



An affiliated chapter of the Society for Human Resource Management

BYLAWS AND CONSTITUTION

Ratified November 7, 2008

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Article 1: Name and Affiliation

Section 1.1: Name. The name of the Chapter is the Sarasota-Manatee Human Resources Association (herein referred to as SHRA). To avoid potential confusion, the Chapter will refer to itself as SHRA and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation. SHRA is affiliated with the Society for Human Resource Management (herein referred to as “SHRM”).

Section 1.3: Relationships. SHRA is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of the HR Florida State Council and SHRM shall not be deemed to be an agency or instrumentality of SHRA. SHRA shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. SHRA shall not contract in the name of SHRM without the express written consent of SHRM.

Article 2: Purpose

The purposes of SHRA, as a Florida 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 the SHRA 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.

SHRA 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;

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- 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 SHRA shall be the calendar year.

Article 4: Membership

Section 4.1: Qualifications for Membership. The qualifications for membership in SHRA shall be as stated in Sections 4.3, 4.4, 4.5 and 4.6 of this Article. To achieve the mission of SHRA 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. All individuals applying for membership in SHRA must reside or have a bona fide business or professional interest in Manatee or Sarasota County at the time of making application. Membership eligibility shall be reviewed and determined by the Board of Directors.

Section 4.2: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership. Membership in the SHRA 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 engaged as one or more of the following: (a) the profession of human resource management (to include strategic management, workforce planning and employment, HR development, compensation, benefits, employee or labor relations, and/or occupational health, safety and security); (b) certified by the Human Resource Certification Institute; (c) faculty members holding an adjunct, assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university; (d) full-time consultants practicing in the field of human resource management; and/or (e) full-time attorneys who counsel and advise clients on matters relating to the human resource profession. A professional member may also be an individual who is actively searching for an HR position or an individual who has retired from the HR profession. Professional members may vote and hold office in the chapter.

Section 4.5: Student Members. Student membership shall be designated to 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 per semester; (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 SHRA. Dues shall be waived during the period of time the member meets the student membership criteria. Upon graduation, the student membership will be converted to Professional membership status as stated in these Bylaws.

Section 4.6: Honorary Members. Honorary membership may be conferred upon an individual by a majority vote of the Board of Directors. Dues for an honorary member will be waived. Honorary members are entitled to vote for board members of SHRA, to hold office and to serve as committee chairpersons. Past presidents of SHRA are Honorary members.

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Section 4.7: SHRM Membership. The SHRA Board of Directors, at its discretion, may limit non-SHRM memberships to achieve and maintain SHRM affiliation requirements.

Section 4.8: Application for Membership. Application for membership shall be submitted on the SHRA application form, along with payment for the first year's dues. All applications shall be reviewed by the Membership Director 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 4.9: Guests. All nonmembers are welcome to attend meetings or events as guests. Guests will be responsible for meeting costs according to the established guest policy. Those guests who are engaged in the human resource profession and have attended two meetings will be encouraged to join SHRA.

Section 4.10: Dues, Renewal and Expenses. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

- a. Members applying for renewal must satisfy the provisions of Article 4, Membership.
- b. Dues for members shall be payable on a rolling calendar year.
- c. Renewal dues are payable on the anniversary date of membership.
- d. There shall be no refunds of dues.
- e. The Board of Directors shall have the authority to change the amount of dues at any scheduled board meeting.
- f. When a member fails to renew with payment of the annual dues within three (3) months of his/her anniversary date, he/she shall automatically forfeit membership and be dropped from the membership roll. Should such individual desire to become a member again, he/she must adhere to the same procedures as a first time applicant.
- g. Members or guests who respond to a meeting or event notice and indicate they will attend, yet fail to attend without 72 hours notice to the Assistant Treasurer prior to the meeting or event, will be held responsible for reimbursing SHRA for their meeting or event costs.

Section 4.11: Voting. Each Professional and Honorary Member of the Chapter shall have the right to cast one vote on each matter brought to 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.

Article 5: Member Meetings

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the third Friday of each month at a time and place designated 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 September or at such other time as 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. Special meetings may be called at any time by the President or by written request of three (3) members of the Board of Directors or by ten (10) members of SHRA.

Section 5.4: Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least ten (10) days prior to the meetings. Notice of regular meetings shall be given to all members at least seven (7) days prior to the meeting.

Section 5.5: Quorum. Members holding 25 percent of the votes entitled to be cast represented in person shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum 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.

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Section 5.6: Meeting Cancellation. Any regular meeting, event or special meeting may be cancelled, at the Board of Director's discretion, up to two (2) days prior to the meeting, event or special meeting. Notice and reasoning for such cancellation must be immediately posted on the SHRA web site (www.myshra.org) and broadcast in a member-wide e-mail.

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 SHRA and in general exercise all powers of SHRA. The Board of Directors shall determine matters of policy and generally direct the affairs of SHRA. The Board of Directors shall have the power to admit, suspend, expel or reinstate any member at their discretion.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of SHRA: President, President-Elect, Vice President, Treasurer, Assistant Treasurer, Board Secretary, Membership Director, Communications Director, Programs Director, Data Director, Marketing Director and Immediate Past President. Elected officers and directors shall receive no monetary compensation for their services as members of the board of directors. Officers and directors shall not be eligible for any monetary awards or scholarships provided by SHRA for a period of one year after their completion of office.

Section 6.3: Qualifications. All candidates for the Board of Directors must be Professional or Honorary members of SHRA 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 6.4: 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 appointed by the Board of Directors at the beginning of each election year. The Board of Directors shall appoint a three (3) member Nomination Committee prior to the August general meeting to be responsible for selecting nominees for Board positions. The chair of the Nomination Committee shall be the Immediate Past President of the Board. The Nomination Committee shall be charged with the responsibility for presenting the names of the Board position nominees by October 31st. The slate of Board nominees is voted upon at the November General Meeting and requires a quorum vote of the membership, as stated in *Section 5.5: Quorum*. Any member may make nominations from the floor no later than the October General Meeting. In the event of a nomination from the floor for any Board position, a vote will be taken by secret ballot.

Each elected Officer and Director shall be installed at the December General Meeting, 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 6.5: 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. All Board vacancies occurring during the year, by resignation or otherwise shall be filled for the unexpired term by appointment of the President and approved by a majority of the Board of Directors.

Section 6.6: Regular Board Meetings. Regular meetings of the Board shall be held during the first week of the month at a time and place designated or as otherwise determined by the Board. The Board shall also meet at the request of the President or at the written request of three (3) members of the Board.

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 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.

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Section 6.8: Board of Directors' Responsibilities. The Board of Directors shall transact all business of SHRA except as prescribed otherwise in these Bylaws or other governing instruments of SHRA. 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. The responsibilities of the Board of Directors shall be subject to amendment as needed to meet the requirements of SHRA as determined by a majority vote of 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 7: Board 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 SHRA Board. The position descriptions are subject to change as deemed necessary by the President and/or the SHRA 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 of SHRM during his/her entire term of office.

Section 7.2: The President-Elect. The President Elect serves as successor to the President Elect and shall be placed on the ballot by the Nomination Committee as President-Elect for the following year. 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 Leadership Conference.

Section 7.3: The Vice President. The Vice President serves as successor to the President-Elect and shall be placed on the ballot by the Nomination Committee as President-Elect for the following year. The Vice President, at the request of the President or in the absence or disability of the President-Elect, may perform any of the duties of the President-Elect. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. The Vice President is encouraged to attend the annual SHRM Leadership Conference.

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 also perform such other duties as the President may determine.

Section 7.5: The Assistant Treasurer. The Assistant Treasurer shall be responsible for assisting the Treasurer with the financial affairs of the Chapter. These responsibilities shall include coordinating the reservations for General and Special Membership meetings and maintaining monthly reservation records and other fiscal duties as may be required by the Board. He/she shall also perform such other duties as the Treasurer may determine.

Section 7.6: The Board Secretary. The Board Secretary shall be responsible for recording and maintaining the records of all board and general membership meetings. These responsibilities shall include filing and maintaining the following in SHRA's permanent records: original Bylaws and Constitution and dated copies of each amendment to the Bylaws and Constitution; list of current officers, committee members and general membership; copies of all SHRA publications; approved and signed minutes of all Board of Directors meetings and any taken at general membership meetings

Section 7.7: The Membership Director. The Membership Director shall promote the maintenance and growth of SHRA's general membership, as directed by the Board.

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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 7.8: The Communications Director. The Communications Director shall be responsible for monthly member communications. These responsibilities shall include the publication and distribution of the monthly newsletter and the distribution to the membership, district director, state director and SHRM headquarters all SHRA meeting announcements, newsletters and other information. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.9: The Programs Director. The Programs Director shall be responsible for the coordination and scheduling of SHRA monthly and special membership meeting presentations on subject matter intended to improve the professional knowledge of members and their guests. These responsibilities shall include making travel arrangements and accommodation reservations for visiting presenters as necessary in accordance with SHRA financial policy, presenting certificate of recognition and/or SHRA memento to program presenters, and obtaining program evaluation feedback to be used in planning future events. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.10: The Data Director. The Data Director shall be responsible for developing and maintaining a current database and roster of all members. These responsibilities shall include developing and maintains the SHRA "Annual Report," consisting of data on goals, membership, membership retention, meeting attendance, certification, financials and SHRA activities. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.11: The Marketing Director. The Marketing Director shall be responsible for all sponsorship, advertising, marketing and public relations activities for SHRA. These responsibilities shall include communicating with local media sources to ensure community awareness of SHRA activities and events and to help maintain a positive image, obtaining monthly and special membership meeting financial sponsors in accordance with SHRA financial policy and managing website and sponsor advertising. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.12: 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. This responsibility includes serving as the Chair of the Nomination Committee and as the Chair of the Bylaws Committee.

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 Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. 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. Committee Chairpersons are not voting members of the Board of Directors.

Section 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Communications, Legislative Affairs, Marketing, Membership, Professional Development, Programs, Public Relations, Student Chapter Affairs, etc.

Article 9: Electronic Voting

Mail or electronic ballots can be used for the election of Directors and other SHRA business provided SHRA has had at least one in-person meeting that year. Proxy ballots cast by United States Postal Service, electronic mail or facsimile may be used to satisfy the requirements for the quorum and may be used to entitle any member to vote on all business at membership meetings. The chair conducting the vote shall provide the location(s) to which proxy ballots are to be returned and the ballot form that he/she shall accept.

Article 10: Statement of Ethics and Fairness

SHRA must maintain a high level of trust with its stakeholders. SHRA must protect the interests of its stakeholders as well as its professional integrity and should not engage in activities that create actual, apparent or potential conflicts of interest. As HR professionals, SHRA members are responsible for adding value to the organizations they serve and for contributing to the ethical success of those organizations. SHRA members accept professional responsibility for individual decisions and actions and exhibit individual leadership as role models for maintaining the highest standards of ethical conduct. SHRA members are ethically responsible for promoting and fostering fairness and justice for all employees and their organizations. Therefore, SHRA adopts SHRM's *Code of Ethical Standards for the HR Profession* to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of SHRA and SHRM.

- a. The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.
- b. All members shall refrain from using their membership in SHRA to market or solicit their products and/or services at SHRA meetings or through the use of information provided to him/her as a member of SHRA. The Board of Directors reserves the right to cancel membership for infractions of this Article or the SHRA Code of Conduct.
- c. SHRA shall not endorse or accept contributions from any government official, political party or official of such party, or any candidate for political office, for the purpose of inducing or rewarding favorable action (or withholding of action) or the exercise of influence by such official, party or candidate in any commercial transaction or in any governmental matter.

Article 11: Parliamentary Procedure

Meetings of SHRA shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Bylaws and Constitution of SHRA.

Article 12: Amendment of Bylaws and Constitution

The Bylaws and Constitution may be amended by a two-thirds 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.

- a. A notice of the proposed amendment(s) must be presented to the Board in writing and approved by the Board prior to dissemination to the membership. The Communications Director shall then transmit the proposed amendment(s), together with a notice of the time, date and place of meeting to each member at least ten days prior to the general meeting.
- b. At the general meeting, time will be allotted for discussion of the proposed amendment(s) prior to a vote. Following the discussion, a quorum vote of the membership will be taken to approve or deny the amendment(s), as stated in Article 5, Section 5.5.

Article 13: SHRA Dissolution

In the event of SHRA'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 SHRA.

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 SHRA are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, SHRA 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 SHRA 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.

As ratified by the membership of SHRA and signed by:

Chapter President _____ Date _____

Approved by:

SHRM President/CEO or President/CEO Designee _____
Date _____