

# Human Resources Association of Southern New Jersey

## Chapter 260

### Chapter Bylaws

#### Article 1

##### Name and Affiliation

###### *Section 1.1: Name.*

The name of the Chapter is Human Resources Association of Southern New Jersey (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as HRA of Southern NJ (Chapter Name) and not as SHRM of the Society for Human Resource Management.

###### *Section 1.2: Affiliation.*

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

###### *Section 1.3: Relationships*

The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The chapter shall not contract in the name of SHRM without the express written consent of SHRM.

#### Article 2

##### Purpose

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

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

The Chapter supports the purpose of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to establish, monitor and update standards for the profession.

### **Article 3 Fiscal Year**

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

### **Article 4 Membership**

#### *Section 4.1: Qualifications for Membership.*

The qualifications for membership in Chapter shall be as stated in Sections 4.3, 4.4, 4.5 and 4.6 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 4.2: 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: Regular Members.*

Regular membership is available to anyone experiencing a bona fide interest in Human Resource Management and the mission of the Chapter. Regular members may vote and hold office in the chapter.

#### *Section 4.5: Student Members.*

All members of the Cumberland County College SHRM Student Chapter (#5536) will be considered to be members of the Chapter without payment of dues. Student members may not vote or hold office in the Chapter.

#### **Section 4.6: Honorary Members**

**Active members of 10 years or more who retire in good standing can remain a chapter member.**

**Honorary members are entitled to membership without the payment of dues but shall not have the right to hold office or vote.**

*Section 4.7: Application of Membership.*

Application for membership shall be on the Chapter application form. All applications shall be reviewed and approved by the Membership Chair(s). In the event of conflict or concern, the application shall be reviewed and approved by the Board of Directors.

*Section 4.8: Voting.*

Each regular member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members and honorary members are not eligible to vote. Votes shall be counted in a manner prescribed in advance by the Board of Directors.

*Section 4.9: Termination of Membership*

*Membership in the Association may be terminated for good cause by a two-thirds vote of the Board of Directors. Membership shall be terminated automatically for non-payment of annual dues.*

*Section 4.10: Dues.*

Annual membership dues shall be established for the next year by the Board of Directors prior to notification to members.

## **Article 5 Member Meetings**

*Section 5.1: Regular Meetings.*

Regular meetings of the members shall be held on the third Thursday of each month (except on the months of July, August and December) or as otherwise determined by the Board of Directors.

*Section 5.2: Annual Meetings*

The annual meeting, which can be held in conjunction with a regular meeting, for the purpose of electing Directors and Officers, and conducting other appropriate business, shall be held in May or June. Officers are elected in May or June of the prior year to the installation in January or at such other time as determined by the Board of Directors.

*Section 5.3: 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 5.4: Quorum.*

Members holding one-tenth of the votes entitled to be cast representative 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 a conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

## **Article 6**

### **Board of Directors**

#### *Section 6.1: Power and Duties.*

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

#### *Section 6.2: Officers.*

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: Composition of the Board of Directors.*

Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include the past President Committee, Chairs and Co-Chairs as appointed by the President.

#### *Section 6.4: Qualifications*

All candidates for the Board of Directors must be regular 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 her/his term of office.

#### *Section 6.5: Election – Term of Office.*

Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office in January of the year following her/his election in May or June as provided within Article 5 and 5.2, and shall hold office for two years or until her/his successor is elected and takes office.

#### *Section 6.6: Vacancies.*

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

#### *Section 6.7: Quorum.*

A simple majority of the seated Officers identified within Section 6.2 plus three (3) other members of Board of Directors as identified within Section 6.3 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. Written consent can be provided by electronic mail or other method determined acceptable to the Board of Directors.

#### *Section 6.8: Board of Directors’ Responsibilities.*

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

*Section 6.9: Removal of Director and Officer.*

In order to remain on the Board of Directors, members must attend fifty (50) percent of board meetings and seventy (70) percent of regular meetings. If a Board Member fails to meet these requirements, the President shall make a motion with Board to remove and replace. Extenuating circumstances can be approved by the Board.

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**

### **Duties and Responsibilities**

The responsibilities of each member of the Board of Directors shall be 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. She/he 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. She/he shall maintain liaison and be a current member in good standing of SHRM throughout the duration of her/his term of office.

*Section 7.2: The Vice President.*

The Vice President, at the request of the President or in her/his absence or disability, may perform any of the duties of the President. She/he shall have such other powers and perform such other duties as the Board or the President may determine. The chapter requires the vice president to be a current member in good standing of SHRM throughout the duration of her/his term of office.

*Section 7.3: 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. She/he shall be responsible for membership billing. She/he shall also perform such other duties as the President may determine.

*Section 7.4: The Secretary.*

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

*Section 7.5: Committee Chairs.*

Committee Chairs and Committee Co-Chairs shall have such powers and perform such duties as the Board and President may determine. The responsibility of a Committee Chair and/or Co-Chair may include, but is not necessarily limited to, awareness sessions and initiatives in a particular area or scope as determined by the President and the Board. A Committee Chair or Committee Co-Chair acting jointly, shall have the authority to appoint sub-Committee Chairs and Co-Chairs to serve at the pleasure of the

President and the Board. Committee Chairs will be responsible for reporting out at monthly dinner meetings and/or Board Meetings the events of their sessions and initiatives.

*Section 7.6: Past President.*

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

## **Article 8 Committees**

*Section 8.1: Committees.*

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

*Section 8.2: Committee 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 responsibility of the President. The Chairperson and/or 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 the Chapter with special ongoing services such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

## **Article 9 Voting**

The method of voting shall be determined by the President and Board of Directors who may choose any accurate available method. The membership shall receive notice of the voting method selected by the Board at least fifteen (15) calendar days prior to the Annual Meeting. Among other available methods, mail or electronic ballots can be used for the election of **Officers** provided the Chapter has had at least one in-person meeting that year.

## **Article 10 Statement of Ethics**

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Chapter and of SHRM. The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any member at Chapter meetings without approval from the Board of Directors.

**Article 11**  
**Parliamentary Procedure**

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

**Article 12**  
**Amendment of Bylaws**

Any article or any part thereof, of these Bylaws, shall be subject to change, deletion or addition by action of the Board of Directors and approved by two-thirds majority of the voting delegates at a regular meeting, provided that a notice has been presented to the membership at a meeting prior to the vote being taken. No amendment shall be effective unless and until approved by the SHRM President/CEO or her/his 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 her/his designee.

**Article 13**  
**Chapter Dissolution**

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution.

**Article 14**  
**Withdrawal of Affiliated Chapter Status**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or her/his 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 provide the SHRM Board of Directors with a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

**Article 15**  
**Terms Used**

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

Ratified by the Membership of the Chapter and signed by:

Chapter President: \_\_\_\_\_ Date: \_\_\_\_\_

Approved by:

SHRM President/CEO or President/CEO Designee: \_\_\_\_\_ Date: \_\_\_\_\_