

SUSQUEHANNA HUMAN RESOURCE MANAGEMENT ASSOCIATION

BYLAWS

ARTICLE I – IDENTIFICATION

SECTION 1: NAME. The name of the Chapter shall be the Susquehanna Human Resource Management Association (SHRMA), (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as SHRMA/Susquehanna Human Resource Management Association 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 II – PURPOSES

The purposes of the Susquehanna Human Resource Management Association shall be as follows:

- (a) To provide opportunities for conferences, cooperative research and exchange of information among members.
- (b) To raise the standards of performance in all phases of human resource administration and industrial relations.
- (c) To encourage adherence to the Society for Human Resource Management's Code of Ethical and Professional Standards.

ARTICLE III – 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 this Chapter and SHRM.

- (a) The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.
- (b) 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.

ARTICLE IV – MEMBERSHIP

Condition of Membership: Members in the Chapter are prohibited from using the meetings, membership listings, or any other information received through the Chapter as a means for the private solicitation of business without the approval of

the Board of Directors. Violation of these conditions by either a Regular or Associate member will result in termination of membership upon recommendation by the Board of Directors and the Membership Committee.

SECTION 1: REGULAR MEMBERS. Members shall be confined to those persons actively engaged in bona fide human resource management and who devote at least 50 percent of their time to human resource, industrial relations, or career guidance functions. The right and privileges of regular members include the right to vote and hold office in the Chapter. Membership is not transferable.

SECTION 2: ASSOCIATE MEMBERS. Persons not qualifying as regular members who demonstrate to the satisfaction of the Board of Directors a bona fide interest in human resource administration and industrial relations shall be eligible for Associate Membership. Associate members do not have the right to vote or hold office in the Chapter. Dues for associate members shall be the same as for regular members.

SECTION 3: HONORARY MEMBERS. Any member in good standing at the time of retirement from any firm, organization, or institution may be elected to honorary membership of the Chapter by the vote of the Board of Directors. Honorary members shall be entitled to membership without the payment of dues but will not have the right to vote or hold office.

SECTION 4: APPLICATIONS FOR MEMBERS. Application for membership in the Chapter can be made on a form provided by the Chapter. A separate form must be used to apply for membership in the Society for Human Resource Management.

SECTION 5: MEMBERSHIP APPROVAL. All applications for membership must be approved by the Board of Directors.

SECTION 6: TERMINATION OF MEMBERSHIP. Membership in the Chapter may be terminated for good cause by the two-thirds vote of the Board of Directors. Membership shall be terminated automatically for non-payment of annual dues on the date determined by SHRMA.

SECTION 7: ANNUAL DUES. Annual dues are payable on December 15 of each year. The amount of dues shall be determined each year by the Board of Directors prior to the due date. The membership shall be notified thereof.

SECTION 8: LOCAL/NATIONAL MEMBERSHIP. Regular members may belong to SHRMA alone or to both SHRMA and SHRM jointly. Dues will vary according to rates set by the Board of Directors. The Board will also make certain that the number of SHRMA members maintaining joint membership with SHRM meet the percentage required by that organization to maintain SHRMA's affiliation with the national organization. Should SHRM memberships number less than this percentage, the Board of Directors will be required to join SHRM until the minimum SHRM membership is attained.

ARTICLE V – MEETINGS

SECTION 1: REGULAR MEETINGS. Regular meetings shall be held at a day, location, and time as determined by the Board of Directors. Chapter business may not be transacted at any meeting unless 25 percent of the voting membership is present at the meeting. The 25 percent requirement may be waived if members are notified of Chapter business requiring membership vote at a specified meeting.

SECTION 2: BOARD MEETINGS. Board meetings will be held at a day, location, and time as determined by the Board of Directors. Meetings from June through August will be held on an as-needed basis.

SECTION 3: NOTICE OF MEETINGS. A notice of all meetings shall be sent to all members at least 10 working days prior to the meeting.

SECTION 4: QUORUM. A majority of the members present at the meeting shall constitute a quorum.

ARTICLE VI – ELECTIONS AND BALLOTING

SECTION 1: ELECTION OF OFFICERS AND DIRECTORS. Elections of officers and directors shall be conducted by ballot in accordance with the procedures outlined.

(a) No later than October 1 of each year the Nominating Committee, composed of the immediate past president and three other regular members appointed by the president of the Chapter, shall prepare and submit to the presidents its nominees for the offices to be filled.

(b) All candidates shall be consulted and their concurrence obtained prior to the submission of their formal nominations.

(c) The list of nominees shall be prepared and distributed to all voting members of the Chapter at least 30 days prior to the election date each year.

(d) Election of officers shall be held at the regular scheduled November meeting. However, with Board approval, electronic balloting may be allowed for the election of officers.

SECTION 2: ELECTIONS.

(a) **VOTES REQUIRED.** Each officer and director shall be elected on the basis of plurality of votes cast for that office.

(b) **TIE VOTES.** In the event a tie occurs during the election involving two or more candidates for the same office, successive balloting shall be conducted until one candidate receives a plurality.

SECTION 3: REFERENDUM AND OTHER BALLOTING. The Board of Directors may submit any matter of the Chapter's business to the voting membership for resolution electronically, by mail, or by paper ballot.

ARTICLE VII – ELECTION OF OFFICERS

SECTION 1: NUMBER. The officers of the Chapter, who shall be elected as otherwise specified herein, shall be a president, president elect, three vice presidents, a secretary, and a treasurer. Officers shall rank in the order named.

SECTION 2: QUALIFICATION. All candidates for office must be qualified regular members of the Chapter in good standing at the time of nomination or appointment.

SECTION 3: ELECTION AND TERM OF OFFICE. All elected officers shall be chosen as provided in these bylaws. Each elected officer shall assume office in January of the year following his/her election and shall hold such office for one year or until death, resignation, or removal. No person elected president shall be eligible for re-election to said office for more than two terms.

ARTICLE VIII – BOARD OF DIRECTORS

SECTION 1: NUMBER. The following shall be members of the Board of Directors: the president, president elect, three vice presidents- chairs of the program, membership and education/seminar committees; the secretary, the treasurer, and the immediate past president. Six additional directors-at-large will be elected from among the eligible membership to serve two years with three directors being elected yearly. With Board approval, one additional vice president may be appointed from the directors-at-large for a period not to exceed one year in support of special projects, programs, or activities.

SECTION 2: QUALIFICATIONS. All candidates for the Board of Directors must be qualified regular members of the Chapter in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

SECTION 3: ELECTION AND TERM OF OFFICE. All elected directors-at-large shall be chosen as provided in these bylaws. Each elected director-at-large shall assume office in January of the year following his/her election and shall hold office for a minimum of two years or until death, resignation, or removal.

SECTION 4: VACANCIES. Any vacancy on the Board shall be filled for the unexpired term by vote of the majority of the Board in attendance at any regular constituted meeting.

SECTION 5: EMERITUS BOARD MEMBERS. A member of the SHRMA board who retires from employment in the human resources field while still a member of the board and (1) who does not retire to pursue a career in another field, and (2) who maintains emeritus status in SHRMA may remain on the board in an advisory/non-voting capacity, provided there is a properly executed motion and majority approval by the remaining members of the board. The advisory board member's status shall be approved annually thereafter by a majority vote of the board.

SECTION 6: QUORUM. A majority of the total board membership shall constitute a quorum for the transaction of business. The act of the majority of directors present at any meeting at which there is a quorum shall be the act of the Board.

SECTION 7: SHRMA BOARD MEMBER JOB DESCRIPTION. Demonstrates a commitment to the Susquehanna Human Resource Management Chapter and the human resource profession by: (1) Serving as an advocate for the human resource profession through communication with government officials, media, and the entire business community; (2) Providing advice, expertise, and counsel at the Chapter meetings; (3) Actively participating in regularly scheduled board meetings through meeting attendance and/or teleconference communication; (4) Actively participating in regularly scheduled committee meetings through meeting attendance, teleconference communication, and/or committee leadership; (5) Encouraging other human resource professionals to participate in SHRMA and SHRM programs; (6) Financially supporting the Chapter by paying membership dues; (7) Assisting in helping to identify and recruit potential new human resource professionals; (8) Representing the Chapter at other community events or functions.

SECTION 8: REMOVAL OF DIRECTOR AND OFFICER. Any director or officer may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting.

ARTICLE IX – OFFICERS

SECTION 1: THE PRESIDENT. The president shall preside at the meeting of the Chapter and the Board of Directors. The president shall have general charge and supervision of affairs and business of the Chapter.

SECTION 2: THE PRESIDENT ELECT/ VICE PRESIDENTS. The president-elect or any of the three vice presidents-chairs of the program, membership and education/seminar committees, at the request of the president or in his/her absence or disability, may perform any of the duties of the president. They shall have such other powers and perform such other duties as the Board or president may determine.

SECTION 3: THE SECRETARY. The secretary or other designee shall be responsible for the Chapter Newsletters, the preparation of a record of the proceedings of all meetings of the board, and any other business meetings of the Chapter. The secretary shall also perform such duties as the president may determine.

SECTION 4: THE TREASURER. The treasurer shall be responsible for the financial affairs of the Chapter. The responsibility shall include financial reports to the Board. Disbursements will be by check. The treasurer shall also perform such other duties as the president may determine.

ARTICLE X – STANDING COMMITTEES

The chairperson of the following standing committees shall be appointed by the president subject to the approval of the Board. Each committee shall consist of three or more members and shall submit such reports as requested by the president.

SECTION 1: MEMBERSHIP COMMITTEE. The membership committee shall examine and make recommendations and reports to the Board on applications for membership, recruit candidates for membership, and, at the beginning of each year, prepare a current roster of members and their accreditation status.

SECTION 2: PROGRAM COMMITTEE. The program committee shall arrange such programs as it judges will be informative and useful to the members and may incur reasonable expense as the Board approves.

SECTION 3: EDUCATION/SEMINAR COMMITTEE. The education/seminar committee shall coordinate workshops or seminars designed to improve management and employee relations practices by SHRMA members and the area business community. The committee may incur reasonable expenses as approved by the Board.

SECTION 4: PUBLIC RELATIONS COMMITTEE. The public relations committee shall maintain close liaison with area news media for the primary purpose of promoting the objectives of the Chapter.

SECTION 5: LABOR/LEGISLATIVE AFFAIRS COMMITTEE. The labor and legislative affairs committee shall follow legislative actions at the state, federal, and local levels as deemed of interest by the membership and/or the Board and make such reports as deemed necessary by the membership to the membership.

SECTION 6: SCHOLARSHIP COMMITTEE. The scholarship committee will coordinate the publicity and the application process and oversee the awarding of an annual scholarship. The committee will follow the guidelines set forth in the SHRMA Scholarship Program outline.

SECTION 7: WORKFORCE READINESS COMMITTEE. The workforce readiness committee recruits Chapter members who volunteer their time to provide mock interviews to seniors of an area high school. Students compose letters of application and resumes, complete application forms, and are expected to dress and act professionally in the interview. Students gain "real-world" experience from the interview process.

SECTION 8: NOMINATING COMMITTEE. The duties of the nominating committee are defined in Article 6 of these bylaws.

SECTION 9: AUDIT COMMITTEE. The audit committee shall be responsible for the annual examination and audit of the financial records of the Chapter.

SECTION 10: OTHER COMMITTEES. Other committees may be appointed by the president as may be deemed necessary.

ARTICLE XI – PARLIAMENTARY PROCEDURE

All parliamentary procedures shall be governed by Robert's Rules of Order, newly revised, unless otherwise specified in the bylaws.

ARTICLE XII – AMENDMENT OF BYLAWS

The bylaws may be amended by two-thirds affirmative vote of the regular members present at a meeting of the Chapter provided that notice of the proposed amendments is published and distributed to all members at least 10 working days prior to such meeting (See Article 5), 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 XIII – 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 the SHRM Foundation.

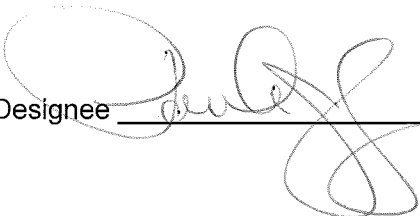
WITHDRAWAL OF AFFILIATED CHAPTER STATUS

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.

Ratified by the Membership of Chapter and signed by:

Chapter President  Date 6/7/12

Approved by:

SHRM President/CEO or President/CEO Designee  Date 4/2/12