

COASTAL BEND SOCIETY FOR HUMAN RESOURCE MANAGEMENT

Chapter Bylaws



Last Revised: December 2016



Coastal Bend SHRM
CHAPTER BYLAWS

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ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is **Coastal Bend Society for Human Resource Management** (also known as Coastal Bend SHRM and/or CBSHRM), herein referred to as the "Chapter". **Coastal Bend SHRM** is chartered as a non-profit corporation in Texas under Section 501(c)(6) of the Internal Revenue Code. To avoid potential confusion, the Chapter will refer to itself as **Coastal Bend SHRM** or CBSHRM 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

Purposes of the Chapter:

- a. to provide a regular forum for the personal and professional development of our members;
- b. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- c. to promote the field of human resource management as a profession;
- d. to encourage the highest standards of integrity through our Code of Ethics;
- e. to provide a wide range of educational programming and activities that allow members to develop their expertise in the functional areas of human resource management;
- f. to support our community with specific workforce initiatives;
- g. to provide legislative attention to state and national human resource management issues; and
- h. to foster increased awareness and understanding of the human resource profession throughout the business community and the general public.

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.

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, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

Section 4.2: Non-transferability of Membership.

Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership.

Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members.

Professional membership shall be limited to those individuals who are engaged as one or more of the following:

- practitioners of human resource management or responsible for the administrative direction of the human resource function, either exempt or non-exempt;
- hold an HR certification recognized by SHRM;
- faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university;
- full-time consultants practicing in the field of human resource management; and/or;
- full-time attorneys counseling and advising clients on matters relating to the human resource profession.

Professional members may vote and hold office in the chapter.

Section 4.5: Affiliate Members.

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.

Affiliate members may not vote or hold office in the Chapter.

Section 4.6: Student Members.

Individuals who are:

- enrolled as a full-time undergraduate (minimum 12 credit hours) or graduate (minimum 6 credit hours) student at a college or university;
- able to provide verification of a demonstrated emphasis in human resource management subjects;
- must not be employed or working on a full-time basis in an HR Position;
- students holding any form of current CBSHRM professional, life or affiliate membership are NOT ELIGIBLE to convert to student membership until their next renewal cycle;
- college students must be a member of student chapter in order to gain student membership benefits.

Student members pay dues at a discounted rate, to be determined by the Board of Directors, and may not vote or hold office in the Chapter.

Section 4.7: Life Members.

Individuals who have served at least one (1) full term as President of this organization will be granted a Life membership at no cost to them.

Life members do not pay dues, and may vote and hold office in the Chapter.

Section 4.8: Application for Membership.

Application for membership shall be submitted online via our website. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors. New members shall be afforded full membership rights upon payment of membership dues and approval by the Board of Directors.

Section 4.9: Voting.

Each Professional and Life member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members, provided the membership is not delinquent. Affiliate and Student Members are not eligible to vote.

Section 4.10: Dues.

Annual membership dues shall be paid on a calendar year basis, and the amount shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. New members approved and paid in the last quarter of the year will be credited for payment through the end of the following year.

Section 4.11: Membership in SHRM.

Members are strongly encouraged to apply for membership in the Society for Human Resource Management (SHRM). Membership in SHRM may be mandatory for some levels of membership in ***Coastal Bend SHRM***, is mandatory for Officers.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings.

Regular meetings of the members shall be held on the **third Thursday of each month**, or as otherwise determined by the Board of Directors.

Section 5.2: Special Meetings.

President or the Board of Directors may call special meetings for business or special programs.

Section 5.3: Notice of Meetings.

Notice of all regular and special meetings shall be sent to all members at least ten days prior to the meetings.

Section 5.4: Quorum.

Members of **Coastal Bend SHRM** in good standing and eligible to vote, who are in attendance at any meeting for which the voting membership has been duly notified, shall constitute a quorum for the transaction of business at a regular or special meeting of the Chapter.

Section 5.5: Guest Attendance.

Members are encouraged to bring guests to meetings. Guests will pay the registration fee established by the Board of Directors. Guests are prohibited from solicitation at the meetings, either orally or through printed material, unless approved in advance by the Board of Directors.

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 elected officers of the Chapter shall be:

- President,
- President-Elect,
- Vice President of Finance,
- Secretary,
- Vice President of Membership,
- Vice President of Marketing & Public Relations,
- Vice President of Professional Development,
- Vice President of Community Outreach,
- Vice President of Legal and Legislative Affairs, and

The appointed officers of the Chapter shall be:

- Immediate Past President,
- Member-at-Large.

Section 6.3: Qualifications.

All candidates for the Board of Directors must be Professional or Life members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. In addition, 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 6.4: Election - Term of Office.

Officers shall be elected by the Professional and Life Members of the Chapter during an annual election period, from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer shall immediately begin shadowing his/her predecessor, prior to assuming the 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 serve more than two (2) consecutive terms and one (1) unexpired term in the same position. Only the President-Elect, Past President and Member-at-Large shall serve a 1-year term.

The President shall serve a two-year term to promote continuity, and the President-Elect will only be on the 2nd year ballot. However, the President shall have until July 1st of the first-year term to opt out of the two-year term and complete only one year. Should the President opt out of the two-year term, a special election for the President-Elect will be held in July of that year. This will allow the President-Elect 6 months in that role. When there is no President-Elect, the Immediate Past President will serve in this capacity of President-Elect to fill in for the President when necessary.

Section 6.5: Unexpired Term.

In case of a vacancy in any office, the President, with the approval of the Board of Directors, shall elect a Professional or Life Member in good standing to fill the unexpired term of that office.

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. In the event of a vacancy within the President, President-Elect or Past President, a special election will be held.

Section 6.7: Quorum.

The Board of Directors shall be the governing body of the Chapter subject to the provisions of these Bylaws. 50% plus one members of the Board of Directors present shall constitute a quorum for the transaction of business. The Board of Directors may bring such matters as it deems necessary before the members of the Chapter at any regular or special meeting.

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 and Life member in good standing may request the President to place on the agenda of the next regular Board of Director's meeting any action for consideration by the Board of Directors.

Section 6.9: Removal of Officers.

Any Officer may be removed from office, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting, whenever in the judgment of the Board the best interests of the Chapter will be served. The Officer 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: 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: 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. The President-Elect is encouraged to attend the annual SHRM Volunteer Leaders' Summit (formerly known as the 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: Immediate Past President.

The Past President shall serve as necessary in the role of President-Elect during the first year of the new President's term. The Past President shall also 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.

Section 7.4: Vice President of Finance.

The Vice President of Finance shall be responsible for the financial affairs of the Chapter, including all required financial and tax 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. By resolution, the Board of Directors may authorize the Vice President of Finance and others, as deemed necessary, to receive and deposit monies, approve disbursements, and make payments on behalf of the Chapter. He/she shall also perform such other duties as the President may determine. The Chapter requires the Vice President of Finance to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: Secretary.

The Secretary shall be responsible for recording the minutes of all meetings of the Chapter. He/she shall also perform such other duties as the President may determine. 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 7.6: Vice President of Membership.

The Vice President of Membership shall coordinate and oversee the recruitment of new members to the Chapter and ensure that the membership provisions of this Constitution are followed correctly. He/she shall encourage Chapter and SHRM membership growth. He/she shall also perform such other duties as the President may determine. The Vice President of Membership shall oversee the activities of the Committees under his/her purview, and shall appoint the Director of each Committee. 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 7.7: Vice President of Marketing & Public Relations.

The Vice President of Marketing & Public Relations shall be responsible for Chapter communication to the general membership and public via any and all media outlets. He/she shall also perform such other duties as the President may determine. The Vice President of Marketing & Public Relations shall oversee the activities of the Committees under his/her purview, and shall appoint the Director of each Committee. The Chapter requires the Vice President of Marketing & Public Relations to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.8: Vice President of Professional Development.

The Vice President of Professional Development shall oversee the development and delivery of career-oriented programs such as SHRM and HRCI Certifications, and programming 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. The Vice President of Professional Development shall oversee the activities of the Committees under his/her purview, and shall appoint the Director of each Committee. The Chapter requires the Vice President of Professional Development to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.9: Vice President of Community Outreach.

The Vice President of Community Outreach shall oversee the development and delivery of all community outreach initiatives. The Vice President of Community Outreach shall oversee the activities of the Committees under his/her purview, and shall appoint the Director of each Committee. The Chapter requires the Vice President of Community Outreach to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.10: Vice President of Legal & Legislative Affairs.

The Vice President of Legal & Legislative Affairs shall monitor and evaluate pending legislation, present to the Board SHRM's position, and prepare press releases for Vice President of Marketing & Public Relations; responsible for providing timely legal and legislative updates to the Chapter, and shall oversee the development and delivery of programs related to legal and legislative affairs. The Vice President of the Legal and Legislative Affairs shall oversee the activities of the Committees under his/her purview, and shall appoint the Director of each Committee. The Chapter requires the Vice President of Legal & Legislative Affairs to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.11: Member-at-Large.

The Member-at-Large shall be the most recent Past President who advises on historical perspectives and offers any needed advice to the Board to further ensure continuity. Should the Immediate Past President not be available, the most recent Past President available may be appointed. This would typically occur in the President's second year.

ARTICLE 8 COMMITTEES

Section 8.1: Standing Committees.

The following standing committees carry out the mission and strategic objectives of the assigned Vice Presidents and the Chapter:

VICE PRESIDENT OF FINANCE

- a. *SHRM Foundation Director* – shall promote the Foundation’s programs, scholarships and educational services to the membership and is responsible for creating and organizing fundraising projects for the Chapter.
- b. *Director of Sponsorship* – shall promote the chapter as a viable resource for companies and organizations to promote their business. Fees for sponsorship are determined by the Board of Directors.

VICE PRESIDENT OF PROFESSIONAL DEVELOPMENT

- a. *Certification Committee* – shall promote the benefits of professional certification by the Society for Human Resource Management (SHRM) or the Human Resources Certification Institute (HRCI); plan and conduct study groups; serve as a process liaison and advisor to members seeking test application, study materials and resources; and coordinate recognition event for newly certified members.
- b. *Diversity & Inclusion Committee* – shall promote diversity as a strategic component in individual and organizational success through the coordination of programs, partnerships and resources.
- c. *Programs Committee* – shall develop, schedule and manage the delivery of programs, workshops and seminars for regular and special meetings of the Chapter.

VICE PRESIDENT OF LEGISLATIVE AFFAIRS

- a. *Legal & Legislative Affairs Committee* – shall provide periodic updates on the status of key legislative issues that affect the Human Resource Management field, and produce an annual update program for the membership. The committee shall work directly with SHRM and the Texas State Council to ensure that the view and concerns of Chapter members are well represented in Congress and the media.

VICE PRESIDENT OF MARKETING & PUBLIC AFFAIRS

- a. *Marketing & Public Relations Committee* – shall serve as the public face of the Chapter and shall be the liaison with all local and national press, other SHRM chapters and human resource related organizations, and Chapter partners.

VICE PRESIDENT OF MEMBERSHIP

- a. *Membership Committee* – shall obtain applications for membership in Coastal Bend SHRM and extend an official welcome to new members. The committee recruits members and assists in the development of strategies for promoting membership in the Chapter and SHRM.
- b. *SHRM Liaison* – shall promote membership in SHRM and participate in SHRM scholarships and programs, such as the promotion of The HRSouthwest Conference.

VICE PRESIDENT OF COMMUNITY OUTREACH

- a. *Scholarship Committee* – shall determine eligibility and award scholarships according to the Scholarship Guidelines, Selection Criteria and Requirements.
- b. *Workforce Readiness Committee* – shall coordinate the development and delivery of the Chapter workforce readiness initiatives within the community.
- c. *College Relations Liaison* – shall serve as an advisor to local universities and colleges, act as a liaison between the Chapter and student chapters, and support the Chapter’s internship initiatives.

PRESIDENT'S ADHOC COMMITTEE

Adhoc Committee – will be established to review and make recommendation, if necessary, to the Board of Directors.

NOMINATING COMMITTEE

Nominating Committee – shall be Chaired by the President Elect with no less than three members of the Chapter. It shall identify candidates for officer and submit the names of the candidates to the President, who in turn shall direct the Secretary to prepare ballots for submission to the membership of the Chapter.

Section 8.2: Removal of Committee Directors and Members.

A Committee Director or Liaison may be removed by the Vice President to which they report, if their performance impacts the Chapter's ability to provide promised services.

Section 8.3: Additional Standing and Ad-hoc Committees.

Committees in addition to those named above are established by resolution of the Board of Directors.

Section 8.4: Appointment of Committee Directors.

A Committee Director may serve up to two years in the same Director Role and may return to that same role after vacating that role for at least one year, or by special appointment of the Board of Directors.

ARTICLE 9 ELECTIONS

Prior to voting, the Nomination Committee shall present to the membership, in writing, the name of at least one candidate for each office. Additional candidates may be nominated from the floor during the meeting in which a vote is taken. The membership shall vote by acclamation, or show of hands, or secret ballot at the meeting for one candidate for each office, and the candidate receiving the largest number of votes for a given office shall be elected to that position. If necessary, a runoff shall be held immediately.

Electronic voting can be used for the immediate business of the Board, provided the Board has had at least one in-person meeting that year, in all cases to which electronic votes are applicable, and in which they are consistent with the Law and the Bylaws of the Chapter.

ARTICLE 10 STATEMENT OF ETHICS

Members of Coastal Bend SHRM agree to adhere to this Code of Ethics, recognizing that doing so will further the Chapter's mission of promoting ethical Human Resource Management practices, leadership, professionalism, effectiveness, and understanding in the field of Human Resource Management. Coastal Bend SHRM members will adopt and maintain the highest standards of professional conduct and pledge to:

- Maintain the highest standards of professional and personal conduct;
- Endeavor to make one's employer or client successful through encouraging and practicing ethical and effective Human Resource Management practices;
- Support Coastal Bend SHRM's objectives for furthering the Human Resource Management profession;
- Strive for and be committed to lifelong learning, professional growth and development;

- Refrain from using membership in **Coastal Bend SHRM** to solicit business or secure special privileges for ourselves, our employers, or clients;
- Make fair and equitable treatment of all employees and Chapter members a primary concern, and facilitate the establishment of a representative and diverse workforce and membership;
- Instill in the public and other **Coastal Bend SHRM** members a sense of confidence regarding one's conduct and intentions;
- Provide objective, informed human resource advice and counsel to one's employer or client;
- Practice tolerance and respect for others in the daily fulfillment of responsibilities;
- Maintain the confidentiality of privileged information; and
- Improve general awareness regarding the role and importance of Human Resource Management's contributions to organizational success.

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

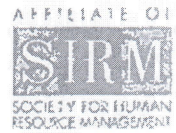
The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of 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 reference to Internal Revenue Service (IRS) code not for profit (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 Donna Dever Date 5-10-17

Approved by:

SHRM President/CEO or President/CEO Designee [Signature] Date 3/15/17