

SOCIETY FOR HUMAN RESOURCE MANAGEMENT OF GREATER ST. LOUIS BYLAWS

ARTICLE I. NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Society for Human Resource Management of Greater St. Louis (herein referred to as the "Chapter" or "SHRM St. Louis"). It is registered in this name as a not-for-profit corporation in the State of Missouri. To avoid potential confusion, the Chapter will refer to itself as SHRM St. Louis 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.

As a SHRM affiliated Chapter, the Chapter is also a member of the Missouri SHRM State Council, serving on the Board of the State Council and abiding by the State Council governance process.

Section 1.4: Use of SHRM Domain, Logo and Brand. The use of SHRM's Domain, Logo and Brand, or the requirement of using an "Affiliate of SHRM" logo, must be consistent with SHRM policies, procedures and practices. Any deviation from such policies, procedures and practices requires written approval from SHRM's CEO/President or designee.

Section 1.5: Starting or affiliating with other groups. The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) before the Chapter legally affiliates through the governance process with other groups or starts other groups or subchapters while affiliated with SHRM.

Section 1.5a: The Chapter may initiate, facilitate or engage in mutually beneficial business relationships that further the Chapter's business or mission objectives to the extent these business relationships are not in conflict with Section 1.5.

Section 1.6: Approved Service Area. The approved 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 i) members and ii) event activity. Chapters may only hold physical events within their approved service area unless the Chapter obtains written approval of SHRM's CEO/President or designee.

Section 1.7: Member Service Area. The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing

documents associated with these organizations) prior to the Chapter starting a new Chapter, sub-chapter, or adding a Member Service Area (“MSA”) to an approved service area, while affiliated with SHRM.

Section 1.8: *Approved Service Area Modifications*. Should the Chapter wish to request a modification to the Approved 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 written approval from SHRM’s CEO/President or designee.

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, managerial, public speaking and group decision-making skills;
- iii. to provide an 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 professional 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 interest 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 fiscal year beginning July 1st and ending June 30th.

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 under federal, state or local laws.

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. Practitioner Members. Practitioner membership shall be open to those individuals who are engaged as one or more of the following: (a) the profession or practice of human resource management at any level; (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/or (d) individuals in transition within the practice of human resource management. Practitioner members may vote and hold office in the Chapter.

Section 4.5: Vendor/Consultant Members. Vendor/Consultant membership shall be open to those individuals who are engaged as one or more of the following: (a) full-time consultants practicing in the field of human resource management; (b) full-time attorneys in counseling and advising clients on matters relating to the human resource profession; (c) individuals who work for vendor firms that have an interest in the human resource management profession; and/or (d) 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. Vendor/Consultant members may vote and hold office in the Chapter.

Section 4.6: Student Members. Individuals who are (a) enrolled as full-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least twelve (12) 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; (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 of Directors or their designee. The concentration of the membership shall be such that no more than twenty percent (20%) are in the Vendor/Consultant member category. The Board of Directors reserves the right to decline Vendor/Consultant member applications if, by accepting the member application, the concentration of Vendor/Consultant members exceeds twenty percent (20%). 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 Regular and Vendor/Consultant 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 Executive Director, or another neutral party appointed by the President.

Section 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the distribution of renewal notices. Resignation, expulsion or other voluntary or involuntary withdrawal from the Chapter shall not be accompanied by any refund of dues or other monies, nor shall it relieve the resigning or expelled member from payment of dues or other monies which became payable while the member was in good standing.

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

ARTICLE 5. MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held in person or virtually.

Section 5.2: Annual Meetings. The annual meeting of the membership for electing Directors and Officers and conducting other appropriate business shall be held in November or at such other time as determined by the Board of Directors. Such meetings may be held in-person or virtually.

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. Such meetings may be held in-person or virtually.

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. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the board.

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 and Immediate Past President.

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 the Vice President of Administration & Finance, Vice President of Communication Strategy, Vice President of Community & Belonging, Vice President of Membership & Engagement, Vice President of Education & Professional Development. All Core Leadership Areas established by SHRM shall be represented by the Board of Directors. Should new Core Leadership Areas be established by SHRM, those shall be represented by current Board members of the Chapter until a new Director position is created and elected according to procedures specified in Section 6.5 of this Article. These shall constitute the governing body of the Chapter. The Director of Membership must be a current member in good standing of SHRM throughout the duration of his/her term of office. If the Chapter has a designated Certification Director role, the person holding this role must be a current member in good standing of SHRM and SHRM certified.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Practitioner or Vendor/Consultant 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. The Chapter also requires that the President-Elect be a current member in good standing of SHRM throughout the duration of his/her term of office. The Chapter further encourages that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5: Election - Term of Office. Board members 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. Each elected Officer and Director shall assume office on January 1 following his/her election. Officers shall hold office for one year or until his/her successor is elected and takes office. Directors shall hold office for two years or until his/her 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 and may serve in no more than three (3) Director positions before selection as President-Elect.

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 Practitioner member or Vendor/Consultant 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 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. Prior to the vote, the Chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from elected or appointed role. SHRM reserves the right to remove any elected or appointed Chapter Leader (*Director, Officer, Committee Chair, Committee Member, or other*) from office who has demonstrated actions that are inconsistent with the chapter bylaws, the chapter charter or operating guidelines.

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 Vice President of Administration 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 authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. He/she shall oversee the activities of the legislative affairs and coordinate these activities with the Missouri State Council legislative affairs activities.

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. As the designated SHRM liaison, he/she shall appoint the chair(s) of the SHRM Liaison Committee(s) and shall direct and assist in the development of activities that are consistent with the goals of serving the professional and advancing the profession as established by the Chapter, SHRM and the SHRM Foundation. The president-elect is encouraged to attend the annual SHRM Leadership Conference and SHRM Missouri State Council meetings. The Chapter requires the president-elect to be a current member in good standing of SHRM during his/her entire term of office. The president-elect or designee is strongly encouraged to attend the SHRM's annual volunteer planning session.

Section 7.3: Vice President of Administration & Finance. The Vice President of Administration shall appoint the chair(s) of the Administration Committee(s). He/she shall direct and assist in the administration of activities (chapter management supervision, finance and vendor relations) that are consistent with the administrative goals of serving the professional and advancing the profession as established by the Chapter and SHRM. The Vice President of Administration, together with the Chapter Administrator, shall be responsible for the financial affairs, including membership billing, 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. The Vice President of Administration, together with the Chapter Administrator, shall be responsible for recording the minutes of all meetings of the Chapter and for making all members aware of such meetings. He/she shall have

such other powers and perform such other duties related to administration as the President may determine.

Section 7.4: The Vice President of Membership & Engagement. The Vice President of Membership & Engagement shall appoint the chair(s) of the Membership Committee(s). He/she shall direct and assist in the development of activities to encourage Chapter and SHRM membership retention and growth and, together with the Chapter Administrator, shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties related to membership as the President may determine. The Vice President of Membership & Engagement must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: The Vice President of Education & Professional Development. The Vice President of Programs shall appoint the chair(s) of the Programs Committee(s). He/she shall direct and assist in the development of activities that are consistent with the goals of serving the professional and advancing the profession as established by the Chapter and SHRM. He/she shall direct and assist in the development of activities (certification, college relations, mentoring and scholarships) that are consistent with the goals of serving the professional and advancing the profession as established by the Chapter and SHRM. He/she shall have such other powers and perform such other duties related to programs as the President may determine.

Section 7.6: The Vice President of Communication Strategy. The Vice President of Communications shall appoint the chair(s) of the Communications Committee(s). He/she shall direct internal (publications and website) and external (public relations and media) communications and liaison activities that are consistent with the goals of serving the professional and advancing the profession as established by the Chapter and SHRM. He/she shall have such other powers and perform such other duties related to communications as the President may determine.

Section 7.7: The Vice President of Community & Belonging. The Vice President of Community and Belonging shall appoint the chair(s) of the Advocacy and Empowerment Committees. He/she shall direct and assist in the development of activities that are consistent with the goals of serving the professional and advancing the profession as established by the Chapter and SHRM. He/she shall have such other powers and perform such other duties related to workforce issues as the President may determine.

Section 7.9: SHRM Core Leadership Areas (CLA). Core Leadership Areas identified by SHRM shall be represented among the officers of the Chapter Board of Directors. When SHRM changes its CLA designations, the President shall ensure Board representation of the CLA by reassignment of duties among current officers. New officer positions may be determined necessary and added through the normal election process as outlined in Article 6 of these Bylaws. All Board officers are responsible for awareness sessions and initiatives in the particular CLA as determined by the President and the Board. If there is a dedicated Certification CLA lead, this lead must be a SHRM member in good standing for the duration of his/her term of office and be SHRM certified.

Section 7.10: Past President. The Past President serves as an advisor to the President, and fulfills such duties as requested by the President and/or Board of Directors. He/she shall direct and assist in the development of community service activities that are consistent with the goals of serving the professional and advancing the profession as established by the Chapter and SHRM. In the event the immediate Past President vacates the position in the Board, the position shall be filled by the most recent Past President who will accept the position.

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 responsibility of the Board Officer who has oversight over the particular committees. The Chairperson and the Board Officer(s) 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 all the voting by chapter members including but not limited to the election of officers, provided the Chapter has had at least one in-person meeting that year.

ARTICLE 10. STATEMENT OF ETHICS

Section 10.1: Code of Ethics. The Chapter adopts the SHRM Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter to promote and maintain the highest standards among its members. Each member shall honor, respect, and support the purposes of this Chapter and of SHRM.

Section 10.2: Non-Solicitation. 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 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, including Procedures for Small Boards 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 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 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 501(c) organization in alignment with the purposes of the chapter). Should a chapter become a Member Service Area (as noted in Section 1.7 and 1.8) of another chapter, the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be paid to the successor chapter.

ARTICLE 14. WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEO of SHRM of 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 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.

These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

SHRM of Greater St Louis Bylaws ratified by the membership and signed by:

Chapter President: Katie I Magoon

Printed name: Katie I Magoon

Date: 10/15/2024

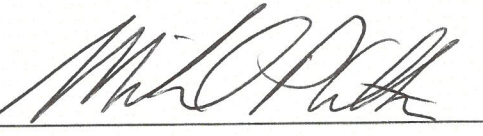
Chapter mailing address: 2650 S. Hanley
St Louis MO 63144

Chapter primary email address (if applicable): shrmstl@gabs.com

President's email: katie@peoplesolutionscenter.com

President's phone: 314.308.3224

Approved by:

SHRM President/CEO or President/CEO Designee: 

Printed name: Michael P Aitken

Date: 11/29/2024