

Central California SHRM

BY-LAWS

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ARTICLE 1: LEGAL STATUS

Section 1.1: Name

The name of the Chapter is Central California Society for Human Resource Management ("CCSHRM") formerly known as Human Resources Association of Central California (HRACC)(herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Central California Society for Human Resource Management ("CCSHRM") and not as SHRM or the Society for Human Resource Management.

Central California Society for Human Resource Management ("CCSHRM") is a not-for-profit California Corporation under Section 505 (c) (3) of the Internal Revenue Service Code. The Association is organized for nonprofit purposes and does not contemplate pecuniary gain or profit to the members thereof.

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.

Section 1.4: National Affiliation Relationship

CCSHRM 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, or affiliated with and chartered by the SHRM.

Section 1.5: Business Year

CCSHRM's business year is January 1 to December 31.

ARTICLE 2: MISSION STATEMENT and OBJECTIVES

Through the efforts of committed members, be recognized as the leading human resource management organization in the Central Valley by:

- Providing high value, high quality, dynamic and responsive programs and service to our members;
- Being the voice of the profession on workplace issues;
- Guiding the advancement of the human resource profession.

Section 2.1: Purpose

The purposes of this Chapter, as a non-profit organization, are:

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

- to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- to be the voice of the profession on human resource management issues;
- to facilitate the development and guide the direction of the human resource profession; and
- to establish, monitor and update standards for the profession;
- Promote the highest standards of integrity through the CCSHRM Code of Ethics and Professional Responsibility.

ARTICLE 3: FISCAL YEAR

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

ARTICLE 4: MEMBERSHIP

Membership is open to human resource professionals in private industry, government and education. Membership is open to persons whose primary focus is human resource practices, providing services to HR professionals and their businesses, or persons who are actively pursuing a degree or career in a human resource discipline. Persons possessing the necessary qualifications may, upon approval of the CCSHRM board, be admitted to membership. Qualifications for Membership. Qualifications for Membership.

1. Unless authorized by the board, membership resides with the member in good standing and is not transferable from one individual to another.
2. Membership is granted to applicants and members in accordance with the provisions of Section 4.3 – 4.9 below.
3. All applications for membership must be made on an official CCSHRM application and include payment of membership dues.
4. All membership applications must be approved by the board.
5. Membership is contingent upon the timely payment of annual dues.
6. Persons who are students and members of a student chapter affiliated with SHRM will be designated student members. Student members may serve on committees but may not vote or hold office on the board of directors.

Section 4.1: Expulsion, Revocation, or Suspension of Membership

Members who abuse the privileges of membership in CCSHRM may have their membership suspended, revoked or terminated for good cause.

Section 4.2: Other SHRM Memberships

1. Membership in CCSHRM is separate and apart from national membership in SHRM or other chapters affiliated with SHRM.
2. Membership in national SHRM or other chapters of SHRM does not constitute membership in CCSHRM. Memberships are not transferable between or among any of these organizations or to or from CCSHRM.

Section 4.3: Qualifications for Membership

The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, 4.5, 4.6, 4.7, 4.8 and 4.9 of this Article. 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, or any other legally protected class.

Section 4.4: Non-transferability of Membership

Membership in the Chapter is neither transferable nor assignable.

Section 4.5: Individual Membership

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

Section 4.6: Professional Members

Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) hold an HR certification recognized by SHRM; (c) faculty members holding an 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; (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 4.7: 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 or 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

Section 4.8: Application for Membership

Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Director of Membership and approved by the Board of Directors or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee. Section 4.8: 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. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors. Section 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the distributing renewal notices.

ARTICLE 5: OFFICERS AND BOARD OF DIRECTORS

Section 5.1: Officers

The officers of CCSHRM are President, Vice-President, Secretary, Treasurer, and Past President. 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 5.2: Board of Directors

Membership, Legislative, Community Relations, Student Liaison, Communications, Diversity, SHRM Foundation, Workforce Readiness and Events Coordinator. It is the governing body of CCSHRM and carries out the principles of CCSHRM. The percentage of directors that are national SHRM members must align with SHRM's requirement.

Section 5.3: Quorum

A quorum at any board meeting constitutes more than half the board of directors.

Section 5.4: Non-Liability of Officers

The directors are not personally liable for the debts, liabilities or other obligations of CCSHRM.

Section 5.5: Indemnification by CCSHRM of Officers

The officers and board of directors of CCSHRM are to be indemnified by CCSHRM to the fullest extent permissible under the law.

Section 5.6: Insurance for CCSHRM Agents

Except as may be otherwise provided for under the provisions of law, the board of directors may adopt a resolution authorizing the purchase of insurance on behalf of any agent of CCSHRM. Agents include but are not limited to officers, directors, employees or other agents of CCSHRM.

The purchase of insurance against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such is permitted whether or not CCSHRM would have the power to indemnify the agent against liability under these articles of incorporation, by-laws or any provision of law.

Section 5.7: Compensation

Officers and directors serve without compensation. They are allowed reasonable advancement and/or reimbursement for the reasonable and customary expenses incurred in the performance of their authorized duties.

ARTICLE 6: ELECTIONS PROCEDURES

Section 6.1: Nominating Committee

By the September program meeting, the President, assisted by other officers and/or past chapter presidents, in good standing, nominates officer and director candidates for the upcoming year. Nominations may also be made by any CCSHRM member. Nominations made by CCSHRM members should be made in writing to the President prior to the October program meeting. The President may, in his/her sole discretion, allow nominations to be made at the October program meeting. All candidates for the Board of Directors must be Professional members of the chapter in good standing at the time of nomination or appointment and for their complete term of office.

Section 6.2: Election

An election of the candidates will be held during the October program meeting. Those persons who obtain a majority of votes by the CCSHRM members present at the meeting will be elected. Non-members and members not in good standing are ineligible to vote. All candidates for the Board of Directors must be Professional members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. In a situation where there are no viable candidates for a board position the President with consent of the Board of Directors has the ability to extend the term of the board member currently holding the position.

Section 6.3: Term of Office

The term of the elective offices is one year, with the exception of Treasurer, which is a two-year term, and Vice-President who becomes the President at the end of his/her term as Vice-President. No person may serve in any one capacity for more than four consecutive years. Officers and directors begin their terms on January 1 following their election. In the case of replacement, the term begins immediately upon appointment by the President. Officers and directors must be members in good standing.

Section 6.4: Vacancies

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

In the event the position of President becomes vacant, the Past President will occupy the presidency until a President is appointed.

ARTICLE 7: DUTIES of OFFICERS

Section 7.1: President

The President is responsible for providing leadership and direction for the effective operation of CCSHRM. 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 7.2: Vice-President

The Vice-President is elected to assist the President in performance of the management of CCSHRM and for monthly program meetings.

Section 7.3: Secretary

The Secretary is responsible for recording, preparing and maintaining records for all board meetings and for maintaining appropriate corporate records.

Section 7.4: 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: Past President

The Past President is responsible for providing a continuity of leadership in achieving the annual and long-term goals of CCSHRM.

ARTICLE 8: DUTIES OF BOARD MEMBERS

Section 8.1: Membership Director

The Membership Director is responsible for maintaining all membership information and providing strategic direction for growing membership.

Section 8.2: Legislative Director

The Legislative Director is responsible for monitoring, evaluating and reporting on legislative, regulatory and judicial actions which may have an impact on the management of human resources.

Section 8.3: Community Relations Director

The Community Relations Director is responsible for public relations on behalf of CCSHRM.

Section 8.4: Student Liaison Director

The Student Liaison Director is the CCSHRM representative to the SHRM Student Chapter at California State University, Fresno.

Section 8.5: Communications Director

The Communications Director is responsible for improving and maintaining the means of communications between CCSHRM and its members.

Section 8.6: Diversity Director

The Diversity Director is responsible for increasing diversity awareness within CCSHRM.

Section 8.7: SHRM Foundation Director

The SHRM Foundation Director is responsible for promoting awareness of the SHRM Foundation to CCSHRM membership.

Section 8.8: Workforce Readiness Director

The Workforce Readiness Director is responsible for coordinating workplace readiness activities in which CCSHRM members may become involved.

Section 8.9: Events Director

The Events Director is responsible for promoting CCSHRM-sponsored events and programs using event management software, including managing registration and surveying attendees to solicit feedback for future planning purposes.

ARTICLE 9: 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 10: DUES AND ASSESSMENTS

Section: 10.1: Membership Dues

The board reviews the current dues schedule on an as needed basis. Annual dues are set by a majority vote of the board of directors. Members who join after September 1 may join by paying one-half of the annual membership dues.

Section 10.2: Membership Year

The membership year coincides with the calendar year. New member dues are to be submitted with the Application for Membership.

Section 10.3: Payment of Annual Dues

Membership dues are payable annually in advance of or on the first day of the calendar year.

ARTICLE 11: AMENDMENTS

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 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.

Section 11.1: Methods

A vote at a general meeting may be sought to change the by-laws. The vote can be by voice vote or written ballot at a general meeting. Unless otherwise specified, all amendments become effective on the day of the vote. Proposed amendments are to be circulated in writing at least 10 days prior to a duly constituted general meeting.

Notification of the proposed amendment(s) by the newsletter is sufficient. Amendments are adopted by majority of the voting members present.

Section 11.2: Proposals

Proposals for the amendment(s) are made as follows:

1. By a majority vote of the board, or
2. By a petition directed to the board by at least 10 percent of the members in good standing.

ARTICLE 12: MEETINGS

Section 12.1: Member Meetings

CCSHRM usually meets once each month at the hour and place set by the board of directors.

Section 12.2: Annual Meetings

The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in (insert the appropriate month) or at such other time as determined by the Board of Directors.

Section 12.3: 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. (NOTE: Check your state law to see if it specifies who can call a special member meeting.)

Section 12.4: 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 12.5: 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.

Section 12.6: Membership Meeting

CCSHRM meets monthly, January through November, at the hour and place set by the board of directors. Regular meetings of the members shall be held on the third Tuesday of each month or as otherwise determined by the Board of Directors.

Section 12.7: Board of Directors

The board of directors meets once each month at an hour and place as called by the President. An officer or director may be removed from office, without notice or hearing, by majority of the officers and directors present at a board meeting if (s)he misses two board meetings within the calendar year.

Section 12.8: Transition

Prior to the new board of directors taking office, the outgoing and incoming board of directors will meet to ensure a smooth transition.

ARTICLE 13: DISCIPLINARY ACTION

Section 13.1: Conditions

A member may be subject to discipline, including the termination of membership, in the event member fails to continue to qualify for membership or in accordance with this Article.

Section 13.2: Failure to Pay Dues

Upon failure of a member of CCSHRM to pay dues for a period of 30 days, membership is suspended. Upon failure to pay dues for a period of 90 days, membership terminates. Membership may be reinstated by the board of directors upon conditions as the board may prescribe from time to time.

Section 13.3: Procedure

1. **Grounds.** Any member may be disciplined in accordance with the following procedures for good cause, including but not limited to, conduct which discredits or embarrasses CCSHRM, violates by-laws, violates the Code of Ethics, or conduct which is otherwise not in the best interest of CCSHRM.
2. **Petition.** Any member in good standing may petition the board for disciplinary action that includes membership revocation, suspension, expulsion or other discipline of measure, with respect to any other CCSHRM member for good cause.
3. **Hearing.** Upon receipt of a complaint against a member, the board will hold a meeting to determine whether to issue a notice of proposed expulsion, suspension, termination or other disciplinary measure ("Notice"). If the board issues a Notice to the responding member, it will do so in any manner reasonably calculated to provide actual notice to the responding member. Notice may be given by mail if done by first-class or registered mail sent to the last known address of the responding member on CCSHRM's records. The Notice will provide the responding member with a least 15 days' notice prior to the taking of action, and will also provide the reasons for the Notice. The Notice will further

provide the responding member an opportunity to be heard, by the board either orally or in writing, not less than five days prior to the effective date of the disciplinary measure.

4. **Decision.** After the responding member has had an opportunity to be heard, the board will vote to either reject the complaint or to take action. If the board decides to take action, it can impose various penalties such as censure, restitution, suspension, revocation, restriction, termination of membership or any other appropriate action.

ARTICLE 14: COMMITTEES

Section 14.1: Criteria

Elected officers appoint qualified members in good standing to their respective committees as necessary to carry out CCSHRM business.

Section 14.2: Special Committees

The President, at his or her discretion may, from time to time, appoint special committees. Examples of special committees include:

- Career Development Planning
- Work/Time/Life
- Diversity
- Nominations
- Conventions/Conferences/Programs
- By-Laws

ARTICLE 15: 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 16: 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.

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

Ratified by the Membership of Chapter and signed by:

Chapter President

J/A Enalci

Date

8/16/2017

Approved by:

SHRM President/CEO or President/CEO Designee

Date

7/12/17

[Signature]