

BYLAWS FOR



AFFILIATE OF



AMENDED AUGUST 2007

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ARTICLE I - IDENTIFICATION

SECTION 1

The Association shall be known as the Central Valley Human Resource Management Association (CVHRMA), a California nonprofit Association (hereinafter, "Association" or "Chapter"). See Article VIII for further explanation of chapter non-profit status.

SECTION 2

CVHRMA is affiliated with the Society for Human Resource Management (SHRM) as Chapter #0499.

SECTION 3

The fiscal year of this Association shall be from January 1 through December 31.

SECTION 3.1 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 II – PURPOSE

SECTION 1

To provide a means of personal contact and to foster closer cooperation between persons engaged in the field of human resource management, and to facilitate the exchange of information and ideas between persons so engaged.

SECTION 2

To bring together persons engaged in the field of human resource management for discussion and group study of subjects and problems related to such work, in order to gain further knowledge of more efficient, effective, and economical methods of human resources research and administration.

ARTICLE III – STATEMENT OF ETHICS

SECTION 1

The Association adopts SHRM's Code of Ethics 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.

SECTION 2

There shall be no discrimination in individual memberships based on race, religion, color, national origin, ancestry, disability, sex, age, veteran status, marital status, or any other factor protected by law.

SECTION 3

No member shall engage in any business or transaction or shall have a financial or private interest, direct or indirect, which conflicts with the proper discharge of his/her official duties or membership.

SECTION 4

Members shall not use membership for purposes of direct or personal business solicitation or promotion. Examples include, but are not limited to, promotional material distribution, personal solicitation of other members or promotion of company wares and services at CVHRMA activities. Activities approved by the CVHRMA Board of Directors (such as advertising in the newsletter) are not violations of this Code.

SECTION 5

Members who make presentations to other members will view this as an opportunity to educate and inform on the topic, rather than as the primary business opportunity. However, materials provided in conjunction with such presentations may contain information concerning the speaker's business interest.

SECTION 6

Members shall not disclose any confidential information concerning the property, finances, negotiations or other sensitive matters of CVHRMA to which they may have become privy, nor shall such information be used to advance the financial, business or private interests of any person, unless such disclosure has been authorized by the Board of Directors.

SECTION 7

Members shall not engage in activities that would serve to bring CVHRMA into disrepute.

SECTION 8

Guests of CVHRMA functions shall not be allowed to engage in activities not permitted to the members without the express authorization of the CVHRMA Board of Directors. Members are responsible for the conduct of their guests at CVHRMA functions.

ARTICLE IV – MEMBERSHIP

SECTION 1

Application for membership shall be subject to majority approval by the Board. It shall be the Board's responsibility to assure that a minimum of 30% of the current memberships are held by Society for Human Resource Management members as required by SHRM. Membership may be extended to applicants who are responsible and accountable for one or more of the following areas as a human resource professional:

- Benefits
- Compensation
- Fair employment practices
- Human resource management
- Safety and risk management
- Labor relations and labor law
- Organizational development
- Staffing, position control, and retention
- Training and human resource development

Individual Membership - Regular members having an individual membership will be eligible to attend all Association functions. The membership is personal and resides with the individual member, and is continued with that person in the event he/she changes employment. Dues must be fully paid in order for members to remain in good standing and exercise the right to vote.

Individual membership may be extended to persons who are representing a business or human resource professionals.

SECTION 2

The Board may impose disciplinary measures, condition a member's continuance, or terminate membership for conduct or actions contrary to the purpose of the Association or the Code of Ethics. Such conduct includes, but is not limited to:

The solicitation of business or the marketing of a product or service at an Association meeting or activity except where it is designated part of the event, such as exhibits at a conference.

Targeting an individual or company with the Association as a part of marketing or business solicitation.

SECTION 3

Membership in CVHRMA is separate and apart from membership in the National SHRM organization or other chapters of SHRM.

ARTICLE V – OFFICERS AND BOARD OF DIRECTORS

SECTION 1

The Board of Directors is the governing body of the Association and has the authority and is responsible for the supervision, control, and direction of the Association. The Board consists of the Officers and other Board Members described below.

SECTION 2

The officers of the Association consist of the following:

President
Vice-President
Secretary
Treasurer

SECTION 3

The Board of Directors typically consists of 8 persons: four officers and four other board members. In the event that there are circumstances that allow for additional Board of Directors to serve in a co-capacity (i.e. two membership directors, for example), CVHRMA shall allow more than 8 persons on the Board of Directors; but no more than 12 board members shall serve at any one time for a calendar year. In the event there shall be more than 12 persons who want to serve on the board, the option exists to form peripheral committees that will be governed by the Board of Directors for purposes of serving the membership of CVHRMA.

The organization shall at a minimum, pursuant to the above paragraph, have the following as members of the Board of Directors: (1) President, (2) Vice-President, (3) Secretary, (4) Treasurer, (5) Membership Director, (6) College and Community Relations Director, (7)

Legislative Affairs Director, and (8) Sponsorships and Website Director. The duties of each Board member shall be described in “The Chapter Job Description for Board of Directors”.

SECTION 4

Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout his/her term of office.

SECTION 5

The officers perform those duties that are usual to their positions and that are assigned to them by the Board, including those duties that are set forth in the position description of each officer as adopted by the Board from time to time. In addition, the President of the Association acts as Chairperson of the Board; the Vice-President acts in place of the President when the President is not available; the Treasurer is the chief financial officer of the Association; and the Secretary is the Association's chief administrative officer.

SECTION 6

The President may fill any vacancy in the Board for the un-expired term with consent by the Board of Directors. In the event the President is unable to perform the duties of the office, the Vice-President will immediately assume the duties of the President.

SECTION 7

Four of the existing Board membership shall constitute a quorum for the transaction of business.

ARTICLE VI – ELECTION OF OFFICERS

SECTION 1

The President (or in his/her absence, Vice President) will chair a nominating committee consisting of not less than two Association members not currently serving as elected officers. The committee will be appointed in August of each year and will solicit nominations of candidates for each office.

SECTION 2

Officers will be elected from the candidates proposed by the Committee and nominations from the floor during the September meeting. Voting shall be by secret ballot and/or online through the Association’s website unless there is an unopposed slate of officers, and then vote can take place by a verbal vote.

SECTION 3

The term of the officers, with the exception of the President and Vice President, is one year that begins January 1st following their election. Both the President and Vice President will serve a two year term.

SECTION 4

The office of Vice-President automatically becomes the President. In the event that the Vice President is unable or not willing to accept the office of President due to extenuating circumstances, the board shall agree to nominate an individual to the office of Vice President.

ARTICLE VII – MEETINGS

Regular meetings of the members shall be held on the third Wednesday of each month or as otherwise determined by the Board. Special meetings may be held at such time and place as the President so designates. Members shall be notified of each meeting by an email announcement prior to the meeting date. Meal prices will be set at the discretion of the Board and may vary for members and non-members.

ARTICLE VIII – DUES AND FINANCIAL RESPONSIBILITY

Dues shall be paid annually to coincide with the fiscal year for individual membership. The amount of dues and time of payment shall be established by the Board of Directors. Dues are prorated based on the month in which the new member applied for membership.

THE FOLLOWING NOTE IS NOT A PART OF THE BYLAWS

Not-for-Profit vs. Tax-Exempt

The terminology used to describe associations often generates confusion. Consequently, it is useful to clarify two key terms. Associations are generally organized and operated as both not-for-profit and tax-exempt entities. Not-for-profit refers to incorporation status under state law; tax-exempt status refers to federal income tax exemption under the Internal Revenue Code. It might reasonably be concluded that as not-for-profit, tax-exempt entities, associations may not earn profits (realize more income than expenditures) and that they need not pay any taxes. Neither conclusion is correct.

Even though they are not-for-profit organizations, associations are permitted to generate greater income than expenses and still retain their not-for-profit status. As not-for-profit organizations, what associations are barred from doing is distributing their net earnings to individuals who control the organizations. Similarly, they are barred from accumulating equity appreciation for private benefit.

Not-for-profit organizations have chosen to undertake programs to benefit members and the public rather than private individuals. Their earnings, therefore, must, by law, be dedicated to furthering the purposes for which they were organized. Not-for-profit organizations have no shareholders and pay no dividends - all earnings are "reinvested" in the organization in furtherance of its not-for-profit purposes.

ARTICLE IX – AMENDMENTS

Proposed amendments to the by-laws shall be submitted to the Board of Directors. 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 X – COMMITTEES

The President shall appoint the chairpersons of the committees. The committees shall submit such reports as may be requested by the President. The committee chairpersons shall appoint members to the respective committees, as needed, subject to approval by the President.

ARTICLE XI – PARLIMENTARY PROCEDURE

Robert’s Rules of Order (newly revised) shall govern all procedures unless otherwise specified in these by-laws.

ARTICLE XII – EXECUTION OF PAPERS

All documents signed on behalf of the Association shall be signed by two members of the Board of Directors except for checks. The President or Treasurer shall sign all checks drawn against the funds of the Association.

ARTICLE XIII – LIABILITY AND INDEMNIFICATION

To the fullest extent permitted by the law, the Association shall indemnify and hold harmless its Officers and Directors against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding arising out of the performance of their duties performed in good faith on behalf of the Association.

ARTICLE XIV – DISSOLUTION

In the event the Association is dissolved, all monies shall be forwarded to the Society for Human Resource Management after all enforceable debts of the Association have been satisfied.

ARTICLE XV – WITHDRAWAL OF AFFILIATED CHAPTER STATUS

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

ADOPTION OF BYLAWS

These Bylaws, as revised, have been duly adopted by the board of directors on this ____ day of _____, 2007.

Secretary

President

Approved by:

SHRM President/CEO or President/CEO Designee

Date