

GRHRA Chapter 484 Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is Great River Human Resource Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as "GRHRA" 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. The Chapter shall not be deemed an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed 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 the personal and professional development of our members;
- ii. to cultivate an environment for the development of trusted relationships among members and the community where best practices and common issues can be shared;
- iii. to disseminate valuable Human Resource information and resources to our membership and the community, and function as a liaison between the Society for Human Resource Management (SHRM) and our local chapter;
- iv. to function as a point of contact and encourage advocacy of legislative, business and Human Resource management issues in our local, state and national communities;
- v. to encourage and provide opportunities to engage in stewardship and charitable giving on a personal and organizational level;
- vi. to build connections with local colleges and universities for the purpose of advancing the Human Resource profession and to encourage integration of students into the field; and
- vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM.

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.

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year, January 1-December 31.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be stated in Sections 4.3, 4.4, and 4.5 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 an organization or company with which the member is affiliated.

Section 4.3: Professional Members. Professional membership shall be limited to those individuals who are engaged as one of the following: (a) practitioners of human resource management at the exempt level; or (b) an individual who demonstrates a bona fide interest in the mission of the Chapter as a practitioner, provider, consultant, educator, or retiree. Professional members may vote and hold office in the chapter.

Section 4.4: Associate Members. Individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter are eligible to vote and hold office in the chapter.

Section 4.5: Student Members. Individuals who are (a) enrolled as full-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least twelve (12) 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 automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management or related subjects, (e) able to provide verification of the college or university's human resources or related degree program, and (f) able to provide verification of class schedule at the time of registration. Student members may not vote or hold office in the Chapter.

Section 4.6: Application for Membership. Individuals seeking membership in GRHRA are required to be a member in good standing with SHRM. Individuals may join or renew both their SHRM and GRHRA membership via the SHRM.org website. New members accepted by the Membership Committee shall be presented to the full membership at the next meeting following their acceptance.

Section 4.7: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.8: Voting. Each Professional and Associate 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 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the new fiscal year. Membership is on a rolling 12-month basis and all dues paid during the year will expire 12 months from the date of payment. Any member can pay dues in advance of membership expiration. The Board of Directors shall review the dues structure as necessary to meet the financial needs of the Chapter and shall communicate changes to the membership. Dues will be delinquent if not paid by the end of the member's expiration date. Members who do not pay dues by their expiration date will be considered delinquent and must pay the guest rate for monthly meetings until such time as the membership is renewed.

Section 4.10: Removal of Members. Membership shall be terminated for failure to pay membership dues. Members may be removed for misconduct or for violation of the code of ethics of the Chapter. Removal of members shall require a recommendation of the Board of Directors.

Section 4.11: Membership Withdrawal. Membership in the Chapter is acquired by individual professional merit, not by company, and is not transferable to another individual in the company. Should a member terminate membership, a notice of termination shall be sent to the Chapter's Administrative Professional at time of termination or when notice of membership dues for the following year is received.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall normally be held the third week of the month during at least eight of the twelve months. Generally, there will be no meetings held in July and August, and during the months of scheduled SHRM Annual Conference or State of Iowa SHRM Conferences so as not to conflict with member attendance to these events. It will be up to the discretion of the Board of Directors to determine the specific meeting dates for each year. The Board of Directors shall set a calendar for regular meetings at the beginning of each calendar year and shall promulgate such calendar to the members of the Chapter.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held at such time as determined by the Board of Directors. Installation of Officers of the Board occurs at the first meeting of the calendar year.

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. Such notice shall include the time and location of each meeting and outline the meeting program. Notice of the Annual Meeting shall include information on the annual election of officers including the names of candidates nominated for each office.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, or by e-mail or webcast 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 conference call, 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, Vice President/President-Elect, Director of Membership, Secretary, and Treasurer.

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 Committee Chairs and the Past President. These shall constitute the governing body of the Chapter. Committee Chairs shall be appointed by the President with recommendations from the Officers of the Board.

Section 6.4: Committees. The Board of Directors shall appoint new or make changes to committee chairs. Committees shall be chaired by an active member of the Chapter and shall be responsible to the President of the Chapter. Committee reports may be part of the agenda for each regular meeting of the Chapter and for all Board of Director meetings.

Section 6.5: Chapter Administrative Professional The Board of Directors has the authority to contract services with an administrative professional for the purpose of performing Chapter administrative duties. The Board of Directors shall approve the selection of the Administrative Professional and the terms of the contract. The Administrative Professional shall report to the Chapter President throughout the fiscal year. The Administrative Professional will attend all regular Chapter and Board meetings but shall remain a non-voting member of the Board of Directors. The Administrative Professional is required to be a member in good standing with SHRM throughout the term of his/her contract.

Section 6.6: Qualifications. All candidates for the Board of Directors must be a Professional or Associate member 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 requires the President-Elect be a current member in good standing of SHRM throughout the duration of his/her term of office. The chapter also requires that Officers be current members in good standing of SHRM throughout the duration of their term of office as outlined in Article seven (7). Each Committee Chair must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.7: Election - Term of Office. Officers and Directors shall be elected by the members at the annual meeting of the membership 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 after the first meeting of each year following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Generally, Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position. Exceptions to this include circumstances where Chapter members do not volunteer to become an Officer or Director, and the office of Treasurer, where bookkeeping expertise is necessary to hold the position.

Section 6.8: 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 6.9: 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 or by conference call, 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 6.10: 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, Associate, or Student 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. The Board of Directors may meet once every month.

Section 6.11: 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 throughout the duration of his/her term of office.

Section 7.2: The Vice President/President-Elect. 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. 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. 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 Leadership Conference. 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: Director of Membership. The Director of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall work with Chapter Administrative Professional to 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 Director of Membership 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 Chapter, shall be responsible for working with the Chapter Administrative Professional to make all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's correspondence. The chapter requires the Secretary be a current member in good standing of SHRM during his/her entire term of office.

Section 7.5: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings in conjunction with the Chapter fiscal responsibilities and financial recordkeeping. These responsibilities shall include financial reports to the Board and coordinating arrangements for a review of the accounts as may be required by the Board. Working with an external accountant and the Administrative Professional, the Treasurer will annually provide documents for filing with the Internal Revenue Service. Due to the complexity of this position, it is recommended the officer have bookkeeping experience and/or experience using QuickBooks software, and for continuity the Treasurer may hold this position for more than two (2) terms. 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 7.6: Committee Chairs. Committee Chairs 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 Committee area 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 committee for the year. The chapter requires each Committee Chair be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.6: 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 Past President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

ARTICLE 8 COMMITTEES

Each Committee Chair and subsequent members of the Committee shall conduct their personal and professional affairs by maintaining the highest standards of professional and personal conduct in accordance with the mission of the Chapter and SHRM. Standing committees include: Membership, Marketing/Communications, SHRM Foundation, Workforce Development, Diversity, Legislative, and Certification. Committees are subject to change as deemed necessary by the President and/or the Chapter Board.

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 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 shall actively solicit business from any other member at Chapter meetings without the approval from the Board of Directors nor shall the membership list ever be used by members in any way to solicit business.

ARTICLE 10 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 11 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 12 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 13 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 14 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