

**BYLAWS
OF
TENNESSEE VALLEY CHAPTER OF SHRM, Inc.
AN ALABAMA NON-PROFIT CORPORATION**

Article I

Name and Principal Office of Corporation

The name of this corporation shall be Tennessee Valley Chapter of SHRM, Inc., hereinafter referred to as “the Corporation” and/or “the Chapter” and/or “TVC-SHRM.” The principal offices shall be determined from time to time by the Board of Directors of the Corporation.

Section 1.1 The name of the organization shall be Tennessee Valley Chapter of SHRM, Inc. (also known as “TVC-SHRM, Inc.”) To avoid confusion, the Chapter will refer to itself as Tennessee Valley Chapter of SHRM, Inc. or TVC-SHRM and not as SHRM or the Society for Human Resource Management. *The purpose for which this corporation is organized is to mutually benefit the Chapter of SHRM and their members. The Chapter shall engage in activities that are in purview of SECTION 501(c) (6) to the Internal Revenue Code of 1986 or corresponding sections of any prior or future law. No part of the net earnings of the Corporation shall inure to the benefit of any of its members or any other individual.*

Section 1.2: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as “SHRM”). Members of the Chapter are encouraged to hold membership with SHRM; however, membership in SHRM is not required for membership in the Chapter. Also, membership in SHRM does not entitle membership in Tennessee Valley Chapter of SHRM, Inc.. It is required that the Tennessee Valley Chapter of SHRM ,Inc. President be a member of SHRM.

Section 1.3: Location. The principal office of the Chapter shall be located in the City of Decatur, County of Morgan, and State of Alabama.

Section 1.4: 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 express written consent of SHRM.

Section 1.5: Termination of Membership. Membership in Tennessee Valley Chapter of SHRM, Inc. will cease at the end of the dues period if the member’s employment is terminated. It is the responsibility of the affected member to provide the Vice President of Membership of an appropriate new address for the membership roster.

Unless an invitation is extended by the Board of Directors for Honorary Membership or Retired Life Membership, membership shall cease immediately upon accepting employment that does not meet the membership requirements per Sections 4.4 through 4.9.

Article II Purpose

Section 2.1: The purpose for which this Chapter is organized is to mutually benefit the Chapter and SHRM and their members. The Chapter shall engage in activities that are in the purview of SECTION 501 (c) (6) to the Internal Revenue Code 1986 or corresponding sections of any prior or future law. No part of the net earnings of the Chapter shall inure to the benefit of any of its members or any other individual.

Section 2.2: It is the intent of the Chapter to qualify as a non-profit, tax-exempt entity. In order to effectuate such intent, no part of the net earnings of the Chapter shall inure to the benefit of any of its members or any other individual.

Section 2.3: Upon dissolution of the Chapter, the residual assets of the Chapter shall be distributed to a private, non-profit corporation which is an exempt organization as described in SECTION 501(c) (6) of the Internal Revenue Code of 1986 or corresponding sections of any proof of future laws, selection of which corporation may be designated prior to dissolution.

Section 2.4: The purposes of Tennessee Valley Chapter of SHRM, Inc. are:

- i. To provide a network for professional contact with and closer cooperation between persons engaged in human resources work and to facilitate the exchange of information and ideas.
- ii. To bring together persons engaged in human resources work for group study and discussion of subjects and problems closely related to such work and to better equip each person for professional growth.
- iii. To address some of the needs of the community that impacts the business environment via human resource chapter meetings, job fairs, seminars, etc.
- iv. To raise the standards of performance in all phases of human resources.
- v. To participate and support SHRM state, area, and national organizations.

Article III Fiscal Year

The fiscal year for the chapter shall be the calendar year.

Article IV Membership

Section 4.1: Qualifications for Membership. The qualifications and classifications for membership in the chapter shall be as stated in Section 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.9, and 4.10 of this Article. To achieve the mission of the Chapter, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, or veteran's status, or any other protected class.

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: Professional Members. Professional membership shall be limited to those who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by the Human Resources Certification Institute; (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized function 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 (e) full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession. The Board may grant Professional membership to a member in good standing who has demonstrated a commitment to the Chapter through serving on committees and completing other volunteer work for the Chapter. He or she must be a member of the Chapter for a minimum of 5 years. Professional members may vote and hold office in the chapter.

Section 4.5: General Membership. General membership may be granted to persons who, at the time of their application, are actively engaged in full-time employment in the human resource management or personnel administration field who do not satisfy the three (3) year experience requirement for professional membership. General members have all rights of membership, except they shall not be eligible to hold an elected position.

Section 4.6: Associate Membership. Associate membership may be granted to persons who do not meet the criteria for professional or general membership, and who have an affiliation with the Human Resources profession. Associate members are not eligible to vote or hold office. Associate Members are, however, encouraged to participate in all activities, including committees. Associate members of the local chapter for at least three (3) consecutive years who have held national SHRM membership for at least three (3) previous consecutive years and have been actively involved in the local chapter, may request consideration for a change in membership status. The number of Associate

Members is limited to a maximum of 20% of the total of Professional and General Members. There may be no more than one employee classified as "Associate Member" per employer.

Section 4.7: Student Membership. Individuals who are (a) enrolled 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 between it and a four-year college or university which provided 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 will be charged discounted dues to be determined by the Board. Student members may not vote or hold office in the Chapter.

Section 4.8: Retired Life Membership. Complimentary retired life membership may be granted by the Board of Directors to prominent HR practitioners who have made significant contributions to the field and have retired from active full-time employment having attained a minimum of ten (10) years of professional or general national and chapter membership. Life Members have the right to vote and to hold office.

Section 4.9: Honorary Membership. Complimentary honorary membership may be extended to individuals who are deemed to be outstanding in the field of human resource management, operations or research, to recipients of the TVC-SHRM scholarship, or to any person as designated the Board of Directors. Honorary Members do not have the right to vote or to hold office.

Section 4.10: Interim Membership. Interim Membership may be granted to human resource professionals who have moved to the Tennessee Valley and are national SHRM members or have been members of a SHRM chapter or student chapter during the past year but are presently unemployed. When the Interim Member secures employment, the classification of membership will change accordingly. Interim Membership may remain valid through the next January 1. Interim members do not have the right to vote or to hold office and may not total more than 5% of the Chapter membership.

Section 4.11: Application for Membership. Application for Chapter membership shall be on the Chapter application form and submitted to the Board of Directors through the Vice President of Membership. A resume should accompany the application if available. The completed application, resume and a check for the annual dues shall be submitted. After review of the application and resume, the Board shall approve/disapprove the membership by a majority vote of the Board. The Vice President of Membership shall notify the prospective member of the Board's decision and if accepted, his/her level of membership. The decision of the Board of Directors regarding approval or disapproval is

final. New members shall be afforded full membership rights from the date of application approval by the Chapter Board of Directors.

Section 4.12: Voting. Each Professional and Retired Life member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Other member classifications are not eligible to vote.

Section 4.13: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

Section 4.14: Termination of membership. Membership in the Tennessee Valley Chapter of SHRM, Inc. will cease at the end of the dues period if the member's employment is terminated. It is the responsibility of the affected member to provide the Second Vice President of an appropriate new address for the membership roster.

Unless an invitation is extended by the Board of Directors for Honorary Membership or Retired Life Membership, membership shall cease immediately upon accepting employment that does not meet the membership requirements-- per Sections 4.4 through 4.9.

Article V Member Meetings

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the second Wednesday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. The annual meeting of the members of the 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: Notice of Meetings. Notice of all annual meetings shall be given to all members at least ten (10) days prior to the meeting. Notice of regular meetings shall be given to all members at least seven (7) days prior to the meeting.

Section 5.4: Quorum. Members holding one-tenth of the votes 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 or e-mail 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 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.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, Vice President of Programs, President Elect, Vice President of Membership, Secretary, and Treasurer.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of the Article, the Board of Directors shall also include Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5: Election –Term of Office. Officers and Directors shall be elected by the members from the proposed slate of the nominating committee appointed by the Board of Directors at the November meeting or at such time as determined by the Board of Directors. Each elected Officer and Director, except the Legislative Director, shall assume office on January 1st following his/her election and shall hold office for one year or until her/his successor is elected and takes office. The President shall assume office on January 1st following his/her election but shall hold office for two years or until his/her successor is elected and takes office. The Legislative Director shall assume office on January 1st following his/her election but shall hold office for two years or until her/his successor is elected and takes office.

Section 6/6: 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.

Section 6.7: Quorum. A simple majority of the Board 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. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.8: Board of Directors' Responsibilities. The Board shall transact all business of the Chapter except as prescribed otherwise in these Bylaws. A Professional 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.

Section 6.9: Removal of Director and Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

Article VII

Duties and Responsibilities

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 Board.

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. She/he shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.2: The Vice President of Programs. The Vice President of Programs shall serve as the chair of the program committee and perform any other duties as the President or the Board of Directors may determine. 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. He/she has the authority to appoint sub-committees to plan and implement the activities associated with the program year.

Section 7.3: The Vice President of Membership. The Vice President shall serve as the chair of the membership committee. She/ he shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall perform such duties as the President may determine.

Section 7.4: The Secretary. The Secretary shall be responsible for the recording of the minutes of all meetings of the Chapter, for making all members aware of such meetings and shall be responsible for coordinating the activities related to the Chapter's newsletter. The Secretary shall keep applications and resumes of members as well.

Section 7.5: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. She/he shall perform such other duties as the President may determine.

Section 7.6: Core Leadership Area (CLA) Directors. Core Leadership Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year.

Section 7.7: Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

Section 7.8: President-Elect. At the request of the President or in his/her absence or disability, may perform any of the duties of the President. The President Elect is encouraged to attend the SHRM Leadership Conference.

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. 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 the 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 provide the Chapter with special ongoing services such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

Article IX Electronic Voting

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

Article X Statement of Ethics

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our members. Each 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 the approval from the Board of Directors.

Article XI
Parliamentary Procedure

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

Article XII
Amendment of Bylaws

The Bylaws may be amended by a majority vote of the members present at any meeting a quorum exists and in which required notice has been met, provided that such amendment shall be effective unless and until approved by the SHRM President/CEO or her/his designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM Bylaws. Any motion to amend the Bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

Article XIII
Chapter Dissolution

In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be donated to the SHRM Foundation.

Article XIV
Withdrawal of Affiliated Chapter Status

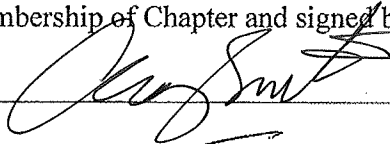
Affiliated Chapter status may be withdrawn by the President/CEO of SHRM or her/his designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons to such a proposal within thirty a (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 each body.

**Article XV
Terms Used**

As used in these Bylaws, 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.

Ratified by the Membership of Chapter and signed by: _____

Chapter President



Date 11-12-14

Approved by:

SHRM President/CEO
or President/CEO Designee



Date 9/24/14

