

Chapter By-Laws

ARTICLE I – Name, Affiliation and Relationships

Section 1. Name. The name of the Chapter is the Southwest Washington Human Resource Management Association (herein referred to as SWHRMA) and not as SHRM or the Society for Human Resource Management.

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

Section 3. Relationships. SWHRMA 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 SWHRMA. SWHRMA shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. SWHRMA shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE II - Purpose

The purposes of this chapter as a nonprofit organization are:

- i. To provide a forum for the personal and professional development of our members;
- ii. To provide an opportunity to develop leadership, managerial, public speaking and group decision making skills;
- iii. To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. To provide an opportunity to focus on current human resource management issues of importance to our members;
- v. To provide a focus for legislative attention to state and national human resource management issues;
- vi. To provide valuable information gathering and dissemination channels;
- vii. To provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- viii. To serve as an important vehicle for introducing human resource management professionals to SHRM;
- ix. To serve as a source of new members to SHRM;
- x. To serve as part of the two-way channel of communications between SHRM and the individual members.

SWHRMA supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- (a) To be a recognized world leader in human resource management;
 - (b) To provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
 - (c) To be the voice of the profession on human resource management issues;
 - (d) To facilitate the development and guide the direction of the human resource profession; and
 - (e) To establish, monitor, and update standards for the profession.
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ARTICLE III – Fiscal Year

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

ARTICLE IV - Membership

Section 1. Qualification for Membership. The qualifications for membership in SWHRMA shall be stated in Sections 2, 3 and 4 of this Article. SWHRMA is a 100% chapter of SHRM, and all chapter members are required to 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.

Membership in the Chapter is neither transferable nor assignable and is held in the individual's name, not an organization with which the member is affiliated.

Section 2. Professional Members. Professional membership shall be limited to those individuals who are engaged in one or more of the following: (a) practitioners of human resource management at the exempt level for a least three years; (b) are certified by the Human Resource Certification Institute; (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of it's specialized functions at an accredited college or university and have at least three years experience at this level of teaching; or (d) full-time consultants with at least three years experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the chapter.

Section 3. Associate Members. Individuals in non-exempt human resource management positions, as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may not vote and may not hold office in the Chapter.

Section 4. Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

Section 5. Application for Membership. Application for membership shall be on the SWHRMA application form. All applications shall be reviewed and approved by the Membership Director. New members shall be afforded full membership rights from the date of application approval by the SWHRMA Membership Director.

Section 6. Voting. Each professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members shall have no right to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 7. Dues. Should annual membership dues be assessed, they shall be established for the next calendar year by the Board of Directors before the annual meeting prior to the next calendar year.

Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

ARTICLE V - Meeting of Members

Section 1. Regular Meetings. Regular meetings of the members shall be held on the 2nd Tuesday of each month or as otherwise determined by the Board of Directors.

Section 2. Annual Meeting. The annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held in September 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 the simple majority of the members present at any meeting at which a quorum is present, in person or by conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

ARTICLE VI - Board of Directors

Section 1. Board of Directors' Responsibilities. The Board of Directors shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter except as prescribed otherwise in these Bylaws. A Professional member in good standing may request the President to place on an agenda of the next regular meeting of the chapter any action taken by the Board of Directors.

Section 2. Number. The Board of Directors shall consist of a minimum of the following officers: President, President Elect, Vice President, Treasurer, and Secretary. Additional members shall be elected from among the eligible membership as members of the Board of Directors along with the Past President.

Section 2. Qualification. All candidates for/and members of the Board of Directors must be Professional members of SWHRMA and SHRM, in good standing at the time of nomination or appointment, and for their complete term in office.

Section 3. Election - Term of Office. Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. The Nominating Committee shall consist of the following officers: President, Past President, President Elect and Vice President. Each elected Director shall assume office on January 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office. A Director may succeed

himself/herself no more than once in the same position, serving no more than two years in the same position. However, with Board approval, a Director's two-year term may be extended for one additional year, serving three years in the same position, if no one else is available to fill the board vacancy and the incumbent Director has expressed interest in serving the additional year.

Section 4. Vacancies. Any vacancy in the Board may be filled for the unexpired term by the President, or someone appointed by the President with consent by the Board of Directors.

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 Directors present at any meeting at which there is a quorum either in person or by conference call, shall be the act of the Board of Directors. In addition the Board may act by unanimous written consent of all voting members.

Section 7. 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 then entire Board of Directors at a duly constituted 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

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Board President and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or Chapter Board.

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 charge and supervision of the affairs and business of the SWHRMA, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing with SHRM throughout the duration of his/her term in office.

Section 2. The President-Elect. The President-Elect, 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 of the President may determine. In addition to being President-Elect he/she may serve as Director of one of the other functional areas on the Board. SWHRMA requires the President-Elect to be a current member in good standing with SHRM throughout his/her term in office.

Section 3. The Vice President. The Vice President is the next President-Elect and may serve as the Director of one of the other functional areas on the Board. SWHRMA requires the Vice President to be a current member in good standing with SHRM throughout his/her term in office.

Section 4. The Treasurer. The Treasurer shall be responsible for the financial affairs of the SWHRMA which includes maintaining the financial records of the chapter. 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. SWHRMA requires the Treasurer to be a current member in good standing with SHRM throughout his/her term in office.

Section 5. The Secretary. The Secretary shall be responsible for recording the minutes of the Board, Annual and Special meetings of the SWHRMA and maintaining the records for the chapter, other than financial. He/she shall also perform such other duties as the President may determine. SWHRMA requires the Secretary to be a current member in good standing with SHRM throughout his/her term in office.

ARTICLE VIII - Committees

Section 1. Committee Organization. Committees work under the direction of Board members. The Board member with responsibility for a particular committee shall have Chairpersons approved by a majority vote of the Board of Directors before said person is asked to Chair that committee. 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, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, 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 the SHRM Foundation.

ARTICLE IX - Statement of Ethics

The SWHRMA adopts SHRM's Code of Ethics 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.

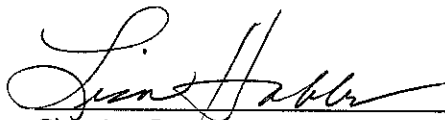
ARTICLE X - Amendment of Bylaws

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and which required notice has been met provided such proposed amendment has been reviewed by SHRM and is not in conflict with the Society'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 XI – Withdrawal of affiliated Chapter Status

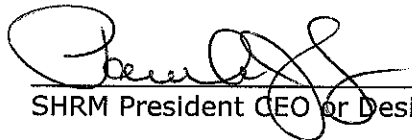
Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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 on such body.

Ratified by the Membership of SWHRMA and signed by:


Chapter President

9/6/08
Date

Approved by:


SHRM President CEO or Designee

8/25/08
Date