

## ARTICLE I

### Section 1.1: Name

The name of the organization shall be the Lubbock Society for Human Resource Management herein referred to as the "Chapter"), also doing business as "LSHRM",

### Section 1.2: Affiliation

The Lubbock Chapter of the Society for Human Resource Management shall be affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

### Section 1.3: Relationships

The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

## ARTICLE II PURPOSE

### Section 2.1: Mission Statement

Lubbock SHRM exists to advance and support the Human Resources profession, HR professionals, and the Lubbock community. Our Mission is executed by:

- Providing a forum to network, learn and share expertise.
- Equipping our members through educational opportunities that promote professional and personal development.
- Building strategic partnerships with businesses and community organizations.

### Section 2.2: Vision Statement

Lubbock SHRM strives to engage members and provide every opportunity to promote excellence in the Human Resource profession and the communities we serve.

### Section 2.3: Core Values

- Personal & Professional Development
- Networking
- Fiscal Responsibility
- Engaged Membership
- Professionalism as a Membership Organization
- Affiliation with the Society for Human Resource Management

To achieve the purpose of the Chapter there shall be no discrimination in individual membership because of race, religion, sex, age, national origin, disability, veteran's status, genetic information or sexual orientation.

## ARTICLE III MEMBERSHIP

### Section 3.1: Membership Classifications

Persons possessing the necessary qualifications may be admitted to membership in the Chapter in one of the membership classes listed below upon approval of the Chapter. Membership is granted to the individual, not the organization they are associated with, and as such succession to membership is not permissible. Membership in SHRM is highly encouraged but not required.

- 1.** Professional Membership: Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) persons who devote at least 50% of their time to work in the human resource profession;  
(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;  
(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.
  
- 2.** Associate Membership: Persons who do not meet the qualifications of Professional Membership, but who are interested in the field of human resource management. This would include individuals who work in fields related to human resource management as well as faculty members who teach courses in human resource management or any of its specialized functions. Associate Members shall be allowed to serve on committees but shall have no vote and may not hold office in the Chapter.
  
- 3.** Student Membership: Persons enrolled in an educational facility whose course of study has an emphasis in human resource management or provides instruction on the body of knowledge in the field of human resources management. Student Members must be active members of a local university SHRM chapter or National SHRM. Student Members shall be allowed to serve on committees but shall have no vote and may not hold office in the Chapter.

### Section 3.2: Application for Membership

An online or paper application, provided by the Chapter, must be completed along with payment of chapter dues.

### Section 3.3: Membership Approval

The VP of Membership shall approve all applications for membership if it is easily determined that they qualify for membership under the criteria listed in Section 3.1. If the VP has a question about the qualification of any application, the VP shall present the application to the board for consideration. For such cases, membership shall be approved by two-thirds' vote of the Board of Directors.

#### Section 3.4: Local Membership Dues

Local membership dues shall become payable by January 31st of each year. The amount of dues shall be determined each year by the Board of Directors. Dues may be changed to a prorated amount after October at the discretion of the Board of Directors as determined each year.

#### Section 3.5: Code of Conduct

This Code of Conduct for LSHRM 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.

As HR professionals, we are responsible for adding value to the organizations we serve and contributing to the ethical success of those organizations. We accept professional responsibility for our individual decisions and actions. We are also advocates for the profession by engaging in activities that enhance its credibility and value. As a member of the Lubbock Chapter of the Society for Human Resource Management, I pledge to:

- Adhere to the highest standards of ethical and professional behavior.
- Comply with the law.
- Strive to achieve the highest levels of service, performance and social responsibility.
- Advocate for the appropriate use and appreciation of human beings as employees.
- Advocate openly and within the established forums for debate in order to influence decision-making and results.
- Refrain from using my official positions, either regular or volunteer, to secure special privilege, gain or benefit for myself.
- Maintain the confidentiality of privileged information.
- Encourage social responsibility.
- Recognize that Chapter meetings, events, and/or any other Chapter activities are times for networking and development, not times for sales contacts or self-promotion.

#### Section 3.6: Termination of Membership

Membership in the Chapter may be terminated for just cause by two-thirds of the Board of Directors. If membership is terminated for just cause, the member shall not be entitled to a refund of any Chapter dues. A terminated member may request

review by the Board of Directors. Violation of the Code of Conduct or any behavior unbecoming to the profession may constitute exclusion from membership. ARTICLE IV MEETINGS

#### Section 4.1: Regular Meetings

Regular meetings shall be held monthly at such times and places as the Board of Directors may designate. The Meeting for any given month may be omitted at the discretion of the Board of Directors.

#### Section 4.2: Notice of Meetings

A notice of regular or called meetings shall be sent to the membership at least two days prior to the meetings.

#### Section 4.3: Quorum

Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum.

### ARTICLE V ELECTIONS AND BALLOTING

#### Section 5.1: Balloting - Officers and Directors

Elections of Officers and Directors shall be conducted by ballot in accordance with the procedures outlined:

- 1.** No later than the first day of October each year, the President Elect shall prepare and submit to the Immediate Past President and President its list of nominees for the offices to be filled. The list of Nominees will be prepared and distributed to all voting members of the Chapter at least 30 days prior to the election date each year.
- 2.** Votes Required: Each Officer and Director shall be elected based on a plurality of votes cast for that office.
- 3.** Tie Votes: In the event a tie occurs during an election through two or more candidates receiving the same number of votes, successive balloting shall be conducted until one candidate receives a plurality.
- 4.** Results: The announcement of the results of the election for offices shall be made prior to January of the following year. \_

### ARTICLE VI BOARD OF DIRECTORS

#### Section 6.1: Board of Directors

The following shall be members of the Board of Directors. Additional members may be elected from among the eligible membership or appointed by the President from among the eligible membership. Members of the board, elected or appointed, must be a current Chapter member in good standing and will have full voting privileges. Board members are expected to attend 75% of board meetings and general membership activities. The number of additional members may be changed from time to time by Board resolution. Board members shall rank in the order named below.

ELECTED OFFICERS:

- President
- President Elect
- Vice President, Programs
- Vice President, Membership
- Vice President, Public Relations
- Vice President, Sponsorship
- Secretary
- Treasurer
- Immediate Past President

APPOINTED POSITIONS:

- Legislative Chair
- Certification Chair
- Education Chair
- Diversity Chair
- Website Chair
- Ambassador

Section 6.2: Qualifications

All candidates for the Board of Directors must be qualified Professional Members of the Chapter in good standing at the time of nomination or appointment. 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 6.3: Election Term of Office

All elected and appointed members of the board shall be chosen as provided in these By-Laws. Each board member shall assume office at the December transition meeting and shall hold office for the full term of office unless death, resignation, or removal for cause occurs prior to that time. If removed for cause, a member will be ineligible for any position on the Board of Directors of the Lubbock Chapter.

Section 6.4: Vacancies

Any vacancy in the Board shall be filled for the unexpired term by a majority vote of the Board in attendance at any regularly constituted meeting.

Section 6.5: Quorum

A majority of the total Board membership 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 shall be the act of the Board.

Section 6.6: Removal from the Board

Members of the Board of Directors may be removed for just cause by two-thirds vote of the Board of Directors. Violation of the Code of Conduct or any behavior unbecoming to the profession may constitute removal from the Board. The Officer or Chair shall be entitled to a due process hearing prior to any termination action

being imposed. If removed for cause, a member will be ineligible for any position on the Board of Directors of the Lubbock chapter.

#### Section 6.7: Duties & Responsibilities

- 1.** The President shall preside at the meetings of the Chapter and the Board, and shall have general charge and supervision of the affairs and business of the Chapter and may commit Chapter expenditures up to \$300.00 without receiving approval of the Board of Directors. The President shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.
- 2.** The President Elect shall perform the duties of the President at the President's request or in his/her absence. The President Elect shall be responsible for duties regarding the SHRM Foundation, including educating members about the Foundation and fund raising for the chapter's annual contribution. The President Elect shall also be responsible for public relations duties as assigned by the President.
- 3.** The Immediate Past President advises the President and other members of the board of directors regarding past practices, general operations and other matters to assist in the smooth operation of the chapter.
- 4.** The Vice President of Programs shall be responsible for coordinating the Chapter monthly programs. The Vice President of Programs chairs the Program Committee and is responsible for providing the Secretary and Website Chair with program information.
- 5.** The Vice President of Membership chairs the Membership committee and provides the board with current membership data. The Vice President of Membership also presents new members to the board for approval according to membership guidelines.
- 6.** The Vice President of Public Relations assists in promoting a positive image of the Chapter and its activities and manages the Chapter's community outreach efforts.
- 7.** The Vice President of Sponsorship shall identify and acquire sponsors for chapter meetings and events. The Vice President of Sponsorship will organize networking activities, if necessary for creating a viable sponsorship program.
- 8.** The Secretary shall be responsible for the preparation of a record of the proceedings of all meetings of the Board and shall perform other duties as the President may determine. In addition, the Secretary shall send meeting notices to the current membership list each month approximately ten (10) days before the meeting date, accept RSVPs, and report the number of attendees to the caterer 48 hours in advance of the meeting.

- 9.** The Treasurer shall be responsible for the financial affairs of the Chapter. This responsibility shall include financial reports to the Board, depositing all membership dues and other revenues, writing checks for all bills, and arranging for the annual examination and audit of the account and performance of such other duties as the President may determine.

#### Section 6.8: Chairs

- 1.** Legislative Chair: Shall be responsible for staying abreast of all State and Federal legislative issues. This will include pending legislation as well as approved into law. The chair will keep the membership informed of the issues and potential ramifications.
- 2.** Certification Chair: Shall be responsible for communicating the value of certification, information regarding the certification preparation class and testing windows for the certification test. The Chair is responsible for coordinating with local colleges on courses to offer for certification prep. Shall be responsible for organizing study groups comprised of those who are interested in extra help prior to the testing windows for the SHRM-CP and SHRM-SCP certification test. Duties include finding a location for the group members to meet as well as participating with the group and keeping them on track during the study period.
- 3.** Education Chair: Shall be responsible for managing college outreach efforts and guide the student chapter to ensure its success. This chair will serve as the liaison between members of the board and student chapter.
- 4.** Diversity Chair: Shall communicate current issues of diversity to the membership. This chair will spearhead the effort to diversity the chapter's membership/leadership and to publicize successful diversity programs in the community.
- 5.** Website Chair: Shall be responsible for the maintenance of the website and adding and/or deleting any information necessary to meet the needs of the Lubbock SHRM membership.

Section 6.9: Standing Committees: Standing committees will be formed for matters that demand constant attention and are of continuing concern to the Chapter.

Standing committees are appointed by Board Chairs following approval from the President and are comprised of current Chapter members in good standing. In their areas of concern, Committee members will consider objectives, discuss options, make recommendations, offer support and serve as resources to the Board. \_

#### ARTICLE VII ELECTRONIC VOTING

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

- 1.** The Board of Directors may transact business via conference call and/or email if all voting members are notified and all other requirements are met.

- 2.** Electronic voting can be used by the Board of Directors so long as the ballot for such a vote is accompanied by explanations stating both sides of the question.
- 3.** With a quorum of participating Directors, the Chapter Board may transact business by conference call, if all other requirements in these Bylaws are met. If the business to be transacted by email is the election of Officers or the appointment of others to the Board of Directors, at least 7 days' mailed, emailed or faxed notice must be given to all voting members and all other requirements in these Bylaws must be met.
- 4.** When voting by email a quorum will be the total number of voting members of the Board of Directors. In addition, the other requirements as to elections contained in these Bylaws must be met. \_

#### ARTICLE VIII PARLIAMENTARY PROCEDURE

All parliamentary procedure shall be governed by Robert's Rules of Order unless otherwise specified in these Bylaws. The Bylaws may be amended by a two-third affirmative vote of the Board of Directors.

#### ARTICLE IX DISSOLUTION

In the event of dissolution of this Chapter, any net assets will be given to the SHRM Foundation or such other tax-exempt organization as may be decided by the membership.

#### ARTICLE X AMENDMENT 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 XI CONFLICT OF INTEREST

##### Section 11.1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Lubbock SHRM Chapter) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

##### Section 11.2: Definitions



Interested Person -Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- 1.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- 2.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- 3.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest

#### Section 11.3: Procedures

- 1.** Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- 2.** Determining whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the interested person, Board Member shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- 3.** Procedures for Addressing the Conflict of Interest: An interested person may make a presentation at the governing board or committee meeting, but after the presentation, Board Member shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - A. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - B. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - C. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or

committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### Section 11.4: Violations of the Conflict of Interest Policy

- 1.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- 2.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 11.5: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- 1.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing boards or committee's decision as to whether a conflict of interest in fact existed.
- 2.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 11.6: Compensation

- 1.** A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 2.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- 3.** No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or

collectively, is prohibited from providing information to any committee regarding compensation.

#### Section 11.7: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- 1.** Has received a copy of the bylaws, which include the conflicts of interest policy,
- 2.** Has read and understands the bylaws,
- 3.** Has agreed to comply with the bylaws, and understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### Section 11.8: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted every three years. The period reviews shall, at a minimum, include the following subjects:

- 1.** Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- 2.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Section 11.9: Use of Outside Experts

When conducting the periodic reviews, the Organization, may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### ARTICLE XII 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.