

## CONSTITUTION AND BY-LAWS

### GREATER PENSACOLA CHAPTER OF THE SOCIETY FOR HUMAN RESOURCE MANAGEMENT

#### **Article I: Name and Affiliation**

Section 1.1: Name. The name of the Chapter is Greater Pensacola Chapter of the Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Greater Pensacola Chapter of the Society for Human Resource Management 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: Relationship. 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 II: Purpose**

The Purpose of this Chapter, as a non-profit organization shall be:

1. to provide opportunities for professional development, exchange of knowledge and experience among members;
2. to raise the standards of performance in all phases of human resource administration in business/government/industrial relations;
3. to develop greater recognition of the human resources function in Northwest Florida;
4. to encourage adherence to the National Code of Ethics of the Society for Human Resource Management;
5. to provide an opportunity to focus on current human resource management issues of importance to our members;
6. to provide a focus for legislative attention to state and national human resource management issues;
7. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM.

#### **Article III: Fiscal Year**

The fiscal year of the Chapter shall be January 1 through December 31 of each year.

#### **Article IV: Membership**

Section 4.1: Qualification for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.2, 4.3, and 4.4 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: Regular Members. Membership is open to individuals who are currently employed or whose most recent employment has been as a practitioner in any area of human resource management, academia focusing on human resource management, or as a consultant to organizations in areas commonly considered to be within human resource management. With approval of the Board, membership may be extended to other persons who demonstrate a bona fide interest in human resource management and in the purposes of the Chapter. Regular members shall have voting rights and may hold office in the chapter.

Section 4.3: Student Members. Shall include members of any student chapter that is affiliated with the Society for Human Resource Management. Student members shall have no vote and may not hold office.

Section 4.4: Transferability of Membership. If membership is provided through the member's employer, membership may be transferred one time during the Chapter year (January 1 through December 31) at no membership charge to the employer. More than one occurrence of transfer during the Chapter year will require payment for membership. Individual memberships (paid directly by the member) are neither transferable nor assignable.

Section 4.5: Application for Membership. A candidate for membership shall make written application to the Vice President of Membership. Applications shall be screened by the Vice President of Membership and given final approval by a majority vote of the Board of Directors present at any meeting at which a quorum is present. Voting may also be accomplished electronically requiring a majority vote of the entire Board.

Section 4.6: Termination of Membership. Membership in the Chapter may be terminated for good cause by a two-thirds vote of the Board of Directors. If membership is terminated, the member shall not be entitled to refund of any Chapter dues. Membership shall be terminated automatically for non-payment of annual dues.

#### **Section 4.7: Dues**

Annual dues shall be payable annually on first of the month of the member's anniversary date.. The amount of dues shall be determined each year by the Board of Directors prior to the mailing of renewal notices. Dues shall include membership in the Chapter.

#### **Article V: Officers**

Section 5.1: In June of each year, the President will appoint a nominating committee consisting of the Immediate Past President and three (3) other members. Each elected Officer and Director shall assume office in January.

Section 5.2: There shall be eight (8) officers of this Chapter: President, President-Elect, Vice President of Programs, Vice President of Membership, Vice President of Information Technology, Vice President of Marketing, Secretary and Treasurer.

Section 5.3: The duties of the Officers shall be as follows:

A. The PRESIDENT shall preside at meetings and shall have general charge and supervision of the affairs and business of the Chapter. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The President may be elected to a two (2) year term.

B. The PRESIDENT-ELECT shall preside at regular meetings and Board meetings in the absence of the President. The President-Elect shall coordinate the Chapter Award Program (CAP), act as Chapter Parliamentarian and Chapter Historian. The President-Elect must be a current member in good standing of SHRM throughout the duration of his/her term of office. The President-Elect succeeds to the Presidency of the Chapter. The President-Elect may be elected to a two (2) year term.

C. The VICE PRESIDENT OF PROGRAMS shall arrange for monthly meeting program speakers, professional development seminars, and shall perform any other duties as directed by the President which advance the purposes of the Chapter and the National SHRM. The Vice President of Programs/Professional Development shall also be the Chairperson of the Programs Committee.

D. The VICE PRESIDENT OF MEMBERSHIP shall examine and make recommendations and reports to the Board of Directors on applications for membership, recruit candidates for membership and prepare a current roster of members at the beginning of each year. The Vice President of Membership shall also be the Chairperson of the Membership Committee. The Vice President of Membership must be a current member in good standing of SHRM throughout the duration of his/her term of office.

E. The VICE PRESIDENT OF INFORMATION TECHNOLOGY shall manage and update the chapter's website and email systems. The Vice President of Information Technology will also make recommendations to the Board of Directors on hosting vendors and new technology that may increase the efficiency of Chapter communications.

F. The VICE PRESIDENT OF MARKETING shall work closely with the Vice President of Information Technology to market and advertise via digital and traditional efforts the programming and community activities of the Chapter.

G. The SECRETARY shall be responsible for the preparation of a record of the proceedings of all meetings for the Chapter and shall also perform such other duties as the President may determine.

H. The TREASURER shall be responsible for the financial affairs of the Chapter. This responsibility shall include the collection of dues, payment of bills and the preparation of the financial report upon request of the President or the membership.

Section 5.4: The Officers of this Chapter shall be elected for a period of one (1) year term (unless specified above) by a vote of a majority of the membership present. Voting may also be accomplished electronically.

#### **Article VI: Board of Directors**

Section 6.1: The Board of Directors shall be composed of the eight-(8) officers, the Immediate Past President and up to two (2) Directors (may be duly elected if desired by the President).

Section 6.2: All candidates nominated to serve on the Board of Directors must meet the qualifications of a Regular member of the Pensacola Chapter of SHRM, and be eligible for Professional or General Membership status in National SHRM

Section 6.3: The two (2) duly elected directors shall serve a term of two (2) years. In the event a Board Director is nominated and elected to another office within the Chapter, or he/she moves, transfers, etc., he/she will be relieved of his/her remaining director term. The incoming President will be responsible for nominating a new director. Candidates for this position must meet the qualifications of a Regular member of the Pensacola Chapter and be eligible for Professional or General membership status in National SHRM.

Section 6.4: 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 6.5: Any vacancy in the Board (includes President, President-Elect, Vice President of Programs/Professional Development, Vice President of Membership, Vice President of Information Technology, Vice President of Marketing, Secretary, Treasurer) shall be filled for the unexpired term by vote of a majority of the Board.

Section 6.6: The Board shall meet at least quarterly each year to consider such business as may properly be brought before the meeting.

Section 6.7: Removal of Director and/or Officer. Any director or officer 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.

Section 6.8: The Board of Directors of this Chapter shall be elected for a period of one (1) term by a vote of a majority of the membership present. The President's and President-Elect's terms may be for two (2) years to ensure continuity of chapter operations.

#### **Article VII: Meetings**

Section 7.1: Regular Meetings. Regular meetings shall be held monthly at such times and places as the Board of Directors may designate.

Section 7.2: Special Meetings. Special meetings may be called by the President, or in case of absence or disability of the President, by the President Elect. A special meeting shall be called upon the written request of any five (5) members. All members shall be given advance notice either orally or in writing of any meetings held.

Section 7.3: 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. Voting may be accomplished electronically.

Section 7.4: 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.

#### **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 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.

Section 8.4: Executive Committee

Shall consist of current elected Officers and the Immediate Past President. Handles day-to-day decisions as they arise and may commit Chapter expenditures up to \$500.00 without receiving the approval of the Board of Directors.

Section 8.5: Membership Committee

Shall consist of three (3) or more members and may carry out membership procedures as directed by Vice President of Membership. Greets attendees at meetings and seminars. Conducts monthly new member orientation meetings.

The Vice President of Membership shall serve as Chairperson of this committee.

Section 8.6; Programs Committee

Shall arrange such programs, which will be informative and useful to the members and may incur such reasonable expense as the Executive Committee may approve. The Vice President Programs/Professional Development shall serve as Chairperson of this committee.

Section 8.7: Student Chapter Committee

Shall coordinate Chapter activities with those of the student chapter, present monthly reports (written or oral) to the membership, and be available in an advisory capacity to the student chapter.

Section 8.8: Communications Committee

Shall print and/or electronically distribute meeting and seminar announcements, public relations notices and revise the Chapter Directory.

**Section 8.9: Awards Committee**

Shall maintain guidelines and make recommendations to the Board of Directors for the Scholarship Award as well as any other awards proposed by the committee.

**Section 8.10: Legislative Committee**

Shall prepare and present legislative issues and information to the membership at regular meetings. Maintains and distributes active list of legislators. May coordinate program with the Programs/Professional Development Committee for legislative speakers for meetings.

**Section 8.11: Certification Committee**

Shall provide means by which local chapter members may prepare for professional human resource certification. Inform general membership of the importance and benefits of professional certification.

**Section 8.12: Community Relations Committee**

Shall coordinate programs to enhance the quality of life in the Greater Pensacola area. Chapter members are encouraged to participate in charity functions through donations of time, funds, and in kind donations to worthwhile charities.

**Section 8.13: Workplace Diversity and Inclusion Committee**

Shall provide support and education to members at general meetings and promote the furtherance of valuing the differences between people, maximizing the potential and contributions of each employee, and eliminating barriers, which prevent employees from giving their best to the organization.

**Section 8.14: Legal Conference Committee**

Shall coordinate the activities of the Chapter and subordinate Committees in organizing and conducting the Annual Legal Conference. Attendance at Board Meetings is at the discretion of the President.

**Section 8.15: Other Committees**

May be appointed by the president as deemed necessary.

**Section 8.16:** The President shall serve as ex-officio member of all committees.

**Article IX: Amendments**

The By-Laws may be amended by a majority vote of the members present at any meeting (in-person or electronically) 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 X: Quorum**

A quorum shall consist of a simple majority of the membership. No business requiring voting shall be transacted without a quorum. If voting is done electronically, printed correspondence indicating a quorum and the decision made will be stored with the board meeting minutes by the Secretary.

#### **Article XI: Chapter Dissolution and Distribution of Funds**

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 XII: Code of Conduct**

Through membership in the Greater Pensacola Chapter of the Society for Human Resource Management, each member pledges to observe, practice, and maintain the following ethical practices:

- Support the goals and objectives of the Chapter in order to reflect the highest standards of the human resource profession.
- Handle all human resource matters in strict confidence on the basis of merit so that fairness and impartiality govern a member's decisions, and that decisions are based on facts and not for the member's personal gain or recognition.
- Members and guests shall conduct themselves at meetings in a professional manner, upholding the purposes of the Chapter. Solicitations of free advice or business sales are strictly prohibited during Chapter meetings or other Chapter events. Chapter members will personally refrain from using their membership to secure special benefit for themselves or their employers.
- Members will not use the Chapter or its membership roster (including direct mail and the email roster) for solicitation other than those for which they were designed without the approval of the Board.
- Adopt 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.

#### **Article XIII: 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 XIV: 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 XV: 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. Note\* These revised bylaws are not effective until approved and signed by SHRM CEO or designee

Ratified by the Membership of the Greater Pensacola Chapter of the Society of Human Resource Management.

Chapter President:

*Stephanie Norman* Stephanie Norman

Date: 4/5/2022

Approved by:

*Michael P Aitken*  
Michael P Aitken

SHRM President/CEO or President/CEO Designee:

Date:

3/25/22