

BERKS COUNTY CHAPTER #179
(Affiliate of the Society for Human Resource Management)
(DRAFT REVISED March 30, 2015 BYLAWS
(Revised Effective April 10, 2007 by Membership Vote)
(Revised Effective January 8, 2013 by Membership Vote)

ARTICLE I - IDENTIFICATION

Section 1: NAME

The name of the organization is the Berks County SHRM, Chapter #179, hereinafter referred to as "Chapter." To avoid potential confusion, the Chapter will refer to itself as "Berks County SHRM" or "Chapter #179" and not as SHRM or the Society for Human Resource Management.

Section 2: AFFILIATION

The Chapter is affiliated with the Society for Human Resource Management, (hereinafter referred to as "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.

Section 4: PURPOSES

The purposes of the Chapter will be as follows:

1. To promote the use of sound and ethical human resource management practices in the profession, by providing a forum for the personal and professional development of Chapter members.
2. To provide an opportunity to focus on current human resources management issues of importance to Chapter members.
3. To provide opportunities for conference, cooperative research and for the exchange of information among members.
4. To raise the standards of performance in all phases of human resource administration, human resources management and industrial relations.

Section 5: FISCAL YEAR

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

ARTICLE II - MEMBERSHIP
Section 1: TERM and CLASSES

Persons possessing the necessary qualifications may, upon approval of the Chapter's Board of Directors, be admitted to membership in the Chapter in one of the following classes listed below. 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. Memberships are individual and are not transferable to other individuals.

The Chapter will make certain accommodations for General or Consultant Members who during their membership year become unemployed through no fault of their own. The accommodation will include being allowed to remain a member until their paid term expires. Their status would then be changed to Temporary Member.

1. **GENERAL MEMBERS.** Individuals who are actively engaged in the profession of human resource management, and devote at least 50% of their time to personnel, human resources or industrial relations functions or perform as instructional faculty in the human resource field at an accredited college or university. Payment of annual dues shall entitle membership in the Chapter. General Members may vote and hold office in the Chapter.
2. **CONSULTANT MEMBERS.** Individuals owning or employed by organizations providing products or services to members of the human resources profession may apply for and maintain Consultant membership in the Chapter. Such members are prohibited, however, from using their membership in the chapter to directly or indirectly advertise or sell products or services except in response to an inquiry initiated by a Chapter member regarding the consultant's products or services. Upon being advised by any member of the Chapter that another member has violated this provision of the Bylaws, the Board of Directors will investigate the charge, and, at their discretion, terminate the Consultant's membership in accordance with Article II, Section 6. Payment of annual dues shall entitle membership in the Chapter. Consultant Members may vote and hold office in the Chapter.
3. **Associate Member.** An individual who would otherwise qualify for General or Consultant membership but who is not currently employed. They would be granted a Temporary membership and pay a prorated local chapter dues. Their membership would remain in force through the calendar year in which they became an Associate Member, subject to Article II, Section 6 of the By-Laws. They cannot vote or hold office and can attend all general monthly meetings at the appropriate member cost.
4. **STUDENT CHAPTER MEMBERS.** Individuals who are students and are members of a student chapter affiliated with the Chapter. Student Chapter Members are not required to pay the annual Chapter dues. They shall have no vote and may not hold office in the Chapter.
5. **STUDENT MEMBERS.** Individuals who are students enrolled in a two year, four year or graduate degree program at an accredited institution of higher learning and are NOT a member of a student chapter affiliated with the Chapter. Student Members' dues are

modest and set by the Board. They shall have no vote and may not hold office in the Chapter. They can attend all general monthly meetings at the appropriate member cost.

Section 2: APPLICATION FOR MEMBERSHIP

Application for membership shall be in writing on a form provided by the Chapter. Payment of annual dues shall entitle one to membership in the Chapter. All members are encouraged to be members of SHRM.

Section 3: MEMBERSHIP APPROVAL

All memberships shall be approved by the Chapter Board of Directors and the Chapter's Membership Chairperson. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 4: MEMBERSHIP DUES

Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices, and the Board of Directors further shall be authorized to establish dates by which the dues are payable and the method(s) of collection. The membership year runs from January to December.

Section 5: VOTING

Each eligible member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student and Associate members are not eligible to vote. Votes shall be tallied by the Chapter's Administrative Director or another individual as appointed by the Board of Directors.

All ballots will be sent electronically via e-mail for each member of the Chapter to complete and return either via e-mail or via facsimile.

Section 6: TERMINATION OF MEMBERSHIP

Membership in the Chapter may be terminated for good cause by a two-thirds vote of the Board of Directors. Membership shall be terminated automatically for nonpayment of annual dues.

ARTICLE III - MEETINGS

Section 1: REGULAR MEETINGS

Regular meetings of the members shall be held on the second Tuesday of each month from September through May, or as otherwise determined by the Board of Directors, and shall occur at a place designated by the Board of Directors.

Section 2: NOTICE OF MEETINGS

Notice of all meetings shall be sent to all members prior to the meetings.

Section 3: QUORUM

A majority of the members present at a meeting shall constitute a quorum. A General or Consultant member of the Chapter in good standing shall be entitled to one (1) vote on each matter of the Chapter's business to be acted upon.

ARTICLE IV - ELECTIONS AND BALLOTING

Section 1: BALLOTING - DIRECTORS

Elections of Directors shall be conducted by ballot in accordance with the procedures outlined below:

1. No later than the first day of April each year the Nominating Committee, composed of the immediate past president and no less than three other members of the Chapter, shall prepare and submit to the President its list of nominees for the offices to be filled.
2. The list of nominees will be prepared and distributed to all voting members of the Chapter at least 30 days prior to the election date of each year.

Section 2: ELECTIONS

1. VOTES REQUIRED. Each vacant Director position shall be elected on the basis of plurality of votes cast for that Director.
2. TIE VOTES. In the event of a tie during the election through two or more candidates for the same office receiving the same number of votes, successive balloting shall be conducted until one candidate receives a plurality.
3. Votes, to be valid, must be received by the Board by the voting deadline.

Section 3: REFERENDUM AND OTHER BALLOTING

The Board of Directors may submit any matter of the Chapter's business, whether or not it is required to be acted upon by the voting members, to the voting membership for resolution by ballot. Except in the cases of actions for which law or these Bylaws require a different voting percentage, the affirmative vote of a majority of ballots cast shall be necessary to authorize action provided for in the ballot. Balloting does not have to occur at a meeting and may take place through electronic mail or another appropriate method.

ARTICLE V - BOARD OF DIRECTORS

Section 1: NUMBER

The following shall be members of the Board of Directors: The President, the Vice President, the Treasurer, the Secretary, the two Immediate Past Presidents, the Director of Membership and the Chairpersons of each Committee. Additional members of the Board may be changed from time to time by the Board in resolution.

The Director of Membership and the Chairpersons of each Committee will be non-voting members of the Board, and will be filled annually by appointment by the President.

Section 2: EXECUTIVE COMMITTEE

The Executive Committee of the Board of Directors shall consist of the following Directors: The President, the Vice President, the Treasurer, the Secretary and the two immediate Past Presidents. The Executive Committee members shall be the voting members of the Board.

Section 3: QUALIFICATION

All candidates for the Board of Directors must be qualified General or Consultant Members of the Chapter in good standing at the time of nomination and appointment. Elected board members may not be re-elected to serve more than two consecutive terms in the same position. 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 4: SUCCESSION

Each Director shall automatically move up one rank as follows: Secretary to Treasurer to Vice President to President to Past President. Generally, the Secretary position is the entry level position on the Board of Directors, and is filled by nomination and election of the Chapter members.

Section 5: TERM OF OFFICE

Each Director shall assume office in May of each year, and shall hold office for one year or until their death, resignation or removal.

Section 6: VACANCIES

Any vacancy in the Board shall be filled for the unexpired term by appointment of a majority vote of the Executive Committee in attendance at any regularly constituted meeting, which includes any such Board of Directors meeting. The person so appointed will then enter the succession.

Section 7: QUORUM

The majority of the Executive Committee shall constitute a quorum for the transaction of business. The act of a majority of the Executive Committee present at any meeting at which there is a quorum shall be the act of the Board.

Section 8: MEETINGS

Regular meetings of the Board of Directors shall be held on the third Thursday of each month, or at a date, time and place otherwise specified by the President. Written or oral notice shall be given to members of the Board of Directors by the President for any special Board meetings, or for any changes from the regularly scheduled meeting. Such notice shall be made at least one day in advance of the meeting.

Section 9: REMOVAL OF DIRECTORS AND OFFICERS

Any Director may be removed from office, with or without cause, upon an affirmative vote of two-thirds (2/3) of the then entire number of voting Directors taken at a duly constituted Board of Directors meeting.

ARTICLE VI - BOARD OF DIRECTORS DUTIES AND RESPONSIBILITIES

Section 1: THE PRESIDENT

The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have general charge and supervision of the affairs and business of the Chapter, and will maintain liaison with the Chapter's committees. He/she shall maintain liaison with SHRM and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 2: THE 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: THE TREASURER

The Treasurer shall be responsible for the financial affairs of the Chapter. This responsibility shall include financial reports to the Board and arrangements for the examination and audit of the accounts as may be required by the Board. He/she shall perform such other duties as the President may determine.

Section 4: THE SECRETARY

The Secretary shall be responsible for the preparation of a record of the proceedings of all meetings of the Board and of any other such business meeting of the Chapter. He/she shall also perform such other duties as the President may determine.

ARTICLE VII - COMMITTEES

Section 1: COMMITTEE ORGANIZATION

Appointments of Chairpersons to committees are the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

Section 2: COMMITTEE ACTIVITY

Committees are established to provide the Chapter with special ongoing services such as Programs, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, *Diversity, Engagement, etc.*

ARTICLE VIII - 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 (e.g., the SHRM Foundation, a local student chapter, the state council, an HR-degree program, or other such organization or charity).

ARTICLE IX - STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical Standards and Professional Standards in Human Resource Management 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.

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 approval from the Board of Directors.

ARTICLE X - PARLIAMENTARY PROCEDURE

All parliamentary procedure shall be governed by Roberts Rules of Order unless otherwise specified in these Bylaws.

ARTICLE XI - RECORDS

Section 1: CONFIDENTIALITY

The Board of Directors may declare any meeting minutes, or portion thereof, or any other corporate records as confidential and not reviewable by the public or members upon a finding that it is in the best interests of the Chapter to do so. The Board shall exercise this power, if at all, judiciously.

ARTICLE XII - AMENDMENT OF BYLAWS

A copy of all amended Bylaws shall be forwarded to SHRM before amendment. The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists in which required written notice has been given, together with a copy of the proposed amendments or summary of changes, at least five days in advance of the meeting, provided such


proposed amendment has been reviewed by the SHRM President/CEO and is not in conflict with SHRM's 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 – 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.

Chapter President _____ Date _____

Approved by: SHRM President/CEO
or President/CEO Designee _____

 _____ Date 7/30/15