

**CONSTITUTION AND BYLAWS
OF
THE WILLIAMSON COUNTY HUMAN
RESOURCE MANAGEMENT ASSOCIATION, INC.**

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CONSTITUTION AND BYLAWS OF
THE WILLIAMSON COUNTY HUMAN
RESOURCE MANAGEMENT ASSOCIATION, INC.

ARTICLE I
Name and Affiliation

1.01 Name. The name of the Chapter is "The Williamson County Human Resource Management Association, Inc." hereinafter referred to as "WCHRMA".

1.02 Affiliation. The Chapter is affiliated with the Society for Human Resource Management (hereinafter referred to as "SHRM"). Membership must be maintained at a level of 30% national SHRM members, but no less than 10 SHRM members in order to sustain the affiliation.

ARTICLE II
Membership

2.01 Qualifications for Membership. The qualifications for membership in WCHRMA shall be as stated in Sections 2.02, 2.03, 2.04, 2.05 and 2.06 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 or disability. Memberships are individual and are not transferable to other individuals.

2.02 Professional Members. Membership shall be limited to (a) those individuals actively engaged in a bona fide human resources administration position for at least three years and who devote at least 50% of their time to personnel, human resources or industrial relations functions; (b) faculty members holding an assistant, associate or full professor rank in personnel, human resources or industrial relations of their specialized phases at an accredited college or university and who possess at least three years of responsible experience at this level of teaching; (c) full-time consultants with at least 3 years experience in the field of human resources management and who maintain membership in the SHRM.

2.03 Associate Members. Individuals who do not meet the general member category, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter.

2.04 Affiliate Members. An Affiliate Member is a member who is affiliated with a company that offers a human resource-related service or product for profit such as relocation services, benefit plans, legal services, employment, temporary placement, etc. Affiliate members are extended all courtesies of the Association including the right to vote, chair a committee and hold an elected office. However, Affiliate members may not comprise more than 15% of elected officers.

2.05 Reserve Members. A Reserve Member is an individual in one of the following categories:

- a. WCHRMA member in good standing during previous year but currently not employed in human resources and currently not eligible for Professional, Associate or Affiliate membership.
- b. A current member of another SHRM-affiliated chapter with an interest in dual chapter membership with WCHRMA.

2.06 Student Members. Individuals who are actively enrolled in degree programs at the college or university level with an emphasis on human resources. Student members may not vote and may not hold office in the Chapter.

2.07 Application for Membership. Application for membership shall be on the WCHRMA application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by WCHRMA's Board of Directors.

2.08 Special Restrictions. If at any time it becomes apparent, through investigation by the Board of Directors that an individual has joined the Association without meeting the criteria specified for the appropriate class of Membership, the Board of Directors reserves the right to take action to discontinue the individual(s) from WCHRMA membership at any time without the refund of dues.

2.09 Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Any member of WCHRMA shall be delinquent in dues if the dues are not received by the principle office of WCHRMA within thirty (30) days after receipt of notice by the member. The member shall be notified of such delinquency and have thirty (30) days in which to respond to the delinquency charge. Being delinquent under this section is cause for membership removal as stated in these Bylaws. No dues shall be refunded for any reason; unless proof is provided of clerical, mathematical, or duplication errors.

2.10 Membership in SHRM. WCHRMA members are strongly encouraged to apply for membership in the Society for Human Resource Management (SHRM). Membership in SHRM may be mandatory for some levels of membership or to hold certain offices.

2.11 Membership Year. The membership year in WCHRMA shall be the calendar year.

ARTICLE III Meetings of Members

3.01 Regular Meetings. Regular meetings of the members shall be held at a time and place as planned by the Programs Committee and reviewed by the Board of Directors. The President will establish meetings of the Board of Directors on dates determined by the Board of Directors.

3.02 Special Meetings. Special meetings of members may be called by the President, a majority of the Board of Directors or by a majority of the members entitled to cast votes at such meeting.

3.03 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.

3.04 Quorum. Members in good standing and who are eligible to vote and are in attendance at any meeting for which the voting membership has been duly notified, shall constitute a quorum for the transaction of business at a regular or special meeting of the Association.

3.05 Guest Attendance. Members are encouraged to bring guests to meetings. Guests will pay the registration fee established by the Executive Officers. Guests are prohibited from solicitation at the meetings, either orally or through printed material, unless approved in advance by the Board of Directors.

ARTICLE IV Board of Directors

4.01 Number. The initial Board of Directors shall consist of the elected officers and the Immediate Past President. The following shall be members of the Board of Directors and be elected officers of the chapter: President, President-Elect, Secretary, Treasurer, Vice President of Membership, Vice President of Programs and Vice President of Communications. Three additional members may be elected from among the eligible membership as members of the Board of Directors.

4.02 Qualification. All candidates for the Board of Directors must be Members of WCHRMA in good standing at the time of nomination or appointment. The President must be a current member in good standing with WCHRMA and SHRM. Board members may not be elected to serve more than two (2) consecutive terms in the same position.

4.03 Election- Term of Office. Directors shall be elected by the members at a meeting of the membership between September and November. The proposed slate of officers will be selected by a nominating committee appointed by the Board of Directors and chaired by the President-elect. Each elected Director shall assume office on January 1 following his/her election and shall hold office for 1 year or until his/her successor is elected and takes office. A Director may succeed himself/herself no more than once.

4.04 Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The subsequent withdrawal of Directors shall not affect a quorum. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

4.05 Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Articles of Incorporation or Bylaws. A Member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Board of Directors.

4.06 Vacancies. Any vacancy in the Board may be filled for the un-expired term by the President with consent by the Board of Directors.

4.07 Removal. Any director or officer may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the then entire Board of Directors at a duly constituted Board of Directors meeting.

ARTICLE V Duties and Responsibilities

5.01 The President. The President shall be the President of the Board of Directors and preside at the meetings of the Association and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of WCHRMA. He/she shall maintain liaison and be a current member in good standing with SHRM.

5.02 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.

5.03 Vice President of Programs. The Vice President of Programs shall serve as the Chairperson of the Programs Committee. The responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and seminars sponsored by the Chapter as determined by the President and the Board.

5.04 Vice President of Membership. The Vice President of Membership shall coordinate and oversee the recruitment and admission of new members to the Association; ensure that the membership provisions of these By-Laws are followed correctly; and chair the activities of the Membership Committee.

5.05 Secretary. The Secretary shall be responsible for recording the minutes of all meetings of WCHRMA, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the printing and distribution of the Chapter's newsletter.

5.06 Treasurer. The Treasurer shall be responsible for the financial affairs of WCHRMA. The Treasurer shall be authorized to sign checks on the Association's bank account, provided however that checks in excess of \$1,000 must be signed by both the President and the Treasurer. The Treasurer shall ensure the receipt and deposit of monies of the Association in a bank account approved by the Board of Directors; keep an itemized record of receipts and disbursements; make disbursements by check; and render monthly financial statements and an annual report to the Board of Directors. The Board of Directors may authorize the Treasurer to make certain recurring disbursements without further specific approval; other disbursements may be made upon the approval of the President. The Treasurer shall report to the Board of Directors monthly and the general membership once per year. He/She shall also arrange for the

annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine.

5.07 Vice President of Communications. The Vice President of Communications shall serve as the Chairperson of the Communications Committee. The Vice President of Communications will be responsible for providing timely and comprehensive information and other matters of interest about the chapter to its members as well as the external public. He/she will create and maintain a favorable image of the chapter by overseeing and managing marketing and public relations activities of the chapter. This position will be responsible to guide the following activities: management of the chapter website, regular publication of newsletter, drafting and maintenance of promotional materials, regular promotional activities of the association, assist with special events advertising.

ARTICLE VI Committees

6.01 Authority and Responsibility. The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all planning and procedure matters. Actions of the Executive Committee shall be approved by the Board of Directors by mail or at the next Board meeting.

6.02 Executive Committee Composition. The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer, Vice President of Programs, Vice President of Membership, Vice President of Communications and Immediate Past President.

6.03 Committee Organization. Appointments to committees are the sole responsibility of the President. The Executive Committee 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.

6.04 Committee Activity. Committees are established to provide the Chapter with special ongoing services such as Programs, Membership, Communications, Education, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, etc.

ARTICLE VII Statement of Ethics

The WCHRMA adopts SHRM's 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 Chapter and 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 Association meetings or through the use of information provided to him/her as a member of the Chapter without the approval from the Board of Directors.

ARTICLE VIII Amendment of Constitution and Bylaws

8.01 Amendments to Articles. The Articles of WCHRMA may be amended by a majority vote of the members present at any meeting of the Association, provided notice of the proposed amendment has been received by the Board of Director and published to all members at least two weeks prior to the regular board meeting or a special board meeting called by the President. A copy of all amended Bylaws shall be forwarded to SHRM before amendment. 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.

8.02 Voting. Voting on all Articles and Bylaws amendments shall be by written or roll-call ballot.

8.03 Amendments to Bylaws. The Constitution and Bylaws of WCHRMA may be amended by a majority vote of the current members at a regular or special meeting, provided a written copy of the proposed change is distributed to each member at least ten (10) days prior to the date of the meeting in which the amendment is to be considered. If no such notice is given, the Bylaws may be amended at a regular meeting by a two-thirds (2/3) vote of the current members present.

8.04 Effective Date. Unless otherwise provided by the amendment, the amendment shall become effective immediately upon adoption.

8.05 Suspension of Bylaws. The Bylaws of this Chapter may never be suspended.

ARTICLE IX Finance

10.01 Fiscal Period. The fiscal year of WCHRMA shall begin January 1st and end December 31st.

10.02 Budget. The Board shall adopt an annual operating budget covering all activities of WCHRMA. The Treasurer shall furnish the Board, within thirty (30) days following the end of each fiscal period, a financial report for the year just completed.

10.03 Audit. The WCHRMA Budget and Finance Committee shall periodically select an accountant to conduct an independent audit of WCHRMA accounts and submit such report to the Board of Directors.

ARTICLE XI Dissolution

11.01 Dissolution. WCHRMA shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to the members of the Society or its Board of Directors. On dissolution of WCHRMA any funds remaining shall be contributed to the SHRM Foundation.