

# Florida Keys Society for Human Resource Management

## Chapter Bylaws

### ARTICLE 1 NAME AND AFFILIATION

#### Section 1.1: Name

The name of the Chapter is Florida Keys Society for Human Resource Management or Florida Keys SHRM or FLKSHRM or HR Florida Keys (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Florida Keys Society for Human Resource Management, Florida Keys SHRM, FLKSHRM or HR Florida Keys and not as SHRM or the Society for Human Resource Management.

#### Section 1.2: Affiliation

The Chapter is affiliated with the Society for Human Resource Management (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 2 PURPOSE

The purposes of this Chapter, as a non-profit organization, are:

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

8. to serve as an important vehicle for introducing human resource management professionals to SHRM;
9. to serve as a source of new members for SHRM; and
10. to serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

1. to be a recognized world leader in human resource management;
2. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
3. to be the voice of the profession on human resource management issues;
4. to facilitate the development and guide the direction of the human resource profession; and
5. to establish, monitor and update standards for the profession.

## **ARTICLE 3                      FISCAL YEAR**

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

## **ARTICLE 4                      MEMBERSHIP**

### Section 4.1: Qualifications for Membership

The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, 4.5, and 4.6 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, veteran's 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 Membership

Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated. All members are encouraged to become a National SHRM member in order to meet the Chapter affiliation requirement.

### Section 4.4: Professional Members

Professional membership shall be limited to those individuals who are (a) practitioners of human resource management at the exempt level for at least three years; (b) hold and 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 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.

#### Section 4.5: Associate Members

Individuals in non-exempt human resource management positions as well as 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. Associate members may vote or hold office in the Chapter.

#### Section 4.6: 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 4.7: Application for Membership

Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee. If at the time the individual seeking membership is not a SHRM member, the Chapter reserves the right to refuse membership of the individual. The Vice President of Membership will advise the applicant in writing of the refusal based on this reason and encourage the individual to seek dual membership with National SHRM and the Chapter. Nothing herein shall prevent the individual from attending meetings as a guest of a current FLKSHRM member a maximum of 2 times per year.

#### Section 4.8: Voting

Each Professional and Associate member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by the Board's appointed designee.

#### Section 4.9: Dues

Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Payment of dues shall be made annually and the anniversary date shall be January 1st of each year. Any newly joining annual members who join the Chapter after the anniversary date will have their dues prorated for the balance of the year.

Students pursuing a degree in the field of Human Resources shall have his or her annual membership fee waived. The chapter will waive the fee for a maximum of three students per year.

A portion of the annual chapter dues shall be waived for individuals who are members of both SHRM and this Chapter; the waived amount shall be established by the Board prior to the mailing of renewal notices. Proof of SHRM membership is required at the time of application and membership renewal.

#### Section 4.10: SHRM Membership

It is expected that all SHRM members continue their membership with SHRM and renew on an annual basis. If a FLKSHRM member does not renew his/her membership with SHRM and failure to do so would cause the Chapter to disaffiliate, the individual shall be removed from membership and be reimbursed for any meetings for the remainder of the calendar year. The Vice President of Membership shall inform the member in writing of the decision. Nothing herein shall prevent the (former) member from attending any future meetings as a guest of a current member.

## **ARTICLE 5                      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 for electing directors and officers, and for conducting other appropriate business shall be held in September or at such other time as determined by the Board of Directors.

#### Section 5.3: Special Meetings

Special meetings of members shall be held on call of the President and the Board of Directors. Chapter members wishing to hold a special meeting may direct his/her request to the President.

#### 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: Quorum



The majority of qualified voting members in attendance shall constitute a quorum for the purpose of Chapter business. The act of the majority of the Board of Directors shall be the act of the Board. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or by conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

## **ARTICLE 6                      BOARD OF DIRECTORS**

### **Section 6.1: Power and Duties**

The Board of Directors (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, President-Elect, Vice President of Membership, Treasurer, and Secretary.

### **Section 6.3: 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.

At least 30% of the Board members must be a current member in good standing with SHRM throughout the duration of their term of office.

### **Section 6.4: Election - Term of Office**

Officers and Directors shall be elected by the members at the annual meeting of the membership or at another meeting as determined by the Board, from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office on January 1st following ~~his/her~~ their election and shall hold office for two years or until their successor is elected and takes office. Elections shall take place every other year. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

### **Section 6.5: Vacancies**

Any vacancy because of death, removal, resignation, disqualification or otherwise, may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

**Section 6.6: Quorum.** A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which





the Chapter. They shall have such other powers and perform such other duties as the President may determine. The Vice President of Membership shall be a dual member of SHRM and the local chapter.

#### Section 7.4: 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. They shall be responsible for membership billing. They shall also perform such other duties as the President may determine.

#### Section 7.5: The Secretary

The Secretary shall be responsible for recording the minutes of all meetings of the Chapter and shall be responsible for making all members aware of such meetings. They in partnership with the President shall ensure that the SHRM Affiliate Program for Excellence (SHAPE) Planning Workbook and any other necessary documentation be submitted by the appropriate deadline.

#### Section 7.6: 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.

## **ARTICLE 8 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 are established by resolution of the Board of Directors.

### Section 8.3: Committee Chairpersons

Appointment of Chairpersons to committees is the sole responsibility of the President. The 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 Programs, etc.

## **ARTICLE 9 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 10                      STATEMENT OF ETHICS**

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter 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 11                      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 12                      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 their designee as being in furtherance of the purposes of 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 their designee.

## **ARTICLE 13                      CHAPTER DISSOLUTION**

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).



**ARTICLE 14**

**WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or their 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 10/20/2021

Approved by:

SHRM President/CEO or President/CEO Designee 

Date 5-22-20