

SOUTH CENTRAL INDIANA HUMAN RESOURCE ASSOCIATION



BY-LAWS

November 2015

ARTICLE 1

NAME AND AFFILIATION

Section 1.1: Name: The name of the Chapter is South Central Indiana Human Resource Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as SCIHRA (Chapter name) 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

Section 2.1: Mission: SCIHRA is committed to promoting the human resource profession by supporting, educating, and guiding organizations in the south central Indiana area; and by developing the competencies of all human resources professionals by providing education, resources, and relationship building opportunities.

Section 2.2: Vision: To be the recognized authority on Human Resources in south central Indiana.

Section 2.3: 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 prioritize current human resource management issues of importance to our members;
- v. to provide awareness for legislative attention to state and national human resource management issues;

vi. to provide valuable information gathering and dissemination channels; vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;

viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;

ix. to serve as a source of new members for SHRM; and

x. 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 leader in human resource management;

b. to provide high-quality, dynamic and responsive programs and service to our members 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, 4.5, and 4.6 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, color, religion, sex, sexual orientation, age, national origin, disability, veteran's status, gender identity or any other legally protected class.

Section 4.2: Transferability of Membership: Membership may not be transferable or assignable from one incumbent to another if the membership was paid for by the individual. However, membership in the Chapter may be transferable or assignable if a company sponsor pays for the membership. The company sponsor may assign or transfer membership to another individual if the incumbent leaves the organization.

Section 4.3: Individual Membership: Membership in the Chapter is held in the individual's name. An organization with which the member is affiliated may specify for whom the membership is assigned, provided the organization has paid the membership fee.

Section 4.4: Members: 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 or non-exempt level; (b) certified by the Human Resource Certification Institute or Society for Human Resource Management Certification; (c) faculty members holding an adjunct, assistant, associate, lecturer 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) consultants with at least 3 years of experience practicing in the field of human resource management; and/or (e) attorneys charged with counseling and advising clients on matters relating to the human resource profession. (f) individuals who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Members may vote and hold office in the Chapter.

Section 4.5: HR Partners: Individuals or business that offers a service relevant to HR or serves the HR profession, and does not meet the qualification of the Membership outlined Section 4.4.

Section 4.6: Student Members: Individuals who are (a) enrolled as full-time students (b) in a four-year or graduate institution and/or a consortium of these or a two-year community college (c) must be able to provide verification of a demonstrated emphasis in human resource management subjects, and (d) able to provide verification of the college or university's human resources or related degree program. Student members may sit on a Chapter committee.

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.

Section 4.8: Transitional Membership: A Transitional Member is defined as an existing member who is currently not employed and is in transition to gaining employment within the human resources field. A potential Transitional Member must request this type of membership in writing and be approved by the Board of Directors or their designee. In exchange for a transitional Membership, the member must volunteer on a Chapter committee. The transitional membership is valid to the end of the calendar year or until the member has completed the transition, whichever occurs first. Dues are owed at a prorated rate 3 months after employment is gained. After the completion of the one-year membership, the member may apply up to one more time for a total length no longer than a two-year transitional membership.

Section 4.9: Voting: Each Members 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. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.10: Dues: Annual membership dues shall be established for the next year by the Board of Directors prior to the distribution of renewal notices.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings: Regular meetings of the members shall be held on the second Wednesday of each month, with the exception of the months of April and August, or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings: The annual meeting of the members shall be held in November of every year and shall be open to the public. In the event this meeting conflicts with the SHRM Leadership Conference, the annual meeting will be held in December prior to the member luncheon.

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 electronic means, 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 electronic means, 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 appointed by the President with the consent of the Officers and Board of Directors should new Core Leadership Areas be established by SHRM. Special Interest Groups (SIGs) may also be appointed as needed.

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. Transitional members are ineligible to hold 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. The Chapter requires that all Board of Directors be a current member of SHRM throughout the duration of his/her term in office.

Section 6.5: Election - Term of Office: Board Officers shall be elected by the members via electronic or written ballot during the month of October from the proposed slate of the nominating committee appointed by the Board of Directors at the September Chapter Meeting of each election year. Election results will be announced during the November business meeting. Each elected Officer shall assume office on January 1 following his/her election and shall hold office for two years or until his/her successor is elected and takes office. Officers may not be elected to serve more than two (2) consecutive terms in the same position. The President-Elect is elected for a two (2) year term that automatically rolls into the presidency. If at any time the President is unable to fulfill his/her duties, the President-Elect will assume the role of President, and a special election for the vacated President-Elect position will occur within 3-6 months.

Section 6.6: Special Election

At any time a Board of Director is unable to fulfill the requirements of the position, a special election will be held. The Board will propose a slate and a special election will be held via electronic or written vote. Elections results will be announced at the next monthly chapter meeting.

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.

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, by electronic means, 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 also act by written consent via a quorum of voting board 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 member in good standing (paid and meeting the SHRM Code of Ethics) 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: Removal of Director and Officer: Any Officer or Director may be removed from office, with just 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.

Section 6.11: Resignation: If at any time a Board of Director or CLA does not meet SCIHRA's Chapter Code of Conduct, the President or President-Elect, with board approval, may request the Board of Director or CLA volunteer to resign from their position. Upon investigation and board approval the President will send a certified letter requesting for the resignation. SCIHRA will follow a due diligence investigation and the SHRM Code of Conduct.

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. Attend the SHRM Volunteer Leadership Summit and Quarterly IN State HR Council meetings. 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 Chair of the Program Committee if no other board member has been nominated to fill the position. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter 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 program year. The President-Elect is encouraged to attend the annual SHRM Volunteer Leadership Summit. 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. The chapter requires the Vice President of Membership to be a current member in good standing of SHRM throughout the duration of his/her term of office.

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 membership billing. He/she shall also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: The Secretary: The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, ensure appropriate notification of meetings, keeping a project calendar together that includes due dates for such items as reports, SHAPE, the Strategic Plan and submissions to SHRM. Responsible for coordinating the activities related to the Chapter's newsletter and manage the SCIHRA email and other accounts if no other board member is nominated to fulfill that responsibility. The chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.7: 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. He/she will perform other duties as the President may determine.

Section 7.8: 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. The chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

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 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. Violations of the Code of Ethical and Professional Standards may result in termination of membership, after a due diligence process and approval of the Board of Directors.

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

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 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

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 Board of Directors 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 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. 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

Nov. 11th, 2015
Date

Approved by:


SHRM President/CEO or President/CEO Designee

9/30/15
Date