

**WESTERN RESERVE CHAPTER – 0545
BY-LAWS**

ARTICLE I: NAME AND AFFILIATION

Section 1: Name. The name of the Chapter is Western Reserve Chapter–SHRM (herein referred to as “WRC” or the “Chapter”).

Section 2: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 3: Relationships. WRC 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 II: MEMBERSHIP

Section 1: Qualifications for Membership. The qualifications for membership in the WRC shall be as stated in Sections 1 and 2 of the Article. The Chapter is a 100% chapter of SHRM. All chapter members, regardless of category, must 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 or disability, veteran’s status, or any other legally protected class. Memberships are individual and are not transferable to other individuals. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 2: Student Members. Individuals who are actively enrolled in human resources degree programs at the college or university level or students who are interested in the field of human resources. Student members are not eligible to vote and may not hold office in the Chapter.

Section 3: Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the WRC.

Section 4: Visitor/Guest. Members may bring visitors/guests to attend the general meetings, conferences, workshops, seminars and other activities sponsored by the Chapter. Visitors/guests will be required to register for the event as non-members and submit the appropriate fee at the non-member rate.

Section 5: Application for Membership. Application for membership shall be on the WRC application form indicating their SHRM membership number. All applications shall be reviewed by the Membership Director and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application’s approval by the WRC Board of Directors.

Section 6: Voting. Each 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 7: Dues. There are no annual dues in the Western Reserve Chapter.

ARTICLE III: MEETINGS OF MEMBERS

Section 1: Regular Meetings. Regular meetings of the members shall be held on the second Tuesday of every other month or as otherwise determined by the Board of Directors.

Section 2: Annual Meetings. The annual meeting of the members for electing the Board of Directors and conducting other appropriate business shall be held in November or at such other time as determined by the Board of Directors.

Section 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 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: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of a majority of the members present or represented by proxy at any meeting at which a quorum is present, shall be necessary for the adoption of any matter voted on by the members.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Composition of the Board of Directors. The Executive Committee shall consist of the: President, immediate past-President, Vice President, Treasurer and Secretary. The Executive Committee plus the following Core Leadership Area officers constitute the Board of Directors and serve as the governing body: Membership Director, Marketing Director, Programs Director, Legislative Representative, Diversity Director, Professional Development/Workforce Readiness and College Relations. 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 2: Qualifications. All candidates for the Board of Directors must be members of the WRC 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. All Board of Directors must be members in good standing of SHRM throughout the duration of the term of office.

Section 3: Election - Term of Office. The Board of Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of nominees. Each elected Director shall assume office for a one year term on January 1st. Board of Directors may not be elected to serve more than four (4) consecutive terms in the same position. At the discretion of the Board of Directors, terms of office may be extended by majority approval of the Board of Directors.

Section 4: Vacancies. The President, with approval by the Board of Directors, may appoint a member to complete an unexpired term on the Board.

Section 5: 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 shall be the act of the Board of Directors.

Section 6: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws. A member in good standing may request the President to place on the agenda of the next regular meeting any action for consideration by the Board of Directors.

Section 7: Removal of Director. Any member of the Board of Directors 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 Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE V: DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the President 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 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 WRC. He/she shall maintain liaisons and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 2: Vice-President. The Vice-President, 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.

Section 3: Past President. The Past President shall serve as an advisory member of the Executive Committee and fulfill such duties as requested by the President and/or Board of Directors. He/she shall have voting privileges on the Board of Directors. He/she shall chair the nominating committee for election of offices.

Section 4: Treasurer. The Treasurer shall be responsible for the financial affairs of the WRC, including all required filings. These responsibilities shall include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall also perform such other duties as the President may determine.

Section 5: Secretary. The Secretary shall be responsible for recording and distributing the minutes of all meetings of the WRC, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter (if applicable).

Section 6: 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 plan and implement the activities associated with the CLA for the year

ARTICLE VI: COMMITTEES

Section 1: Nominating Committee. A nominating committee made up of the past President and two (2) volunteer members in good standing will seek interested members to fill the Board of Director positions. The committee will present a slate of candidates for the Board positions to be voted on by the membership at the November general meeting.

Section 2: Committee Activity. The members of the Board of Directors may establish committees in their respective areas to provide the Chapter with ongoing services. Special committees or task forces may be organized by the President to meet particular Chapter needs.

ARTICLE VII: STATEMENT OF ETHICS

The WRC adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management in order to promote and maintain the highest standards among its 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 or through the use of information provided to him/her as a member of the Chapter without the approval from the Board of Directors.
- Member rosters may not be sold or may not be used by any member or non-member for solicitation purposes.

ARTICLE VIII: DISSOLUTION OF CHAPTER

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 IX: 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 X: 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 XI: FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year.

ARTICLE XII: 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 *Jenna Kifer*

Date 9/13/11

Approved by:

SHRM President/CEO or President/CEO Designee *Jawla J*

Date 8/18/11