

Montgomery County (MD) SHRM

Chapter Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Montgomery County (MD) Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as MC 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:

- i. to provide a forum for, and the encouragement of, the personal and professional development of our members and to influence a rise in the standard of performance in all areas of Human Resources;
- 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 focus on current human resource management issues of importance to our members and to promote cooperative research;
- v. to provide a focus 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 encourage adherence to the SHRM Code of Ethics;
- x. to serve as a source of new members for SHRM; and
- 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 its 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.

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, 4.6 and 4.7 of this Article. The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. 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: Individual Membership. Membership in the Chapter is held in the individual's name, not in the name of an organization with which the member is affiliated.

Section 4.3: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.4: Professional Members. Professional membership shall be limited to those individuals who are engaged in/as one or more of the following: (a) the profession of human resource management at the exempt or non-exempt level for at least three years; (b) a person engaged in the profession of human resource management with less than three years experience, but who has a current active certification designation from the Human Resource Certification Institute; (c) an academician in human resource management or any of its specialized functions at the junior college, college or university level and have at least three years of experience at this level of teaching; (d) full-time consultant with at least three years experience practicing in the field of human resource management; (e) full-time attorney with at least three years experience in counseling and advising clients on matters relating to the human resource profession; and/or persons who practice in allied human resource management fields who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Professional Members may vote and hold office in the Chapter. The Chapter will maintain a ratio of at least ninety percent (90%) Professional membership with the remainder of Members comprised of Student and Honorary Life Members.

Section 4.5: General/Associate Membership: General/Associate members may be persons who are engaged in human resource management at the exempt or non-exempt

level but do not meet the requirements for Professional member. General/Associate members have voting rights but may not hold office in the chapter.

Section 4.6: Student Members. Student Members may be persons 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 and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for acceptance of the community college student into the four-year college or university; (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 4.7: Honorary Life Members. Honorary life membership may be granted to prominent practitioners in the field of human resource management who have made significant contributions to the field and have been professional members of the Chapter for a minimum of five (5) years. The granting of honorary life membership must be approved by a two-thirds (2/3) majority vote of the Chapter Board of Directors. Honorary Life Members shall be entitled to all privileges of a Professional Member, able to vote and hold office, but shall pay no annual dues.

Section 4.8: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Director 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 4.9: Voting. Each Professional Member, General/Associate Member 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. 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 mailing of renewal notices. Members joining in the last quarter of the calendar year will be granted membership for the last quarter of the current year and membership for the following full calendar year with no additional dues.

Section 4.11: Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter unless the failure is rectified within a reasonable period of time following notice by the Membership Director.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the third Wednesday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. The election of Directors and Officers shall normally be conducted via electronic vote via the Chapter website at <http://mcshrm.shrm.org/>, at times designated by the Board of Directors. Other technology enabled means may be employed at the discretion of the Board of Directors. Paper balloting may also be authorized at the

discretion of the Board of Directors either by mail or at an in-person meeting. The announcement of the results of balloting and the conducting of other appropriate business shall be at the in-person Chapter meeting following the close of balloting.

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, by conference call, or by other technology enabled 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, by conference call, or by other technology enabled 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, 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 or At Large Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional Members or Honorary Life 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 his/her term of office. The Chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5: Election - Term of Office. Officers and Directors shall be elected by the members via electronic vote on the Chapter website at <http://mcshrm.shrm.org/> (or by other balloting method approved by the Board of Directors) from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office on January 1 following his/her election and shall hold office for one (1) year or until his/her successor is elected and takes office. With the exception of the President and President-Elect, Officers and Directors may be elected to serve more than two (2) consecutive terms in the same position. The

President-Elect will be required to have previously served on the Board of Directors as an Officer or as a Core Area Leadership Director for at least one (1) year.

Section 6.6: 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 6.7: 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 conference call, or by other technology enabled 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 act by unanimous written consent of all voting members.

Section 6.8: 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 Professional 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.

Section 6.9: Removal of Director and Officer. 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 of Directors meeting. The Officer or Director 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 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. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire 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 will collaborate with the President and Past President in succession planning for the Board of Directors. The President-Elect is encouraged to attend the annual SHRM Leadership Conference. The Chapter requires the President-Elect to be a current member in good standing of SHRM during his/her entire term of office.

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 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 coordinating joint membership billing with SHRM. 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 during his/her entire term of office.

Section 7.4: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Board of Directors. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter. The Chapter requires the Secretary to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.5: The Membership Director. The Membership Director 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 Membership Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.6: The Program Director. The Program Director shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, networking and social functions sponsored by the Chapter as determined by the President and the Board and shall be responsible for making all members aware of such meetings. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The Chapter requires the Program Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.7: The Professional Development Director. The Professional Development Director shall serve as Chair of the Professional Development Committee. This responsibility includes planning and coordinating in-depth subject-matter programs conducted at 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 all professional development activities. The Chapter requires the Professional Development Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.8: The Communication Director. The Communication Director shall provide timely and comprehensive information to Chapter members about programs, workshops, and other matters of interest via Chapter publications. The Communication Director shall keep membership informed of Chapter projects, activities and meetings, and disseminate relevant professional information viewed as beneficial to the members. The Chapter requires the Communication Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.9: The Community Affairs Director. The Community Affairs Director shall manage Chapter outreach efforts in the community. Responsibility includes recommending community service or diversity projects and initiatives to be supported by the Chapter. He/she shall provide information to Chapter members about local community organizations and maintain liaison with various organizations and community groups. The Chapter requires the Community Affairs Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.10: The Legislative Affairs Director. The Legislative Affairs Director shall manage the legislative affairs function of the Chapter. Responsibility includes monitoring

and evaluating pending legislative, regulatory and legal action that may have an impact on the management of human resources. He/she shall present legislative updates to the Chapter members. The Legislative Affairs Director shall inform elected officials of SHRM's position on legislation affecting the human resources profession and work in close cooperation with the Maryland SHRM State Council and SHRM headquarters staff in carrying out these tasks. The Chapter requires the Legislative Affairs Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.11: Other Core Leadership Area (CLA) Directors or At Large Directors. Other Core Leadership Area Directors or At Large 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 or At Large area of interest 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 interest area for the year. The Chapter requires each such Director to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.12: Past President. The Past President serves as an advisor to the President, and fulfills such duties as requested by the President and/or Board of Directors. He/she shall serve as Chair of the Nominating Committee. This responsibility includes the identification of Chapter leaders for the next fiscal year. The Chapter requires the Past President to be a current member in good standing of SHRM during his/her entire 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, except that a Board member may assemble and chair a committee in direct support of their own specific area of responsibility without a resolution.

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 and ongoing services, such as special projects, event planning, Membership, Programs, Professional Development, Communications, Marketing/Public Relations and the like, and for all other legitimate purposes authorized by the Board.

ARTICLE 9
MAIL OR 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 Board of Directors. No Member or Friend of the Chapter, or any other person attending a Chapter event as a Guest or as a subject matter expert, panelist or presenter shall actively solicit business from any other person attending a Chapter event without specific advance 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

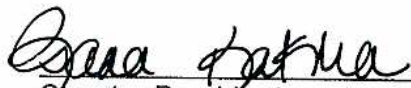
Affiliated Chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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 neutral 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.

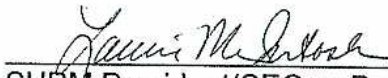
These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership of Chapter and signed by:


Chapter President

Date 9/3/2013

Approved by:


SHRM President/CEO or President/CEO Designee

Date 4/8/13