

SHRM - RIO GRANDE VALLEY CHAPTER BYLAWS

ARTICLE I - *Name and Affiliation*

Section 1. Name. The name of the Chapter is the SHRM-Rio Grande Valley Chapter (herein referred to as the "Chapter," "SHRM-RGV" or "RGV Chapter").

Section 2. Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 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 same name of SHRM without the express written consent of SHRM.

ARTICLE II - *Purpose*

Section 1. Purpose of Chapter. The purposes of this Chapter, as a 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 Chapter 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.

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:

- a. To be 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 III - *Fiscal Year*

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

ARTICLE IV - *Membership*

Section 1. Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 2, 3, 4, 5 and 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 2. Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 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. Professional Members. Membership shall be limited to those individuals who fall into one of the following categories: (a) engaged in the profession of human resource management at the exempt level for at least three years and who devote at least fifty percent (50%) of their time to personnel, human resources or industrial relations functions; (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 (3) years' experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the Chapter. Professional Members may be classified in distinct categories for dues structure purposes.

Section 5. Associate Members. Individuals in non-exempt human resource management positions as well as those individuals who do not meet the Professional member category, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may not vote or hold office in the Chapter.

Section 6. Student Members. Individuals who (a) do not fit into a Professional or Associate Member definition and (b) who are enrolled as students at the college or university level and are able to demonstrate an emphasis in human resource management subjects. Student members may not vote or hold office in the Chapter.

Section 7. Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President for Membership and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 8. Voting. Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Elections Committee appointed by the Board of Directors.

Section 9. Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

ARTICLE V - Meetings of Members

Section 1. Regular Meetings. Regular meetings of the members shall be held on the fourth Wednesday of each month or as otherwise determined by the Board of Directors.

Section 2. Annual Meetings. The annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held in October or at such other time determined by the Board of Directors.

Section 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.

Section 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. Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

ARTICLE VI - Board of Directors

Section 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 2. Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Past President, Treasurer and Secretary.

Section 3. Composition of the Board of Directors. The Board of Directors shall consist of thirteen (13) persons. In addition to the Officers listed in Section 2, the following shall be members of the Board of Directors: Vice President of Membership, Vice President of Marketing, Diversity Director, Legislative Representative, SHRM Foundation Director, College Relations Chair, and Certification Chair. The thirteenth Board member shall be a Chapter Advisor appointed by the President.

Section 4. Qualification. 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 5. Election - Term of Office. Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee. Each elected Director shall assume office on January 1 following his/her election and shall hold office for two years or until his/her successor is elected and takes office. A Director may succeed himself/herself no more than once. Board members may not be elected to serve more than two consecutive terms in the same position. Board members' terms are structured with tiered expiration dates to ensure some continuity from year to year.

Section 6. Vacancies. Any vacancy in the Board may be filled for the unexpired term by the appointment of the President with consent of the Board of Directors.

Section 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 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.

Section 8. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Articles of Incorporation or Bylaws. A Professional member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Board of Directors.

Section 9. Removal of Director and 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. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE VII - Duties and Responsibilities

Section 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 throughout the duration of his/her term of office.

Section 2. The President-Elect. 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. He/she shall serve as Program Director. The responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and seminars sponsored by the Chapter as determined by the President and the Board. He/she shall have the authority to appoint subcommittees to plan and implement the activities associated with the program year. This Chapter requires the P-president-Elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 3. Past President. The Past President shall serve as an advisory role to the President and Executive Committee to ensure a smooth and continuous transition from year to year. The Past President will also serve as Chairman of the Bylaws and Nominations Committee. This Chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 4. 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 be responsible

for membership billing. He/she shall also perform such other duties as the President may determine. This Chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5. Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for all records retention including but not limited to Board Minutes, Board Packets, Election Results, etc. This Chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6. Vice President of Membership. The Vice President of Membership shall serve as gatekeeper of all incoming membership applications and present such applications to the Board of Directors for approval with recommendation as to Professional/Associate Membership qualification. He/she shall encourage 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. This Chapter requires the Vice President of Membership to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7. Vice President of Marketing. The Vice President of Marketing provides timely and comprehensive information and other matters of interest about the Chapter to external resources. The Vice President of Marketing creates a favorable image of the Chapter working for the professional development of its members by keeping membership informed of events, activities and meetings while disseminating relevant professional information viewed as beneficial to membership. This Chapter requires the Vice President of Marketing to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 8. Diversity Director. The Diversity Director monitors and evaluates activities concerning diversity issues. He/she spearheads the effort to diversify the Chapter's membership/leadership. This Chapter requires the Diversity Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 9. Legislative Representative. The Legislative Representative monitors and evaluates legislative, regulatory and legal action at the federal, state and local level that may have an impact on the management of human resources. Presentation of such information and possible educational opportunities fall under the Legislative Representative's duties of keeping the membership informed and up to date on these critical matters. This Chapter requires the Legislative Representative to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 10. SHRM Foundation Director. The SHRM Foundation Director serves to educate and promote the interests of the SHRM Foundation. In doing so, the SHRM Foundation Director actively seeks to engage membership in supporting the Foundation through annual contribution by the Chapter and seeks out fundraising opportunities. This Chapter requires the SHRM Foundation Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 11. College Relations Chair. The College Relations Chair manages the partnership with local school human resource students and engages them in the scholarship programs, internship programs and coordinates outreach efforts to these future potential industry partners and Chapter members. This Chapter requires the College Relations Chair to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 12. Certification Chair. The Certification Chair serves to increase the number of Chapter members who are certified PHR/SPHR by the Human Resource Certification Institute. To do so, the Certification Chair works in partnership with the Legislative Representative and the Programs Chair to set up educational events for members. This Chapter requires the Certification Chair to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 13. Chapter Advisor. The Chapter Advisor, appointed by the President, serves as a resource in various capacities that may change from year to year. Examples of skills that the Chapter Advisor may provide include but are not limited to: historical Chapter data, procedural structure, parliamentary procedure, accounting, membership liaison, etc. This Chapter requires the Chapter Advisor to be a current member in good standing of SHRM throughout the duration of his/her term of office.

ARTICLE VIII - Committees

Section 1. Committees. The establishment of both standing committees and/or task forces shall be the right of the Board of Directors.

Section 2. Committee Organization. Committees are established by resolution of the Board of Directors.

Section 3. Committee Chairpersons. Appointments of Chairpersons to committees are 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 4. Committee Activity. Committees are established to provide the Chapter with assistance in specialized short term projects. (Including but not limited to Bylaws Committee, Nominations Committee, Elections Committee, etc.)

Section 5. Standing Committees. The only standing committees of the Chapter are the Nominations and the Bylaws Committees, both Chaired by the Past President or in the absence of a Past President the position may be appointed by the President. All other committees and/or task forces are organized as needed and appointed by the President with approval of the Board of Directors.

ARTICLE IX - Electronic Voting

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

ARTICLE X - Statement of Ethics

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management 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 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 XI - 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 Bylaws of the Chapter.

ARTICLE XII - Amendment of Constitution and Bylaws

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 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 XIII - 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).

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 - *Code of Conduct*

This code of Conduct for the Chapter has been adopted to promote and maintain the highest standards of professional and personal conduct among its members. By joining this Chapter, a member indicates his/her support for upholding this Code and the understanding of his/her individual responsibility to act in accordance with the following items, thereby assuring that all Chapter activities support the development, networking, and educational intents of this professional organization.

ARTICLE XVI - *Privacy Policy*

The Chapter collects and maintains membership information as part of servicing membership. Access is restricted to nonpublic personal information about members to the Society for Human Resource Management (SHRM) and the Chapter Board and Committee members with a business reason to know this information in order to provide member services to members.

The Chapter may share mailing lists (names and mailing addresses) of members to selected human resources affiliates and service providers as authorized in advance by the Board of Directors. Independent contractors and outside companies who perform work for the Chapter are required to adhere to strict privacy standards through their contracts. The Chapter does not share member e-mail addresses to third parties.

The Chapter may be required by law enforcement or judicial authorities to provide information on individual members to the appropriate governmental authorities. In matters involving a danger to personal or public safety, the Chapter may voluntarily provide information to appropriate governmental authorities.

The Chapter is in compliance with the CAN-SPAM Act of 2003.

ARTICLE XVII - *Non-Solicitation Policy*

No member shall actively solicit business from any other member at Chapter meetings or through the use of information provided to him/her as a member of the Chapter without approval from the Board of Directors.

Members and guests shall conduct themselves in a professional manner at all Chapter events. Mass solicitation and solicitation during Chapter events is prohibited unless authorized in advance by the Board of Directors.

Solicitation – Associate members will be allowed to sponsor Chapter meetings, seminars, and events. In return, sponsors will be allowed to set-up a six-foot table, in the rear of the meeting room, to display product literature and samples. Sponsors may solicit individuals who approach their display table and inquire about their product or service. Associate members will not be allowed to solicit members in any other way during meetings, seminars or other events. Associate members may not solicit members by mail, telephone, fax, email, and personal visits or by any other means.

It is contrary to the purpose for which the Chapter was founded for any member to realize a monetary gain through business transactions, by virtue of their membership in this Society.

ARTICLE XVIII - *Termination of Membership*

By majority vote the Board of Directors may terminate the membership of any member who, in the judgment of the Board of Directors, fails to comply with the Bylaws of this Chapter or violates any of the following conditions:

- By their actions cast adverse reflection on this Chapter, or otherwise violate this Chapter's code of ethics;

- Fails to pay their Chapter dues by the deadline;
- Conducts or whose guest conducts unwanted solicitation of business at any function of the Chapter.

No member shall actively solicit business from any other member at Chapter meetings, via use of the director or through the use of information provided to him/her as a member of the Chapter without the approval from the Board of Directors.

All members and guests are expected to conduct themselves at meetings in a professional manner upholding the purposes of the Chapter. Therefore, the solicitation of free advice or business sales is strictly forbidden during Chapter meetings and social periods.

No member shall actively solicit business from any other member at Chapter meetings or through the use of information provided to him/her as a member of the Chapter without approval from the Board of Directors.

Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee

Approved by:

SHRM President/CEO or President/CEO Designee Laurie M. [Signature] Date 6/6/13

Ratified by the Membership of Chapter and signed by:

Chapter President Debbie Bocanegra Date 10/30/13