

SHRM Chapter Bylaws

ARTICLE 1 SHRM – DODGE COUNTY

Section 1.1: Name. The name of the Chapter is SHRM – Dodge County (herein referred to as the “Chapter”). To avoid potential confusion, the Chapter will refer to itself as SHRM – Dodge County 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”).

- A. As a SHRM affiliated chapter, the chapter is also a member of the Wisconsin State Council, serving on the Board of the State Council, and abiding by the State Council governance process and structure.

Section 1.3: Relationships. The Chapter is a separate legal entity from SHRM and from the Wisconsin State Council (who is a separate legal entity from SHRM, as well). The Chapter 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 or in the name of the Wisconsin State Council without the express written consent of the Wisconsin State Council.

Section 1.4: Domain use, Logo, Use of SHRM resources & brand, requirement of using “Affiliate of SHRM” logo. The Chapter agrees to follow SHRM Guidelines and be consistent with SHRM in its use of any/all electronic, printed, verbal, and all other types of media including but not limited to SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others.

Section 1.5: Zip Code Range. The service area (zip code ranges) for the chapter is listed in the Chapter Charter (“affiliation agreement”) and subsequent addendums, as appropriate. The service areas reference where the chapter is allowed to overtly solicit for members and event activity. Chapters may only hold events within their service area unless expressly granted by SHRM.

Section 1.6: Member Service Area. Should the Chapter desire to start a new chapter, sub-chapter, or add a Member Service Area (“MSA”), while affiliated with SHRM, the Chapter is required to have the expressed written consent of SHRM’s CEO/President or designee, which includes the approval of all governing documents associated with these organizations.

Section 1.7: *Service Area Modifications*. Should the Chapter wish to request a modification to the service area, request consideration to become a Member Service Area (“MSA”) or have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain approval from SHRM.

ARTICLE 2 PURPOSE

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, business acumen, managerial, public speaking and group decision-making skills;
- III. To provide an opportunity to interact and develop individuals new to the profession, student chapters, and all acting in a human resources related function or responsibility in the area;
- IV. To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- V. To provide an opportunity to focus on current human resource management issues of importance to our members;
- VI. To grow dual membership – members who are both SHRM Chapter and SHRM members;
- VII. To provide a focus on state and national workplace public policy issues;
- VIII. To provide valuable information gathering and dissemination channels;
- IX. To provide a pool of human resource management leaders for succession as volunteer leaders of the Chapter. State Council and of SHRM;
- X. To serve as an important vehicle for introducing human resource management professionals to SHRM;
- XI. To serve as a source of new members for SHRM; and
- XII. To serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports SHRM’s Purpose, Mission, and Vision:

- I. To be a recognized world leader in human resource management;
- II. To provide high-quality, dynamic and responsive programs and service to those with interests in human resource management;
- III. To be the voice of the profession on human resource management issues;
- IV. To facilitate and guide the development and direction of the human resource profession;
- V. To provide development, educational, and volunteer leadership training to members; and
- VI. To establish, monitor and update standards for the profession.

All actions of the chapter and that of members shall be in accordance with SHRM's Bylaws & Code of Ethics.

**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 the following sections 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.

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) 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; (e) full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession; and/or (f) 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. Professional members may vote and hold office in the chapter.

Section 4.5: 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 or via online application. All applications shall be reviewed by the Membership Chairperson 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.

Section 4.8: 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. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors.

Section 4.10: Discipline and Termination of Membership. Any member may be removed from chapter membership, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership.

This applies to all members, chapter paid staff, as well as volunteer and elected leaders.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Member Meetings. Regular, annual and special meetings of the members shall be held as determined by the Board of Directors. Meetings may be held in person or virtually.

Section 5.2: 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 5.3: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person, virtually, 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, virtually, 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 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, Past President, Treasurer, and Secretary.

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 Chairpersons of the Membership, Program and Media Committees. These shall constitute the governing body of the Chapter. If Co-Chairpersons are appointed for any or all of the committees, the Co-Chairperson(s) shall also be members of the Board of Directors. 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 their term of office. The chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of their term of office.

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. Each elected Officer and Director shall assume office on January 1, following his/her election and shall hold office for two (2) years or until their successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

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 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 6.8: 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 6.9: Removal of any elected or appointed chapter leader. Any elected or appointed chapter leader 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 chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from office.

Section 6.10: President and Officer Considerations: In consideration of the time, effort and dedication put forth by the Chapter President, following completion of their two-year term, annual Chapter membership fees shall be waived for the remaining years the President continues to be a Professional member in good standing.

SHRM membership for Chapter Officers shall be paid for by the Chapter each year during their term of office.

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 Secretary and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board. Although all members of the Board share in the governing and fiduciary responsibilities of the chapter. The Chapter is strongly encouraged to have at least one Board of Directors Member (“Volunteer Leader”) attend SHRM’s Volunteer Leader Business Meeting each year.

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. They 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. The President is responsible for the Chapter maintaining compliance with SHRM affiliate guidelines. They shall maintain liaison with SHRM throughout the duration of their term of office.

Section 7.2: The President-Elect. The President-Elect, at the request of the President or in their absence or disability, may perform any of the duties of the President. They shall have such other powers and perform such other liaison duties as the Board or the President may determine. They shall serve as a member 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. They 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 their term of office.

Section 7.3: Membership Chairperson. The Membership Chairperson shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. They shall have such other powers and perform such other duties as the President may determine.

Section 7.4: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all local, state, Federal, and other jurisdictional 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, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter.

Section 7.6: Core Leadership Area (CLA) and other 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. They 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. The Chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of their term of office.

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 Chairperson (or Co-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 Chapter needs.

Section 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, SHRM Foundation initiatives, Programs, Professional Development, Communications, Marketing/Public Relations, Government Affairs, 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 unless extenuating circumstances prevented the chapter from meeting in person.

**ARTICLE 10
STATEMENT OF ETHICS**

The Chapter adopts SHRMS'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. Members are advised to not actively solicit business from other members at Chapter meetings or events 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 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 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 in alignment with purposes of the Chapter.) Should the Chapter become an MSA of another (host) chapter, the Chapter would be dissolved. In this situation the dissolving Chapter funds shall be paid to the host 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 President/CEO or their designee 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 President/CEO or their designee, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM President/CEO or their designee may cause a new Chapter to be created, or 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.

Ratified by the Membership of Chapter and signed by:

Chapter President or designee:

Mary Vogl Rauscher

Printed Name:

Mary Vogl - Rauscher

Date:

10-18-23

Approved by:

SHRM President/CEO or designee:

Michael P. Artkov

Printed Name:

Michael P Artkov

Date:

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Chapter Contact Information

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