

**The Human Resource Professionals  
of Central Pennsylvania #0644**

**BYLAWS**

**Approved: August 8, 2002**

**Amended: 11/27/07**

**Amended: 10/28/08**

**Amended: 2/25/09**

**Amended: 1/10/2010**

**Amended: 12/11/2012**

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## ARTICLE I: Name and Affiliation

**Section 1.1:** The name of this Chapter is Human Resource Professionals of Central Pennsylvania, (herein referred to as "Chapter."). To avoid potential confusion, the Chapter will refer to itself as HRP of Central Pennsylvania and not as SHRM or the Society for Human Resource Management.

**Section 1.2:** The Chapter shall be affiliated with the Society for Human Resource Management (herein referred to as SHRM).

**Section 1.3:** 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 consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

## ARTICLE II: PURPOSE

**Section 2.1:** The purpose of the Chapter, as a non-profit organization, is to:

- a. Develop Human Resource Professionals to progress in our own unique career paths;
- b. Provide a forum of education, networking and exchange of new ideas;
- c. Promote diversity within the membership;
- d. Encourage members to develop partnerships beyond our chapter meetings;
- e. Provide a focus for legislative attention to state and national human resource management issues;
- f. Demonstrate our commitment to the Society of Human Resource Management by introducing and encouraging membership in SHRM, providing a pool of future leaders to SHRM and sharing communications between SHRM and our individual members.

**Section 2.2:** 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 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 III: Fiscal Year

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

## ARTICLE IV: MEMBERSHIP

**Section 4.1: Qualifications for Membership.** The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, and 4.5 of this Article. To achieve the mission, of the Chapter, there is no discrimination in individual memberships because of race, color, religion, sex, age, national origin, disability, veteran status, sexual orientation, gender identity, ancestry, familial 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 Members.** Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

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## Section 4.4: Membership Classifications:

### a. **Professional Members:**

Professional members may vote and hold office in the Chapter. Professional membership shall be limited to those who are engaged as one or more of the following:

1. practitioners of human resource management at the exempt level for at least three years;
2. certified by the Human Resource Certification Institute;
3. 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;
4. full-time consultants with at least three years experience practicing in the field of human resource management; and/or
5. full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession.

### b. **Associate Members**

Associate Members are individuals in non-exempt human resource management positions. Those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter may vote and hold office in the Chapter.

### c. **Student Members.**

Student members may not vote or hold office in the Chapter. Student members must not be able to qualify for Professional or Associate Member status and are individuals who are:

1. enrolled either as full-time or part-time students, at freshman standing or higher; or
2. enrolled in the equivalent of at least six (6) credit hours; or
3. enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; or
4. able to provide verification of a demonstrated emphasis in human resource management subjects, and
5. able to provide verification of the college or university's human resources or related degree program.

### d. **Associate Emeritus:**

An Associate Emeritus is a person who was a Professional or Associate Member of the Chapter for a period of at least five (5) consecutive years and who has retired from employment is qualified for Associate Emeritus Membership. Associate Emeritus members may vote and hold office in the Chapter

**Section 4.5: Application for Membership.** Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Committee and approved by the Membership Director or his/her designee. New members shall be afforded full membership rights from the date of application approval by the Membership Committee and run through the end of that calendar year.

**Section 4.6: Voting.** Each Professional member, Associate Emeritus and Associate member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors. Electronic votes will count as a "live" vote.

**Section 4.7: National Affiliate Membership:** Members in the Chapter shall be encouraged to apply for membership with SHRM as well as to become involved in further education and certification programs.

**Section 4.8: Membership Termination.** The Chapter's Board of Directors has the responsibility of determining cause for membership termination if, with a two thirds Board vote, the member has:

- a) Misrepresented the membership application statement to obtain approval, or
- b) Not adhered to the Chapter's policies and Statement of Ethics, or
- c) Not paid dues within 90 days of invoice date.

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A member will be notified in writing of the Board of Directors' stance prior to any termination proceedings in an attempt to affect a resolution. A member who has been expelled may reapply for membership at the discretion of the Board of Directors.

**Section 4.9: Appeal Process.** A member who has been expelled may file an appeal in writing to the Board Secretary within thirty (30) days of the date that the expulsion notice was issued. A hearing will be granted to the complainant within thirty (30) days of the Secretary's receipt of appeal. The President will schedule the appeal hearing to include a minimum of two-thirds of the Board of Directors. A decision of the appeal will be rendered to the complainant within seven (7) days of the hearing.

**Section 4.10: Dues.** Annual membership dues for each membership category shall be established for the next year by the Board of Directors and communicated to the membership no later than November of the current year. Dues will be assessed for an annual period commencing with January of each year. Dues will be based on membership category and national SHRM membership. Dues are payable on or before the last day in January. Dues are effective for a calendar year.

**Section 4.11: Length of Membership.** Membership shall run consistent with the fiscal year. Each member will be required to renew annual dues as outlined above.

## ARTICLE V: MEMBER MEETINGS

**Section 5.1: Regular Meetings.** Regular meetings of the Chapter shall be held monthly 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 not later than November or at such other time as determined by the Board of Directors.

**Section 5.3: Special Meetings.** Special meetings of members shall be held by request 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 days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

**Section 5.5: Vote.** The vote of a simple majority of the members present at a meeting shall be necessary for the adoption of any matter voted on by the members. There is no minimum number of members required to be in attendance. A vote may be called electronically.

**Section 5.6: Attendance.** The attendance of each member is encouraged at all regularly scheduled meetings. Guests of a member are welcome to attend meetings by paying the appropriate guest fee to the Treasurer or designee.

**Section 5.7: Photo Release.** Members and guests give Human Resource Professionals of Central PA, their assigns, licenses, and legal representatives the irrevocable right to use their name, picture, portrait, photograph, image, or voice in all forms and media and in all manners, including composite or purpose, and waive any right to inspect or approve the finished product, including written copy, that may be created in connection therewith.

## ARTICLE VI: 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.

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**Section 6.2: Officers:** The Board of Directors will strive to consist of a balanced representation that reflects the diversity of the membership. The Board of Directors will consist of the following elected Officers of the Chapter: President, Vice 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 Past President, Membership Director, Professional Development Director, Legislative Director, Program Director, Communications Director, Conference Director, and three (3) Members at Large. These shall constitute the governing body of the Chapter. Additional Core Leadership Area shall be nominated by the President and elected from among the eligible membership of the Board of Directors.

**Section 6.4: Qualification of Officers.** All candidates for the Board of Directors must be Professional Associates, Associate Members, or Associate Emeritus Members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. In addition, candidates for the office of President should have at least two years of experience as a Director of the Chapter or other volunteerism to the chapter.

**Section 6.5: Election – Term of Office.** The members at the Annual meeting of the membership shall elect directors from the proposed slate candidates provided by an ad hoc committee of the Nominating Committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer shall assume office on January 1 following his/her election and shall hold office for a term of one year or until his/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 except by approval of the Board and membership when special circumstances arise.

**Section 6.6: Vacancies.** Any vacancy in the Board may be filled for the un-expired term by appointment of the President with the consent of the Board of Directors. In the event of a vacancy of the President, the Vice President/President Elect shall become President for the remainder of the former President's term of office.

**Section 6.7: Quorum.** A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of the 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 Board, 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 6.8: Removal of Director and Officer.** Any officer may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the then 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: BOARD OF DIRECTORS' DUTIES AND RESPONSIBILITIES

**Section 7.1:** The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws. If a Member in good standing wishes to discuss any action taken by the Board of Directors, he/she may request that the President place the item on the agenda of the next regular Chapter meeting. Duties and responsibilities of Board members are summarized in the remainder of Article VII. 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 and/or the Chapter Board.

Signing authority as represented by the Board for reasons pertaining to financial authorization shall be limited to the elected Treasurer and/or the President of the Board. In the absence of these individuals, the Vice President/President Elect and or Secretary may be granted signing authority as well. Exceptions do not exist outside of these individuals unless there is a majority vote from the remaining Board of Directors.

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**Section 7.2: The President.** The President shall preside at the meetings of the members and of the Board of Directors. 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 with and be a current member in good standing of SHRM throughout the duration of his/her term of office. The President shall participate in PA State Council meetings and represent the chapter as a voting member of the State Council.

**Section 7.3: The Vice President/President Elect.** The Vice President/President Elect at the request of the President, or in his/her absence, may perform any of the duties of the President. He/She shall perform liaison duties as the Board of Directors or the President may determine. The Chapter requires the Vice President/President Elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.4: Treasurer.** The Treasurer shall chair the Finance Committee, and be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and arrangements for the annual examination/audit of the accounts as may be required by the Board. He/she shall be responsible for all activities regarding expense and revenue. He/she shall also perform such other duties as the President may determine. The Chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.5: Secretary.** The Secretary shall oversee the official correspondence of the Chapter as well as meeting planning, including the compilation of Board and Chapter meeting minutes. He/she shall also perform such other duties as the President may determine. The Chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.6: Membership Director.** The Membership Director shall serve as Chair of the Membership Committee. 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. The Chapter requires the Membership Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.7: Program Director.** The Program Director shall serve as Chair of the Program Committee and shall be responsible for planning and developing monthly programs, holiday party, workshops, or lunches. He/she shall also perform such other duties as the President may determine. The Chapter requires the Program Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.8: Professional Development Director.** The Professional Development Director shall Chair the Professional Development Committee and develop and foster growth of student Chapter program with local colleges and universities; promote HRCI certification opportunities through study groups and personal development opportunities. He/she shall also perform such other duties as the President may determine. The Chapter requires the Professional Development Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.9: Legislative Director.** The Legislative Director shall Chair the Legislative Committee, monitor and research legislative trends affecting Human Resources professionals and communicate these to the membership. He/she shall also perform such other duties as the President may determine. The Chapter requires the Legislative Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.10: Communications Director.** The Communications Director shall Chair the Communications Committee and be responsible for presenting positive events of Chapter members to the community through public announcements. He/She shall also be responsible for utilizing new and existing Internet technologies to provide information and services to the Chapter. He/she shall also perform such other duties as the President may determine. The Chapter requires the Communication Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.11: Immediate Past President.** The Immediate Past President oversees Chapter development and compliance with by-laws, completes annual Chapter achievement report and serves as an advisor in decision-making.

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

**Section 7.12: Members-at-Large.** The three (3) Members-at-large perform duties as determined by the Board of Directors. The Chapter requires the Members-at-Large to be current members in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.13: Conference Director:** The Conference Director chairs the Conference Committee in planning, promoting and delivering conference programs to the membership. He or she shall also perform such duties as the President may determine. The Chapter requires the Conference Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

## 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.** Other than the elected board positions, appointments of Chairpersons to ad-hoc committees are the responsibility of the Board of Directors. The Chairperson will seek interested members to participate in committee activities. Special committees or task forces may be organized by the Board to meet particular Chapter needs.

**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: Committee Activity.** Committees are established to help the Chapter fulfill its purpose with special ongoing services such as programs, membership, membership communications, legislative affairs, professional development, student Chapter affairs, public relations, surveys, conferences, etc.

## ARTICLE IX: ELECTIONS

**Section 9.1: Nominating Committee.** The Nominating Committee will be composed of five (5) members. The Immediate Past President will serve as Chair of the Nominating Committee and will appoint four (4) additional Professional, Associate, and/or Associate Emeritus to serve, including at least one active Board Member.

**Section 9.2: Nominations.** The Nominating Committee shall present a slate of nominees for each office at the September meeting and will advise the membership of the slate in advance. Nominations for each office may also be submitted from the floor at the September meeting.

**Section 9.3 Elections.** Elections will be held at the Annual meeting. Candidates for office will be elected by a simple majority vote of the Chapter members attending the meeting.

## ARTICLE X: STATEMENT OF ETHICS

**Section 10.1:** The Chapter adopts SHRM's Code of Ethics 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 the Chapter and SHRM.

**Section 10.2:** The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.



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**Section 10.3:** No member shall actively solicit business from any other member either at Chapter meetings or through the use of information provided to him/her as a member of the Chapter without approval by 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 the Bylaws of the Chapter.

## **ARTICLE XII: AMENDMENTS OF 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**

**Section 13.1:** In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid will be contributed to the SHRM foundation.

**Section 13.2:** In the event the Chapter is being dissolved as the result of a Chapter merger, the ending balance of the Chapter treasury will be transferred into the treasury of the new Chapter.

## **ARTICLE 14: 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 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.

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

Ratified by the Membership of Chapter and signed by:

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

Approved by:

SHRM President/CEO or President/CEO Designee *Ravini Mcintosh* 4/8/13