

## SOUTH KING COUNTY SHRM BYLAWS

### Article I. Name and Affiliation

*Section 1:* Name. The name of the chapter is the South King County SHRM (and hereinafter referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the South King County SHRM and not as "SHRM" or "the Society for Human Resource Management" (hereinafter referred to as "SHRM").

*Section 2:* Affiliation. The Chapter is affiliated with SHRM.

*Section 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 II. Purpose

The purpose of the Chapter, as a non-profit organization, is to support and advance the human resources profession, with a particular emphasis on the professionals living or working in South King County, Washington, such as through the following:

- A. Creating opportunities for the exchange of ideas of professional interest to human resource management professionals and practitioners.
- B. Encouraging participation in group discussions leading to better professional methods and improved leadership in human resources management and practices.
- C. Promoting and upholding high ethical standards of human resource management.
- D. Furthering the development, improvement, and application of human resource functions and practices.
- E. Providing an educational resource for members and individuals interested in expanding their knowledge of current and best human resource management practices.
- F. Providing awareness of and encouraging participation in legislative affairs impacting human resource management.
- G. Providing resources for members and individuals to pursue or maintain their human resources certification.
- H. Supporting the purposes of SHRM.

### Article III. Fiscal Year

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

## **Article IV Membership**

*Section 1. Qualifications for Membership.* The Chapter is a 100% Chapter of SHRM. All Chapter members must be members in good standing of SHRM. The Chapter does not discriminate on the basis of race, color, religion, national origin, gender, sexual orientation, gender identity or expression, age, marital status, military status, physical or mental disability, medical condition, genetic information, or any other classification protected by applicable laws.

*Section 2. Chapter Membership.* Members of the Chapter are those who (1) are members of SHRM in good standing, and (2) have designated the Chapter as their primary chapter. Membership in the Chapter is individual and not transferable or assignable.

### *Section 3.*

*Application for Membership.* Application for membership shall be on the Chapter application form. All applications shall be reviewed and approved by designated Board members responsible for overseeing Chapter Membership. New Chapter members will be afforded conditional membership rights upon the Chapter's receipt of a completed Chapter Application. New Chapter members will be afforded full Chapter membership rights upon verification of SHRM membership.

*Section 4. Voting.* Each member of the Chapter shall have the right to cast one vote on each matter brought before a vote of Chapter members. Votes shall be tallied by the Board of Directors or their duly authorized designee(s).

*Section 5. Dues.* The Chapter shall not charge membership dues of its members.

*Section 6. Termination of Membership.* A member's failure to maintain SHRM membership or designation of a different chapter as his or her primary chapter constitutes an automatic and immediate forfeiture of Chapter membership.

## **Article V. Meetings of Members**

*Section 1. Regular Meetings.* The Chapter will hold a minimum of four meetings during each calendar year. Such meetings shall be held on the third Thursday of each month or as otherwise determined by the Board of Directors.

*Section 2. Annual Meetings.* The Chapter will hold an annual meeting of the members for electing directors and officers and conducting other appropriate business in October or as otherwise determined by the Board of Directors.

*Section 3. Special Meetings.* Special meetings of Chapter members may be held upon the 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 a special meeting shall be given to all members at least ten days prior to such meeting. Notice of regular meetings shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at least ten days prior to the next regular meeting and at any time when requested by a member. Notice of electronic elections shall be given to all members at least ten days prior to the election.

*Section 5. Quorum.* Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the members present or

represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

## **Article VI. Board of Directors**

*Section 1. Power and Duties.* The Board of Directors (also referred to herein as the "Board" shall manage and control the property, business, and affairs of the Chapter and generally exercise all powers of the Chapter. The Board constitutes the governing body of the Chapter.

*Section 2. Officers.* The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, Vice President, Treasurer, and Secretary (collectively "Officers").

*Section 3. Composition of the Board of Directors.* Along with the Officers, the Board of Directors shall also include the Past President and directors responsible for Core Leadership Areas as defined by SHRM or the Board.

*Section 4. Qualifications.* All Directors must be members of the Chapter in good standing at the time of nomination or appointment and throughout their term(s) of service on the Board of Directors. Per SHRM Bylaws, the President must be a current member in good standing with SHRM.

*Section 5. Election and Term of Office.* With exception of the position of President, Directors shall be elected by the members via an online and/or paper annual election by the membership from the proposed slate of the nominating committee appointed by the Board of Directors during the last quarter of each calendar year or at such other time determined by the Board of Directors. While it is presumed that Board members only be elected to serve at most two consecutive one-year terms in the same position, additional terms may be served if an existing Director wins election. Each elected Director shall assume office on January 1 following his/her election for one-year term. The Vice President shall assume the office of President on January 1 following his/her one-year term as Vice President.

*Section 6. Vacancies.* The President, with consent of the Board of Directors, may fill vacancies on the Board for the unexpired term of such vacancies.

*Section 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 Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

*Section 8. Board of Directors' Responsibilities.* The Board of Directors shall transact all business of the Chapter except as otherwise provided in the Articles of Incorporation or these Bylaws. A Chapter member in good standing may request that the President place on the agenda of the next regular Board of Directors meeting any matter for consideration by the Board of Directors.

*Section 9. Removal of Director and Officer.* Any Director, including Officers, may be removed from the Board, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly held Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

## **Article VII. Duties and Responsibilities**

*Section 1. The President.* The President shall preside at the meetings of the members and of the Board. The President shall directly supervise the affairs, finances, and business of the Chapter and

shall maintain liaison with SHRM and the Washington State Council.

*Section 2. The Vice President.* The Vice President, at the request of the President, or upon the absence or disability of the President, may perform any of the duties of the President. The Vice President shall have such other powers and perform such other duties as the Board or the President may determine.

*Section 3. The Treasurer.* The Treasurer shall, in consultation with and at the direction of the President and Vice President, be responsible for the financial affairs of the Chapter. These responsibilities shall include presenting financial reports to the Board and making arrangements for the annual examination audit of the accounts as may be required by the Board. The Treasurer shall be responsible for any billings associated with Chapter activities as well as any local, state or federal business and financial compliance and filings, including with the Washington Department of Revenue, the Internal Revenue Service, and the Washington Secretary of State. The Treasurer shall also perform such other duties as the President may determine.

*Section 4. The Secretary.* The Secretary shall be responsible for preparing the Board meeting agenda in advance and recording the minutes of all Board meetings and the Chapter's annual meeting.

*Section 5. Position Descriptions.* The duties and responsibilities of the Board of Directors may be outlined in position descriptions maintained by the Secretary, which are subject to approval and revision by the Board from time to time at the discretion of the President or the Board.

#### **Article VIII. Committees**

*Section 1. Committee Organization.* Standing or ad-hoc committees or task forces may be organized by the President or any member of the Board of Directors to meet particular Chapter needs. Appointments of Chairpersons to committees are the sole responsibility of the President or Director organizing such committee. The Chairperson and the President will seek interested members to participate in committee activities.

*Section 2. Committee Activity.* Committees may be established to provide the Chapter with special ongoing services such as Scholarship, Fundraising, Programs, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, etc.

#### **Article IX. Chapter Dissolution**

In the event of the Chapter's dissolution, the Chapter's remaining monies, after Chapter expenses have been paid, will be contributed to an organization selected 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 X. Statement of Ethics**

The Chapter adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the Chapter and 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.

**Article XI. Rules**

Roberts Rules of Order shall govern matters not covered by these Bylaws.

**Article XII. Amendment Bylaws**

All Bylaws amendments must be pre-approved by SHRM before they are official for the Chapter. Any and all bylaws updates or changes must be sent to SHRM before a membership vote. The Bylaws may then 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 such proposed amendment has been approved by SHRM. 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 XIII. Withdrawal of Affiliated Chapter Status**


Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as 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 XIV. 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. These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Date of Revision: May 2016

Ratified by the Membership of the Chapter and signed by:

Chapter President:  Date: 7/01/2016

Approved by:  Date: 6-16-16  
SHRM President/CEO or President/CEO Designee