



Chapter Bylaws

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Article 1 NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is Seattle SHRM (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Seattle SHRM 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 purposes of this Chapter, as a non-profit organization, are:

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

- k. to be a recognized Seattle leader in human resource management; and to provide high-quality, dynamic and responsive programs and offer SHRM professional development credit and SHRM recognized education credit.

The Chapter 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.

Article 3 FISCAL YEAR

The fiscal year of the Chapter shall be January 1 through December 31. Within 90 days from the beginning of the fiscal year, the Board or designee will prepare a budget to be approved by the Board within the next 30 days.

Article 4 MEMBERSHIP

Section 4.1: Qualifications for Membership.

The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4 and 4.5 of this Article. The Chapter 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, disability, veteran's status, sexual orientation or any other legally protected class.

Section 4.2: Non-transferability of Membership.

Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership.

Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members.

Professional membership shall be limited to those individuals who are members of SHRM in good standing. Professional members may vote and hold office in the Chapter.

Section 4.5: Student Members.

Individuals who are enrolled as full time students in human resources degree programs at the college or university level and members of a student SHRM chapter in good standing. Student members may not vote or hold office in the Chapter.

Section 4.6: Application for Membership.

Application for membership shall be on the Chapter electronic application form. All applications shall be reviewed and approved by the Vice President for Membership. New members shall be afforded full membership rights from the date of application approval.

Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student members are not eligible to vote. Votes shall be judged by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.7: Dues.

Annual membership dues shall be established for the next year by the Board of Directors prior to sending of renewal notices.

Section 4.8: Termination of Membership.

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

Article 5 MEETINGS OF MEMBERS

Section 5.1: Regular Meetings.

Regular meetings of the members shall be held on the third Thursday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings.

The annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held in the fourth quarter or at such other time determined by the Board of Directors.

Section 5.3: 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 5.4: Notice of Meetings.

Notice in the form of a record, in a tangible medium, or in an electronic transmission stating the place, day, and hour of the annual meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to all members at least ten days nor more than fifty days prior to the date of the meeting. Notice of regular meetings other than annual shall be delivered to all members with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and at least ten days prior to the succeeding regular meeting and at any time when requested by a member.

Section 5.5: 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 a majority of the members present at any meeting at which there is a quorum, either 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 6
BOARD OF DIRECTORS****Section 6.1: Power and Duties.**

The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section 6.2: Officers.

Officers of the Chapter shall be: President, President-Elect, Vice President of Membership, Treasurer, and Secretary.

Section 6.3: Composition of the Board of Directors.

Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include the Core Leadership Areas and the Vice Presidents who are also voting members. These shall constitute the Governing Body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the Nominating Committee and elected from among the eligible membership as non-voting members of the Board of Directors. The Past President is a non-voting member of the Board. The Nominating Committee is comprised of the President Elect, President, and Past President.

Section 6.4: Qualifications.

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

Section 6.5: Election - Term of Office.

Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the Nominating Committee and approved by the Board. Each elected Officer and Director shall assume office on January 1 following his/her election and shall hold office for two (2) years or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position, unless a special exception for an additional term has been voted on and approved by the Board.

Section 6.6: Vacancies.

Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Governing Body of the Board of Directors.

Section 6.7: Quorum.

A majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the voting members of the Board of Directors present at any meeting at which there is a quorum, either in person, by conference call, or electronically shall be the act of the Governing Body.

Section 6.8: Board of Directors' Responsibilities.

The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A Professional member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 6.9: Removal of Director and Officer.

Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the Governing Body 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 DUTIES AND RESPONSIBILITIES

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

Section 7.1: 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 Chapter, 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 of office.

Section 7.2: 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 or the President may determine. The president-elect is encouraged to attend the annual SHRM Volunteer Leader Summit.

Section 7.3: The Vice President of Membership.

The Vice President of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.4: The Treasurer.

The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing.

Section 7.5: The Secretary.

The Secretary shall be responsible for recording the minutes of all Board meetings of the Chapter and shall be responsible for making all Board members aware of such meetings.

Section 7.6: Core Leadership Area (CLA) Directors.

Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year.

Section 7.7: Past President.

The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

Article 8 COMMITTEES

Section 8.1: Committees.

The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 8.2: Committee Chairperson.

Appointment of Chairpersons to committees is 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. The President may also dissolve said committee and dismiss chairperson(s) at His/Her sole discretion.

Section 8.3: Committee Activity.

Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc. Committees shall not have the authority to send out written communication to third parties without approval of the Board of Directors.

Article 9
ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

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 in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Chapter and of 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 without the approval from the Board of Directors.

Article 11
PARLIAMENTARY PROCEDURE

Meetings of the Chapter 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.

Article 12
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 in which required notice has been met, 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 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 a non-profit organization promoting the advancement of the human resources profession as 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 substituted 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.

Ratified by the Membership of Chapter and signed by:

Chapter President: _____

Date: _____

Approved by:

SHRM President/CEO or
President/CEO Designee: _____

Date: _____