

SIoux EMPIRE SOCIETY FOR HUMAN RESOURCE MANAGEMENT

Chapter #217

Chapter Bylaws

ARTICLE 1 – NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Sioux Empire Society for Human Resource Management (herein referred to as the “Chapter” or “SESHRM”). To avoid potential confusion, the Chapter will refer to itself as Sioux Empire Society for Human Resource Management or SESHRM 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 2 – PURPOSE

The purpose of the Chapter is to advance the Human Resource Management (HRM) profession and to serve its members by offering a wide variety of professional development opportunities and a common forum in which to share ideas and experiences, and seek opportunities to increase chapter and HRM visibility in our community.

The Chapter serves members by:

- a) Providing a wide range of educational seminars, programs, and other activities that allow members to develop their expertise in the various functional areas that constitute Human Resource Management;
- b) Providing a forum for members to meet and share information that will help them address human resource issues in their respective organizations;
- c) Promoting the highest standards of integrity through the Chapter’s Code of Ethical and Professional Standards;
- d) Serving as a reliable source of information pertaining to the Human Resource Management profession;
- e) Undertaking programs and activities that serve to increase the awareness and understanding of the Human Resource Management profession by the business, community, and the public; and,
- f) Serving as the voice of the profession on human resource management issues.

All Chapter polices, practices, activities and actions shall be free from discrimination based on race, color, religion, gender, age, national origin, disability, veteran status, sexual orientation or any other characteristic protected by State or Federal law.

ARTICLE 3 – FISCAL YEAR

The fiscal year of the Chapter is the calendar year.

ARTICLE 4 – MEMBERSHIP

Section 4.1: Membership Classifications. The Executive Board has the authority to grant membership and determine each member's classifications according to the guidelines set forth in the following sections.

- a) Professional Members. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria: (i) possess at least three years of exempt-level human resource management experience; (ii) are HR certified (iii) are faculty members holding assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching; (iv) are full-time consultants with at least three years' experience as a practitioner in human resource management; (v) are 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.
- b) General Members. Individuals who are engaged in the profession of human resource management, but do not meet the requirements of a Professional Membership. General members have the right to vote and may hold Advisory Board positions, but may not hold Executive Board positions in the Chapter.
- c) Retired Life Members. Individuals who were SESHRM members in the Professional or General class of membership who have retired from active full-time employment. Retired Life Members may not vote and may not hold office in the Chapter.
- d) Student Members. Individuals who are students and members of a student chapter affiliated with the Chapter will be designated as Student Members. They may not vote and may not hold office in the Chapter.

Section 4.2: Application for Membership. Application for membership shall be completed through the Chapter's online application process.

Section 4.3: Membership Approval. All applications are reviewed by the Membership Director and are approved by a majority of the Executive Board. New members are afforded full membership rights from the date of application approval.

Section 4.4: Transfer of Membership. Chapter membership is on an individual basis only and not transferable from one individual to another. Membership in other SHRM-affiliated chapters is not

transferable to the Sioux Empire Society for Human Resource Management. Membership in the Sioux Empire Society for Human Resource Management is not transferable to other SHRM-affiliated chapters.

Section 4.5: Annual Dues. Chapter membership is contingent on the timely payment of annual dues. Annual membership dues are set by the Executive Board and are due and payable on the date designated after appropriate notice to the membership.

ARTICLE 5 – MEETINGS

Section 5.1: Regular Meetings. Regular meetings are generally held monthly at such time and places as the Board designates. The regular chapter meetings are typically held the third Tuesday of the month.

Section 5.2: Notice of Meetings. A notice of all meetings shall be posted on the website or electronically delivered to all members at least seven (7) calendar days prior to the meeting.

Section 5.3: Special Meetings. Special meetings to conduct required chapter business may be called by the President or the Executive Board.

Section 5.4: Quorum. One tenth of the members entitled to a vote will constitute a quorum. A majority vote is needed for approval.

Section 5.5: Board Meetings. Regular board meetings shall be held monthly at such times and places as the Executive Board may designate. The Board typically meets monthly.

ARTICLE 6 – EXECUTIVE BOARD

Section 6.1: Officers/Executive Board. The officers of the Chapter who shall be elected, except as otherwise specified herein, shall be the President, President-Elect, and immediate Past President. Officers are ranked in the order named, and comprise the Executive Board.

Section 6.2: Term of Office. All elected officers shall be chosen, as provided in these bylaws, for a three-year term. Each elected officer shall assume office in January following his/her election and will serve one year in each of the three progressive positions, or until death, resignation, or removal.

Section 6.3: Qualification. All candidates for office must be qualified 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 6.4: Vacancies. Vacancies on the Board will be filled as outlined in Article 9, Section 9.4.

Section 6.5: *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 Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.6: Powers and Duties. The Executive Board shall manage and control the business and affairs of the Chapter and in general exercise all power of the Chapter not reserved to the members by statute of the bylaws. Position descriptions are posted on the SESHRM website (seshrm.org) and duties of the officers are outlined as follows:

- a) President. The President is responsible for providing leadership and direction to the Chapter, providing direction and support to fellow Officers, presiding at meetings of the Chapter and the Board, serving as liaison to SHRM and the general public, ensuring that the Chapter Bylaws are followed, and facilitating the development of future Chapter leaders. The President has general charge and supervision of the affairs of business of the Chapter. The President is responsible for the Chapter staying in compliance with SHRM affiliate guidelines. The President has the overall responsibility to serve as a State Council Board Member and maintain general relations with other chapters. The President will attend the SHRM Volunteer Leaders' Summit, and the SD SHRM Leadership Conference. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office, and SHRM certification is preferred.
- b) President-Elect. The President-Elect serves as assistant to the President, with responsibility for special projects, and to preside over regular Chapter and Board Meetings in the absence of the President. The President-Elect will attend the SHRM Volunteer Leaders' Summit, and the SD SHRM Leadership Conference. The President-Elect shall have such other powers, and perform such other duties, as the Executive Board or President may determine. It is recommended that the President-Elect is a SHRM member in good standing, and SHRM certification is preferred.
- c) Past President. The immediate Past President supports the other Officers and provides a continuity of leadership in achieving the annual and long-term goals of the Chapter. The Past President will attend the SHRM Annual Conference. It is recommended that the Past President is a SHRM member in good standing and SHRM certification is preferred.
- d) Scheduled or assigned attendance at any conference, event, meeting or session may be amended by a majority vote of the Executive Board.

Section 6.7: Removal of Director or Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the 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 7 – ADVISORY BOARD

Section 7.1: The Advisory Board shall consist of a Treasurer, Program Director(s), Secretary, Membership Director, Marketing Director, Student Chapter Director, Certification Director, Legislative Director, Technology Director, Awards & Recognition Director, Conference Director, and Workforce Readiness & Diversity Director. Advisory Board members are elected by a majority vote

of the membership for three-year terms, with the exception of the Technology Director, which is an appointed position. Additional Advisory Board members may be added as required by the Executive Board. A minimum of 30% of the Advisory Board members must be SHRM members.

Section 7.2: Position descriptions for the Advisory Board are posted to the SESHM website (seshrm.org); duties are outlined as follow.

- a) Treasurer. The Treasurer serves as the Chapter's Chief Financial Officer and is directly responsible for the reasonable and prudent management of all financial transactions, preparing quarterly financial reports and for the safeguarding of the Chapter's financial assets. The Treasurer is responsible for the Chapter maintaining compliance with IRS regulations. It is recommended that the Treasurer is a SHRM member in good standing and SHRM certification is preferred.
- b) Program Director. The Program Director holds primary responsibility for administrating all programming activities for the monthly meetings, including application for recertification credits. There may be more than one Program Director on the SESHM Advisory Board.
- c) Secretary. The Secretary is responsible for the official documentation of meeting minutes for the Board and Chapter, and tracking member attendance at monthly meetings. The Secretary may help with New Member Orientation and assist with other membership related duties.
- d) Membership Director. The Membership Director facilitates the admission of new members to the Chapter, encourages membership in SHRM, and provides information to new and existing Chapter members. The Membership Director also conducts New Member Orientation and manages the annual membership renewal process. SHRM membership is required.
- e) Marketing Director. The Marketing Director promotes SESHM meetings, programs, and activities to Chapter members and others in the community. The Marketing Director coordinates SESHM's participation in trade shows and business fairs.
- f) Student Chapter Director. The Student Chapter Director facilitates the support and leadership required to ensure success of the Student Chapter associates with the Chapter.
- g) Certification Director. The Certification Director promotes SHRM certification and provides information about recertification to members. The Certification Director submits applicable chapter programs for SHRM recertification and maintains the SHRM Certification Recertification Provider status. SHRM certification is required.
- h) Legislative Director. The Legislative Director monitors and evaluates pending federal, states and local legislative, regulatory and legal action which may have an impact on the management of human resources. The Legislative Director presents legislative reports or updates to the Chapter

President, SESHHRM Board, and fellow chapter members, and informs elected officials of SESHHRM's position on legislation affecting the human resource profession.

- i) Technology Director. The Technology Director creates and/or maintains the chapter web site and sends communication to the membership.
- j) Awards & Recognition Director. The Awards & Recognition Director serves as a resource to the Board and chapter and coordinates the membership and workplace awards and recognitions programs.
- k) Workforce Readiness & Diversity Director. The Workforce Readiness & Diversity Director promotes and facilitates workforce readiness and diversity activities in the community, leads chapter involvement in these activities, and works in cooperation with state-level workforce readiness advocates and diversity advocates.
- l) Conference Director. The Conference Director chairs the planning of SEHSRM's Spring Conference and is a liaison for Fall Conference planning. In addition, the Conference Director will co-chair the SD State SHRM Conference, if it is held in Sioux Falls during their term.

ARTICLE 8 - COMMITTEES

The Board establishes both standing and ad-hoc committees to meet Chapter needs. The Board seeks interested members to participate in these activities and the committee is typically chaired by a Board member. Committees are established to provide the Chapter with special ongoing services; SESHHRM committees include, but are not limited to, the Programs Committee, Salary Survey Committee, Conference Planning Committees, and the Workforce Readiness & Diversity Committee.

ARTICLE 9 – ELECTIONS AND BALLOTING

Section 9.1: Balloting. Election of Officers/Advisory Board Members shall be conducted by ballot in accordance with the procedure outlines:

- a) No later than October of each year, an electronic communication to the entire membership will be delivered advising of open board positions.
- b) The list of nominees will be prepared and distributed to all voting members during November of each year.
- c) No provision of these bylaws shall prevent any Professional, General, or Associate Member of the Chapter in good standing from casting a write-in vote, on an official ballot, for any eligible member.
- d) Voting members will cast their ballot via the SESHHRM website. To be valid, the vote must be submitted by the date designated by the Board.

Section 9.2: Elections

- a) Votes required: Each officer/board member shall be elected based on a plurality of votes cast for that position.
- b) Tie votes: In the event of a tie occurring during an election through two or more candidates for the same office, receiving the same number of votes, successive balloting will be conducted until one candidate receives a plurality of votes.
- c) Succession of Office: The President-Elect will automatically become the President. The President will move into the Past-President role.

Section 9.3: Referendum and Other Balloting. The Executive Board may submit any matter of the Chapter's business to the voting membership for resolution by ballot.

Section 9.4: Vacancies. A vacancy in the office of President shall be filled by the President-Elect who will serve as President for the balance of the term and the following full term of office. Other vacancies will be filled for the remainder of the term by majority vote of the Executive Board.

ARTICLE 10 – STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of the Chapter and of SHRM.

The Chapter shall not be represented by advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member at the Chapter meetings without the approval from the Board of Directors.

ARTICLE 11 – PARLIAMENTARY PROCEDURE

Robert's Rules of Order govern all chapter meetings unless otherwise specified in these bylaws.

ARTICLE 12 – AMENDMENT / REVISION OF BYLAWS

The Bylaws may 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 that no such amendment shall be effective unless approved by the SHRM President/CEO or his/her designee as being in furtherance of the purpose of 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 13 – 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 with purposes consistent with those of the Chapter).

ARTICLE 14 – 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.

ARTICLE 15 – TERMS USED

As used in these Bylaws, feminine or neuter pronouns shall be constituted 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.

Note: These revised bylaws are not effective until approved and signed by SHRM President/CEO or designee.

Ratified by the Membership of Chapter and signed by:

Chapter President: Cindy Kuehler Date: 3-04-2020

Approved by:

SHRM President/CEO or Designee Michelle Pitt Date: 2/8/20