



El Paso Society
For Human Resource Management
Constitution and Bylaws



EPSHRM Constitution and Bylaws
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EPSHRM Constitution and Bylaws

ARTICLE 1

NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is The El Paso Society for Human Resource Management (herein referred to as the "Chapter" or "EPSHRM"). To avoid potential confusion, the Chapter will refer to itself as EPSHRM and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation.

The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.3: Relationships.

The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2

PURPOSE

The purposes of this Chapter, as a non-profit organization, are:

- to provide a forum for the personal and professional development of our members;
- to provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills;
- to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- to provide an opportunity to focus on current human resource management issues of importance to our members;
- to provide a focus for legislative attention to state and national human resource management issues;
- to provide valuable information gathering and dissemination channels;
- to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- to serve as an important vehicle for introducing human resource management professionals to SHRM;
- to serve as a source of new members for SHRM; and
- to serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- to be a recognized world leader in human resource management;

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

ARTICLE 3
FISCAL YEAR

EPSHRM's fiscal year shall mirror the calendar year and run from January 1 through December 31.

ARTICLE 4
MEMBERSHIP

Section 4.1: Qualification for Membership.

The qualifications for membership in EPSHRM shall be as stated in sections 4.3, 4.4, 4.5, 4.6, and 4.7 of this Article. Persons possessing the necessary qualifications may, upon approval of the Vice President of Membership, be admitted to membership in EPSHRM. To achieve the mission of EPSHRM, there shall be no discrimination in individual memberships because of race, religion, gender, age, national origin, disability, veteran's status, sexual orientation, ancestry, genetics, or any other legally protected class.

Section 4.2: Non-transferability of Membership.

Membership in EPSHRM is neither transferable nor assignable.

Section 4.3: Individual Membership.

Membership in EPSHRM 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. certified by an HR credentialing agency;
- 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 experience practicing in the field of human resource management; and/or
- e. full-time attorneys with experience in counseling and advising clients on matters relating to the human resource profession.

Professional members may vote and hold office in the Chapter.

Section 4.5: Associate Members.

Individuals 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 EPSHRM.

Associate Members may not vote or hold office in the Chapter.

Section 4.6: Student Members.

Individuals who are:

- a. enrolled either as full-time or part-time students, at freshman standing or higher;
- b. enrolled in the equivalent of at least six (6) credit hours;
- c. enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university, which provides for automatic acceptance of the community college students into the four-year college or university;
- d. able to provide verification of a demonstrated emphasis in human resource management subjects, and
- e. able to provide verification of the college or university's human resources or related degree program.

Student Members may not vote or hold office in the Chapter and shall retain student status until the end of their membership year.

Section 4.7: Honorary and Retired Lifetime Members.

Any member in good standing, who has held the office of President for 12 consecutive months, may be awarded by the Executive Board an Honorary Lifetime Membership. This membership is prior to one becoming a Retired Lifetime Membership. Any member in good standing who meets the eligibility requirements as a General Member may, at the time of retirement from active employment, apply for membership as a Retired Lifetime Member. Annual applications must be submitted and approved by the Vice President of Membership. The Vice President of Membership will submit changes to Honorary and Retired Lifetime Membership to the Executive Board for review.

Section 4.8: Application for Membership.

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

Section 4.9: Voting.

Each Professional, Honorary, or Retired Lifetime member shall have the right to cast one vote on each matter brought before a vote of the membership. Associate and Student members are not eligible to vote. Written votes shall be tallied by the Executive Board.

Section 4.10: Dues.

Annual membership dues shall be established for the next calendar year by the Executive Board and published to the membership prior to November 1. Annual chapter dues shall be reduced for individuals who are members of both EPSHRM and SHRM. Annual chapter dues shall be waived for Student, Honorary, and Retired Lifetime members.

Section 4.11: Terms of Membership.

Each member of EPSHRM shall agree, through application for membership, to the terms and conditions of this Constitution and Bylaws and promote its objectives to the best of his or her ability. Members may not solicit their services to the membership without prior approval of the Executive Board.

Section 4.12: Membership Cancellation.

Members whose dues remain in arrears after thirty (30) days will have their continued membership reviewed and canceled by the Vice President of Membership, unless otherwise approved by the Executive Board. Members who violate the Code of Ethics may have their membership canceled by the Executive Board.

Section 4.13: Reinstatement.

Any person seeking reinstatement to EPSHRM following membership cancellation and/or membership revocation must receive a majority vote of the Executive Board.

ARTICLE 5

DUES, LEVIES, AND OTHER EXPENSES

Section 5.1: Dues.

- a. Amount – The individual member dues shall be established for the next calendar year by the Executive Board and published to the membership prior to November 1. Dues are payable on an annual basis. A Professional or Associate Member shall be considered a member in good standing if membership dues and fee are current.
- b. Collection of Dues – The Vice President of Membership shall be responsible for sending annual dues statements to members thirty (30) days prior to expiration. Dues must be received on or before the first membership meeting following anniversary date. No dues or fees are refundable.

Section 5.2: Levies.

The Chapter recognizes the need to remain progressive by offering educational and networking opportunities to its Officers, Directors, and Chairpersons. EPSHRM may pay the reasonable expense for travel, lodging, and conference fees of a representative of EPSHRM to attend the following meetings and/or conferences, based on chapter finances and the approval of the Executive Board.

- a. Texas State Council Meetings – Texas State Council meetings may be attended by the President or another officer if the President cannot attend.
- b. National SHRM Conference – The National SHRM conference may be attended by the President or another officer if the President cannot attend.
- c. Texas State Conference/HR Southwest – The Texas State SHRM conference (also known as HR Southwest) may be attended by the President or another officer if the President cannot attend.
- d. National SHRM Volunteer Leaders' Summit (formerly known as the SHRM Leadership Conference) – The Volunteer Leaders' Summit may be attended by the President-Elect and Vice President of Programs (President and President-Elect for the upcoming year).

- e. National SHRM Legislative Conference – The Legislative Conference may be attended by the Legislative Representative, a member of the Executive Board, or another designated representative if the Legislative Representative cannot attend.

Section 5.3: Other Expenses

Other professional development expenses shall be paid as approved by the Executive Board. Approval of disbursements must be recorded in the minutes of the Executive Board and published to the membership.

ARTICLE 6

MEMBER MEETINGS

Section 6.1: Regular Meetings.

Regular membership meetings shall be held on the fourth Wednesday of each month or as otherwise determined by the Executive Board. The Executive Board may, with at least one-week prior notice to the membership, change the date or location of any regular meeting.

Section 6.2: Annual Meetings.

The annual meeting of the members for electing Officers and Directors, and conducting other appropriate business shall be held in September or at such other time as determined by the Executive Board.

Section 6.3: Special Meetings.

Special membership meetings shall be held on call of the President, the Executive Board, or by members having one-tenth of the votes entitled to be cast at such meetings.

Section 6.4: Notice of Meetings.

Notice of all meetings shall be given to all members at least two weeks in advance. Notice of regular meetings shall also be given to all members at least one week prior to the meeting.

Section 6.5: Executive Board Meetings.

The Executive Board shall meet monthly at a time and place designated by the Executive Board. The President may change the date or time of an Executive Board meeting. A special meeting of the Executive Board may be held at any time at the request of the President or a majority of the members of the Executive Board.

Section 6.6: Guest Attendance.

Members are encouraged to bring guests to meetings but no guest shall be entitled to vote, hold office, or otherwise enjoy membership privileges until such time as membership has been applied for and approved by the Vice President of Membership.

Section 6.7: Officer Attendance at Meetings.

The officers of EPSHRM are required to attend all regular membership, Executive Board meetings, and Quarterly Strategic Meetings. An officer missing any combination of three regular membership or Executive Board meetings shall report to the Executive Board concerning the absences. The Executive Board will have the option to request the officer's resignation in the event the duties and responsibilities of the office are not being fulfilled.

Section 6.8: Director Attendance at Meetings.

The directors of EPSHRM are required to attend all regular membership and Quarterly Strategic Meetings and are encouraged to attend monthly Executive Board meetings where they may present an agenda item or if invited by the President. A director missing any combination of three regular membership or two Quarterly Strategic Meetings shall report to the Executive Board concerning the absences. The Executive Board will have the option to request the director's resignation in the event the duties and responsibilities of the office are not being fulfilled.

Section 6.9: Quorum.

Ten percent of the voting membership, in good standing, shall constitute a quorum for the transaction of business at any regular membership meeting of the Society.

ARTICLE 7
EXECUTIVE BOARD

Section 7.1: Power and Duties.

The Executive Board (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 7.2: Officers.

The following shall be members of the Executive Board and Officers of the Chapter: President, President-Elect, Vice President of Programs, Vice President of Membership, Treasurer, and Secretary.

Section 7.3: Composition of the Executive Board.

Along with the Officers listed in Section 7.2 of this Article, the Executive Board shall include the Core Leadership Area Directors and the Immediate Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected by the Executive Board, should new Core Leadership Areas be established by SHRM.

Section 7.4: Voting.

Only elected officers shall be eligible to vote on matters brought before the Board. CLA Directors are not eligible to vote.

Section 7.5: Qualifications.

All candidates for the Executive Board must be professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his or her term of office. The Chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his or her term of office.

Section 7.6: Election-Term of Office.

The officers of EPSHRM shall be elected no later than the September General Membership Meeting and shall officially assume their duties after being sworn in during the following January membership meeting for a term not to exceed one year unless otherwise re-elected.

Section 7.7: Vacancies.

In the case of a vacancy in any of the elected offices with the exception of President, President-Elect, and Immediate Past President, the Executive Board shall appoint a member in good standing from among the membership to fill the un-expired term. In the event the Presidency

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becomes vacant, the President-Elect will succeed as President and shall serve the un-expired term of that office. The office of President-Elect may remain vacant for the duration of the un-expired term or the office may be assigned by the President to a current or previous office holder who meets the qualifications as described in Section 7.4 above.

Section 7.8: Quorum.

A simple majority of the officers of the Executive Board shall constitute a quorum for the transaction of business. The act of a majority of the Executive Board present at any meeting at which there is a quorum or by conference call shall be the act of the Governing Body. In addition, the Board may act by unanimous written consent of all voting members.

Section 7.9: Executive Board Responsibilities.

The Executive Board 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 Executive Board meeting any action for consideration by the Executive Board.

Section 7.10: Employment Separation.

In the event an Officer or Director is separated from their current position of employment, the Executive Board may, at their discretion, require the incumbent to vacate the position and have the position filled via Section 7.6 of this Article.

Section 7.11: Removal of Officer or Director.

Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the Executive Board at a duly constituted Executive Board meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE 8

DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Executive Board shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Executive Board. The position descriptions are subject to change as deemed necessary by the President and/or the Executive Board.

Section 8.1: The President.

The President shall preside at the meetings of the members and of the Board. He or she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He or she shall maintain liaison and be a current member in good standing of SHRM during his or her entire term of office. The President must have previously served as President-Elect.

Section 8.2: The President-Elect.

The President-Elect, at the request of the President or in his or her absence or disability, may perform any of the duties of the President. He or she shall have such other powers and perform such other liaison duties as the Board or the President may determine. The President-Elect shall attend the annual SHRM Volunteer Leaders' Summit (formerly known as the SHRM Leadership Conference) as the incoming President. The Chapter requires the President-Elect to be a current member in good standing of SHRM during his or her entire term of office. The President-Elect must have served at least one full term in another office before serving as President-Elect.

Section 8.3: The Vice President of Programs.

The Vice President of Programs shall be responsible for ensuring that a program that provides member development is scheduled for each regular meeting and assume other duties as determined by the Executive Board. 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 Executive Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The Vice President of Programs shall attend the annual SHRM Volunteer Leaders' Summit (formerly known as the SHRM Leadership Conference) as the incoming President-Elect. The Chapter requires the Vice President of Programs to be a current member in good standing of SHRM during his or her entire term of office.

Section 8.4: The Vice President of Membership.

The Vice President of Membership shall serve as chair of the Membership Committee and as a liaison between the membership and the Executive Board. The Vice President of Membership shall encourage membership growth and SHRM membership growth, shall maintain the official membership roster of the Chapter, shall be responsible for coordination of the membership directory, and assume other duties as determined by the Executive Board. The Chapter requires the Vice President of Membership to be a current member in good standing of SHRM during his or her entire term of office.

Section 8.5: The Treasurer.

The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include receiving and depositing all income and disbursing all expenses of the Chapter. The Treasurer shall prepare monthly financial reports for the membership and make arrangements for the annual audit of the books. The Treasurer shall be responsible for billing membership renewals and sponsorships. The Treasurer shall be responsible for implementing the recommendations of the auditor as approved by the Executive Board. The Treasurer shall assume other duties as determined by the Executive Board. The Chapter requires the Treasurer to be a current member in good standing of SHRM during his or her entire term of office.

Section 8.6: The Secretary.

The Secretary shall be responsible for recording the minutes of all EPSHRM meetings. The Secretary shall assume other duties as determined by the Executive Board. The Chapter requires the Secretary to be a current member in good standing of SHRM during his or her entire term of office.

Section 8.7: Core Leadership Area (CLA) Directors.

Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Executive Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. The Chapter requires each CLA Director to be a current member in good standing of SHRM during his or her term of office.

Section 8.8: Immediate Past President.

The Immediate Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Executive Board. The Chapter requires the Immediate Past President to be a current member in good standing of SHRM throughout the duration of his or her term of office.

ARTICLE 9

COMMITTEES

Section 9.1: Committees.

The establishment of both standing and ad-hoc committees shall be the right of the Executive Board.

Section 9.2: Committee Organization.

Committees in addition to the Nominating Committee are established by resolution of the Executive Board.

Section 9.3: Committee Chairpersons.

Appoint of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

Section 9.4: Committee Activity.

Committees are established to provide the Chapter with special ongoing services, such as Compensation and Benefits, Employment Law and Labor Relations, HR and Workforce Development, Safety and Security, Strategic Planning and Leadership, Student Chapter, Chapter Relations, Public Relations, Resume, and Special Occasions.

Section 9.5: Nominating Committee.

a. Qualifications

The Nominating Committee shall consist of the Immediate Past-President as chairperson and four Professional Members. The Past President shall recommend the Nominating Committee for the Executive Board's for approval. The four members shall be appointed by the Executive Board for not less than sixty (60) days prior to the August meeting. No more than two of the members of the Nominating Committee shall be Past-Presidents. The members of the Nominating Committee may not serve for two consecutive terms. If a vacancy occurs on the Nominating Committee, the Executive Board shall appoint a member to fill the vacancy. No member of the Nominating Committee shall be nominated for office.

b. Duties

The Nominating Committee shall announce in August, by written notice to all members and at the August meeting, their slate of nominees to be voted on at the September meeting. Nominations from the floor will also be accepted at the August meeting and will be added to the ballot for the September meeting. The Nominating Committee shall also be responsible for conducting the elections at the September meeting.

ARTICLE 10

STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter 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 Executive Board. No member shall actively solicit business from any other member at Chapter meetings without the approval of the Executive Board. (See *Society for Human Resource Management Mission Statement, Vision Statement, and Code of Ethics* on pages 15, 16, and 17 respectively.)

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 his/her designee as being in furtherance of the purposes of 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 Executive Board 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 with purposes consistent with those of the Chapter).

ARTICLE 14
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 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.

Ratified by the Membership of Chapter and signed by:

Chapter President	Date

Approved by:

SHRM President/CEO or President/CEO Designee	Date
	6-16-16