

**THE SOCIETY FOR HUMAN RESOURCES MANAGEMENT –WESTERN  
CONNECTICUT CHAPTER  
( S H R M - W C )**

**History**

The Western Connecticut Chapter of the Society for Human Resource Management (SHRM) is a non-profit organization of human resource management professionals living or working in the greater Danbury and western Connecticut region.

Human Resource managers representing 10 area companies founded the organization in October 1956. Originally named the Personnel Council, it was associated with the Danbury Chamber of Commerce. The Council met the second Tuesday of each month in the Chamber's offices located on West Street. The goal of the organization is essentially unchanged: to serve as a resource in strengthening and promoting the human resource management function.

The Council prospered and developed. In August 1989 it emerged as the Personnel Management Association of Western Connecticut, operating independently from the Chamber of Commerce. Renamed SHRM – Western Connecticut Chapter in 1995 following its affiliation with the Society for Human Resource Management, the Chapter continues to serve its membership and the business community.

**Chapter By-Laws**

**ARTICLE I - NAME & AFFILIATION**

**Section 1: Name**

The organization named itself the Society for Human Resource Management – Western Connecticut Chapter (SHRM-WC) (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as SHRM-WC and not as SHRM or the Society for Human Resource Management.

**Section 2: Affiliation**

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

**Section 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 II - PURPOSES**

SHRM-WC's purposes are

- To provide a medium
  - for education
  - for informational exchange
  - for assistance in problem solving,
  - for professional development  
for its members specifically and for the profession generally;
- To serve, when appropriate, as a collective voice or ear to the community; and
- To encourage adherence to SHRM's Code of Ethics.

## **ARTICLE III – FISCAL YEAR**

The fiscal year of the Chapter shall be the calendar year.

## **ARTICLE IV - MEMBERSHIP**

### **Section 1: Qualifications for Membership**

Membership in SHRM-WC is open to persons holding human resource management positions in which their primary responsibilities are conducting, managing, or teaching human resource services, tasks, and activities. Access to membership and participation cannot be denied on the basis of race, color, creed, gender, religion, national origin, handicap, marital status, veteran's status, sexual orientation, or past or present mental disorder.

### **Section 2: Types of Membership**

SHRM-WC offers memberships to individuals, not to organizations. The categories of individual memberships are:

- C1 -- for persons who are not SHRM members (local only)
- C2 -- for persons who are also currently SHRM members (local & SHRM)
- C3 – for persons who are employed by non-profit organizations (non-profit)
- C4 -- for persons who retired from active employment after 10 years of continuous membership in SHRM-WC (honorary)
- C5 – for persons enrolled in and pursuing a degree program in human resource management (undergraduate or graduate) at a college or university (student)

### **Section 3: Voting**

Each member in the C1 (local only), C2 (local & SHRM), and C3 (non-profit) membership

categories may cast a single vote on each matter duly brought to the membership for its decision. Members of the C4 (honorary) and C5 (student) categories are ineligible to vote on such issues.

#### **Section 4: Dues**

All members except C4 (honorary) members pay dues for the membership year, defined as April 1<sup>st</sup> through the following March 31<sup>st</sup>. Dues are not pro-rated for partial year memberships. The amount of dues for each membership category is determined by the Officers and Board Members and approved by a vote of the Board. The dues for the next year must be determined prior to the sending of renewal notices and membership applications. To be in good standing, dues must be paid in full.

### **ARTICLE V - MEETINGS**

#### **Section 1: Regular meetings**

Regular meetings of SHRM-WC are held on the second Tuesday of each month, unless cancelled or otherwise re-scheduled by the Officers and Board Members with at least 10 calendar days' notice to the membership. The regular meeting for August is optional, at the Board's discretion.

#### **Section 2: Annual meeting**

The December regular meeting serves as the Annual Meeting. Chapter Officers and Board Members are elected at the Annual Meeting. Any other business requiring the action of the chapter membership is conducted at the Annual Meeting.

#### **Section 3: Special Meetings**

The Officers and Board Members may call a special meeting, provided the membership receives notification at least ten calendar days in advance of such a meeting.

#### **Section 4: Notice of Meetings**

All meetings – regular, annual, and special – require a notice to the membership at least 10 calendar days prior to their occurrence.

#### **Section 5: Quorum**

Two-tenths (20%) of the members entitled to vote (C1, C2, and C3 only) represented in person constitute a quorum. No votes by proxy are accepted. A simple majority vote of the quorum decides any matter duly presented to it.

### **ARTICLE VI - BOARD OF DIRECTORS**

#### **Section 1: Membership & Number**

The Board of Directors consists of 13 persons. The Officers and Members of the Board for SHRM-WC are as follows:

- President
- President-elect (1<sup>st</sup> vice-president)
- Past president (2<sup>nd</sup> vice-president)
- Treasurer/Finance Chair
- Secretary
- Communications committee chair
- Compensation & benefits committee chair

Diversity committee chair  
Education & student chapter committee chair  
Legislative committee chair  
Membership committee chair  
Policy committee chair  
Program committee chair

## **Section 2: Qualifications**

All candidates for Officers and Board Members must be current SHRM-WC members in good standing and remain so during their terms of office if elected. Per SHRM By-Laws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

## **Section 3: Terms of Service**

The President may serve only two consecutive terms in office. A former President who has not served as such for at least one year may serve again as President. The term of service of all other Board Members is not limited.

## **Section 4: Election Procedures**

Officers and Board Members are elected at the Annual Meeting. The President-elect constructs and presents the slate of Officers and Board Members to the Annual Meeting for its vote.

## **Section 5: Vacancies & Replacement**

The President appoints, with the prior approval of the Board, a replacement for any Board position that becomes vacant. The President may replace a Board Member if that person does not regularly attend Board meetings, fails to carry out the position's responsibilities effectively, or engages in behavior inconsistent with the purposes and ethics of SHRM-WC or SHRM.

## **Section 6: Voting & Participation**

Only the Officers and Board Members listed in Article VI, Section 1, may vote on Board matters. Committee members are encouraged to attend and participate in Board meetings but may not vote. To remain a member of the Board of Directors, the member is expected to attend at least 70% of the Board meetings and satisfy the requirements of Section 2 and 5 above.

## **Section 7: Quorum**

A quorum is a simple majority of the Officers and Board Members listed in Article VI, Section 1.

## **Section 8: Responsibilities**

The Board of Directors conducts and transacts all business of the Chapter except as proscribed otherwise in the Articles of Incorporation or By-Laws. Any general member (C1-5) in good standing may request that the President to place an item on the Board's agenda. The Board acts as a general overseer of the proper conduct of SHRM-WC's activities. The Board may promulgate rules and establish policies for the good of the Chapter.

# **ARTICLE VII - DUTIES & RESPONSIBILITIES**

## **Section 1: President**

Serves as the chairman of the Chapter Board and hosts monthly membership programs. Prepares

the agenda for Board meetings and ensures that committee reports are distributed before or during those meetings. Maintains close communication with Board and committee members in order to guarantee that Board and membership meetings run smoothly. The President is an ex officio (non-voting) member of the Finance Committee. The President may appoint Board members to assume the duties of a vacant committee chair position on a temporary basis.

**Section 2: President-elect (1<sup>st</sup> vice-president)**

Substitutes for the Chapter President when absent. Prepares a slate of candidates for chapter Officers and Board Member to serve when s/he becomes President. May be required by the President to perform committee duties at any time. At the discretion of the President, shall assume the duties of a committee chair position when such position is vacant.

**Section 3: Past President (2<sup>nd</sup> vice president)**

Substitutes for the President when the President and President-Elect are absent and serves as the welcoming official at Chapter meetings and programs. May be required by the President to perform committee duties at any time. At the discretion of the President, shall assume the duties of a committee chair position when such position is vacant.

**Section 4: Treasurer**

Collects annual dues, meeting fees, and other revenue and deposits those funds in the various banking and investment accounts approved by the Board. Dispenses funds to cover Chapter expenses and issues a financial report at each Board meeting. The Treasurer serves as Chairman of the Finance Committee and presides over activities of the Finance Committee.

**Section 5: Secretary**

Records the minutes of each Board meeting and distributes those minutes for approval prior to the next Board meeting. Assists the Treasurer in registering program attendees and collecting program attendance fees.

**Section 6: Communications committee chair**

Administers the SHRM-WC website and controls website content, including program announcements, the job bank, and newsletter updates. Recommends website improvements. Oversees the publication of the quarterly Chapter newsletter and develops other methods of effective membership communication.

**Section 7: Compensation & benefits committee chair**

Updates Board and general members on emerging compensation and benefits issues and conducts periodic membership surveys on issues of importance to the general membership.

**Section 8: Diversity committee chair**

Responds to the broad issues affecting workplace diversity and keeps the Board and general membership current on emerging diversity issues.

**Section 9: Education & student chapter committee chair**

Promotes student interest in Chapter activities and oversees the Chapter's scholarship selection and award process.

**Section 10: Finance committee chair**

The Finance Committee, Chaired by the Board Treasurer, maintains the financial health of the

Chapter, reports monthly and annual budgets, tracks income and expenses, and makes recommendations to the Board, either as a stand-alone committee or in cooperation with other committees, regarding the financial status of the Chapter. This includes, but is not limited to, membership dues, event fees, funding applications, invoicing and collections, investment strategies, and preparing for and passing annual audits.

**Section 11: Legislative committee chair**

Keeps informed about legislative and industry topics and events to ensure that Board and general members have the latest information on federal, state, and local issues that affect their activities.

**Section 12: Membership committee chair**

Promotes Chapter and SHRM membership and maintains a record of Chapter members. Prepares and distributes annual membership applications and responds to membership inquiries.

**Section 13. Policy committee chair**

Recommends chapter policy and procedures, and advises the Officers and Board members on strategic matters. Drafts policies and procedures. Maintains the policy manual.

**Section 14: Program committee chair**

Schedules monthly chapter meeting speakers and programs, maintains a record of past speakers and programs, and reports to the Board on the evaluations of the speakers and programs.

**ARTICLE VIII – COMMITTEES**

**Section 1: Committees are established by the Board.**

Members are appointed by the Board and/or the Committee Chair.

**Section 2: Standing Committees**

The standing or permanent committees of the Chapter provide the Chapter with its basic services and information. They are:

- Communications
- Compensation & benefits
- Diversity
- Education & student chapter
- Finance
- Legislative
- Membership
- Policy
- Program

**Section 3: Ad Hoc Committees**

Occasionally the Chapter may need services or information outside the spheres of the standing committees. The President, with the advice and approval of the Board, may appoint *ad hoc* committees. These committees may include any Board member or chapter member having the relevant knowledge, expertise, or contacts. The President must provide each ad hoc committee with a date by which its activities must be completed.

**ARTICLE IX – ELECTRONIC VOTING**

Mail or electronic voting by the membership may be used for the election of Board members. Mail or electronic voting by Board members may be used at the discretion of the President when the business matter is urgent and must be conducted prior to the next Board meeting. In such cases, the Board members must be provided the opportunity to request discussion of the matter in which case the mail or electronic vote shall not occur.

## **ARTICLE X - PROFESSIONAL BEHAVIOR**

### **Section 1: Ethics**

SHRM-WC adopts and incorporates by reference the SHRM Code of Ethics. SHRM-WC does so in order to promote and maintain the highest professional standards among its members. SHRM-WC expects each of its members to honor, respect, and support the purposes of the Chapter and SHRM.

### **Section 2: Non-solicitation**

No member may actively solicit business from any other member at Chapter meetings or by using information provided to Chapter members (e.g., membership roster). Members may solicit business in general via approved outlets (e.g., web site page, information table at meetings, meeting sponsors). The Board may approve restricted use of membership information by SHRM or a particular member or organization.

## **ARTICLE XI – PARLIAMENTARY PROCEDURE**

Meetings of the Board 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 Council.

## **ARTICLE XII AMENDMENTS & REVISIONS**

### **Section 1: Initiative**

Any SHRM-WC member in good standing may initiate amendments or revisions to these By-Laws. Proposed changes must be submitted in writing (neatly typed) to the President or a Board Member.

### **Section 2: Procedure**

The Board must review the proposed changes and then send them to the membership at least 21 calendar days before the next regular meeting. The proposed changes are then reviewed and discussed at the next regular meeting or at a special meeting if the Board judges the next regular meeting unsuitable for that purpose (e.g., speaker cannot be cancelled or re-scheduled conveniently). Assuming a quorum (20% of the chapter’s voting members) is present, the proposed changes must be carried by a two-thirds (2/3) majority of those voting.

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.

**Section 3: Implementation**

An amendment or revision approved by the membership becomes effective on the date of the next regular meeting, where the action must be announced to those attending.

**ARTICLE XIII – CHAPTER DISSOLUTION**

In the event the Chapter dissolves pursuant to Article XII above, the remaining monies in the treasury, after Chapter expenses and financial obligations have been paid, will be contributed to an organization decided upon by the Chapter at the time of dissolution.

**ARTICLE XIV – LOSS 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.

**ARTICLE XV – 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. SHRM means SHRM National and SHRM-WC means the Chapter.

Ratified by the Membership of Chapter and signed by:

Chapter President \_\_\_\_\_ Date \_\_\_\_\_

Approved by:

SHRM President/CEO or President/CEO Designee \_\_\_\_\_ Date \_\_\_\_\_