

## **ARTICLE I    NAME AND AFFILIATION**

**Section 1:**     *Name.* The name of this Chapter is the Mohawk Valley Society for Human Resource Management (herein referred to as the Chapter). To avoid potential confusion, the Chapter will refer to itself as Mohawk Valley Society for Human Resource Management (MVSHRM) and not as SHRM or the Society for Human Resource Management.

**Section 2:**     *Affiliation.* 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.

**Section 4:**     These Articles of Association and Bylaws shall govern this organization.

## **ARTICLE II    PURPOSE**

The purposes of this Chapter, as a non-profit organization, are:

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

### **ARTICLE III FISCAL YEAR**

Section 1: The fiscal year of the Chapter shall be the calendar year.

### **ARTICLE IV MEMBERSHIP AND QUALIFICATIONS**

Section 1: Non-transferability of Membership: A membership will be issued in the name of an individual and shall not be transferable.

Section 2: Qualifications: The membership shall consist of individuals currently engaged in managing/executing a Human Resource or other related management or academic function. This includes clerical/administrative support of a Human Resource function and retired individuals who were active in the Human Resource field when employed. This also includes individuals who are enrolled either as full-time or part-time students, at freshman standing or higher enrolled in human resource management subjects.

Section 3: All applications shall be reviewed and approved by the Vice President of Membership.

Section 4: All members may vote and hold office in the chapter. Each member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the membership.

### **ARTICLE V OFFICERS AND EXECUTIVE COMMITTEE**

Section 1: Officers. The officers of this association, who must be MVSHRM members, shall be President, President Elect, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, and Treasurer. The Executive Committee shall consist of these officers and the Past President.

Election - Term of Office. Officers and Directors shall be elected by the members at the last membership meeting. The proposed slate is appointed by the Board of Directors. Each elected Officer and Director shall assume office in January following his/her election and shall hold office for one year and can be re-elected to this or another position or holds office until his/her successor is elected and takes office..

If an elected officer cannot serve a full term of office, the President shall appoint a member to serve for the remainder of the term. The President of the association shall be the chairman of the Executive Committee, which shall manage the affair of the association. The officers shall perform the usual duties of their respective officers.

In addition to the Executive Committee, a Board of Directors will meet minimally on a quarterly basis, to direct and guide the chapter. The board will consist of the current officers, 1 past president, and the chairpersons of the specified committees outlined in Bylaw III.

Section 2: Duties and responsibilities of the officers shall be as listed below:

a. President. The responsibilities of the President shall be to preside at all meetings, both members and of the Board, and provide leadership and overall directions to the MVSHRM. He/She shall also perform such other duties and exercise such powers as usually pertain to this office and as delegated from time to time by the members. Per

SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office and shall communicate SHRM state and/or national goals, policies, and programs. He/She shall serve as the Society's sole spokesperson to the news media. Should a scheduling conflict ever preclude the President from personally carrying out this responsibility, he/she may designate another member, on an ad hoc basis, as the MVSHRM's spokesperson in the instance.

b. 1<sup>st</sup> Vice President of Programs. The responsibilities of the 1<sup>st</sup> Vice President shall be to be responsible for professional development of the Chapter, which includes the coordination of monthly programs, seminars and/or workshops. He/she shall exercise such powers and perform such duties as may be delegated from time to time by the President.

c. 2<sup>nd</sup> Vice President of Membership. The responsibilities of the 2<sup>nd</sup> Vice President shall be to promote SHRM and MVSHRM membership among practicing members of the Human Resource profession in accordance with the membership qualifications of the organization. The 2<sup>nd</sup> Vice President shall review membership applications to determine membership. In questionable or disputed cases, the full Executive Committee will determine membership. He/She shall have custody of all records and paperwork relating to the membership of the organization. In case of disability or absence of the President and 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall perform and be vested with their duties and powers.

d. President Elect. The responsibilities of the President Elect shall be to work directly with the President with the understanding that the President Elect will transition to the role of President in the next term without disrupting the existing goals and accomplishments of the organization. In case of disability, the President Elect shall perform and be vested with the President's duties and powers.

e. Treasurer. The responsibilities of the Treasurer shall be to supervise all financial activities of the chapter. The responsibility shall include the preparation of monthly financial reports to the membership.

**Section 3: Removal and Resignation:**

1. Upon recommendation of the Executive Committee, the Board of Directors may remove any Director thereof for cause for any one or more of the following reasons:

a. Failure to attend meetings; Directors may be removed by a majority vote of the Board after missing (3) consecutive meetings without having given notice to the President or a member of the Executive Committee;

b. Failure to make significant contribution to the work of the Board and MVSHRM or;

c. Actions or conduct deemed to be detrimental to the best interests of MVSHRM.

2. A Director may resign at any time by giving written notice to the Board of Directors or to an officer of MVSHRM. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

3. The Board of Directors shall have the power to fill unexpired terms of office prior to the next annual meeting.

**ARTICLE VI 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 the SHRM Foundation.

## **ARTICLE VII 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 VIII STATEMENT OF ETHICS**

The MVSHRM adopts the SHRM's Code of Ethics for members of this chapter 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.

Section 1: The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

Section 2: No member shall actively solicit business from any other member at Chapter meetings or through the use of information provided to him/her as a member of the Chapter without approval from the Board of Directors.

## **ARTICLE IX MEETINGS**

Meetings are normally held on the third Tuesday of a month or as otherwise determined by the Board of Directors. Special meetings of the Executive Committee and the Board of Directors may be called at any time by the President and shall be held at the time and place designated. A majority of the committee shall constitute a quorum. The President or Chapter Administrator shall mail notice of the time and place of the Annual Meeting to each member at least 2 weeks prior to the scheduled meeting or conference call.

## **ARTICLE X DUES**

1. MVSHRM's dues shall be determined by the Executive Committee.
2. MVSHRM Membership Renewals: Renewed membership shall be payable on the anniversary of their yearly membership renewal.
3. MVSHRM New Membership: A new member joining the chapter shall be charged the full membership dues effective for one (1) year from the date of membership and shall expire on the last day of the month of expiration.
4. Any member of MVSHRM who is a National SHRM member must designate their interest to participate in both and will not be required to pay MVSHRM Chapter member dues.

## **ARTICLE XI COMMITTEES**

1. Executive Committee: The Executive Committee shall consist of the President, who shall be Chairman; President Elect, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Treasurer and immediate Past President.
2. Chairpersons: The Chairman of each of the following will automatically hold a seat on the Board of Directors with the Executive Committee. Sponsorship Chair, Foundation Chair,

Legislative Chair, Professional Development Chair, Workforce Readiness Chair, Public Relations Chair, Diversity Chair, Events & Recognition Chair, College Relations Chair.

3. Committees: Committees will be established to provide the Chapter with special ongoing services as required. The Chairperson and the President will seek interested members to participate in committee activities and may be organized by the Chairperson and President to meet particular Chapter needs. The Executive Committee may, at any time, make recommendation to the President to remove and replace a committee member. The final decision to do so shall be the authority of the President.

#### **ARTICLE XII ELECTION OF OFFICERS**

Election of officers shall be conducted in accordance with the following procedures:

1. The President shall prepare and submit a list of nominees to the Board of Directors for approval 20 days prior to the annual meeting to be voted on by the membership at the last meeting of the calendar year.
2. The list of nominees shall be distributed to all members of the Chapter 10 days prior to the last meeting of the year.

#### **ARTICLE XIII PARLIAMENTARY PROCEDURES**

Meetings of the voting members and Committees of the Society shall be governed by the rules contained in Roberts Rules of Order in all cases to which they are applicable and consistent with the Bylaws of the Chapter.

#### **ARTICLE XIV BYLAWS AND STANDING RULES**

1. 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 or by email, 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. A ten-day written notice shall be delivered to each member setting forth all the details of the proposed change. 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.
2. Standing rules may be adopted, amended, or suspended at any general membership meeting of the Chapter by the majority vote of those members present.
3. The Executive Committee will conduct an annual review of the Bylaws to determine any potential need for updating or revising contents of Chapter Bylaws.

#### **ARTICLE XV PROPOSED AMENDMENTS**

1. Proposed amendments to the Bylaws are to be submitted in writing to the Chapter Administrator on such timely basis as to permit the compliance with Bylaws VI, regarding written notification.
2. Vote may be by show of hands or reply email.

#### **ARTICLE XVI 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

2/26/18



Approved by:

SHRM President/CEO or President/CEO Designee

Date

1/22/18

