

**By-laws
of
The Society for Human Resource Management,
Central New York Chapter**

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the organization is “The Society for Human Resource Management, Central New York Chapter” (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as CNY 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 an association separate 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:

- 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 increase the community’s knowledge and understanding of SHRM and the human resources profession;
- 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.

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter shall be February 1 – January 31.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership: 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, sexual orientation, veteran's status, 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 members are individuals who are engaged as one or more of the following: (a) the profession of human resource management at the exempt or non-exempt level; (b) certified by the Human Resource Certification Institute; (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 of 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: Student Members. Student members are 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 4.6: Application for Membership. Individuals from the Central New York region who are granted membership in SHRM will be granted membership in the Chapter. Individuals must identify Chapter membership on the SHRM application form.

Section 4.7: Voting. Each Professional member of the Chapter shall have the right to cast one vote for 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 Chapter Board of Directors.

Section 4.12: Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held when called 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 may be held on a date determined by the Board of Directors.

Section 5.3: Special Meetings. Special meetings of members shall be held when called by the President, or by a majority of the Board of Directors.

Section 5.4: Notice of Meetings. Notification of the time, place and purposes of every regular, annual or special meeting shall be given to all members not less than ten (10) nor more than fifty (50) days before the meeting.

Section 5.5: Quorum and Voting. At all regular, annual and special meetings of the members, there shall be present the lesser of one hundred (100) or one-tenth (1/10th) of the members of the Chapter entitled to vote at such meeting, either in person or by proxy, in order to constitute a quorum for the transaction of business but less than a quorum may adjourn such meeting from time to time without notice until a quorum is present. The vote of the majority of the members entitled to vote present or represented by proxy at a meeting in which a quorum is present shall be necessary for the adoption of any matter voted upon by the membership.

Section 5.6: Proxies. Every member of the Chapter entitled to vote at any meeting thereof may vote by proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified it shall be invalid after eleven months from the date of its execution.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1: Duties and Number of Directors. 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. There shall be four elected Directors unless that number shall be changed by vote of the majority of the members. The elected Directors shall also be Officers of the Chapter and shall have full voting rights.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, Vice President, Treasurer and Secretary.

Section 6.3: Past President. The Past President shall be an *ex-officio* member of the Board, with full voting rights.

Section 6.4: Composition of the Board of Directors. In addition to the Officers and the Past President, the Board of Directors shall include Committee Chairs. These are non-elected positions. The Board of Directors may include other Directors, who shall be non-elected Directors.

Section 6.5: Election and Term of Office. Directors shall be elected by the members through an annual ballot process to be completed by November 30 of each year. Each elected Director shall assume office on January 3 following his/her election and shall hold office for one (1) year or until his/her successor is elected and takes office. Elected Directors may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.6. Term of Non-Elected Director. Each non-elected Director who is selected to serve on the Board shall be reviewed annually by both the incoming and outgoing Officers of the Chapter during the transition period in December of each year to determine if it is in the best interests of the Chapter for that individual to remain on the Board for another term of one (1) year. Said review may be conducted at a special meeting of the Chapter's Officers. Each non-elected Director shall begin his or her appointment immediately, and continue said service until December of each year, or until a successor is selected. There is no limit to the number of terms a non-elected Director may serve.

Section 6.7: Qualifications. 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. 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 6.8: Vacancies. Any vacancy of a non-elected Director may be filled for the unexpired term by appointment of the President with the consent of the Officers of the

Chapter. If the position of President, Vice President, Secretary or Treasurer becomes vacant, the vacancy shall be filled by a majority vote of the voting Directors then in office.

Section 6.9: Meetings. Meeting of the Board of Directors shall be held immediately following the annual meeting of the members, and at any other time and place specified by the President. The President or Secretary shall also call a meeting whenever requested to do so in writing by a majority of the Board of Directors. The President shall preside at all meetings of the Board.

Section 6.10: Quorum and Voting. A simple majority of the voting Directors shall constitute a quorum for the transaction of business. The act of a majority of the voting Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Board of Directors, 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 Directors.

Section 6.11: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these By-laws 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 6.12: Removal of Directors. Any non-elected Director may be removed from office, without cause by a majority vote of the voting Directors. Any voting Director may be removed from office without cause by a two-thirds (2/3) majority vote of the general membership present at a meeting specifically called for such a purpose. The voting Director shall be entitled to a due process hearing prior to any termination action being imposed.

Section 6.13: Special Advisors. Special Advisors with skills or knowledge that will benefit the Chapter and the human resources profession may be invited to participate in Chapter committees, and assist the Board of Directors. Special Advisors may be community leaders and/or experts in their fields. There is no membership requirement for service as a Special Advisor.

ARTICLE 7 DUTIES AND RESPONSIBILITIES OF DIRECTORS

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 Professional member in

good standing of SHRM throughout the duration of his/her term of office. The President will be an *ex-officio* member of all standing committees.

Section 7.2: The Vice President. The Vice President shall assist the President in achieving Chapter objectives. In the absence of the President, the Vice President shall perform the President's duties. In the absence of both the President and Vice President, the Secretary shall preside and perform the duties of President. The Chapter requires the Vice President be a current Professional member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including care and custody of all receipts, monies, investments and securities of the Chapter, and shall deposit the same in the name of the Chapter in such banking institution as the Board of Directors may designate. The Treasurer shall disburse funds of the Chapter as authorized by the Board of Directors, and shall keep regular accounts of the receipts and disbursements and furnish an itemized statement of the same at regular meetings of the Board of Directors. The Treasurer is responsible for overseeing all required filings. The Chapter requires the Treasurer to be a current Professional member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.4: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall assist other officers in governance activities. The Chapter requires the Secretary to be a current Professional member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: Committee Chairs and other Directors. Committee Chairs and other Directors shall have such powers and perform such liaison duties as the Board or the President may determine. Their responsibilities include awareness sessions and initiatives in each area as determined by the President and the Board. Directors shall have the authority to appoint sub-committees to plan and implement activities associated with their area of leadership. The Chapter requires that Committee Chairs and other Directors be current Professional members in good standing of SHRM throughout the duration of their term of office.

Section 7.6: Past President. The Past President shall serve as an advisor to the President, and fulfills such duties as requested by the President and/or Board of Directors. The Chapter requires the Past President to be a current Professional member in good standing of SHRM throughout the duration of his/her term of office.

ARTICLE 8 BOARD 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 Organization. Committees are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. Standing Committee Chairpersons shall be non-elected Directors of the Board. Special Committees or task forces may be organized by the President and/or the Board, but are not Directors.

Section 8.4: Committee Responsibilities. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc. The mission and goals of each committee are reviewed annually at the strategic planning session, usually held in the fall.

ARTICLE 9 NEGOTIABLE INSTRUMENTS

All checks, drafts, bills of exchange, notes, or other obligations or orders for the payment of money shall be signed in the name of the Chapter by such officer or officer, person or persons as the Board of Directors of the Chapter may from time to time designate by resolution.

ARTICLE 10 PROHIBITION AGAINST SHARING IN CHAPTER EARNINGS

No member, Director, Officer or employee of or member of a committee of or person connected with the Chapter, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Chapter, provided that this shall not prevent payment to any such person such reasonable compensation for services rendered to or for the Chapter in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the Chapter assets upon the dissolution of the Chapter. All members of the Chapter shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Chapter, whether voluntary or involuntary, the assets of the Chapter, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine 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 with purposes consistent with those of the Chapter).

ARTICLE 11 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 12 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 By-laws of the Chapter.

ARTICLE 13 AMENDMENT OF BY-LAWS

These By-laws 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 by-laws. Any motion to amend these By-laws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

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 INDEMNIFICATION

Section 15.1: Right to Indemnification. To the maximum extent and manner permitted by New York law, each and every Director, Officer, Employee or Agent of this Chapter including a person who has been a Director, Officer, Employee or Agent and whose term of office or tenure has expired, shall be indemnified by the Chapter against any and all

expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his being or having been a Director, Officer, Employee or Agent of this Chapter except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Director, Officer, Employee or Agent; and such right of indemnification shall not be deemed exclusive of any other rights to which he/she may be entitled under any by-laws, agreement, vote of the members or otherwise.

Section 15.2: Insurance. Subject to the laws of New York, the Chapter may maintain insurance, at its expense, to protect itself and any Director, Officer, Employee or Agent or the Chapter against any expense, liability or loss of the general nature contemplated by this section, whether or not the Chapter would have the power to indemnify such person against such expense, liability or loss under the laws of New York.

ARTICLE 16 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 17 TERMS USED

As used in these By-laws, 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 CNY SHRM:

Chapter President

Date

Approved by:

SHRM President/CEO or President/CEO Designee

Date

