

SANDUSKY COUNTY HUMAN RESOURCE MANAGEMENT ASSOCIATION (SCHRMA) BYLAWS

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Sandusky County Human Resource Management Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Sandusky County Human Resource Management Association (SCHRMA) 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 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.

As a SHRM affiliated chapter, the chapter is also a member of the Ohio SHRM State Council, serving on the Board of the State Council and abiding by State Council governance process.

Section 1.4: Use of SHRM Resources. Domain use, logo, use of SHRM resources & brand, requirement of using "Affiliate of SHRM" logo, use of any/all must be consistent with SHRM.

Section 1.5: Starting or affiliating with other groups. Should the chapter decide to legally affiliate through the governance process with other groups or start other groups or subchapters while affiliated with SHRM, the Chapter is required to obtain approval of SHRM's CEO/President or designee, which includes the approval of all governing documents associated with these organizations.

Section 1.6: Zip Code Ranges. The service area (zip code ranges) for the chapter is listed in the Chapter Charter ("affiliation agreement") and subsequent addendums, as appropriate. The service areas reference where the chapter is allowed to overtly solicit for members and event activity. Chapters may only hold events within their service area unless the chapter obtains approval of SHRM's CEO/President or designee.

Section 1.7: Member Service Area. Should the Chapter desire to start a new chapter, sub-chapter, or add a Member Service Area ("MSA"), while affiliated with SHRM, the Chapter is required to obtain approval of SHRM's CEO/President or designee, which includes the approval of all governing documents associated with these organizations.

Section 1.8: Service Area Modifications. Should the Chapter wish to request a modification to the service area, request consideration to become a Member Service Area ("MSA") or

have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain approval from SHRM.

ARTICLE 2 PURPOSE

Section 2.1: Purpose. The purposes of this Chapter, as a non-profit association, are:

- to grow dual membership – members who are both chapter and SHRM members;
- 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 provide an opportunity to interact and develop individuals new to the profession; student chapters in the area, etc.;
- 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 public policy attention to state and national workplace 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

Section 3.1: The fiscal year of the Chapter shall be the calendar year annually (January 1 – December 31).

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. Any person or persons designated by their respective firms as actively engaged in or concerned with human resources and industrial relations work shall be eligible for membership and participation in all the activities and privileges of the Chapter. To achieve the purposes of this Chapter, there shall be no discrimination in memberships because of race, religion, sex, age, national origin, disability, sexual orientation, gender identity, veteran's status, or any other legally protected class.

Section 4.2: Membership Application. All applications for membership in this Chapter shall be made through an e-commerce platform. If the applicants are eligible under the definition of Membership in Section 4.1, the applicants shall be accepted as members of the Chapter and introduced at the next regular meeting of the Chapter by the President.

Section 4.3: Membership Dues. Annual membership dues of the Chapter shall be established by the Board of Directors, prior to the November meeting each year and subject to the approval of the membership at the November meeting. Membership renewals shall be emailed and are payable prior to January 1st. Dues shall be set at an annual rate for the fiscal year. No applicant shall be admitted to membership until dues for the fiscal have been paid. Applicants joining from January 1st to June 30th will pay the full membership fee. Membership fees will be pro-rated at 50% for those joining after June 30th.

Section 4.4: Transferable Corporate Membership. Membership shall consist of one primary member and specifically named associate members. If a paid member leaves their respective company during the year, the replacement individual shall also complete a membership application.

Section 4.5: Membership Refunds. All requests for refund shall be reviewed by the Board of Directors on an individual basis.

ARTICLE 5 MEETINGS

Section 5.1: Regular Meetings. All members shall be entitled to attend all meetings of the Chapter and shall receive copies of all publications issued by the Chapter and such special reports as may be requested or any information available to the Chapter. A minimum of ten (10) meetings will be held annually. Dates shall be determined by the Board of Directors and may be held in-person or virtually.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Officers, and conducting other appropriate business, such as communicating next year's membership dues, shall be held in November or at such other time as determined by the Board of Directors. Such meetings may be held in-person or virtually.

Section 5.3: Special meetings. Special meetings of the membership may be called by the President. Notice of all meetings shall be sent via e-mail, if available, or by mail to all members and when possible, this notice should include the program of business to be transacted.

Section 5.4: Notice of Meetings. Notice for all regular meetings and for annual election meetings shall be given to members at least ten days prior to the meetings. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the board.

Section 5.5: Quorum. A quorum for the transaction of business at all meetings of the Chapter shall be one-third of membership organizations. There will be one vote per organization.

Section 5.6: Board of Director Meetings. The Board of Directors will meet a minimum of four times a year.

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 officers shall consist of a President, President-Elect, Secretary and Treasurer.

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 Membership Director, the Certification Director, the Program Director, and the most recent and available Past President.

Section 6.4: 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 their term of office. If the President is not a current member in good standing of SHRM, the Chapter will fund the cost of a national SHRM membership. The Membership Director and Certification Director must also be a current member in good standing of SHRM throughout the duration of their term of office. The Certification Director must be SHRM certified.

Section 6.5: Election - Term of Office. Officers 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. Officers shall be elected for terms of two years each and may serve no more than three consecutive terms. Each elected Officer and Director shall assume office on January 1st following their election and shall hold office for the term(s) elected.

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. Four members shall constitute a quorum for the Board of Directors.

Section 6.8: Board of Directors' Responsibilities. The Board of Directors shall meet at the call of the President, or any of its members; shall govern, manage, and act for the Chapter; and shall submit to the membership for approval any contemplated action of importance outside the usual routine affairs of the Chapter.

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.

Section 6.10: Officer Membership Dues. The Chapter will waive annual membership dues for all Officers for their current term.

ARTICLE 7 DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the President 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 all meetings and have general supervision of the Chapter. The President 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.

Section 7.2: The President-Elect. The President-Elect shall, in the absence of the President, perform the duties of the President. The President-Elect shall have such other powers and perform such other liaison duties as the Board, or the President may determine. The President-Elect shall be responsible for overseeing the Program Director for scheduling and coordinating the programs for the monthly meetings. This responsibility includes programs conducted at all regular meetings of the members, any workshops and/or seminars sponsored by the Chapter as determined by the President and the Board, and the coordination of meeting location and catering. The president-elect is encouraged to attend the annual SHRM Volunteer Leader Business Meeting.

Section 7.3: The Secretary. The Secretary shall maintain an up-to-date list of membership, send, by e-mail or mail, notices to all members, and attend to all correspondence and other records, and perform such duties as they pertain to the office.

Section 7.4: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all local, state, Federal, and other jurisdictional required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for an examination audit of the accounts as may be required by the Board. The Treasurer shall keep a record of attendance at meetings and shall be responsible in working with third party ecommerce for membership billing. A complete and accurate record of all receipts and disbursements shall be maintained.

Section 7.5: Core Leadership Area (CLA) Directors. Core Leadership Areas may be appointed from the membership by the President as necessary. The responsibility includes initiatives in the particular CLA as determined by the President and the Board. CLA Directors shall have the authority to plan and implement the activities associated with the CLA. Examples of such Leadership areas are: College Relations, Diversity, Government Affairs, HR Certification, Membership, and Workforce Readiness.

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. The chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.7: Web Page. The Chapter will maintain a web page. The primary goals shall be to promote the Chapter throughout the human resource profession, to provide an additional means of communication to its members, to provide a resource for technical references, and to assist in growing the Chapter's membership. The President shall be the liaison between the

web page administrator and the Chapter, unless otherwise appointed to another member of the Board.

ARTICLE 8 ELECTION of OFFICERS

Section 8.1: Nominating Committee. A Nominating Committee shall be appointed in October each year that there is an election and report to the membership at the November meeting, at which time the officers will be elected. Additional nominations may be made from the floor before ballots are cast. The new officers will take office on January 1.

Section 8.2: Election Ballots. Election of officers shall be by ballot, paper or electronic. Any member in good standing has the right to vote. The ballots shall be counted by the chairperson of the Nominating Committee. A majority vote shall be required.

Section 8.3: Committee Chairperson. The chairperson of the Nominating Committee shall be the most recent available Past President.

ARTICLE 9 STATEMENT OF ETHICS

Section 9.1: The Chapter adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect, and support the purpose of this Chapter and SHRM.

Section 9.2: The Chapter shall not be represented as advocating or endorsing any Issue unless approved by the Board of Directors.

Section 9.3: No member shall actively solicit business from any other member at Chapter meetings, events, or through the use of information provided to them as a member of the Chapter without the approval from the Board of Directors. Further, should a member actively solicit business from chapter members where consent is not present, the chapter may reserve the right to terminate the member's membership in the chapter.

ARTICLE 10 CHAPTER DISSOLUTION

Section 10.1: 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 11 AMENDMENT OF BYLAWS

Section 11.1: 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 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 designee.

Section 11.2: The By-Laws and any amendments thereto, shall take effect immediately upon adoption.

ARTICLE 12 PARLIAMENTARY PROCEDURE

Section 12.1: Parliamentary procedure in all meetings for the Chapter shall be in accordance with Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

ARTICLE 13 WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Section 13.1: Affiliated chapter status may be withdrawn by the President/CEO of SHRM or 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 14 TERMS USED

Section 14.1: 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 Chapter and signed by:

Chapter President:

Printed Name:

Date:

Chapter Mailing Address:

Chapter Primary Email Address (if applicable):

President's Email:

President's Phone:

Approved by:

SHRM President/CEO or President/CEO Designee:

Printed Name:

Date: