

**Miami Valley Human Resources Association
Chapter #0194 Bylaws**

Article 1 – Name and Affiliation

Section 1.1. Name.

The name of the association is Miami Valley Human Resources Association (herein referred to as MVHRA). To avoid potential confusion, the Chapter will refer to itself as the Miami Valley Human Resources Association or MVHRA (Chapter name) and not as SHRM or the Society for Human Resource Management.

Section 1.2. Affiliation. MVHRA is affiliated with the Society of Human Resource Management (herein referred to as SHRM).

Section 1.2a: As a SHRM affiliated chapter, the chapter is also a member of the Ohio State Council, serving on the Board of the State Council and abiding by State Council governance process and structure.

Section 1.3 Relationships. The Chapter is a separate legal entity from SHRM and from the Ohio State Council (who is a separate legal entity from SHRM also). 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 or in the name of the Ohio State Council without the express written consent of the State Council.

Section 1.4: Domain use, Logo, Use of SHRM resources & brand, requirement of using “Affiliate of SHRM” logo. The Chapter agrees to follow SHRM Guidelines and be consistent with SHRM in its use of any/all electronic, printed, verbal, and all other types of media including but not limited to SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others.

Section 1.5: Starting or affiliating with other groups. Should the chapter decide to legally affiliate through the governance process with other groups or start other groups or subchapters while affiliated with SHRM, the Chapter is required to obtain approval of SHRM’s CEO/President or designee, which includes the approval of all governing documents associated with these organizations.

Section 1.5a: The Chapter may initiate, facilitate or engage in mutually beneficial business relationships that further the Chapter’s business or mission objectives to the extent these business relationships are not in conflict with Section 1.5.

Section 1.6: Approved Service Area. The service area (zip code ranges) for the chapter is listed in the Chapter Charter (“affiliation agreement”) and subsequent addendums, as appropriate. The service areas reference where the chapter is allowed to overtly solicit for members and event activity. Chapters may only hold events within their service area unless the chapter obtains approval of SHRM’s CEO/President or designee.

Section 1.7: Member Service Area. The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) prior to the Chapter starting a new Chapter, sub-chapter, or adding a Member Service Area ("MSA") to an approved service area, while affiliated with SHRM.

Section 1.8: Approved Service Area Modifications. Should the Chapter wish to request a modification to the Approved Service Area, request consideration to become a Member Service Area ("MSA") or have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain written approval from SHRM's CEO/President or designee.

Article 2 - Purpose

The purpose of the Miami Valley Human Resources Association is to proactively deliver HR thought leadership that positively impacts the company workforce and revenue, and the general economic development of the greater Dayton area.

The purposes of this Chapter, as a non-profit (or not for profit) organization, are:

1. to grow dual membership – members who are both SHRM Chapter and SHRM members;
2. to provide a forum for the personal and professional development of members;
3. to provide an opportunity to develop leadership, business acumen, managerial, public speaking and group decision-making skills;
4. to provide an opportunity to interact and develop individuals new to the profession; student chapters, and all acting in a Human Resources related function or responsibility in the area;
5. to provide an arena for the development of trust relationships where common problems may be discussed and deliberated;
6. to provide an opportunity to focus on current human resource management issues of importance to our members;
7. to provide a focus on state and national workplace public policy issues;
8. to provide valuable information gathering and dissemination channels;
9. to provide a pool of human resource professional leaders for succession as volunteer leaders of the Chapter, State Council and of SHRM;
10. to serve as an important vehicle for introducing human resource professionals to SHRM;
11. to serve as a source of new members for SHRM; and
12. 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 practices in the profession and:

1. to be a recognized world leader in human resource management;
2. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
3. to be the voice of the profession on human resource management issues;
4. to facilitate the development, education, and guide the direction of the human resource profession
5. to provide development, educational, and volunteer leadership training to members; and
6. to establish, monitor and update standards for the profession.

All actions of the chapter and that of members shall be in accordance with SHRM's Bylaws and Code of Ethics.

Article 3 – Fiscal Year

The fiscal year of the Chapter shall be the calendar year of January 1st through December 31st.

Article 4 - Membership

Section 4.1. Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in the following Sections of this Article in Sections 4.3, 4.4, 4.5, 4.6, and 4.7.

The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM in order to be a chapter member.

To achieve the mission of the Chapter, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

Section 4.2: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members. Professional membership requirements shall be the same as SHRM professional member requirements. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- i. Possess at least three (3) years of exempt-level human resource management experience.
- ii. Hold an HR certification recognized by SHRM.
- iii. Are faculty members holding assistant, associate or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.
- iv. Are full-time consultants with at least three (3) years of experience as a practitioner in human resource management.
- v. Are full-time attorneys with at least three (3) years of 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. Associate membership requirements shall be the same as SHRM Associate member requirements. Individuals in non-exempt human resource management positions, plus persons who do not meet the qualifications of the other classes of membership, but who are interested in the field of human resource management. Associate Members have no vote and may not hold office in the chapter.

Section 4.6: Student Members. Student membership requirements shall be the same as SHRM. Individuals may be granted student membership provided they meet the criteria as outlined below. They shall have no

vote, and may not hold office in the chapter.

- i. Student is currently enrolled in a degree-seeking program. Student shall provide proof of enrollment in a college or university to qualify for student membership.
- ii. Student's coursework, taken or planned, supports an interest in Human Resource Management or a related degree program.
- iii. Student membership will be limited to six (6) years from initial start date. A full-time student enrolled in a graduate degree program may apply for an additional (2) years of student membership. A student member cannot have previously held professional membership. Upon graduation or academic withdrawal, student member must convert to professional membership during the next renewal cycle.

Student members may not vote or hold office in the Chapter.

Section 4.7. Honorary and Life Members. Any member of the Miami Valley Human Resources Association, who remains a SHRM member upon retirement, who has made an outstanding contribution in the field of human resources, which includes being Past-President of the Association, shall be considered for Honorary membership subject to approval by the Board of Directors.

Any member, upon retirement, shall be eligible for Life membership provided they have been a member of the Miami Valley Human Resources Association for ten (10) consecutive years preceding retirement.

Honorary and Life members may not vote and may not hold office in the Association. There may be one exception - The Chairperson of the Past Presidents Committee may also happen to be an Honorary or Life member, in which case he/she will have voting rights. Honorary and Life members are exempt from payment of local chapter dues.

Section 4.8. Application for Membership. The applicant must be a SHRM member in order to be a chapter member. Application for membership in the chapter shall be determined by the SHRM and chapter application process.

Section 4.9: Voting. Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate, and Student members are not eligible to vote. Votes shall be tallied by the Secretary appointed by the Board of Directors.

Section 4.10. Membership Dues. The amount of the annual dues for all classes of members shall be determined by a majority vote of quorum of the Board of Directors. The payment of dues shall entitle members to the services and privileges of membership.

Section 4.11. Discipline and Termination of Membership. Any member may be removed from membership, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. Prior to the vote the member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter. This applies to all members, chapter paid staff, as well as volunteer and elected leaders.

Article 5 – Member Meetings

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the second Tuesday of the month or as otherwise determined by the Board of Directors and may be held in person or virtually.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in December or at such other time as determined by the Board of Directors. Such meeting may be held in-person or virtually.

Section 5.3: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such in-person meeting or via electronic voting methods for virtual meetings.

Section 5.4. Notice of Meetings. Notice of all regular, 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 meetings. Meetings may be held in person or virtually. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the board.

Section 5.5. Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person, virtually, or by conference call, shall constitute a quorum. The vote of the majority of the members present, virtually, or by conference call at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

Section 5.6. Meeting Conduct/Procedure. Parliamentary practice in all meetings of the Association and of its Board of Directors' meetings shall be in accordance with Roberts' Rules of Order (newly revised).

Article 6 - Board of Directors

Section 6.1. Power and Duties. The Board of Directors (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 6.2. Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Membership Director, VP of Programming, Treasurer, and Secretary. These Officers also make up the Executive Committee.

Section 6.3. Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors and the Past President. Additionally, appointed chairpersons of each standing committee along with Assistant to the VP of Programming, Assistant to the Secretary, Assistant to the Treasurer and Assistant to the Membership Director shall be Board of Director members.

Section 6.4 Meetings. The Board of Directors shall normally meet at least once each month before the regular meeting of the Association. The Board shall fill any vacancies in the offices of the Association between annual elections and shall submit to the membership for approval any contemplated actions of importance outside the usual affairs of the Association.

Section 6.4. Qualifications. All candidates for the Board of Directors must be SHRM members and Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. If the Chapter has a designated Certification Director role, the person holding this role must be SHRM certified. All board members shall abide by SHRM's Bylaws and Conflict of interest Policies.

Section 6.5. Election. Term of Office. Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office on January 1 following his/her election and shall hold office for a two-year period or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position. The member elected President-Elect will automatically succeed into the President role and the position of President will not be listed on the ballots based upon MVHRA's adoption of their success plan applicable to the position of President.

Section 6.6. Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 6.7. Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or virtual, shall be the act of the Governing Body, except to the extent that applicable state/local law may require a greater number. In addition, the Board may act by unanimous written or email consent of all voting members.

Section 6.8. Board of Directors' Responsibilities. The Board of Directors shall transact all business and fiduciary responsibilities 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 Board of Directors meeting any action for consideration by the Board of Directors.

Section 6.9. Removal of any elected or appointed Chapter leaders (Director, Officer, Committee Chair, Committee Member, or other). Any Chapter leader 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. Prior to the vote, the Chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from elected or appointed role. SHRM reserves the right to remove any elected or appointed Chapter Leader (Director, Officer, Committee Chair, Committee Member, or other) from office who has demonstrated actions that are inconsistent with the chapter bylaws, the chapter charter or operating guidelines.

Article 7 – Duties and Responsibilities

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board. Although all members of the Board share in the governing and fiduciary responsibilities of the chapter. The Chapter is strongly encouraged to have at least one Board of Directors Member ("Volunteer Leader") attend SHRM's Volunteer Leader Business Meeting each year.

As a 100% Chapter, all Officer and Board members are required to be a member of SHRM in good standing and then of the Chapter.

Section 7.1. The President. The President shall preside at the meetings of the members and of the Board. They 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. President is responsible for the chapter staying in compliance with SHRM affiliate guidelines. They shall maintain liaison with SHRM throughout the duration of their term of office.

Section 7.2. The President-Elect. The President-Elect, at the request of the President or in their absence or disability, may perform any of the duties of the President. They shall have such other powers and perform such other liaison duties as the Board, or the President may determine. The president-elect is encouraged to attend the annual SHRM Leadership Conference.

Section 7.3. Membership Director. The Membership Director shall serve as chair of the Membership Committee. They shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. They shall have such other powers and perform such other duties as the President may determine.

Section 7.4. The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all local, state, Federal, and other jurisdictional required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. They shall be responsible for sponsorship billing.

Section 7.5. The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for distributing meeting minutes for review by the board in advance of board meetings, and tallying votes.

Section 7.6. VP of Programming. The VP of Programming shall serve as Chair of the Program Committee. 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 Board. They shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year.

Section 7.7. Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

Section 7.8. 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 Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. If there is a dedicated Certification CLA lead, this lead must be a SHRM member in good standing for the duration of his/her term of office and be SHRM certified.

Article 8 – Committees

Section 8.1. Committees. The establishment of both standing and ad-hoc committees shall be the right of

the Board of Directors. The Board of Directors may also dissolve committees.

Section 8.2. Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3. Committee Chairpersons. Appointment 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 Chapter needs.

Section 8.4. Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, SHRM Foundation initiatives, Programs, Professional Development, Communications, Marketing/Public Relations, Inclusion, Equity, and Diversity, Workforce Readiness, Students/Emerging Professionals, Inclusion and Diversity, Job Opportunities/Resumes, Networking/Publicity, Advertising/Sponsorship, etc.

Article 9 – Electronic Voting

Mail or electronic ballots may be used for the election of Directors provided the Chapter has had at least one in-person meeting that year unless there are extenuating circumstances where the chapter cannot meet in person.

Article 10 - Statement of Ethics

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association 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 Board of Directors. Members are advised to not actively solicit business from other chapter members at chapter meetings or events without consent of the member(s).

At a minimum, members will:

- Set the ethical standard and be an example by avoiding potential ethical conflicts (e.g., abuse of the MVHRA membership privilege to advance personal or corporate financial gain).
- Build trust among all members by maximizing the open exchange of information while protecting the integrity and confidentiality of such information.
- Support MVHRA and SHRM's goals and objectives.

Article 11 - Amendment of Bylaws

The Bylaws may be amended by a majority vote of the general members present or represented by proxy 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 their 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 their designee.

Article 12 – 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 501(c) organization in alignment with the purposes of the chapter). Should a Chapter become an MSA of another chapter (host), the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be transferred to the host chapter (successor). Funds should be transferred within 180 days or as soon as reasonably practical.

Article 13 – 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 President/CEO or his/her designee 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 President/CEO or his/her designee, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM President/CEO or his/her designee may cause a new Chapter to be created or may re-confer Chapter status upon such body.

Article 14 – 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:

Approved by:

SHRM President/CEO or President/CEO Designee:

Date:

11-29-24

Printed Name:

Michael Patrick

Chapter President:

Joan Krein

Date:

10/15/24

Printed name: Joan Krein

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