

The Human Resource Society of Prince George's County

CHAPTER BYLAWS

Article I.....Name and Affiliation

Section 1.1: Name.

The name of the Chapter is Human Resource Society of Prince George's County (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Human Resource Society of Prince George's County and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation.

The HRSPGC Chapter is affiliated with the Society for Human Resources Management (herein referred to as SHRM).

Section 1.3: Relationships

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

Article II.....Purpose

The purposes of HRSPGC, as a non-profit 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 HRSPGC 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 for SHRM; and

- X. To serve as part of the two-way channel of communications between SHRM and the individual members.

The HRSPGC 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 III.....Fiscal Year

The fiscal year of HRSPGC shall be the calendar year.

Article IV.....Membership

Section 4.1: Qualifications for Membership.

The qualifications for membership in HRSPGC shall be as stated in Sections 4.4, 4.5, and 4.6 of this Article. To achieve the mission of HRSPGC, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability or sexual orientation.

Section 4.2 Non-transferability of Membership.

Membership in HRSPGC is neither transferable nor assignable.

Section 4.3 Individual Membership.

Membership in the HRSPGC 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 meet any of the following:

- 1) Actively engaged in the profession of human resource management at the exempt level for at least three years.
- 2) Certified by the Human Resource Certification Institute.
- 3) 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.
- 4) Full-time Consultants with at least three years experience practicing in the field of human resource management.

- 5) 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 4.5: 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 or hold office in the Chapter.

Section 4.6: Student Members.

Student membership shall be limited to individuals who meet the following criteria:

- 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.
- 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 4.7: Application for Membership.

Application for membership shall be on the HRSPGC Chapter application form. All applications (new and renewal) shall be reviewed by the Vice President for Membership and approved by the Board of Directors. New members shall be afforded full membership rights (for one year) from the date of application approval by the Board of Directors. Thereafter, continued membership rights will be based on continued eligibility, timely payment of membership dues, and remaining in "good standing".

Section 4.8: Voting.

Each Professional Member of HRSPGC shall have the right to cast one vote on each matter brought before a vote of the members. Associate and 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 mailing of renewal notices. Membership dues must be current in order to be in "good standing".

Article V.....Meetings of Members

Section 5.1 Regular Meetings.

Regular meetings of the HRSPGC members shall be held alternately on the third Monday (evening) or the third Tuesday (morning) of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings.

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

Section 5.3: Special Meetings.

Special meetings of HRSPGC members shall be held on call of the President, the Board of Directors, or by five (5) percent of the members eligible to cast a vote at such meeting.

Section 5.4: 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 5.5: Quorum.

Members holding a majority plus one of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the HRSPGC 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.

Article VI.....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 HRSPGC and in general exercise all powers of the HRSPGC.

Section 6.2: Officers.

The following shall be members of the HRSPGC Board of Directors and shall be Officers of the Chapter: 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 Core Leadership Area Directors, and the Past President. These shall

constitute the governing body of the HRSPGC. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4 Qualifications.

All candidates for the Board of Directors must be Professional members of the HRSPGC in good standing at the time of nomination, appointment, and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office. HRSPGC also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5: Election – Term of Office.

Officers and Directors shall be elected by the HRSPGC 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. Each elected Officer and 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. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.6: Vacancies.

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

Section 6.7: 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 shall be the act of the Board of Directors. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.8: Board of Directors' Responsibilities.

The Board of Directors shall transact all business of HRSPGC except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. Any professional member in good standing may request the President to place on the agenda of the next regular 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 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 Secretary and distributed to the Board. The position descriptions are subject to change as deemed necessary by the President and/or the HRSPGC 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 HRSPGC and have charge and supervision of the affairs and business of the Chapter. He/she shall maintain liaison with SHRM. HRSPGC requires the President to be a current member in good standing with HRSPGC and SHRM during his/her entire 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 other powers and perform such other liaison duties as the Board or the President may determine. He/she shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and seminars sponsored by HRSPGC 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 program year. The President-elect is encouraged to attend the annual SHRM Leadership Conference. ***The President-Elect shall be groomed to assume the responsibilities of the President at the end of his/her office.*** HRSPGC requires the President-Elect to be a current member in good standing of HRSPGC and SHRM during his/her entire term of office.

Section 7.3: The Vice President of Membership.

The Vice President of Membership shall serve as the Chair of the Membership Committee. He/she shall encourage HRSPGC 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. HRSPGC requires the Vice President of Membership to be a current member in good standing of HRSPGC and SHRM during his/her entire term of office.

Section 7.4: The Treasurer.

The Treasurer shall be responsible for the financial affairs of HRSPGC, 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. He/she shall also perform such other duties as the President may determine. HRSPGC requires the Treasurer to be a current member in good standing of HRSPGC and SHRM during his/her entire term of office.

Section 7.5: The Secretary.

The Secretary shall be responsible for recording the minutes of all meetings of HRSPGC, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related the Chapter's newsletter. HRSPGC requires the Secretary to be a current member in good standing of HRSPGC and SHRM during his/her entire term of office.

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. HRSPGC requires each CLA Director to be a current member in good standing of HRSPGC and SHRM during his/her entire term of office.

Section 7.7 Past President.

The Past President serves as an advisor to the President, and fulfills such duties as requested by the President and/or Board of Directors HRSPGC requires the Past President to be a current member in good standing of HRSPGC and SHRM during his/her entire term of office.

Article VIII.....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 Organizations.

Committees including the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons.

Appointments of Chairpersons to committees is the sole responsibilities 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.

Section 8.4: Committee Activity.

Committees are established to provide HRSPGC with special ongoing services such as Programs, Membership, Professional Development, Communications, Marketing/Public Relations, etc.

Article IX.....Electronic Voting

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

Article X.....Statement of Ethics

HRSPGC 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 purpose of the Human Resource Society of Prince George’s County and of SHRM.

HRSPGC 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 XI.....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 HRSPGC.

Article XII.....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 XIII.....Chapter Dissolution

In the event of the HRSPGC’s Chapter dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization (such as the Prince George’s Community College scholarship fund) 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).

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.

Ratified by the Membership of HRSPGC Chapter and signed by:

Chapter President *Shirley Lucas* Date *10/10/07*

Approved by:

SHRM President/CEO or President/CEO Designee *St. Munda* Date *10/4/07*

OK
Kent Price
10/3/07