

Bylaws

Palmetto Society for Human Resource Management

Charleston, South Carolina

Article I

Name and Affiliation

Section 1. Name: The name of this Chapter is the Palmetto Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Palmetto Society for Human Resource Management and not as SHRM or the Society for Human Resource Management.

Section 2. Affiliation: The Chapter is affiliated with the Society for Human Resource Management ("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 name of SHRM without the express written consent of SHRM.

Article II

Mission Statement

Section 1. Mission: The mission of this Association shall be to bring together persons interested in the field of human resource management. To achieve this purpose, the Chapter shall:

- Seek to promote and advance the understanding and application of every phase of the broad concept of human resource management.
- Endeavor to improve and establish proven ideals and standards of ethical conduct among members in the field of human resources.
- Initiate and/or proactively participate in varied programs that the membership shall approve as being consistent with the objectives of the Chapter's sponsorship and/or assistance.
- Provide a social atmosphere for the meeting of people interested in or working in the field of human resource management.
- Provide a ready network of human resource professionals, of all specialties, for the purposes of advice, consultation, and ideas, which will raise the quality of human resource practices across the tri-county area.
- Actively promote the reputation of the human resource profession within the local business community.

- Actively promote the advancement of diversity in our membership, in the human resource profession, and within the local business community; and assist our members and their employers in meeting the challenges of a diverse workforce by fostering an awareness and appreciation of diversity.

Article III **Membership**

Section 1. Qualifications for Membership: To achieve the mission of this Chapter, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, sexual orientation, disability, veteran's status or any other legally protected class. A person accepting membership in the Chapter shall accept the principles of the Chapter as expressed in its mission statement and shall agree to comply with the Bylaws of the Chapter. The qualifications for membership in the Chapter shall also be as stated below in Section 2 of this Article.

Adherence to the Codes of Conduct as stated in Article IX is required for membership in the Chapter and serves to assure both public confidence in the integrity and service of human resources management professionals and the right of members, sponsors, and guests to attend Chapter meetings. Anyone who violates the Codes of Conduct may be asked to, by majority vote of the Board of Directors, relinquish his or her Chapter membership and rights of attendance at Chapter meetings or events.

Section 2. Membership Categories: There shall be three (3) divisions of membership in the Chapter. They shall be: Professional, Affiliate, and Student as described in Subsections A, B, and C of this Section.

In any situation relating to membership category where there is a question, which the Bylaws do not clearly answer, solely the question regarding membership category shall be subject to determination by a majority vote of the Board of Directors.

- A. **Professional Members:** Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management for at least three years; (b) hold an HR certification recognized by SHRM; (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 or less years of experience if they serve as an advisor to a student human resource club or chapter; (d) full-time consultants with at least three years' experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least three 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.
- B. **Affiliate Members:** Membership shall be limited to those individuals whose companies provide products and/or services directly to the professional human resource community and who hold a current SHRM membership. No more than ten percent (10%) of the Chapter's membership may fall into this category; because of this limit, no more than three person from any one organization may be an Affiliate Member. Affiliate Members may vote and hold office in the Chapter.

- C. Student Members: Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) 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; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to 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.

Section 3. Application for Membership: Application for Chapter membership shall be made on the Chapter's current application form. All applications shall be reviewed by the Vice President and approved by him/her and the President. New members shall be afforded full membership rights from the date of approval of the application by these two officers.

Because of the limited number of Affiliate Memberships, should there be any competing applications representing more than ten percent of the Chapter's membership, the Board of Directors shall vote on which applicant(s) to accept. Factors taken into consideration may include the relevance or benefit of the service offered to the human resource community, the tenure or conduct of the applicants or companies in question, and/or other relevant factors provided the factors do not violate the requirements of the Chapter's Mission Statement or its statement of anti-discrimination in Section 1 of this Article.

Section 4. Voting: Each Professional Member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the membership. Such matters will be brought before the membership at a meeting which meets the requirements of Section 6 of Article IV. A majority vote of Professional Members and Affiliate Members present and by written proxy shall be necessary for the adoption of any matter. The President and the President Elect, shall count the votes submitted by the membership.

Section 5. 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. Mail or electronic voting can be used by the Directors to vote on items impacting the organization with at least 60% of the Directors voting.

Section 6. 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 meetings.

Notice of meetings which shall include a vote on any matter brought before Chapter members shall include notification that a vote will be taken, shall describe the subject matter of the vote, and shall give instructions for sending a written proxy for Professional Members or Affiliate Members who genuinely cannot attend the meeting.

Section 7. Meeting Attendance: With the exception of approved sponsors and their permitted guests, any person who would fall into the Affiliate category cannot attend Chapter meetings unless s/he is an approved Affiliate Member. Any other member of the public interested in the human resource profession may attend any regularly scheduled Chapter meeting as a guest, but may pay a higher guest fee as determined by the Board of Directors.

Section 8. Transfer of Membership: Membership is approved on an individual basis and is not transferable unless the Board of Directors approves the replacement of a former member who resigned his/her company affiliation or changed positions within the same organization.

Article IV **Board of Directors**

There shall be a Board of Directors consisting of all the officers cited in Section 1 of this article.

Section 1. Officers: The Officers of the Chapter shall consist of the President, President Elect, Vice President of Membership, Secretary, Treasurer, Certification Representative, Diversity Representative, Legislative Representative, Publicity Representative, Workforce Readiness, Student Liaison, Board Members at Large, General Counsel and the Past President (Ex Officio), all of whom shall be elected annually for a one-year term in accordance with Article IV, Section 8, with the exception of an immediate Past President.

Section 2. Qualifications: All candidates for the Board of Directors must be Professional Members or Affiliate Members of the Chapter in good standing at the time of nomination or appointment. Officers may not be elected to serve more than two consecutive years in the same position.

Section 3. Duties: The Officers of the Chapter shall perform the duties pertaining to their respective offices, as well as other such miscellaneous duties the President and/or Board of Directors shall prescribe.

- A. President:** The President shall preside over all meetings of the members and Board of Directors of the Chapter. S/he shall direct the chapter and have charge and supervision of the affairs and business of the Chapter, including the approval of disbursement of all Chapter monies and appointment of all committee chairs. S/he shall be an Ex Officio member of all committees, except for any Nominating Committee of which s/he shall be a sitting member.

The President shall maintain liaison and be a current member in good standing of the Society for Human Resource Management throughout the duration of his/her term of office. The Chapter shall pay SHRM membership dues when s/he is unable to receive support for this payment from his/her employer, and shall pay expenses for the President or his/her designee to attend the annual state and national SHRM conferences. The Chapter shall pay expenses for the President Elect or his/her designee to attend the annual SHRM Leadership Conference.

The President shall represent the Chapter on the SHRM State Council.

- B. President Elect: The President Elect shall officiate over any Chapter function in the absence of the President. S/he shall serve as chair of any Program Committee. S/he shall also be responsible for the recruitment and proper introduction of, and relations with, all program speakers and sponsors, including the handling (proactive and/or reactive) of any indiscretion on the part of speakers and sponsors in relation to the solicitation of Chapter members or any other problem. S/he shall be responsible for soliciting and collecting program evaluations from Chapter members following speaker presentations.
- C. Vice President, Membership: The Vice President shall serve as chair of any Membership Committee. S/he shall encourage membership growth, approve new member applications in conjunction with the President, ensure members are placed into the correct membership categories as detailed in Article III, ensure the correct proportion of Affiliate Members is kept as detailed in Article III Section 2, timely send letters of welcome to new members, and maintain the official membership roster of the Chapter.
- D. Secretary: The Secretary shall maintain records of all Chapter activities, which shall be available upon request of the President. S/he shall notify members of monthly meetings, including time, place, and topic, and make all necessary arrangements for the meeting. S/he shall also coordinate the activities related to the Chapter's newsletter.
- E. Treasurer: The Treasurer shall be responsible for the financial affairs of the Chapter. S/he shall have custody of all monies of the Chapter and the bank account(s) designated by the Board of Directors, pay all bills of the Chapter in a timely manner and with the approval of the President, keep accurate records, report monthly to the membership the financial status of the Chapter, and make available the financial records of the Chapter for its annual audit. S/he shall receive members' dues and meeting payments, and provide invoices or receipts to applicable parties upon request.
- F. Certification Representative: The Certification Representative shall promote the obtaining of human resource-related certifications, including those offered by SHRM or other credentialing organizations, to Chapter members. S/he will keep and maintain the Chapter's related study materials for checkout by members, facilitate the efforts of Chapter members to become certified in these areas, and inform Chapter members of any developments in the human resource certification area. S/he will announce the names of all recently certified Chapter members to the Chapter. The Certification Representative must be currently certified or actively preparing for an HR certification recognized by SHRM.
- G. Diversity Representative: The Diversity Representative shall serve as chair of any Diversity Committee, and will lead diversity education efforts and initiatives for the Chapter as well as keeping Chapter members informed of changes in the diversity field.
- H. Legislative Representative: The Legislative Representative shall inform the Chapter of pertinent federal and state legislation which may impact the human

resource management function. S/he shall represent the Chapter at board-approved meetings on a state or federal level, which focus on general and specific legislative actions. S/he will also attend, at the Chapter's expense, the National SHRM Annual Employment Law & Legislative Conference and timely present a summary of legislative changes and developments to Chapter members.

- I. Publicity Representative: The Publicity Representative shall publicize the Chapter's meetings and events throughout the Charleston tri-county area. S/he shall set up and take down the Chapter's information table at each meeting, including the Chapter's resume and job openings section, membership application, and membership brochure. S/he shall also promote the Chapter itself and seek to recruit new members through a variety of methods.
- J. Student Liaison: The Student Liaison shall work with designated officials at colleges and universities selected by the Board of Directors to ensure good communication between the Chapter and those organizations' Student Chapters. S/he shall coordinate any related special activities which are approved by the Board of Directors, and shall coordinate any sponsorships or scholarships provided by the Chapter to member(s) of these Student Chapters.
- K. Workforce Readiness: The Workforce Readiness officer will work as a liaison between the education community and the Chapter. S/he will notify chapter members of needs in the educational community such as business-education activities, career fairs, mock interviews, classroom speaker needs, or additional events where the human resource community could make a positive impact.
- L. Board Members at Large: The Board Members at Large shall provide input to the Board of Directors and shall perform special projects as necessary and as prescribed by the President and/or the entire Board of Directors.
- M. Past President (Ex Officio): The Past President shall provide continuity as well as input and counsel to the Board of Directors by virtue of his/her experience as Past President of the Chapter. S/he shall also perform special projects on a voluntary basis. In the event that the immediate past president is unable to serve in this capacity for reason of no longer belonging to the Chapter, the past president immediately preceding him/her will have the option to serve again as Past President provided s/he is elected by the Chapter in this capacity.
- N. General Counsel: This voting position shall provide legal counsel to the Board of Directors in relation to chapter operations as well as keep Chapter members informed of changes in the field of employment law and employee benefits law.

Section 4. Board of Directors Meetings: The Board of Directors shall meet quarterly, or as needed upon notification of the President. Conference calls or online meeting software may be used in lieu of face-to-face meetings provided the Board meets in-person at least twice a year.

Section 5. Notice of Board of Directors Meetings: The President shall give notice of all Board of Directors meetings to all officers at least ten days prior to the meetings. An emergency meeting may be convened by the President with less than ten days' notice provided all officers

are notified and agree to the meeting. Any Director may submit agenda items to the President upon receipt of notification of a Board Meeting.

Section 6. Voting: A quorum shall consist of 50% of the Board of Directors, represented in person at the place of meeting or in person over an active phone line connected to the place of meeting. A vote may also take place over the internet or by email as necessary; the 50% quorum shall apply in those instances as well.

Each officer shall have the right to cast one vote on each matter brought before a vote of the Board of Directors. The vote of the majority of the members present combined with absentee vote given in advance of a meeting at which a quorum is present, unless otherwise provided herein, shall be necessary for the adoption of any matter.

Section 7. Removal of Officer or Board Member: Any officer or board member may be removed from office, with cause, upon an affirmative vote of two-thirds of the Board of Directors at a duly constituted Board of Directors meeting.

Section 8. 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 or from nominations from the floor at the election meeting. Each elected Officer shall assume office on January 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office.

Section 9. 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.

Article V **Committees**

Section 1. Standing Committees: There shall be a standing Audit Committee. The Audit Committee shall be chaired by an officer with a minimum of one and a maximum of two additional members. Within sixty days of the close of the Chapter's fiscal year, the Audit Committee will review all financial records of the Chapter and give a report to the Board of Directors as to the financial condition of the Chapter. It is the responsibility of the President to ensure the Audit Committee is formed and its duties carried out each year.

Section 2. Special Committees: From time to time special committees such as those listed below may be appointed at the discretion of the President and the Board of Directors.

- A. **Program Committee:** The Program Committee shall be chaired by the President Elect and shall include additional members whose duties may include planning or improving monthly programs, engaging speakers, soliciting feedback from Chapter members as to program topics, and/or other duties.
- B. **Membership Committee:** The Membership Committee shall be chaired by the Vice President and shall include additional members whose duties may include determining the most beneficial ways to stimulate membership in the Chapter, recommending programs it feels would best serve the interest of the Chapter as it pertains to membership development and/or to civic and

cultural benefits, and/or other matters pertaining to membership and the general public's estimation of the Chapter.

- C. Nominating Committee: The Nominating Committee shall consist of three members, one of whom shall be the current President, and may compile and present a slate of candidates for each board office to be filled at the Chapter's October meeting.
- D. Diversity Committee: The Diversity Conference Committee shall be chaired by the Diversity Director Board Member and shall include additional members whose duties may include the development, planning and implementation of this annual conference, soliciting feedback from the Chapter of program topics.
- E. Governance Committee: The Governance Committee shall be chaired by the President and shall include additional members whose duties may include the periodic review and revision of the Bylaws and addressing other policy/document issues that may arise for the Chapter.

Article VI Dues and Meeting Fees

Section 1. Fiscal Year: The fiscal year of the Chapter shall run from January 1 to December 31.

Section 2. Annual Dues: Annual membership dues shall be established for the next year by the Board of Directors prior to mailing of renewal notices.

Section 3. Invoicing for Annual Dues: Invoices and applications for annual dues shall be rendered by the date of the December meeting each year and shall be payable on or before February 28.

Section 4. Prorating of Annual Dues: Membership approved between July 1 and December 31 shall be billed at a pro rated rate, set by the board.

Section 5. Meeting Fees: Meeting fees shall be established for the next year by the Board of Directors prior to the notifications of renewals.. Included in this fee, each member will assume his/her individual meal expense and other costs associated with meetings and programs. Guests may pay a higher guest fee as determined by the Board of Directors. Student members may enjoy a reduced meeting fee in which part of their cost is defrayed by the Chapter, depending on a vote of the Board of Directors.

Article VII Amendments

Section 1. Proposal of Amendment(s): 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.

Section 2. Adoption of Amendment(s): Should the Board of Directors recommend a proposed amendment, the amendment shall be submitted to the Professional Membership and the Affiliate Membership for consideration at the next regularly scheduled meeting. At the meeting immediately following its submission to the Professional Membership and the Affiliate Membership, the amendment shall be voted upon by the Professional Members and the Affiliate Membership according to the guidelines established in Article III, Section 4 of these Bylaws.

Article VIII
Rules of Order

Section 1. Rules of Order: Chapter business shall be conducted in a professional business format. At any time, any member present at any Chapter meeting may request that the rules contained in *Robert's Rules of Order (Revised)* shall govern the meeting. Such a request, seconded by any member, shall be sufficient to require such rules to take effect for that meeting.

Article IX
Codes of Conduct

Section 1. Codes of Conduct: Members of the Chapter agree to abide by the three Codes of Conduct as shown below.

A. **Code of Professional Responsibility:** As a member of the Palmetto Society for Human Resource Management Chapter, I pledge to:

- Endeavor to make my employer or client successful through the support and encouragement of effective human resource management practices.
- Maintain the highest standards of professional and personal conduct.
- Strive for professional growth in the field of human resource management.
- Support the Chapter's goals and objectives for developing the Chapter.
- Encourage my employer or client to make the fair and equitable treatment of all employees a primary concern and facilitate the establishment of a representative and diverse workforce through the practices of Equal Employment Opportunity and Affirmative Action.
- Instill in employees and the public a sense of confidence in the conduct and intentions of my employer or client.
- Maintain loyalty to my employer or client and pursue their objectives in ways that are consistent with the public interest.
- Maintain the confidentiality of privileged information.
- Provide objective, informed human resource counsel to my employer or client.
- Improve public understanding and credibility of the role of human resource management.

B. **Code of Ethics:** As a member of the Palmetto Society for Human Resource Management Chapter, I pledge to uphold the Society for Human Resource Management's Code

of Ethical and Professional Standards in Human Resource Management, as below:

- Professional Responsibility: As a human resource professional, I am responsible for adding value to the organization I serve and contributing to the ethical success of that organization. I accept personal responsibility for my individual decisions and actions. I also advocate for the profession by engaging in activities that enhance its credibility and value.
- Professional Development: As a professional, I must strive to meet the highest standards of competence and commit to strengthening my competencies on a continuous basis.
- Ethical Leadership: As a human resource professional, I am expected to exhibit individual leadership as a role model for maintaining the highest standards of ethical conduct.
- Fairness and Justice: As a human resource professional, I am ethically responsible for promoting and fostering fairness and justice for all employees and their organizations.
- Conflicts of Interest: As a human resource professional, I must maintain a high level of trust with my stakeholders. I must protect the interests of my stakeholders, as well as my professional integrity, and should not engage in activities that create actual, apparent or potential conflicts of interest.
- Use of Information: As a human resource professional, I consider and protect the rights of individuals, especially in the acquisition and dissemination of information while ensuring truthful communications and facilitating informed decision-making.

C. Anti-Solicitation Pledge: As a member or sponsor of the Palmetto Society for Human Resource Management Chapter, I pledge to:

- Promote a friendly, professional environment where human resource professionals can network and enjoy professional development.
- Refrain from using my Chapter membership or volunteer position to solicit business or secure privilege for myself, my employer, or my client.
- Refrain from soliciting for business, sales, funds, donations, or participation in any non-Chapter event, except those specifically approved by the Board of Directors or except by approved sponsors, as provided in the Chapter's current sponsorship agreement. Networking for employment is approved provided both parties agree to any requests or additional contact.
- Refrain from directly or indirectly pressuring Chapter members or attendees to join any type of organization, group, religion, political party, or philosophy. Approved sponsors, however, may encourage membership in an organization or group as provided in the Chapter's current sponsorship agreement.

- Refrain from using and/or sharing the membership list for the purpose of soliciting business or securing special privilege for myself.
- Refrain from using members' or guests' information, obtained at Chapter meetings or events, to solicit Chapter members or guests in any way outside of Chapter meetings or events.

Article X Dissolution

Section 1. Dissolution: In the event of the Chapter's dissolution, any remaining monies in the Chapter 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.

Article XI Withdrawal of Affiliated Chapter Status

Section 1. Withdrawal Status: Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as 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.

5/24/17

Date



Approved SHRM President/CEO (or designee)

Charles C. Blanchard
President

Approved 02.21.95
Amended 05.19.98
Amended 03.16.04
Amended 10.15.04
Amended 01.18.05
Amended 03.18.07
Amended 01.26.12