

Constitution and Bylaws of the
Akron Area Chapter of the
Society for Human Resource Management

Effective October 4, 1961. Amended: February 2, 1965; July 15, 1967; January 28, 1974; May 1, 1976; February 6, 1978; May 9, 1984; January 15, 1990; January 13, 1993; November 1, 1995; March 1, 2005; November 2006; December 2007; June 2010

Article I - Name and Affiliation

Section I: Name

The name of this organization shall be the Akron Area Chapter of the Society for Human Resource Management herein referred to as the Chapter.

Section II: Affiliation

The Chapter is an active affiliate of the Society for Human Resource Management, herein referred to as SHRM.

Section III: 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 - Mission

The Chapter is an association for Human Resource professionals who have a sincere interest in furthering the purposes and goals of profession of Human Resources management. Accordingly, the Chapter's mission is as follows:

- a. To provide opportunities for professional growth and development, and
- b. To serve as a resource and network for Human Resource professionals.

Article III: Code of Ethics

This Code of Ethics for the members of the Chapter has been adopted to promote and maintain the highest professional standards of personal conduct and standards among its members.

- a. The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.
- b. No member shall actively solicit business from any other member at Chapter meetings or through the use of information provided as a member of the Chapter, including the membership directory, without the approval from the Board of Directors. Any violation of this policy should be immediately reported to any Board member. At the earliest opportunity, the Board shall determine the appropriate action to take, up to and including termination of membership, loss of dues, if applicable, and/or loss of good standing.

Article IV - Membership

Section I: 100% Chapter

The Chapter is a "100% Chapter." Membership shall be limited to only those individuals who maintain national membership in SHRM. Members shall either designate the Chapter as their primary local Chapter with national SHRM, or shall otherwise be classified as Associate Members.

Section II: Membership Categories

Professional Membership is extended to individuals who are directly employed (including those in transition) in the practice of Human Resource management, and to those whose work directly relates to Human Resource management such as educators and faculty members teaching Human Resource courses, attorneys who provide counsel on Human Resource issues, and Human Resource consultants. Professional Members may vote and hold office.

Associate Membership is extended to individuals who provide products and services related to Human Resources and to those from affiliate Chapters not designating Akron as their primary Chapter. Associate members may vote and hold office, however, no more than 33% or 2 officers on the board may be Associate Members.

Honorary Life Membership may be extended to retired SHRM members and Past Presidents in recognition of outstanding service to the Chapter and/or SHRM by the recommendation and two-thirds (2/3) affirmative vote of the Board of Directors. Honorary Life Members are entitled to membership privileges without the payment of membership dues and may vote and serve on Committees.

Section III: Applications for Membership

Applications for membership are filed in writing with the Membership Chairperson who shall verify that prospective members have active SHRM membership status. The Chairperson shall also determine what Human Resource experience the applicant possesses and if necessary contact the applicant for additional information. Applications are presented by the Chairperson to the Board during monthly meetings for review and approval. Approval is attained with a two-thirds (2/3) affirmative vote of those attending the Board meeting. The Chairperson shall advise applicants of their acceptance into the Chapter or reasons for their membership application being declined.

Section IV: Termination

Membership status, once granted, may not be involuntarily terminated except for good cause as determined by the Board of Directors. In such cases, a two-thirds (2/3) vote for termination by the Board is required. Members may voluntarily terminate their membership through resignation or non-payment of national or local dues. No reimbursement of dues shall be made.

When membership is terminated for any reason, Chapter property shall be returned to any Board Officer.

Article V - Dues

No dues shall be assessed for individuals who hold Professional or Honorary Membership. Associate Members shall pay annual dues, to be determined each year by the Board of Directors, at time of acceptance into the Chapter and in January thereafter. Membership

shall be terminated automatically for non-payment of annual dues ninety (90) days after the established date for payment of dues.

Article VI - Meetings

Section I: Regular Meetings

Regular meetings shall normally be held monthly at such times and places as determined by the Board of Directors.

Section II: Special Meetings

Special meetings shall be held on the call of the President, the Board of Directors or by written request of a minimum of fifteen percent (15%) of the members of the organization provided that at least two (2) days notice is given of such meetings and the call for such meetings includes the nature of the business to be transacted. No other business may be transacted at such Special meetings.

Section III: Meeting Notices

Notice of all meetings shall be given to members at least seven (7) days prior to meetings with the exception of Special meetings.

Section IV: Quorum

At all Regular and Special meetings, a quorum for transacting business shall meet or exceed fifteen percent (15%) of all members.

Article VII – Officers, Directors, and Board Members

Section I: Officers

The Officers of the organization shall consist of a President, Vice President, Secretary, Treasurer and two (2) At-Large Directors who shall be elected bi-annually and serve for two (2) years or until their successors are elected and qualified. The immediate Past President shall automatically become an Officer for a two-year term. Terms of office shall commence in January and run through December.

Section II: Election of Officers

- a. The Nominating Committee shall prepare a slate of Officers, consisting of President, Vice President, Treasurer, Secretary and two (2) At-Large Directors. This slate of Officers and Directors can include those that hold Professional, Honorary or Associate Membership status with no more than 33% (2) members with Associate Membership status. This slate shall be presented to membership by the October meeting and also sent by email to all Members.
- b. At the October meeting and by email, the opportunity shall be given for additional nominations from members. The final ballot shall then be distributed to all members within seven (7) days after the October meeting. Responses from membership shall be returned to the Chair of the Nominating Committee within ten (10) days.
- c. The election results shall be announced by the November meeting. The individuals who receive the most votes for each position shall be elected. Tie results shall be decided by balloting during the Regular Chapter meeting.
- d. Those elected shall commence their terms of office in January.

- e. When, for any reason, an Officer of the Chapter or a seat on the Board of Directors is vacated, the President, with recommendations from the Board of Directors, shall fill the vacancy by appointment. The appointee shall serve for the balance of the term.

Section III: Officer Duties

The Officers of the Chapter shall perform the duties pertaining to their respective offices and work together with other Board members to provide service and direction to the Chapter.

Section IV: Board Members

The Board of Directors shall consist of elected Officers and appointed Committee Chairs as detailed in Article VIII.

Section V: President

The President shall preside over all meetings of this organization and over all meetings of the Board of Directors. With recommendations from the Board, the President shall be responsible for leading the overall direction of the Chapter, providing valuable services to its members and the community, and maintaining professional and ethical practices in support of the organization. The President shall also be responsible for the selection and appointment of Committee Chair positions and their overall function.

Section VI: Vice President

In the absence of the President, the Vice President shall officiate and fulfill the duties required of the President. The Vice President shall also serve as Program Chair, providing direction on Regular meeting content, speakers, locations, amenities and overall quality, while also obtaining membership feedback to evaluate and improve their experience.

Section VII: Secretary

The Secretary shall keep a complete and accurate record of activities conducted during all meetings of the Board of Directors, send out minutes of meetings for review and approval, and assist with distributing communications to Chapter membership. The Secretary shall also assist with other tasks as required by the President.

Section VIII: Treasurer

The Treasurer is responsible for the financial aspects of the Chapter. These responsibilities include preparing monthly financial reports for the Board, receiving all monies for the organization, and disbursing funds within the budget or as approved by the Board of Directors. There shall be two signers on all of the organization's checks or withdrawals. Authorized signers shall be the President, Vice President, Treasurer and Secretary. If required by the Board of Directors, the Treasurer shall also furnish bond or insurance in whatever sum is determined.

Section IX: At-Large Directors

At-Large Directors represent the overall membership of the Chapter and shall be assigned specific duties and activities as determined by the President.

Section X: Board Function and Meetings

The Board of Directors has the authority to act in the general management of affairs for the good of the Chapter and may adopt rules as needed. The Board shall determine the general policies of the organization and authorize all actions by a majority vote within the limits prescribed by the Bylaws. It is the duty of all members of the Board to attend monthly

Board meetings. If unable to attend, Board members shall send a report of their activities to the President to present to the Board in their absence.

Section XI: Quorum

At least one-half (1/2) plus one member of the Board shall be present at a Board meeting and their presence shall constitute a quorum to conduct business. When a quorum is present, motions shall be approved by a minimum of two-thirds (2/3) of those present.

Section XII: Removal from Office

Any Officer or Director may be removed from office, with cause, upon affirmative vote of two-thirds (2/3) of the entire Board of Directors.

Article VIII – Committees

Committee Chairs shall be appointed by the President with recommendations from the Board, and as a Board member has full voting rights with no term limitations. The Chair is responsible for directing and monitoring activities of the Committee, recruiting members, and reporting status to the Board at monthly meetings.

Section I - Standing Committees

Standing Committees shall be created and deleted as needed at the discretion of the Board of Directors. Members of such Standing Committees shall be appointed by the President.

- a. Auditing Committee—There shall be an Auditing Committee, consisting of at least two members appointed by the President, whose duties shall be to conduct an annual audit and review of all financial transactions of the organization as well as any special audits requested by the Board of Directors. The Treasurer shall be precluded from membership in the Committee, and shall support its efforts by providing access to requested financial records.
- b. Bylaws Committee—There shall be a Bylaws Committee appointed by the President whose duties shall be to regularly review the provisions of the Constitution and Bylaws and to recommend changes thereof to the Board of Directors as deemed necessary.
- c. College Relations Committee—There shall be a College Relations Chairperson, appointed by the President, whose duties shall be to coordinate the activities of the local student Chapter advisors as well as the Chapter's annual scholarships.
- d. Compensation and Benefits Committee—There shall be a Compensation and Benefits Chairperson, appointed by the President, whose duty it shall be to coordinate the Compensation and Benefits Committee. The Compensation and Benefits Committee shall conduct an annual compensation survey and seek to provide information to members on current trends in compensation and benefits.
- e. Workforce Readiness Committee—There shall be a Community Relations Chairperson, appointed by the President, whose duty it shall be to coordinate the Community Relations Committee. The Community Relations Committee shall strive to establish a positive presence for the Chapter in the education of the future workforce and in the local community.

f. Certification Committee—There shall be a Certification Chairperson, appointed by the President, whose duty it shall be to coordinate the Certification Committee. The Certification Committee shall provide encouragement and information relating to Human Resource certification, higher education and professional development.

g. Diversity Committee—There shall be a Diversity Chairperson, appointed by the President, whose duty it shall be to coordinate the Diversity Committee. The Diversity Committee shall provide leadership and education regarding diversity practices and concepts to the members of the Chapter.

h. Governmental Affairs Committee—There shall be a Governmental Affairs Chairperson, appointed by the President, whose duty it shall be to coordinate the Governmental Affairs Committee. The Governmental Affairs Committee shall provide information surrounding current legislation while educating members about how to make their voices heard.

i. Hospitality Committee—There shall be a Hospitality Chairperson, appointed by the President, whose duty it shall be to coordinate the Hospitality Committee. The Hospitality Committee shall coordinate meeting/event registration and welcome members and guests to all Chapter functions.

j. Membership Committee—There shall be a Membership Chairperson, appointed by the President, whose duty it shall be to coordinate the Membership Committee. The Membership Committee shall coordinate all Chapter membership campaigns, membership applications, interest in joining Committees and assisting the operations, new member relations/orientations, and maintenance of the Chapter's membership roster.

k. Newsletter Committee—There shall be a Newsletter Editor, appointed by the President, whose duty it shall be to coordinate the Newsletter Committee. The Newsletter Committee shall produce and distribute for members the Chapter's monthly newsletter, the HR Leader.

l. Nominating Committee—There shall be a Nominating Committee appointed by the President and consisting of at least three (3) members, whose duties shall be to present to the membership nominations for various offices by the October meeting of each calendar year. The Committee shall also tabulate votes, oversee the process in compliance with Bylaws, and report results to those elected and to Chapter membership.

m. Programming Committee—The Vice President serves as the Program Chairperson, whose duty shall be to coordinate and participate in the Programming Committee. The Programming Committee shall develop and coordinate a schedule of programs, subject to the approval of the Board of Directors.

n. Public Relations Committee— There shall be a Public Relations Chairperson, appointed by the President, whose duty it shall be to coordinate the Public Relations Committee. This committee seeks to publicize the Chapter and the accomplishments of its members, establish community presence, and develop and maintain local media relations.

o. Sponsorship Committee— There shall be a Sponsorship Chairperson, appointed by the President, whose duty it shall be to coordinate the Sponsorship Committee. The Sponsorship Committee shall seek Chapter sponsorships from businesses offering Human Resource related products and services, network with potential sponsors, market the benefits of Chapter advertising, and work to achieve full sponsorship of all meetings and workshops.

p. Website Committee—There shall be a Website Chairperson, appointed by the President, whose duty it shall be to coordinate updates to the Chapter's website.

q. Foundation Committee---There shall be a Foundation Chairperson appointed by the President, whose duty it shall be to educate, promote, and represent the interests of the SHRM Foundation and its activities to the chapter membership and coordinate fund development for the SHRM Foundation.

Section II – Special Committees

Special Committees shall be created and deleted as needed at the discretion of the Board of Directors. Members of such Special Committees shall be appointed by the President.

Article IX – Indebtedness

No indebtedness beyond ordinary Chapter operating expenses shall be incurred without the expressed approval of two-thirds (2/3) of Membership.

Article X -- 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 XI - Bylaws

Section I

The Bylaws shall provide for the governance of the Chapter in all of its activities, and shall be regularly reviewed by the Bylaws Committee for accuracy and updating.

Section II

The Bylaws may be amended, repealed or added to only in the following manner after first being forwarded to national SHRM for review and approval 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. .

- a. Any such amendment, repeal, or addition shall be presented to membership at a Regular Chapter meeting prior to a vote.
- b. In addition, proposed amendments shall be communicated to the total membership within seven (7) days following the meeting.
- c. All proposed amendments shall be voted upon by email or in regular mail. Any amendment that receives an affirmative vote of two-thirds (2/3) of the responses shall be put into effect at the start of the following month.

Article XII – Termination of the Chapter

Section I

Termination of the Chapter shall only occur in accordance with the Constitution of the Society for Human Resource Management.

Section II

In the event of dissolution of The Chapter, any remaining monies in the Treasury, after all expenses have been remitted, will be contributed to an organization determined by the Board of Directors at the time of dissolution.

Article XIII -- 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.

Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee

Approved by:

SHRM President/CEO or President/CEO Designee (print name) _____

Signature _____

Date _____

Ratified by the Membership of Chapter and signed by:

Chapter President (print name) _____

Signature _____

Date _____