

Bylaws for the Salt Lake Society for Human Resource Management
Ratified by SHRM March 23, 2011

Article I – The Corporation

Section 1 - Name. The name of the nonprofit corporation shall be the Salt Lake Society for Human Resource Management (herein referred to as the “Corporation” or “Chapter”).

Section 2 - Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31 of each calendar year.

Section 3 - Principal Office. The principal office for the transaction of Corporation business shall be determined and fixed by the Board of Trustees of the Corporation (the “Board”). In all other respects, the Chapter Executive Director’s office or residence constitutes the Corporation’s official location for mail purposes.

Section 4 - Affiliation. The Corporation shall be affiliated with the Society for Human Resource Management (herein referred to as “SHRM”).

Section 5 - Relationships. The Corporation 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 Corporation. The Corporation shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Corporation shall not contract in the name of SHRM without the express written consent of SHRM.

Article II – Purposes

Section 1 - Purposes. The purposes of the Corporation are to encourage adherence to the code of ethics of the Society for Human Resource Management, to encourage Members to strive for higher standards of performance in all phases of human resource management, and to develop greater recognition of the importance of human resource management throughout the State of Utah.

Article III – Membership

Section 1 - Members. The Salt Lake Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. Members of the Chapter shall be persons who are at the same time active or current members of the Society for Human Resource Management (SHRM) and are current practitioners in any of the human resource disciplines, or are in a bona fide executive, managerial or professional capacity in private industry, education or government, or who are faculty members holding assistant, associate or full professorial rank in any of the human resource disciplines, or other persons having a bona fide interest.

Section 2 - Individual Membership. Members hold individual affiliation in both the local SHRM Chapter and SHRM. Membership (hereafter “affiliation”) is personal and resides with the individual. Individual affiliation continues with the person in the event of a change of employment unless the person leaves the chapter, in which case the affiliation is forfeited. If a company or institution paid the dues for the individual forfeiting the affiliation, the company can apply the remainder of the paid dues toward affiliation for the replacement employee. The replacement, however, must apply separately for affiliation. If the former employee/affiliate remains in the chapter, he or she retains affiliation for the remainder of the year.

Section 3 - Application for Membership. Any current SHRM Member in good standing may be eligible for Chapter membership. Eligibility standards for chapter Membership are the same as for membership in SHRM without restriction. Prospective members must be SHRM members at the time of application for local chapter membership.

Section 4 - Annual dues. The Chapter Board sets annual dues for local SHRM Chapter membership for Members. Local chapter dues are paid annually and are due January 1. Dues not paid within 30 days of the due date are considered delinquent except in cases where the Membership Committee may at its discretion extend the period of grace. Annual dues shall be prorated for new members only depending on the quarter in which Membership is approved. Failure to pay local dues forfeits Member status. Likewise failure to pay SHRM dues forfeits Member status in the local chapter until both are renewed.

Any member failing to maintain membership in SHRM during the course of the local membership year (January – December) will be required to provide SHRM membership number prior to local chapter membership renewal the following year.

Section 5 - Termination of Member. Member status in the Corporation may be terminated if supported by good cause and by two-thirds (2/3) vote of the Board provided a quorum is present. Member status shall be terminated automatically for nonpayment of annual dues, subsequent to written notice and a 30 days’ extension period. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

Section 6 - Organization Exclusion. The Board may exclude an individual from Membership where the individual represents an organization that is deemed as being contrary to the purposes of the chapter, or the purposes and the professional and ethical standards of a majority of the Corporation’s Members.

Section 7 – Right to Vote and Hold Office. All current Members have the right to vote and hold office. See Article VII Elections of Officers.

Section 8 – Substitution. A Member may invite another professional or guest to attend in his or her absence at any of the regular chapter activities up to 3 times a year.

Article IV – Meetings

Section 1 - Annual Meeting. An annual installation meeting of the corporation is held each December at such date, time, and place to be designated by the Board. Notice of the meeting shall be available online at the Chapter's website not less than ten calendar days in advance to all Corporation Members.

Section 2 - Monthly Meeting. Monthly meetings of the chapter are held at a date, time, and place designated by the Board together with the approval of a simple majority voice vote by the voting Membership at a regular meeting.

Section 3 - Transaction of Business. For the transaction of official business at any meeting of the corporation, 25% or more of the Corporation's voting Membership constitutes a quorum. Measures submitted to the Membership for approval at any meeting shall require an affirmative vote by a simple majority of those present with voting rights.

Section 4 - Presiding Officer. The President, or in the President's absence, the President Elect, presides at all meetings of the Members. In the absence of either officer, the Immediate Past President presides. In the absence of either officer's above, the Membership Director presides.

Section 5 - Notice. Notice of each regular monthly meeting shall be available online at the Chapter's website and/or by e-mail to each Member. All notices shall be sent at least five days prior to the scheduled date before a meeting, and shall specify the date, time, and place of the meeting, and shall state the general nature of the business event or matter to be considered or acted upon at the meeting.

Article V - The Board of Trustees

Section 1 - The Board. The Board consists of the following members, serving in the following functions or such other functions as the Board may designate: President, President Elect, Director/Programs, Director/Member Services, Treasurer and Assistant Treasurer, Secretary, Director/Student Chapters, Director/Legislative, Director/Diversity, Director/Certification, Director/Workforce Readiness, Director/Foundation, Director/Public Relations, Board Members At Large, and the Immediate Past President.

Additional Board positions may be created and eliminated as needed by a majority vote of a quorum of the Board. All Board members have voting rights. 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 – Executive Board. The Officers of the Corporation shall consist of the President, President Elect, Director/Programs, Director/Certification, Director/Member Services, Secretary, Treasurer and Assistant Treasurer, and Immediate Past President and may meet every other month in the absence of the full Board.

Section 3 - Meetings. The Board holds a regular business meeting each month. The President may also call special meetings of the Board, as needed. A quorum of the Board is necessary to transact any Corporation business.

Section 4 - Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business.

Section 5 - Execution of Papers and Documents. All papers and documents signed on behalf of the Corporation shall be signed by two members of the Board, unless SHRM requires otherwise.

Section 6 - Terms of Office. Each Trustee holds office for two years or until death, resignation or removal. Except as otherwise expressly provided herein, following the installation of new officers at the December Installation Banquet, the officers and directors of the Corporation take office at the beginning of the new calendar year and shall serve until successors are duly installed or until an ascendancy of office occurs.

Section 7 - Expenditure Approval. The Board shall approve all Corporation expenditures in the amount of \$250 or more.

Section 8 - Duties and Responsibilities of the Board. The Board plans, approves, and directs the activities and programs of the Corporation. All Board members are expected to attend monthly Board planning meetings. The Board, by a majority of a quorum present, sets annual dues for all Member dues, approves expenditures, reviews and approves all monetary transactions over \$250, and decides on approval of Member status. It is the responsibility of the Board to preserve and carry out the purposes of the Corporation set forth in Article II, and to act on behalf of the best interest of the Corporation and its Members.

Articles VI - Duties of Officers

Section 1 - The President. The President presides at all meetings of the Members and the Board. The President shall have general charge and supervision of the affairs and business of the Corporation, and assume full accountability and responsibility for the SHRM Affiliate Program for Excellence (SHAPE) is completed annually. The President may appoint special committees as the need arises. During the December meeting, the President shall report to the Members summarizing the Corporation's activities and accomplishments during the President's term of office. 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 2 – President-Elect. The President Elect acts for the President in the latter's absence or disability. Duties may include, but are not limited to hosting an annual social to welcome new Board members, ensuring the SHRM Affiliate Program for Excellence (SHAPE) is tracked and completed annually, distributing and collecting Board Commitment letters, chairing the Nominating Committee for annual elections, compiling an annual report of activities of the Board and chapter. This officer shall perform such other duties and exercise such powers as the

President or the Board of Trustees may assign. This position must be elected from the existing Board of Directors.

Section 3 - Immediate Past-President. The Immediate Past President serves on the Board and offers advice, counsel, and experience of office. The Immediate Past President acts in the absence of both the President and President Elect. This officer performs such other duties as the Board and the President may determine.

Section 4 - Director/Programs. This position serves as Program Chairman for the monthly workshop and seminar meetings. This role can supervise two Assistant Directors, one over workshop programs, the other over seminar meetings. This officer performs such other duties as the Board and the President may determine.

Section 5 – Director/Certification. This position serves as Recertification Chairman for the monthly workshop and seminar meetings. This role can supervise two Assistant Directors, one to submit workshop and seminar meetings to the HR Certification institute for monthly approvals, the other serves to increase the number of chapter members who are certified by the HR Certification Institute. This director performs such other duties as the Board and the President may determine.

Section 6 - Director/Member Services. The Director/Member Services organizes and presides over the Membership Committee and serves to increase and chapter membership. This officer performs such other duties as the Board and the President may determine.

Section 7 - Treasurer. The Treasurer is responsible for all funds of the Corporation and shall deposit all funds in the name of the Corporation in banks as may be selected by the Board. The Treasurer shall receive all money and give receipts as approved by the Board. The Treasurer shall make payment on all due and properly owing bills by signing checks with a second signature also being required. The President's or other Board member's signature or email authorization, as approved by the Board, is required as a second signature or authorization. The Treasurer shall keep a full and accurate account of all fiscal transactions and shall render to the Board an account of all transactions of the financial condition of the Corporation, as required. The Treasurer shall cause a fiscal audit to be completed annually. The books of account are open to inspection by Members at all times as convenient. This officer performs such other duties as the Board and the President may determine. This role can also supervise an Assistant Treasurer.

Section 8 - Secretary. The Secretary is responsible for keeping, publishing, preserving, and distributing a true and correct record of the monthly general meetings and Board meetings. The Secretary shall give notice of all Board meetings, arrange accommodations for all Board meetings, and distribute a meeting agenda at least one week prior to the Board meeting. This officer performs such other duties as the Board and the President may determine.

Section 9 - Director/Student Programs. The Director/Student Programs works directly with student chapters, student members, appropriate campus faculty and administrators, and serves as liaison between the Corporation and the student chapters within the chapter boundaries. This officer is an advocate for student chapters, and encourages future interest in SHRM and the

Corporation with college and university students who are seeking careers in human resource management. This director performs such other duties as the Board and the President may determine.

Section 10 - Director/Diversity. The Director/Diversity promotes the awareness of individual dignity issues and the benefit of diversity and its positive impact for both the chapter and those organizations represented by chapter Members.. The director provides resources and training programs to the Chapter to assist them with the process of managing diversity in their workplace and facilitates understanding of diversity as a business issue that affects profitability. This director performs such other duties as the Board and the President may determine.

Section 11 – Director/SHRM Foundation. The Director/SHRM Foundation promotes awareness of the SHRM Foundation throughout the chapter. The Director educates the chapter regarding the existence, purpose, and ongoing activities of the SHRM Foundation, encourages Members to contribute financially to the SHRM Foundation, and advises and updates the chapter of the Foundation's activities and fund-raising needs. This director performs such other duties as the Board and the President may determine.

Section 12 – Director/Workforce Readiness. The Director/Workforce Readiness monitors and evaluates, on a continuing basis, local activities concerning workforce readiness issues and plans and encourages chapter involvement and activities impacting the workforce readiness arena. Works in cooperation with state and national level workforce readiness advocates. This director performs such other duties as the Board and the President may determine.

Section 13 – Director/Public Relations. The Director/Public Relations heads the chapter's public relations efforts by marketing and promoting the Human Resource profession to the community represented by the chapter. The Director/Public Relations is responsible for releasing information to the media, publishing materials, overseeing the chapter website, and drawing public attention to the Corporation and its purposes and membership. This director performs such other duties as the Board and the President may determine.

Section 14 - Director/Legislative and Legal Affairs. The Director/Legislative Affairs makes regular reports to the Corporation membership, informs members regarding current legislative activities and issues of concern to the human resource profession, and presents SHRM's position on critical issues. This Director informs and educates the membership on the nature and status of national, state and local legislative issues. This director performs such other duties as the Board and the President may determine.

Section 15 – Board Member At Large. Board Member At Large is a volunteer board member who serves at the pleasure of the Executive Board. This position is limited to (5) persons at one time. This position has all voting privileges of a Director level volunteer. This seasoned role attends at-will chapter and board meetings, asks critical questions, and assists the Board in making decisions that affect chapter membership.

Article VII - Election of Officers

Section 1 – Candidate Eligibility. Any Member as explained in Article III may be nominated as a candidate for office.

Section 2 - Notice of Interest. Any Member who desires to be on the board for the upcoming year will respond and notify in writing with credentials such as a resume (or other as decided upon by the board) and letter of intent for Officer position and send to outgoing and incoming President by email during the call for Officers.

Section 3 – Nominating Committee. A Nominating Committee made up of members of the Board or the entire board, shall review all candidates letters of intent and qualifications against the requirements of the volunteer position requested by the member. The Board will nominate the most qualified Member for the volunteer position.

Section 4 - Balloting by Email. Any Member can vote by email responding Yes or No to the nominations for officers proposed by the Board. If a candidate has more No votes than Yes votes, the Board will remove the candidate for consideration for the volunteer position, and repeat the nomination and balloting by email process with a new name for consideration by the membership.

Section 5 - Voter Eligibility. Only Members of the Corporation in good standing with SHRM and with local dues paid up shall be entitled to vote on any matters of Corporation business to be acted upon by vote of the general membership, according to Article III.

Section 6 – Ratification of Candidates. The nominating committee will create a list of Member names and the proposed officer positions to be sent and voted upon by a majority vote of the membership either by email or in-person by a majority vote in the November general meeting, preparatory to the installation of new officers in the December general meeting.

Section 7 - Terms of Office. Newly elected officers and directors ascending to a new office shall be installed at the December Installation Banquet, and will then serve for two-year terms, unless re-elected. Newly Interim officers resulting from a resigning officer shall serve the remainder of the current year and through the following year.

Section 8 - Ascendancy to Office. At the beginning of each fiscal year, the President shall ascend to the office of Immediate Past President, the President Elect shall ascend to the Presidency, the Assistant Treasurer shall ascend to the office of Treasurer, and all newly elected officers and directors shall assume office.

Section 9 - 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 VIII - Removal of Officers or Directors, and Midterm Vacancies

Section 1 - Removal for Cause. An officer or director of the Corporation may be removed from office for good cause by a majority vote of the Board, provided a quorum is present.

Section 2 - Filling of Midterm Vacancies. A vacancy of an office due to death, resignation, or an inability to serve shall be filled by a qualified Member by appointment of the President together with the approval of a quorum of the Board. In the event of a vacancy in the office of President, the President Elect automatically ascends to the office of President. Whereupon a new President Elect shall be appointed from the current Board of Trustees, pursuant to the foregoing provision.

Article IX - Bylaws Changes

Section 1 — Methods. The method named in Section 2 of this Article shall be used to change the Bylaws of the Chapter, unless the Board of Trustees determines, by majority vote of those present at a duly constituted Board of Trustees' meeting, that in a particular situation the method in Section 3 of this article shall be used, provided in either case that, so long as the chapter is affiliated with SHRM, 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. If Chapter does not receive an approval, denial, or proposed counter-revision within 45 days of submission, the amendment(s) shall be deemed disapproved as written. 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.

Section 2 — Board of Trustees Vote. The Bylaws may be amended by a two-thirds (2/3) vote of the officers or directors present at a duly constituted meeting of the Board of Trustees, provided such amendment is circulated in writing at least five (5) days prior to such meeting of the Board.

Section 3 — General Membership Vote. The Bylaws may be amended by a majority vote of the voting Members present at a duly constituted general meeting provided such proposed amendment is circulated in writing at least ten (10) days prior to such meeting of the Members.

Article X - Statement of Ethics

The Corporation 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 Corporation and of SHRM.

The Corporation shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

Article XI - Chapter Dissolution

In the event of the Corporation's dissolution, the remaining monies in the Treasury, after Corporation 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 Corporation).

Article XII - 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 Corporation are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Corporation 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 Corporation 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.