

Anne Arundel Society for Human Resource Management
BYLAWS
November 2006

ARTICLE I – Name, Affiliation and Relationships

Section 1: Name

The name of the Chapter is the Anne Arundel Society for Human Resource Management (herein referred to as ASHRM).

Section 2: Affiliation

The Chapter is affiliated with the Society for Human Resource Management (herein 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.

ARTICLE II-Purpose

The purpose of the ASHRM shall be:

- To provide an opportunity to meet, share, exchange ideas and practices, and interact with other human resource professionals on a local level.
- To promote a diverse membership that continuously recruits and welcomes new members.
- To be a recognized, respected authority in human resource management.
- To provide high quality, dynamic and responsive programs and services to our members.
- To be a voice of the local area profession on human resource management issues.
- To facilitate the development and guide the direction of the local area human resource profession and to promote the highest standards of ethical conduct.
- To support the national Society for Human Resource Management and its efforts to establish, monitor and update standards for the profession.

ARTICLE II -- Membership

Section 1: Qualifications for Membership

The qualifications for membership in the ASHRM shall be stated in Sections 2 and 3 of this Article.

Section 2: Membership Categories

Professional - Membership in the professional category shall include individuals who (a) are current or previous human resource practitioners (b) are performing a majority of the human resource functions for their organization in the absence of a dedicated human resource position (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specified functions at an accredited college or university; (d) are full-time consultants performing core human resource functions

on a regular basis; (e) are full-time attorneys currently working in the field of human resources or employment law; (f) are full-time career service professionals providing career assistance and guidance to students, unemployed persons or others in need of career assistance; (f) are past presidents/life members; or (g) hold the designation of PHR , SPHR or GPHR. Professional members may vote and hold office in the Chapter.

Associate - Membership in the associate category shall include individuals who are seeking a degree related to human resources.. Associate membership for ASHRM shall not exceed 25% of the total membership as of December 31 of each year. Associate participation on the Board of Directors shall not exceed 50%. Associate members may vote.

Affiliate - Membership in the affiliate category shall include individuals, as consultants or representatives of a company, who provide support services related to the human resource profession. Affiliate membership for ASHRM shall not exceed 30% of the total ASHRM membership as of December 31 of each year. Affiliate participation on the Board of Directors shall not exceed 50%. Affiliate members may vote.

Note: All SHRM members are eligible to become members of ASHRM in the appropriate category.

Section 3: Application for Membership

Application for membership shall be submitted by using the ASHRM application form, along with the appropriate payment. The Director of Membership will review all applications to verify that each applicant meets the criteria for the requested membership category. New members shall be afforded full membership rights from the date of application approval by the Director of Membership. The Director of Membership will advise the President and/or Board of Directors of any applications that do not meet the criteria. Then, the President and/or Board of Directors will review the application and make a determination of membership status. The Membership Director will advise the Board of Directors if membership category limitations are reached.

Section 4: Voting

All members of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. ~~The vote of the majority of the members present at a meeting at which a quorum is present shall~~ be necessary for the adoption of any matter voted on by the members. If there has been discussion at one previous meeting, voting may be conducted by mail or electronically. All ballots (mail and electronic) must be received by the date and time of the meeting in which the vote takes place.

Section 5: Dues

Annual membership dues shall be established by the first meeting of the program year in September by the Board of Directors prior to the mailing of renewal notices. Dues are renewed on the anniversary date of each member and invoiced to members monthly and based on the members annual anniversary date. Notwithstanding the above, the President, after approval from the Board of Directors and due consideration for the long-term budgetary impact such programs may have, may establish discounted dues structures as part of special membership programs offered for the purpose of increasing SHRM and/or ASHRM membership. Dues shall be used to help the chapter meet its authorized expenses.

Section 6: Membership affiliation requirements

Thirty percent (30%) of ASHRM chapter members are required to also be SHRM members. If this number drops below the 30% mark, SHRM affiliation will be in jeopardy and ASHRM will work with SHRM to maintain affiliation.

ARTICLE III - Meetings of the Membership and Board of Directors

Section 1: Regular Chapter Meetings

Regular meetings shall be held on the dates determined by the Board of Directors.

Section 2: Annual Business Meetings

The annual meeting of the members for electing officers and conducting other appropriate business shall be held on a date determined by the Board of Directors, but no later than the last week of November.

Section 3: Notice of Meetings

Fifteen calendar days advance notice shall be given of all regular membership meetings prior to the meetings being held.

Section 4: Special Meetings

Special meetings may be called by the President, with the approval of the Board of Directors, or may be called by the Board of Directors, as deemed necessary. At least seven calendar days advance notice shall be given prior to any special membership meeting being held. A quorum must be present for a special membership meeting in order to conduct business.

Section 5: Board meetings

The Board of Directors shall meet on a regular basis, at least monthly. All Board of Directors or their designees, shall attend Board of Directors meetings. At the President's discretion, a written report may be accepted in lieu of attendance.

Section 6: Speaker guidelines for chapter meetings

All presenters at chapter meetings shall have the primary objective of providing an educational opportunity for the professional development of ASHRM members. Presentations shall not include an overt solicitation on behalf of any individual, vendor, product, or commercial activity

Section 7: Quorum

Members holding 20% 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.

Section 8: Meeting Costs

The Board will annually review meeting costs and make adjustments to those costs, as necessary.

ARTICLE IV - Board of Directors

Section 1: Positions

The Board of Directors shall consist of the following positions, which shall be members of the Board of Directors, and be officers of the Chapter. Board Members and Committee Chairpersons may be added or replaced during the program year as needed. The Secretary will have an updated list of positions and position descriptions available.

- President
- President-Elect
- Immediate Past President
- Treasurer
- Secretary

- Director of Programs
- Director of Membership
- Director of Public Affairs
- Director of Special Projects
- Director of Legislative Action
- Director of Professional Development
- Director of Chapter Development
- Director of Diversity

Section 2: Qualifications

All candidates for the Board of Directors can be Professional, Associate or Affiliate members of the ASHRM in good standing at the time of nomination or appointment. Both the ASHRM President and President Elect must be current members in good standing of SHRM. The chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term in office. The President may only serve as President for one year. President Elect and Immediate Past President may also only serve in those positions for one year. The President and Immediate Past President are not voted on by membership for the purposes of serving on the Board of Directors. All other Board positions are voted on by the membership. Board members may not be elected to serve more than three (3) consecutive one (1) year terms in the same position.

Section 3: Election - Term of Office

At the Annual Meeting of the Membership, members shall elect the Board of Directors from the nominating committee's proposed slate. The nominating committee is appointed by the Board of Directors at the beginning of each election year. Each elected Board member shall assume office on January 1st following his/her election and shall hold office for one year or until his/her successor is elected and takes office. A board member may succeed himself no more than twice, with the exception of the President, President Elect and Immediate Past President, who may not succeed himself.

Section 4: Vacancies

Any vacancy on the Board may be filled, for the unexpired term, by a Professional member nominated by the President, with the consent of the Board of Directors.

Section 5: Quorum

A majority of Board members shall constitute a quorum. The President of the Board shall only vote in the event of a tie. Board members must be present to vote or voting may be conducted electronically, if there has been at least one previous Board Meeting on the issue to be voted upon.

Section 6: Board of Directors' Responsibilities

The Board of Directors shall transact all business of the Chapter including approving the issues that will be put forth to vote by the general membership. A Professional member in good standing may request the President to place on the agenda, of the next regular meeting of the chapter, any action taken by the Board of Directors.

Section 7: Removal of Officers or Members

Any 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 Board of Directors shall reserve the right to suspend or expel members for cause.

Section 8: Check writing limits

Checks drawn on the ASHRM account in the amount equal to or greater than \$1,500 must be signed by two (2) authorized Board of Directors members. Authorized Board of Directors include President, Immediate Past President and President Elect.

ARTICLE V - Duties and Responsibilities

Section 1: President

The President shall preside at the meetings of the members of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the ASHRM. He/she shall maintain liaison and be a current member in good standing with SHRM.

Section 2: 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 or the President may determine. He/she shall be a current member in good standing of SHRM throughout the duration of his/her term.

Section 3: Director of Programs

The Director of Programs shall be responsible for organizing and coordinating all membership meetings and seminars including program speakers, hotel arrangements, etc. He/she shall be a current member in good standing of SHRM throughout the duration of his/her term.

Section 4: Director of Membership

The Director of Membership shall encourage membership growth and shall maintain the official membership roster of the Chapter. He/she will work with the Treasurer in handling the membership invoicing. The Membership Director will also hold Membership Orientations on an as needed basis for new members. He/she shall be a current member in good standing of SHRM throughout the duration of his/her term.

Section 5: Director of Public Affairs

The Director of Public Affairs shall be responsible to coordinate all activities encompassed with producing the newsletter, press relations, and communicating to the ASHRM members utilizing written and/or electronic media, etc. He/she shall be a current member in good standing of SHRM throughout the duration of his/her term.

Section 6: Treasurer

The Treasurer shall be responsible for the financial affairs of the ASHRM. These responsibilities shall include financial reports to the Board and the arrangements for the annual examination/audit of the accounts as may be required by the Board and preparing the Chapter's tax filings. He/she shall be a member of good standing of SHRM throughout the duration of his/her term.

Section 7: Secretary

The Secretary shall be responsible for recording the minutes of all meetings of the Board of Directors. The Secretary will also assist the Board of Directors with administrative duties as needed. He/she shall be a member in good standing of SHRM throughout the duration of his/her term.

Section 8: Past President(s)

The Immediate Past President shall be an active, voting member of the Board of Directors. All other Past Presidents shall be welcome to attend any Board of Directors meeting and participate fully in an advisory

role. However, Past Presidents, with the exception of the Immediate Past President, shall not be voting Board of Directors members. He/she shall be a member in good standing of SHRM throughout the duration of his/her term.

Section 9: Director of Legislative Action

The Director of Legislative Action shall be responsible for providing the membership with legislative information and advocacy opportunities. He/she shall be a member in good standing of SHRM throughout the duration of his/her term.

Section 10: Director of Chapter Development

The Director of Chapter Development shall be responsible for developing the Chapter's financial and human resources. He/she shall be a member in good standing of SHRM throughout the duration of his/her term.

Section 11: Director of Special Projects

The Director of Special Projects shall be responsible for coordinating special events and initiating designated chapter projects. He/she shall be a member in good standing of SHRM throughout the duration of his/her term.

Section: 12: Director of Professional Development

The Director of Professional Development shall be responsible for providing the membership with educational opportunities, seminars, and encourage HRCI certification. He/she shall be a member in good standing of SHRM throughout the duration of his/her term.

Section 13: Director of Chapter Diversity

The Director of Chapter Diversity shall provide information on the SHRM Diversity Initiative; maintain State and Chapter-level diversity contacts; develop diversity-related programming ideas for the chapter; and maintain a list of diversity resources for members. He/she shall be a member in good standing of SHRM throughout the duration of his/her term.

Section 14: Other positions

See Secretary for descriptions of any additional positions.

ARTICLE VI - Committees

Section 1: Committee Organization

Committees are established to provide the Chapter with special ongoing services such as membership, public affairs, programs, professional development, as well as college and community relations. Special committees or task forces may be organized by the President to meet particular Chapter needs.

Appointments of Chairpersons to committees will be made by the Board of Directors.

ARTICLE VII - 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 VIII - Statement of Ethics

The Code of Ethics for members of the ASHRM has been adopted to promote and maintain the highest standards of personal and professional conduct among its members, and thereby promotes public confidence in the integrity and service of Human Resource management professionals. Adherence to this Code is required for membership in the organization.

- Support through personal and professional action the goals and objectives of the ASHRM and the SHRM.
- Respect the dignity and diversity of individuals by fostering programs which encourage fair and equitable treatment, and recognize people's rights, privileges, contributions, and opportunities.
- Practice the highest standards of integrity and confidentiality in relationships with members, employees, employers and others.
- Support the personal and professional development programs of the ASHRM to help create an environment of recognition and advancement of the Human Resource management profession.
- Advance and encourage ethical employee relations concepts in Human Resource management and labor relations. Ensure that ASHRM affiliation is not used to secure special privilege, gain or benefits for members, their employers, or the Association.
- Encourage and participate in research and training to develop and advance innovative Human Resource management practices.

ARTICLE IX - Amendment, Approval and Conformance of Bylaws

Section 1: SHRM approval and conformance:

A copy of all amended Bylaws shall be forwarded to SHRM before amendment. As applicable and to the extent feasible, ASHRM bylaws will be in conformance with SHRM bylaws.

Section 2: Amendment of bylaws

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists or by electronic voting, provided required notice has been met and there has been discussion at one previous meeting. Required notice shall be at least one month prior to vote. Minor changes and technical corrections to these Bylaws may be made without a full vote by the ASHRM membership or approval of SHRM.

ARTICLE X-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 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 XI- Parliamentary Procedure

Meetings of the ASHRM Board of Directors shall be governed by the rules contained in *Robert's Rules of Order* (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

Paula J. Gu, ~~STAR~~ 4/7/08

Paula A. Perry, President ASHRM 4/7/08