

SOUTHERN INDIANA SOCIETY FOR HUMAN RESOURCE MANAGEMENT

CHAPTER BYLAWS

ARTICLE 1 NAME AND AFFILIATION

Section 1.1 Name: The name of the Chapter is “Southern Indiana Society for Human Resource Management” (the “Chapter” or “SI-SHRM”). To avoid potential confusion, the Chapter will identify itself as “the Southern Indiana Society for Human Resource Management” or “SI-SHRM,” 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 (“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:

1. to provide a forum for the personal and professional development of our members;
2. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
3. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
4. to provide an opportunity to focus on current human resource management issues of importance to our members;
5. to provide a focus for legislative attention to state and national human resource management issues;
6. to provide valuable information gathering and dissemination channels;
7. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
8. to serve as an important vehicle for introducing human resource management professionals to SHRM;

9. to serve as a source of new members for SHRM;
10. to serve as part of the two-way channel of communications between SHRM and the individual members; and
11. to facilitate any other lawful activities not inconsistent with the foregoing purposes.

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:

1. to be a recognized world leader in human resource management;
2. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
3. to be the voice of the profession on human resource management issues;
4. to facilitate the development and guide the direction of the human resource profession; and
5. 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 the Chapter shall be as provided in Section 4.3, Section 4.5.1, Section 4.5.2 and Section 4.5.3 of these Bylaws. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, color, religion, sex, national origin, age, disability, genetic information, veteran's status or any other characteristic protected by applicable federal, state or local law.

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 Multi-Chapter Membership: It is possible, under certain conditions, for a SHRM member to simultaneously maintain membership in more than one SHRM chapter. At the time of its formation, SI-SHRM has chosen to accept as SI-SHRM members individuals who currently are members of the Louisville SHRM Chapter ("LSHRM"). SI-SHRM reserves the

right to also accept individuals who are members of other SHRM chapters, and to cease allowing multi-chapter membership at any time.

Section 4.5 Membership Classifications: Members of SI-SHRM shall fall within one of the following three classifications: Professional Member, Associate Member or Student Member. The criteria for SI-SHRM membership in each classifications shall be as follows:

Section 4.5.1 Professional Members: Professional membership shall be limited to those individuals who fall into one or more of the following categories: (a) practitioners of human resource management who have, for at least three years, held a position that is exempt from the overtime requirements of the Fair Labor Standards Act (“FLSA”); (b) persons 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 who have at least three years of experience at this level of teaching; (d) full-time consultants with at least three years experience practicing in the field of human resource management; and (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. Except as otherwise provided in Section 6.4 and its subsections, Professional members may vote and hold any Chapter Office or Board of Directors position.

Section 4.5.2 Associate Members: Individuals in FLSA non-exempt human resource management positions, as well as those individuals who do not meet the qualifications of the other classes of Professional membership but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Except as otherwise provided in Section 6.4 and its subsections, Associate members may vote and hold any Chapter Office or Board of Directors position except the Office of President or President-Elect.

Section 4.5.3 Student Members: The Chapter accepts otherwise acceptable Student members, subject to the following conditions. The student must be enrolled as a full-time or part-time student, at the freshman level or above, in a four-year college or graduate institution or a consortium of these, or in a two-year community college with a matriculation agreement between it and a four-year college or university under which the community college students are automatically accepted into the four-year college or university. The student must be currently enrolled for the equivalent of at least six (6) credit hours. The student must provide verification of a demonstrated emphasis or interest in human resource management subjects. If available, the student also must provide verification of the college or university’s human resources or related degree program. Student members may not vote or hold office in the Chapter, except that one student member may be elected as a non-voting member of the Board of Directors. Student members will not be charged an annual membership fee, but shall be required to pay a fee for each monthly meeting that they attend (to defray the cost of meals). Student members may, at the discretion of the Board of Directors, be allowed to attend Chapter sponsored workshops and other special events at reduced prices.

Section 4.6 Application for Membership: Application for membership shall be made on the Chapter application form. All applications shall be reviewed by the Vice President of Membership and, if acceptable, approved by the Board of Directors or its designee. New members shall be afforded full membership rights (consistent with their membership

classification and subject to the conditions, if applicable, of multi-chapter membership) from the date on which their applications are approved.

Section 4.7 Voting: Each Professional and each Associate member of the Chapter shall have the right to cast one vote on each matter brought before 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.

Section 4.8 Dues: Annual Chapter membership dues shall be established for each coming year by the Board of Directors prior to the mailing of renewal notices.

Section 4.8.1 Multi-Chapter Member Dues: If a current member of another SHRM chapter desires to join SI-SHRM, but also wishes to maintain his or her membership in the other chapter, SI-SHRM will not charge such member annual dues during the term of concurrent membership. Any multi-chapter SI-SHRM member who is not required to pay annual SI-SHRM dues will be charged a fee for any meal, seminar, presentation, or other service that he or she receives from SI-SHRM. If a multi-chapter member later terminates his or her membership in the other SHRM chapter, he or she will be charged annual SI-SHRM dues from that point forward.

ARTICLE 5 MEMBER MEETINGS

Section 5.1 Regular Meetings: Regular meetings of the members shall be held on the second Tuesday of each month, 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 October 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.

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. Notice may be given by First Class U.S. Mail, e-mail, telephone, or any other reasonable means. Effective service of notice shall be presumed effective upon mailing or sending of e-mail.

Section 5.5 Quorum: Members holding one-tenth (1/10) of the votes entitled to be cast, represented 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 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 (the “Board”) shall manage and control the property, business, and affairs of the Chapter and shall, 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, President-Elect, Vice President of Membership, Treasurer and Secretary.

Section 6.3 Composition of the Board of Directors: In addition to the Officers listed in Section 6.2 of these Bylaws, the Board of Directors shall also include up to four (4) “At Large” Board Members. Except as otherwise provided in Section 6.4 and its subsections, any Professional or Associate member of the Chapter may serve as a Board Member At Large.

Section 6.4 Qualifications: All candidates for the Board of Directors must be Professional or Associate members of the Chapter, in good standing at the time of nomination or appointment and for their complete term of office. All candidates for the office of President and President-Elect must be Professional members of the Chapter and SHRM members, in good standing in both organizations at the time of nomination or appointment and for their complete term of office.

Section 6.4.1 SHRM Membership Requirement: At all times, at least thirty percent (30%) of the members of the Board of Directors shall be SHRM members in good standing. The President and President Elect shall count toward satisfaction of this requirement. The Board is empowered to take such action as it reasonably deems necessary to satisfy this requirement.

Section 6.4.2 Multi-Chapter Members: Individuals who are multi-chapter members and who do not pay annual SI-SHRM dues may not hold any SI-SHRM Office or any position on SI-SHRM’s Board of Directors.

Section 6.5 Initial Officers and Board of Directors: From the date of SI-SHRM’s formation and continuing through December 31, 2007 or until succeeded, SI-SHRM’s Officers and Board of Directors shall be:

President:	Betty Hollis
President-Elect:	George Adams
Vice President of Membership:	Kelly Drane
Treasurer:	Colleen Endres
Secretary:	Tammy Smith

Member At-Large: James Kanning
Member At-Large: Shari Lawler
Member At-Large: Jenny Milby
Member At-Large: Bonnie Woertz

Section 6.6 Election, Term of Office: Except as provided in Section 6.5, SI-SHRM's 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 the powers and duties of his or her office on January 1 of the calendar year immediately following his or her election and, except for the President and President Elect, whose terms shall be one year, shall hold office for two years or until his or 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 6.6.1 Offices of President and President Elect: The current President Elect, Marilyn Faulkenburg, shall take office as President January 1, 2011. Although elected to a two year term as President, Faulkenburg shall serve only a one year term (ending December 31, 2011). The ballots for the Fall 2010 election, and each subsequent annual election, shall include the office of President Elect. The individual elected to the office of President Elect in the Fall 2010 election, and all subsequent annual elections, shall hold that office for one year followed by one year as President (followed, in turn, by a one year term as Past President).

Section 6.6.2 "Even" Year Elections: In Fall 2008, elections were held for the offices of Vice President of Membership, Member-At-Large No. 2 and Member-At-Large No. 4, each for a two year term of office. Beginning in Fall 2010, elections for two year terms for those offices shall be held during the Fall of every even numbered year. The two year term for these offices shall commence on January 1 of the year following the election.

Section 6.6.3 "Odd" Year Elections: In Fall 2009, elections were held for the offices of Treasurer, Secretary, Member-At-Large No. 1 and Member-At-Large No. 3, each for a two year term of office. Beginning in Fall 2011, elections for two year terms for those offices shall be held during the Fall of every odd numbered year. The two year term for these offices shall commence on January 1 of the year following the election.

Section 6.7 Vacancies: Upon appointment by the President and consent of the Board, any Professional or Associate member may be appointed to fill any vacancy in the Board for the unexpired term thereof.

Section 6.8 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. Additionally, the Board may act by unanimous written consent of all voting members.

Section 6.9 Board of Directors' Responsibilities: The Board of Directors shall transact all business of the Chapter, except as otherwise prescribed in these Bylaws or other governing instruments of the Chapter. A Professional or Associate 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 6.10 Removal of Directors and Officers: Any Officer or Director may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting.

ARTICLE 7 DUTIES AND RESPONSIBILITIES

Section 7.1 Position Descriptions: 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 Chapter Board. The position descriptions are subject to change as deemed necessary by the President or the Chapter Board.

Section 7.2 The President: The President shall preside at the meetings of the members and of the Board. 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. The President shall maintain liaison with, and is required to be a current member in good standing of, SHRM throughout the duration of his or her term of office.

Section 7.3 The President-Elect: Upon the request of the President, or in the President's absence or disability, the President-Elect shall perform any of 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 serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter, as determined by the President and the Board. The President-Elect shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The President-Elect is encouraged to attend the annual SHRM Leadership Conference. The President-Elect is required to be a current member in good standing of SHRM throughout the duration of his or her term of office.

Section 7.4 The Vice President of Membership: The Vice President of Membership shall serve as chair of the Membership Committee. The Vice President of Membership shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. The Vice President of Membership shall have such other powers and perform such other duties as the President may determine.

Section 7.5 The Treasurer: The Treasurer shall be responsible for the financial affairs of the Chapter, including annual reports and 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. The Treasurer also shall be responsible for membership billing. If the Chapter participates in the SHRM Joint Billing Program, the

Treasurer shall be responsible for coordinating joint membership billing with SHRM. The Treasurer shall also perform such other duties as the President may determine.

Section 7.6 The Secretary: The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, for making all members aware of such meetings, and for coordinating the activities related to the Chapter's newsletter. The Secretary also shall be responsible for keeping and authenticating the Chapter's records.

Section 7.7 Members At Large: At Large Board Members shall perform such limited duties as the President reasonably may assign, but shall not otherwise have any responsibilities except to attend and participate in Board meetings.

Section 7.8 Core Leadership Area Directors: The Chapter President shall have the authority to identify Core Leadership Areas ("CLAs") and to appoint CLA Directors. Any Professional or Associate member in good standing may serve as a CLA Director. The CLA Directors shall have such powers and perform such duties as the Board or the President may determine. Such responsibility includes awareness sessions and initiatives in the particular CLA, as determined by the President or the Board. CLA Directors shall have the authority to appoint sub-committees to plan and implement activities associated with their CLAs. Although Board members may simultaneously serve also as CLA Directors, CLA Directors shall not otherwise be members of the Board.

Section 7.9 Past President: The immediate Past President shall serve as an advisor to the President and shall, during the year following the end of his or her term, fulfill such duties as may reasonably be requested by the President or the Board of Directors. The immediate Past President is not a Board member, unless he or she has been elected to another Board position upon completion of his or her term as President.

ARTICLE 8 COMMITTEES

Section 8.1 Committees: The establishment of 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 shall seek interested Chapter 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
STATEMENT OF ETHICS**

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management, to promote and maintain the highest standards among Chapter members. Each Chapter 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 other member at Chapter meetings without approval from the Board of Directors or the President. Such approval shall not unreasonably or discriminatorily be withheld.

**ARTICLE 10
PARLIAMENTARY PROCEDURE**

Meetings of the Chapter shall be governed by the rules contained in the most recent (at the time of the meeting) edition of Robert's Rules of Order, in all cases to which they are applicable and in which they are consistent with all applicable laws and the Bylaws of the Chapter.

**ARTICLE 11
AMENDMENT OF BYLAWS**

These Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which the required notice has been given, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his or her designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM bylaws. Any motion to amend these Bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his or her designee. SHRM shall not unreasonably withhold or delay approval of any amendment.

**ARTICLE 12
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 SHRM chapter, the State SHRM Council, an HR degree program, One Southern Indiana, or other organization or charity with purposes not inconsistent with those of the Chapter).

**ARTICLE 13
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his or 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. Additionally, if the Chapter fails to maintain the required affiliation standards, as set forth by the SHRM Board of Directors, it shall be subject to immediate disaffiliation by SHRM. Following 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.

These Chapter Bylaws are not effective until approved and signed by the SHRM President/CEO or his or her designee.

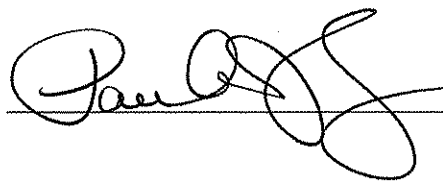
Ratified by the Membership of SI-SHRM Chapter and signed by:

Chapter President _____

Date _____

Approved for SHRM by:

SHRM President/CEO or his or her Designee



Date 10-26-10