



## **BYLAWS**

**OF**

## ***Southwest Michigan* SHRM**



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**BYLAWS  
OF  
SOUTHWEST MICHIGAN SHRM**

ARTICLE I – NAME AND AFFILIATION

Section 1.1 Name. The name of the Chapter is Southwest Michigan SHRM (herein referred to as the “Chapter” or SWM SHRM. To avoid potential confusion, the Chapter will refer to itself as Southwest Michigan SHRM or SWMSHRM and not as SHRM or the Society for Human Resource Management.

Section 1.2 Affiliations. 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 consent of SHRM.

ARTICLE II – PURPOSE

Section 2.1 The purpose of the Southwest Michigan SHRM chapter is:

- a) To promote and environment which creates an interchange of ideas among the Members relating to every phase of Human Resources, whether industrial relations, labor relations, employer-employee relations, general management safety, legislative, training, etc. with the intent that the purpose shall cover all the concerns and interests of the members.
- b) To enhance the professional and social welfare of the members.

ARTICLE III – MEMBERS

Section 3.1 Eligibility. The initial Members shall be those individuals who are currently Members of the Chapter. An individual may become a Member if:

- (a) The individual is, by reason of his/her occupation, directly engaged in, or responsible for, or demonstrates a bona fide interest in, the policy-making and/or administration of human resource functions in Southwestern Michigan;
- (b) The individual is sponsored by a current Member of the organization and such sponsor files a properly completed application for such individual with the Vice President of the organization who shall refer all applications to the Board of Directors for action;

(c) The individual pays an initiation fee established by the Board of Directors and pays dues established by the Board of Directors;

(d) The individual delivers to the organization such documents as the Board of Directors may require;

(e) The individual completes such applications and other membership forms as the Board of Directors may require; and

(f) The individual is accepted to membership by the Board of Directors of the organization.

All members shall have the same rights, responsibilities and privileges. Membership shall not be limited to or based on race, color, creed, religion, age, sex, handicap, height, weight or marital status.

Section 3.2 Membership Dues. The Board of Directors may, from time to time, establish reasonable annual membership dues to be paid by all Members. For purposes of dues payment, Members may be divided into classes, with Members in different classes paying a different amount of dues.

Section 3.3 Term of Membership. Each membership is set for the calendar year the member pays its membership dues continuing until such individual's membership terminates, either voluntarily or involuntarily. A Member may voluntarily terminate his or her membership at any time by giving written notice to the Board of Directors. A Member's membership shall be involuntarily terminated if the Member is more than 120 days late in paying dues. Membership renewal may be denied for any Member who uses materials prepared by the organization or membership for advertising or promotional purposes without the express written consent of the Board of Directors.

Section 3.4 Benefits. Members are entitled to receive such benefits as are approved, from time to time, by the Board of Directors.

Section 3.5 Place of Meeting. All meetings of the Members of the organization shall be held in Southwestern Michigan, or such other place, either within or without the state of Michigan, as may be determined from time to time by the Board of Directors.

Section 3.6 Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing the Directors and Officers to serve for the coming year and for transaction of other business that may come before the meeting shall be held on the 3<sup>rd</sup> Wednesday of October, if not a legal holiday, and if a legal holiday, then on the next business day following. The Board of Directors with proper written or printed notice will designate the time and place for this meeting. If the annual meeting is not held on the date designated therefore, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 3.7 Order of Business at Annual Meeting. The order of business at the annual meeting of the Members shall be as follows:

- (a) Reading of notice and proof of mailing;
- (b) Reports of Officers;
- (c) Election of Directors and Officers;
- (d) Transaction of other business mentioned in the notice;
- (e) Adjournment;

provided that, in the absence of any objection, the presiding Officer may vary the order of business at his/her discretion.

Section 3.8 Notice of Meeting of Members. Except as otherwise provided in the Bylaws, written notice of the time, place and purpose of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail or by facsimile or email, to each Member of record entitled to vote at the meeting. If a purpose of a meeting of Members is to vote upon an amendment to the Bylaws then the notice of the meeting shall be sent at least twenty (20) days before the date of the meeting and shall set forth the proposed amendment or a summary of the changes to be affected thereby. All notices shall be sent to the last known address of each Member.

When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting, only such business is transacted at the original meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting.

Section 3.9 List of Members Entitled to Vote. The President shall make and certify a complete list of Members and have this available at a Members' meeting or adjournment thereof. The list shall:

- (a) Be arranged alphabetically, with the address of each Member;
- (b) Be produced at the time and place of the meeting;
- (c) Be subject to inspection by any Member during the whole time of the meeting; and
- (d) Be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

Section 3.10 Inspectors of Election. The Board of Directors in advance of a Members' meeting may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a members' meeting may, upon request of a Member entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance

of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of Members eligible to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person, presiding at the meeting or a Member entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting.

Section 3.11 Quorum of Members. Unless a greater or lesser quorum is provided in a Bylaw adopted by the Members, the presence of thirty percent (30%) or more of current Members shall constitute a quorum.

Section 3.12 Vote of Members. Each Member is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing. Members shall not be allowed to vote by proxy. When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote.

Section 3.13 Record Date of Determination of Members. For the purpose of determining Members entitled to notice of and to vote as a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action.

Section 3.14 Resignation. Any Member desiring to resign shall submit a written resignation to the Board of Directors. The resignation shall be effective when received.

#### ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 Functions. Except as specifically provided in the Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the organizations property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws, the Board of Directors may take any lawful action on behalf of the organization, which not by law or by Bylaw required to be taken by some other party.

Section 4.2 Number, Selection, and Term. The number of Directors that shall constitute the Board of Directors shall be not less than two (2) persons and not more than ten (10) persons, as determined from time to time by the Members. The Directors shall consist of the President, President Elect, Vice President, Treasurer, Secretary, Director of Legislation, Director of Communication, Director of Certification, College Relations and one Past President. The Board of Directors may designate Committee Chairs standing, ad hoc or otherwise as it deems necessary. Additional Board members will hold an “at large” if a specific area of responsibility is not attached to and they will serve at the

direction of the President. Each Director will serve a two (2) year term, which expires on December 31, or upon the election or appointment of their respective successors. In addition, to the elected office, a Director may hold the additional position of President Elect. The current President Elect will fill the position of President. In the event the President Elect is unable to fulfill the duties of President, the Vice President will be appointed to the position of President. In the event the Vice President is unable to fulfill the duties of President Elect, the President Elect position will be filled through the election of the organization. Past Presidents will serve a two-year term or until such person is replaced by a new Past President.

As the term of Officers expires, the Members shall elect candidates to serve as Officers, and those persons who are elected shall serve as Directors until the next election or appointment of their respective successors. The persons who serve on the Board by reason of being Past presidents shall not be elected by the members, but shall automatically serve on the Board by virtue of their position; however, in the event of a vacancy in a Board position held by a Past President, this shall be filled as described in Section 4.7 below.

Section 4.3 Meetings. The Board of Directors may set the time and place for regular meetings of the Board of Directors, including phone conference. Unless otherwise determined, regular meetings shall be held on the same day of the monthly luncheons which are held the third Wednesday of each month from January through November with the exception of July & August. Summer meetings will be scheduled as determined by the President.

(a) The annual meeting of the Board of Directors shall be held at the same place as and immediately following the annual meeting of Members in each year.

(b) Special meetings of the Board of Directors may be called by the Secretary upon request of the President or one (1) of the Directors.

Section 4.4 Notice of Meetings. The annual meeting of the Board of Directors shall be held without other notice other than this Bylaw. Regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, email or facsimile to each Director not less than twenty-four (24) hours before the meeting.

Section 4.5 Resignation. A Director may resign by giving written notice to the President which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.6 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. The Officer or



Director shall be entitled to a due process hearing prior to any termination action being imposed.

Section 4.7 Vacancies. A position occurring in the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled either by the affirmative vote of a majority of the Members present at a meeting at which a quorum is present, or by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A person elected by the Members to fill a Director position shall serve for the unexpired portion of the term of the Director who is being replaced. A Director elected by the Members because of an increase in the number of Directors shall serve for an initial term that is approved by the Members not to exceed two (2) years. If a position on the Board of Directors is to be filled by the vote of the Directors, the person so elected shall serve only until the next election of Directors by the Members.

Section 4.8 Quorum. The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given to the terms of the Bylaws.

Section 4.9 Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required. Each Director present shall have one (1) vote.

Section 4.10 Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by all the Directors.

Section 4.11 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the organization, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the organization.

Section 4.12 Participation in Meeting by Telephone. Upon agreement by majority of the Board of Directors, monthly meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to the Section constitutes presence in person at the meeting.

## ARTICLE V – OFFICER RESPONSIBILITIES

Section 5.1 The officers shall consist of the President, Vice President, President Elect and Treasurer.

Section 5.2 President. The President shall be the chief operating officer of the Organization. They will preside at all meetings of the Board of Directors. The President shall perform such other duties and the Board of Directors shall assign functions as to

them from time to time. They will be, ex officio, a Member of all standing committees. The President shall be a current active member of the Society of Human Resource Management and shall attend State Council meetings and actively participate in State Council matters. The President shall, unless otherwise provided by resolution, possess the power and authority to sign all certificates, contracts, instruments, papers, and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Organization.

Section 5.3 President Elect. The President Elect shall have such powers and perform such duties as shall from time to time be assigned by the Bylaws or the President. In the event the President is absent or unavailable, then the President Elect shall perform the duties and exercise the powers of the President. The President Elect shall act as Chair of the Annual Conference and participate in activities designed to ready the President Elect for the future role of President.

Section 5.4 Vice President. The Vice President shall have such powers and perform such duties as shall from time to time be assigned by the Bylaws or the President. The Vice President shall act as Chair of Program Committees.

Section 5.5 Treasurer. The Treasurer shall have custody of all the funds and securities, endorse checks, notes and other obligations for collection on behalf of the organization and shall deposit the same to the credit of the organization in such bank or banks as the Board of Directors may designate; sign all receipts, keep full and accurate accounts of all monies received and paid on account, and render statements of such accounts.

Section 5.6 Resignations. Any Officer can resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.7. Removal. The Board of Directors may remove any of Officers designated in Section 5.1 of this Article V, whenever in its judgment the best interests of the Organization will be served thereby, by the vote of a majority of the total number of Directors. Any subordinate Officer elected or appointed in accordance with Section 5.1 of this Article V may be removed by the Board of Directors for any reason by a majority of the Directors present at any meeting, a quorum being present, or by any superior Officer upon whom such power of removal has been conferred by resolution of the Board of Directors.

Section 5.8 Vacancies. If there is a vacancy in any Officer position; the Board of Directors may fill the vacancy. Any person elected to fill a vacancy shall serve until the next election of Officers by the Members.

## ARTICLE VI – COMMITTEES

Section 6.1. General. Any special Committee shall be dissolved as soon as it has fulfilled its function.

## ARTICLE VII – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 Indemnification of Directors and Officers The organization may, in the complete discretion of the Board of Directors, indemnify in full or in part, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Organization) by reason of the fact that he or she is or was a Director, Officer, or serving at the request of the Organization.

Section 7.2 Actions by or in Right of the Organization. The Organization may, in complete discretion of the Board of Directors, indemnify in full or in part, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer or agent of the Organization or is or was serving at the request of the Organization, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization.

Section 7.3 Expenses. To the extent that a Director, Officer or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 of the Article or in defense of any claim, issue or matter therein, the Organization may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.4 Determination of Indemnification. As a condition, precedent to any indemnification under Sections 7.1 and 7.2 of this Article, the Board of Directors shall make a determination that indemnification of the Director, Officer or agent is proper in the circumstances because they met the applicable standard of conduct set forth in Sections 7.1 and 7.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (defined in Bylaws) consisting of Directors who are not parties to such action, suit or proceeding or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 7.1 and 7.2, then the Board of Directors shall decide the amount the person seeking indemnification shall be indemnified under Section 7.1 and 7.2 for a portion of his or her expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, by not for the

total amount thereof, the Organization shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Organization shall not be liable for any additional amounts.

The Organization is not obligated to indemnify such person unless the Board of Directors, in its complete discretion, determines that indemnification should be made in the particular case and determines the amount to be paid to such person for indemnification.

Section 7.5 Repayment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding describe in Sections 7.1 and 7.2 of the Article may, in the complete discretion of the Board of Directors, be paid by the Organization in advance of the final disposition of receipt of an undertaking by or on behalf of the Director, Officer or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Organization.

Section 7.6 Insurance. The Organization shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer or agent against any liability asserted.

#### ARTICLE VIII – FISCAL YEAR

Section 8.1 Fiscal Year. The fiscal year of the Organization shall be the calendar year.

#### ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 9.1. Contracts, Conveyances, Etc. Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Organization by such Officers or the Board of Directors may specifically authorize agents as.

Section 9.2 Execution of Instruments. Unless otherwise designated by the Board of Directors, all Organization instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the payment of money shall be signed by the President or by such other Officers of the Organization as from time to time are designated by resolution of the Board of Directors.

Section 9.3 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Organization except as authorized by the Board of Directors of the Organization. When authorized to do so, any Officer or agent of the Organization may affect loans and advances. The authority contained in this Section 9.3 shall be express and confined to specific instances.

Section 9.4 Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Organization, checks, drafts and other orders for the payment of money which are payable to the order of the organization shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 9.5 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given to the Directors, or to any Officers of the Organization unless otherwise provided herein or in any statute, shall be given by mailing to such Director or Officer at his/her last address as the same appears on the records of the Organization, and such notice shall be deemed to have been given at the time of such mailing.

Section 9.6 Seal. The Organization shall have the right to adopt a corporate seal.

Section 9.7 Heading and Parenthetical Insertions. The article and paragraph heading included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of the Bylaws.

Section 9.8 Conflict with Statute. In the event any article or section of these Bylaws shall conflict with the Act, the Act shall rule.

Section 9.9 Affiliations. The Organization shall exist and function independently of and unaffiliated with any other organization except as a local Chapter with the Society for Human Resource Management, headquartered in Alexandria, Virginia. With the approval of two-thirds of the Members, the Organization may affiliate with any state or national federation now in existence or which may later be organized, having purposes and objectives which are the same or related to and substantially consistent with those of the Organization.

## ARTICLE X – AMENDMENTS AND ADDITIONS

Section 10.1 Amendments. These Bylaws may be altered or amended at any duly called meeting of the Members, at which a quorum is present, by a majority vote of those present, provided that written notice describing the substance of the proposed amendment has been sent to each Member of the Organization at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Members. Such proposed amendment(s) shall not 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 and his/her designee.

Section 10.2 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 organization or charity with purposes consistent with those of the Chapter).

Section 10.3 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 30-day period. In addition, when the Chapter fails to maintain the required 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.

Section 10.4 Rules and Regulations. The Members may adopt additional rules and regulations, general or specific, for the conduct of meetings and additional rules and regulations, general or specific, for the conduct of the affairs of the Organization provided however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the articles of the Bylaws.

Ratified by the Membership of Chapter and signed by:  
Chapter President

\_\_\_\_\_ Date \_\_\_\_\_

Approved by:

SHRM President/CEO or President/CEO Designee

 \_\_\_\_\_ Date 7/9/18