions in conducting annual audits of the records and financial statements of the Chapter as prepared by the Treasurer, and in conducting any ways and means projects deemed necessary or desirable.
- (c) The *Governmental Affairs Liaison* shall monitor, evaluate, and relay on a regular basis to Chapter members, information regarding pending legislative, regulatory and legal action at the federal, state, and local levels that may have an impact on the management of human resources.
- (d) *SHRM Foundation Liaison*. The SHRM Foundation Liaison shall lead efforts to promote, educate and represent the interests of the SHRM Foundation and its activities to the Chapter membership. The SHRM Foundation Liaison will pursue ways and means projects to support the SHRM Foundation.

Article X Statement of Ethics

Sec. 10.1. 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 purpose of this Chapter and SHRM.

Sec. 10.2. 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 of the Chapter without the approval from the Board of Directors.

Article XI Parliamentary Procedure

Sec. 11.1. Meetings of the Chapter shall be governed by the rules contained in Roberts 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.

Sec. 11.2. The order of business in Chapter meetings will be at the discretion of the President.

Article XII Amendment of Bylaws

Sec. 12.1. 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 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.

Sec. 12.2. All matters pertaining to the bylaws and matters of meeting procedure or protocol should be directed to the Nominating and Bylaws Committee for consideration, counsel, or further action.

Article XIII Chapter Dissolution

In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be donated to a scholarship fund(s) to be used to assist a student(s) with post-secondary education in a human resource related degree program.

Article XIV Withdrawal of Affiliated Chapter Status

Sec. 14.1. 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.

Sec. 14.2. Affiliated Chapter status may be withdrawn by the Chapter upon request to SHRM, consultation with SHRM, and approval of the SHRM President/CEO or his/her designee.

**Article XV
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:

Chapter President _____

Date _____

Approved by:

SHRM President/CEO or President/CEO Designee  _____

Date _____