

Bluegrass SHRM Chapter Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Bluegrass SHRM (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Bluegrass SHRM (Chapter name) 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

This Chapter is not organized for profit or to engage in any activity normally carried on for profit and will operate within the meaning of §501(D)(6) of the Internal Revenue Code of 1954. The purposes of this Chapter, as a non-profit organization, are:

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide a n arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. to provide a focus for legislative attention to state and national human resource management issues;
- vi. to provide valuable information gathering and dissemination channels;
- vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- ix. to serve as a source of new members for SHRM; and
- x. 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:

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

ARTICLE 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, 4.6, 4.7 and 4.8 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, sexual orientation, 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. The Chapter is made up of individual members; it has no corporate memberships. Succession to or transfer of membership is not permitted. It is the responsibility of each member to inform the Board of Directors of any circumstances that would indicate a change in membership status.

Section 4.4: 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 at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (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.

Section 4.5: Associate Members. Individuals who do not meet the above qualifications but who demonstrate a bona fide interest in Human Resource Management for the purposes of the Chapter are actively engaged in an entry-level HR position that is not covered in the Professional Membership requirements or are a member of SHRM. Associate members may only vote or hold office if they are members of SHRM

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 and who are not currently employed in a human resources role. Student members may not vote or hold office in the Chapter. Students who have graduated from a four-year or graduate institution may hold student membership for the lesser of the calendar year in which they graduate; or until they become employed.

Section 4.7: Retired Membership - Professional or Associate members with three or more years of Chapter membership who retire from their full-time employment will be designated as lifetime Retired Members without further payment of annual dues. Retired Members may not vote or hold office.

Section 4.8: Past-president Membership - All Past-presidents will be considered lifetime Professional members without further payment of annual dues. Past Presidents may vote or hold office as long as they retain Professional Member requirements or SHRM membership.

Section 4.9: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Director and approved by the Board of Directors 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 and membership dues are received. The Board of Directors may review the status of any current member and modify or cancel membership based on their determination that the individual does not meet membership standards. Membership in the Chapter maybe terminated for good cause by a two-thirds vote of the Board of Directors. It is the responsibility of the Board of Directors to ensure that a minimum of 30% of the chapter members are SHRM members to comply with SHRM requirements, and will amend the by-laws, with chapter approval to achieve the goal. All members are encouraged to join SHRM.

Section 4.9: Voting. Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 5.0: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the distribution of renewal notices. The Chapter's annual dues or changes to the dues shall be recommended by the Board of Directors and approved by the membership by majority vote. Bluegrass SHRM dues must be paid directly to BGSHRM. Annual dues for the Chapter are payable upon acceptance for membership or before the first Chapter meeting in January of each year for all current

members. Membership shall be terminated on March 15 of each year for nonpayment of annual dues. Dues are not refundable. Retired and Past-President members are not required to pay annual chapter dues. New or renewing members who are laid off during the application/renewal period may have their dues waived for the lesser of that calendar year or until they are gainfully employed.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the second Monday or Tuesday of each month or as otherwise determined by the Board of Directors. The Board of Directors shall establish the cost for members and nonmembers. There will be no regular meetings during July.

Section 5.2: Annual Meetings. The annual meeting of the members for 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: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 5.4: Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled 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, 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, Treasurer, and Business Manager.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include 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. Any Professional Member or Associate Member, who is a member of SHRM in good standing who has at least one year of membership in the Chapter, shall be eligible to hold office as an officer of Bluegrass SHRM. A nominee to the office of President-Elect must have first served a minimum of one year on the board. In cases where an Officer or Director position is vacated during the term or if no volunteer is nominated, the President may nominate a person to fill the vacant position with a majority vote of the current Board of Directors for approval.

Section 6.5: Election - Term of Office. Officers and Directors 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. The Nominating Committee shall present to the membership at the regular membership meeting in September the names of all candidates for each vacant Chapter office. Additional candidates may be nominated from the floor at the September meeting before the election. Elections shall take place at the October meeting. If there is only one candidate for each office the President may take a motion from the floor to accept the slate by voice vote. If there is more than one person standing for an office the membership shall vote by secret ballot for all the offices. Each office shall be elected on the basis of a majority of votes cast for that office. In the event a tie occurs during an election, a second vote for the top two leading candidates must be held until a candidate receives a majority. Each elected Officer and Director shall assume office during a transition meeting held in December following his/her election and shall hold office until his/her successor is elected and takes office. All Officer and Director terms are for two years with alternating election years.

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. Should the office of the President become vacant it will be filled by the President-Elect. The Business Manager shall call a special election to elect a new President-Elect if more than six months are left before the next general election. If any other office should become vacant, the President shall appoint a successor to fill the vacancy for the unexpired term, subject to the Board of Directors' approval.

Section 6.7: Board Meetings. The Board of Directors shall hold monthly meetings on dates and times designated by the President and communicated to the Board of Directors members in advance.

Section 6.8: 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 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 6.9: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. 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 of Directors.

Section 6.10: 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 of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE 7 DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Business Manager and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter 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. He/she 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 President-Elect. The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. He/she shall serve as Chair of the Program Committee. 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 shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office and have at least one year of membership in the Chapter. The President-Elect shall succeed to the office of President after a one year term as President-Elect.

Section 7.3: 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 and the accounts receivable function... The Treasurer shall submit a monthly financial report to the Board of Directors and the membership for review and shall perform such other duties as the Board of Directors may determine. An audit report will be submitted by the Audit Committee at the first Board of Directors meeting of each year and distributed to the membership by end of first quarter. He/She shall file annual tax filings as necessary based on revenues for the preceding calendar year.

He/she shall also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office and have at least one year of membership in the Chapter.

Section 7.4: The Business Manager. The Business Manager shall be responsible for the records of the Board of Directors and regular membership meetings, for all disbursements and shall also perform such other duties as the Board of Directors may determine. All disbursements except for petty cash will be by check. Checks shall require two signatures. All Officers with the exception of Immediate Past President shall be authorized to sign the Chapter's checks . The chapter requires the Business Manager to be a current member in good standing of SHRM throughout the duration of his/her term of office and have at least one year of membership in the Chapter.

Section 7.5: Membership Director. The Membership Director shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine. The chapter requires the Membership Director to be a current member in good standing of SHRM throughout the duration of his/her term of office and have at least one year of membership in the Chapter.

Section 7.6: Core Leadership Area (CLA) Directors. Core Leadership Area 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. CLA Directors may consist of Professional Development, Legislative Affairs, Public Relations, Website/Communications, Diversity & Community Outreach, Student Relations, Foundation, Workforce Readiness, Best Places to Work & State Conference Promotions.

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.

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 in addition to the Nominating Committee 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 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 9
ELECTRONIC VOTING**

Mail or electronic ballots can be used for the election of the Officers and Directors provided the Chapter has had at least one in-person meeting that year. Voting may take place by proxy via electronic ballot through the Bluegrass SHRM website. Members will be notified electronically when proxy voting will occur and the method in which to place their vote. Proxy voting will be limited to active members only and will be traceable by the website administrator.

**ARTICLE 10
STUDENT CHAPTERS**

Student SHRM chapters may affiliate with the Chapter subject to approval of the membership. Each student chapter must be sponsored by an active member of the Chapter. Student chapter members may attend regular Chapter meetings. The student chapter officers are eligible to attend at a reduced rate that will be determined annually by the Board of Directors. Other active student chapter members may be charged a reduced rate at the discretion of the Board of Directors.

**ARTICLE 11
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 12
POLICY STATEMENT**

The Society for Human Resource Management - Bluegrass Chapter is an Equal Opportunity organization without regard to race, color, religion, sex, sexual orientation, national origin, age, disability or veteran status in connection with, but not limited to, membership, committee appointments, and candidates for elective office. It is hereby made a parcel and a part of the Society for Human Resource Management - Bluegrass Chapter that the members of this Chapter shall keep expressions of members in confidence; that each member pledge himself or herself to keep the Chapter free from partisan influence, labor controversies, business solicitation at monthly meetings, and all other partisan or controversial matters; that the highest ethical and moral standards always be maintained and under all circumstances; and that each member shall

measure words and actions by what he or she would wish others to say or do if their positions were reversed.

ARTICLE 13
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 14
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 15
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 the SHRM Foundation or another such not-for-profit organization as may be decided by the membership at the time of dissolution.

**ARTICLE 16
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

**ARTICLE 17
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.

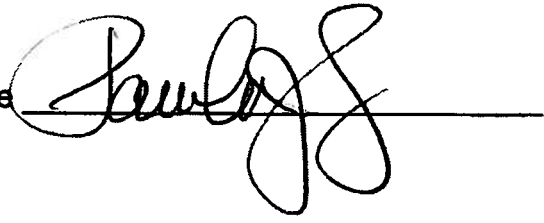
Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee Ratified by the Membership of Chapter and signed by:

Chapter President Tracy Mottford

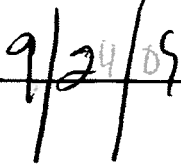
Date 11/17/09

Approved by:

SHRM President/CEO or President/CEO Designee

A handwritten signature in black ink, appearing to be "Paul G.", written over a horizontal line.

Date

A handwritten date "9/24/09" written over a horizontal line.