



WCASHRM

WEST CENTRAL ARKANSAS SOCIETY FOR
HUMAN RESOURCE MANAGEMENT

BYLAWS

SHRM CHAPTER NUMBER: 0467
CHARTER DATE: August 13, 1987
EFFECTIVE DATE: 9/27/2016

ARTICLE I - ORGANIZATION

- A. Name** - This organization shall be known as the West Central Arkansas Society for Human Resource Management, Inc. (herein referred to as the "Association") otherwise known as West Central Arkansas Society for Human Resource Management or WCASHRM, and shall predominantly function to benefit human resource professionals in the West Central area of the state of Arkansas.
- B. Governance** - The Association shall be governed by the voting membership in accordance with the Bylaws set forth herein.
- C. Legal Status** - The Association shall be incorporated and maintained with the State of Arkansas as a non-profit corporation.
- D. Political Affiliation** - The Association shall maintain complete neutrality with respect to all forms of party politics and governmental elections, but may take a stance regarding specific initiatives, regulations, policies, or legislation affecting the field of human resource management with the approval of the Executive Board.
- E. Professional Affiliation** - The Association shall maintain a formal relationship as an affiliate of the Society for Human Resource Management.

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 the express written consent of SHRM.

ARTICLE II – DEFINITIONS

For the purpose of interpreting and carrying out the intent of these Bylaws, the following terms shall be defined as noted below:

- A. "SHRM"** - The Society for Human Resource Management.
- B. "WCASHRM"** - The West Central Arkansas Society for Human Resource Management, Inc. otherwise known as West Central Arkansas Society for Human Resource Management or WCASHRM.
- C. "HRCI"** - The Human Resource Certification Institute.
- D. "Ex Officio"** - Non-Voting member.
- E. "Majority"** - Greater than 50% of the votes cast.
- F. "WCASHRM Policies and Procedures"** - The documented policies and administrative procedures of the Association approved by the Executive Board that are required to carry out the provisions of these Bylaws if not specifically addressed herein.
- G. "Executive Session"** - A meeting of the Executive Board or any committee where only the voting members of the body are permitted to be present.

ARTICLE III – PURPOSE

The aims and purposes of the Association shall be to:

- A. Actively support or oppose legislation or other matters based on employer needs and professional goals;
- B. Promote the profession of human resource management throughout the West Central Arkansas area;
- C. Strive for improved teamwork in the work environment;
- D. Support professional development of Association members, and encourage certification by SHRM, HRCI, and other organizations whose certification standards meet with the approval of the Executive Board of the Association.

ARTICLE IV - DISCRIMINATION

The race, religion, sex, age, national origin, handicap or any other protected class of any individual, group, or organization shall in no way influence any internal or external affairs of the Association.

ARTICLE V - MEMBERSHIP

- A. **Membership Categories and Qualifications** - Membership in the Association shall be granted to individuals based upon the following categories and their respective qualifications:
 - 1. **Professional Members** - Those persons who are employed with responsibility, or oversight in one or more of the following areas:
 - a) Employment, placement and human resource planning.
 - b) Education, training and development.
 - c) Compensation and benefits.
 - d) Health, safety and security.
 - e) Employee and labor relations.
 - f) Human resource research.
 - g) Individuals in non-exempt human resource positions but are responsible for assisting or actively involved in any of the above described areas.
 - h) Any other person who has an interest in HR or HR related duties.

Professional members shall pay dues, as required, may serve on the Executive Board, and may vote on affairs requiring a vote of the membership.

Professional membership status may be retained while in transition between employers if in accordance with the WCASHRM Policies and Procedures.

2. **Non-Practicing Professional** - Those persons who have previously fulfilled the qualifications for Professional membership, but do not qualify for Honorary membership.

Non-Practicing Professional members shall pay dues, but **may not serve on the Executive Board, and may not vote on affairs requiring a vote of the membership.**

3. **Student Members** - Those persons currently enrolled full-time in an undergraduate or graduate institution with a declared major in business administration or human resources management, as verified by the Chairman of that program of study.

Student Membership status shall remain valid for a period of twelve (12) months following graduation provided that Student Member dues are paid. Upon gaining full-time qualifying employment, a Student Member must apply for membership with the Association as a Professional Member.

Student members shall pay dues, but **may not serve on the Executive Board, and may not vote on affairs requiring a vote of the membership.**

4. **Honorary Members:**

- a) Those persons who have held paid Professional Membership status in the Association for at least ten (10) continuous years, and who no longer receive compensation for the practice of any activities defined as the qualifications for Professional Members.
- b) Those persons who are recognized by the Executive Board as having made an exemplary, personal, and non-self-serving contribution to the furtherance of the goals of the Association.

Honorary Members are exempt from the payment of dues, but **may not serve on the Executive Board, and may not vote on affairs requiring a vote of the membership.**

- B. **Application for Membership** - Each membership in the Association must be approved by the Executive Board following submission of a completed membership application and those membership dues, as required, in the WCASHRM Policies and Procedures to the Vice President for Membership for verification of qualifications.

C. Transferability

1. Membership granted where the membership dues have been paid from the personal funds of the member are not transferable to another individual.

2. Membership granted where the membership dues have been paid from funds of the member's employer may be transferred to another employee of the same employer, provided that the employee fulfills the qualifications for Professional membership.
3. Membership granted where the payment of membership dues have been waived for whatever reason may not be transferred.

D. Membership Period and Dues - Memberships in the Association are for the duration of the calendar year.

1. Initial memberships are effective on the date of approval by the Executive Board.
2. Memberships are renewable annually following the submission of a renewal form, as required, and the appropriate dues in accordance with the WCASHRM Policies and Procedures.
3. Dues must be submitted by March 31st of each year.
4. Dues may be pro-rated quarterly for those new Association members joining after the third (3rd) quarter of the year. The Board shall vote on the annual dues in the Fall of each year, and announce to membership thereafter.

E. Termination of Membership

1. Membership may be surrendered by any member of the Association at their own request.
2. Termination of the membership of a member may be requested by a minimum of 25% of the voting membership upon submission of the reasons therefore in writing to the entire Executive Board, along with the signatures of the members submitting the same.
3. Termination of membership may be initiated by the Executive Board for any cause, provided that the member is notified in writing of the specific and factual reason(s) for the proposed termination, and that such notice is given at least thirty (30) days prior to the final decision of the Executive Board, and provided that the member is afforded an opportunity for a formal hearing before a quorum of the Executive Board prior to final action.

Such hearing shall be conducted only with voting members of the Executive Board present, in addition to the member being considered and one (1) other person chosen by that member. The member under consideration shall be afforded copies of any and all records of such matter considered by the Executive Board at least forty-eight (48) hours prior to the hearing; however, no such records shall be maintained by the Association following their final decision, and no such records shall be made available to parties other than the member being considered without the written permission of that member. The minutes of the Executive Board shall only reflect that the membership of the member being considered was reviewed, and that their membership was either upheld or discontinued. Members of the Executive Board are prohibited from

discussing such proposed termination with any party outside of physical meetings of the Executive Board.

4. The laws of the State of Arkansas shall supersede any of the aforementioned procedures that may be in conflict with the provisions of this section.

ARTICLE VI - Executive Board

All day-to-day affairs of the Association that do not require a vote of the membership shall be determined and administered by a representative body to be known as the Executive Board in accordance with these Bylaws and the WCASHRM Policies and Procedures.

A. Powers and Duties - The Executive Board shall:

1. Enforce and recommend changes to these Bylaws.
2. Develop, document, approve, and enforce the WCASHRM Policies and Procedures related but not limited to:
 - a) Record Storage and Archiving
 - b) Financial Processing and Auditing
 - c) Budgeting and Expenditures
 - d) Membership
 - e) Nominations and Elections
 - f) Executive Board Job Descriptions
 - g) Investment of Association funds
3. Approve, disapprove, or terminate memberships in the Association.
4. Monitor and maintain the financial and legal integrity of the Association, including conducting an annual audit of Association finances for the previous fiscal year.
5. Determine the level and structure of membership dues, and such other revenue sources as are required to support the affairs of the Association.
6. Develop an annual budget for Association affairs.
7. Develop and administer activities and programs to further the aims and purposes of the Association.
8. Contract on behalf of the Association for those necessary goods, services, or personnel required to conduct its business affairs.

B. Composition - The members of the Executive Board shall each be Professional Members of the Association and shall include those elected Officers, Directors, and Non-Voting members as defined below:

1. **Officers - The Officers of the Association and their respective qualifications and duties shall be as follows:**

- a) **President** - The President must be a current member in good standing of SHRM throughout the duration of his or her term of office, and shall:
- 1) Prepare the agenda and preside at meetings of the membership and of the Executive Board.
 - 2) Direct the Association and supervise its affairs and business in accordance with these Bylaws and the WCASHRM Policies and Procedures.
 - 3) Enforce the Bylaws.
 - 4) Approve all expenditures of Association funds.
 - 5) Serve as an authorized signatory for all Association contracts, and for the expenditure, transfer, or investment of all Association funds.
- b) **President-Elect** - The President-Elect must be a current member in good standing of SHRM throughout the duration of his or her term of office, and shall:
- 1) Perform the duties of the President in his or her absence, or inability to serve.
 - 2) Have such other powers and perform other liaison duties as the Executive Board or the President shall determine.
 - 3) Perform an annual review of the Association Bylaws.
 - 4) Serve as an authorized signatory for the approved expenditure of all Association funds.
- c) **Secretary/Treasurer** - The Secretary/Treasurer shall have been a Professional member of WCASHRM for at least one (1) year immediately prior to assuming office and shall:
- 1) Record the minutes of all Executive Board meetings, and of those portions of Membership Meetings requiring a vote of the membership.
 - 2) Maintain current and accurate copies of the Association Bylaws and the WCASHRM Policies and Procedures.
 - 2) Maintain the financial records of the Association in accordance with generally accepted accounting principles and the WCASHRM Policies and Procedures. Collect and deposit all Association receipts. Pay all Association financial obligations and meet all State and Federal tax and reporting requirements in a timely manner.
 - 3) Arrange for the annual audit of accounts within thirty (30) days following the end of the fiscal year on December 31st in accordance with the WCASHRM Policies and Procedures.
 - 4) Serve as an authorized signatory for the approved expenditures, transfers, or investments of all Association funds.
- d) **Vice President for Membership** - The Vice President for Membership must be a current member of SHRM, shall have been a Professional member of WCASHRM for at least one (1) year immediately prior to assuming office, and shall:
- 1) Serve as Chairperson of the Membership Committee and select its members.
 - 2) Encourage growth of the chapter's membership.

- 3) Verify the qualifications of prospective members and present qualified applicants to the Executive Board for consideration.
 - 4) Count the Executive Board votes for the prospective members, and notify the applicant/ new member.
 - 5) Maintain the official membership roster utilizing the chapter's database system.
 - 6) Notify the membership of the annual dues renewal procedures, amounts, and deadlines. Notify members if they are delinquent in the payment of dues or other financial obligations to the Association and seek to collect the same.
- e) **Vice President of Programs** - The Vice President of Programs shall have been a Professional member of WCASHRM for at least one (1) year immediately prior to assuming office and shall:
- 1) Serve as Chairperson of the Program Committee upon election at the Annual Business Meeting and select its members at that time.
 - 2) Develop and implement the educational or social programs to be presented at monthly membership meetings, with the concurrence of the Executive Board.
 - 3) Apply for continuing educational credits for appropriate educational programs.
- f) **Immediate Past President** - The Immediate Past President of the Association shall serve on the Executive Board in an ex-officio capacity for a non-renewable term of one (1) year. In the event that the current President must vacate that office before the end of their first term, and is unable or unwilling to serve as Immediate Past President, their predecessor may finish the remainder of the calendar year as Immediate Past President.
2. **Directors** - One Director shall be elected by the Executive Board to develop and supervise activities of the Association for each subject area that is deemed necessary by the Executive Board to carry out the purposes of the Association and/or fulfill any requirements of SHRM. It is recommended that each Director shall solicit and select a committee of no less than two other Professional members to assist in the development and implementation of these activities, and shall serve as its Chairperson. Each Director shall be a Professional member of WCASHRM.
- C. **Nominations and Elections** - Beginning July 1st of each year, nominations for all Officer and Director positions shall be solicited from the approved Professional members of the Association by the President Elect, who shall confirm each nominee's desire to be considered for office. The President Elect may interview candidates, if necessary, to verify their qualifications, ability to serve, and record of past participation and service with the Association. Nothing shall be construed as to disallow the President Elect from consulting with other Professional members of the Association concerning the nominees. The ballot will be prepared as follows:
1. The ballot shall contain the names of all qualified candidates that the President Elect has determined could responsibly fulfill the duties for each Officer position. It shall be voted upon by the Professional membership of

the Association at the Annual Business Meeting of the Association in September.

Elections for Officers by the Professional membership, and elections for Directors by the Executive Board, shall both be held by written secret ballot and require a majority vote. Only signed absentee ballots will be accepted that are received prior to the vote. If no single candidate receives a majority of the votes cast, a runoff election will be held between the two (2) candidates who received the most votes. The newly elected Officers and Directors shall assume office on January 1st of the following year.

- D. **Terms of Office** - Each Officer and Director shall serve a one (1) year term of office and may be re-elected for two additional terms. Any vacancy in an Officer or Director position occurring during the year may be filled for the un-expired term with a qualifying member by the President upon majority approval of the entire voting membership of the Executive Board. Any Officer or Director who fills such an un-expired term shall be eligible for re-election to the same position for three (3) additional terms following the unexpired term.
- E. **Compensation** - All Officers and Directors shall serve without compensation.
- F. **Meetings** - The Executive Board shall meet at least four (4) times a year upon the call of the President.
 - 1. **Notice of Meetings** - Notice of all special and annual meetings to members of the Governing Body of any meeting shall be given at least two (2) days in advance, if by written notice delivered personally or by the facsimile transmission or by email. If notice is given by facsimile transmission, or email, such notice shall be deemed to be delivered upon transmission. Any membership may waive notice of any meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- G. **Quorum** - A majority of the entire voting membership of the Executive Board shall constitute a quorum for the transaction of business.
- H. **Removal of Executive Board Members** - An Officer or Director may be removed:
 - 1. Immediately by a two-thirds (2/3) vote of the entire voting membership of the Executive Board for the breach of any condition with respect to the Officer's job description where said Officer has failed to cure such breach within thirty (30) days of receiving written notice of the same from the President.
 - 2. Immediately at the election of the Officer upon written notice to the Executive Board.
 - 3. Immediately by a two-thirds (2/3) vote of the entire voting membership of the Executive Board for misconduct or failure by the Officer to maintain the SHRM Code of Ethics.

ARTICLE VII - COMMITTEES

- A. **Auditing Committee** - By December 31st of each year, the President shall appoint an auditing committee to audit the financial records of the organization following the close of the fiscal year. Members of the Auditing Committee shall all have demonstrated experience in managing the finances of a business entity. The Secretary/Treasurer shall serve as an ex-officio member of the committee.
- B. **Nominating Committee** - The President-Elect shall serve as the Chairperson of the Nominating Committee, if a committee is needed.

ARTICLE VIII - MEETINGS

- A. **Membership Meetings** - Meetings for the benefit of the general membership of the Association shall usually be held monthly, with the exception of December, on the last Tuesday of each month at 11:30 a.m. or as otherwise determined by the Board of Directors. Any other exceptions shall be announced at the previous meeting, posted on the Association website, and notification shall be sent to all members. The members of the Executive Board should arrive thirty (30) minutes prior to membership meetings.
- B. **Annual Business Meeting** - The Membership meeting held in September of each year, or at such other time as determined by the Board of Directors, shall include but not be limited to conducting the election of Association Officers, and presenting the financials to the membership.
- C. **Special Meetings** - Special meetings shall be held on call of the President, the Board of Directors or by members who have one-twentieth of the votes entitled to be cast at such meeting.
- D. **Notice of Meetings** - Notice of all special and annual meetings shall be given at least ten (10) days prior to the meeting. Notice of all regular meetings shall be given to all members at least seven (7) days prior to the meeting.
- E. **Quorum** - Members holding 10% of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.
- F. **Parliamentary Procedures** - Robert's Rules of Order are to apply to business transactions at all meetings.
- G. **Voting** - Mail ballots, electronic ballots, i.e. via Email, or by voice if the meeting is conducted via telephone conference or other electronic means, can be used for the election of officers and any other business of the Chapter, provided that the Chapter has had at least one (1) in-person meeting that year.

ARTICLE IX - FISCAL AFFAIRS

- A. Fiscal Year** - The fiscal year of the Association shall be from January 1 through December 31st.
- B. Savings** - Any unexpected savings incurred, or amounts not expended that were included in the budget for the current fiscal year shall not be used to initiate programs or activities that will result in an obligation, tradition, or precedent to incur further expenditures for the same activities in future years. The same shall apply to the use of any actual receipts that exceed 100% of the previous year income. At all times the Association shall maintain a liquid balance that is equal to or greater than all projected essential operating expenses and contractual obligations for the twelve (12) months hence.
- C. Reimbursement** - Any member of the Association may be reimbursed for reasonable expenses according to the WCASHRM Policies and Procedures when the same are for official business of the Association and when authorized by the Executive Board.

ARTICLE X - CONDUCT

- A. Code of Ethics** - WCASHRM adopts the SHRM Code of Ethics for members of the Association in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Association and SHRM.
- B. Rights to Make Claims** - Each member in consideration of his or her acceptance to membership in the Association expressly waives and relinquishes all rights to make claims of any kind against The Association or its Officers and/or Directors.

ARTICLE XI - DISSOLUTION OF THE CHAPTER - In the event that the Association is dissolved, any monies remaining in the treasury shall be used to pay any outstanding debt that the Association might owe, and the balance shall be distributed equally to post-secondary educational institutions licensed by the State of Arkansas who have accredited degree programs in Human Resource Management for the sole purpose of direct student scholarships to be awarded based upon the official policies and procedures of each such institution. Any physical assets of the Association shall be advertised for sale with the proceeds to be distributed in a like manner. The current Association President and Secretary/Treasurer will preside over the disbursement of these funds. Any provisions of this Article that are in conflict with any provisions of State or Federal law, including the Internal Revenue Code, that would in any way jeopardize the non-profit or tax-exempt status of the Association shall be superseded by said laws or Code, and the President and Secretary/Treasurer shall cause the assets of the Association to be distributed in such a way as to be in compliance with said laws or Code.

ARTICLE XII - BYLAWS - These Bylaws may be amended by the approval of a two thirds (2/3) affirmative vote of those voting members present at any membership meeting at which a quorum is present, provided that notice of the proposed amendment is distributed to all voting members and the amendment is made available at least two (2) weeks prior to such meeting. Amendments may be submitted to the membership for consideration by the Executive Board, or by 10% of the signed voting membership. Otherwise, these Bylaws and any subsequent amendments shall be adopted in accordance with any procedures required in order to fulfill the requirements of SHRM, to include that no amendment shall be effective unless and until approved by the SHRM

President/CEO or his or her designee as being in furtherance of the purposes of SHRM and not in conflict with SHRM Bylaws.

ARTICLE XIII - WITHDRAWAL OF AFFILIATED CHAPTER STATUS - Affiliated Chapter status may be withdrawn by the President/CEO of SHRM or his or 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 the 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.

Approved by:

 8/17/16
SHRM President/CEO or President/CEO Designee Date

Ratified by the Membership of Chapter and signed by:

 9/27/2016
Chapter President Date

