

BY-LAWS
NORTHEAST PENNSYLVANIA CHAPTER
OF THE
SOCIETY FOR HUMAN RESOURCE MANAGEMENT

**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name.

The name of the Chapter is Northeast Pennsylvania Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as NEPA SHRM 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") as a 100% Affiliated chapter.

Section 1.2a: As a SHRM affiliated chapter, the chapter is also a member of the Pennsylvania State Council, serving on the Board of the State Council and is an integral part of the State Council governance process and structure.

Section 1.3: Relationships. The Chapter is a separate legal entity from SHRM and from the Pennsylvania State Council (herein referred to as "State Council") (who is also a separate legal entity from SHRM). The Chapter shall not be deemed to be an agency or instrument of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrument 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 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: *Zip Code Ranges*. 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: Should the Chapter wish to request a modification to the 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 approval from SHRM.

Section 1.8: *Service Area Modifications*. Should the Chapter wish to request a modification to the 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 approval from SHRM.

ARTICLE 2 PURPOSE

The purposes of this Chapter, as a 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 and guide the direction of the human resource profession;
and
5. To establish, monitor and update standards for the profession.

ARTICLE 3 FISCAL YEAR

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

ARTICLE 4 MEMBERSHIP

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

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

To achieve the mission of SHRM and 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 SHRM and the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership. Membership in SHRM and 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.

Section 4.5: Student Members. Student membership requirements shall be the same as SHRM. They shall have no vote and may not hold office in the chapter.

Since the chapter is a 100% Affiliated chapter, student members must be SHRM student members in good standing in order to then be a chapter student member.

Section 4.6: Retiree Members. Retiree membership requirements shall be the same as SHRM retiree member requirements. A current chapter member, in the Professional, General, or Special Expertise class of membership, who has retired from active full-time employment may apply to the Chapter for Retired Membership. Retiree Members shall vote and hold office in the chapter.

Section 4.7: Voting. Each voting member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors. Votes may be made in person or electronically.

Section 4.8: Dues. Chapter annual membership dues shall be established for the next year by the Board of Directors.

Section 4.9: Discipline and Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

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 first Tuesday of every 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 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 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 meeting. 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 a majority of the members present at any meeting at which there is a quorum, either in person, virtually, or by conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

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 Officers of the Chapter and serve on the Board of Directors: President, President-Elect, Past-President, Vice President of Membership, Vice President of Finance, and Secretary.

Section 6.3: Composition of the Board of Directors. The Chapter shall have up to nine non-Officer Board of Director Members. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall include Core Leadership Area Directors. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4: Qualifications – All candidates for the Board of Directors must be SHRM 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. The nominating committee shall provide the proposed slate of Officers and Directors to the membership for electronic vote prior to the annual meeting. Each elected Officer and Director shall assume office on January 1 following his/her election and shall hold office for a three-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.

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 by the Officers of the Board. 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.

Automatic removal (without vote) will occur if the Director or Officer falls below fifty percent attendance and/or below seventy-five percent of attended meetings utilizing video conferencing in any year of their term (defined as an evaluation of the January to December term). Officers and the Governance Committee Chair will meet no later than January 31 of the following year to determine if the removal of any Director is warranted.

Section 6.10: Attendance. Officers and Directors are required to attend sixty percent of the regularly scheduled meetings to maintain their position as an Officer or Director and on the Board of Directors. Further, Officers and Directors must utilize video conferencing (camera on) at a minimum of seventy-five percent of the attended meetings. Failure to attend sixty percent of the meetings and/or meet the video conferencing (camera on) requirement shall constitute cause for the purpose of Section 6.9.

Section 6.11: Committee Participation. Each Board of Director is required to serve as a committee chair or on a minimum of two committees during their term.

- **Participation Requirements:** Attendance at sixty percent of the regularly scheduled Board of Director meetings along with serving as a committee chair or on a minimum of two committees during a term, does not guarantee that an individual may not be removed, with cause pursuant to Section 6.9. Officers and Directors must actively participate and contribute to the Board of Directors and the committees on which they serve. Active participation may include but is not limited to:
 - o Participating in discussions, offering suggestions and solutions.

- Volunteering for and following through on the management or completion of specific tasks and/or responsibilities.
- **Evaluation Processes:** Directors and Officers shall complete a self-evaluation process on an annual basis in September of each year.
 - The Self-Evaluation requires individuals to self-reflect and determine one of three things:
 - They need to voluntarily step down
 - Step-up to fulfill their commitments
 - They are fulfilling their commitments
 - Self-Evaluations will be returned to the President who will be responsible for reviewing the self-evaluation with the goal of driving a discussion in those situations where improvement is required. The President will seek input from the Committee Chairs where appropriate.
 - The President will be reviewed by the Officers. The President-Elect will be reviewed by the President.

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. All Officer and Board members are required to be a member of SHRM in good standing and then 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.

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/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. President is responsible for the chapter staying in compliance with SHRM affiliate guidelines. He/she shall maintain liaison with SHRM and the State Council throughout the duration of his/her term of office.

Section 7.2: The President-Elect. The President-Elect, at the request of the President or in his/her absence for whatever reason, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board, or the President may determine. He/she shall be encouraged to 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. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president-elect or designee is strongly encouraged to attend the annual SHRM Volunteer Leadership Business Meeting.

Section 7.3: The Vice President of Membership. The Vice President of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and be responsible for the oversight of the membership roster and regular review of data provided by SHRM. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.4: The Vice President of Finance. The Vice President of Finance 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 of Directors. He/she shall also perform such other duties as the President may determine.

Section 7.5: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter if applicable.

Section 7.6: 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 of Directors. 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 also be SHRM certified.) From year-to-year SHRM may change CLAs and the Chapter agrees to provide support and Chapter leadership for each CLA.

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 Eligibility. Eligibility for nomination for an Officer position requires at least one year of service on the Board of Directors.

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.

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. Each committee shall be chaired by a Board of Director. Appointment of Chairpersons to committees is the sole responsibility of the President. The Committee 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 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, Legislation, Governance, Finance, Students/Emerging Professionals, etc.

ARTICLE 9 ELECTRONIC VOTING

Mail or electronic ballots may be used for the election of Directors provided the Chapter has held 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. Each Chapter Board Member and Officer shall attest that they abide by SHRM's Code of Ethics.

The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

ARTICLE 11 BOOKS AND RECORDS

Section 11.1. Documents. The Chapter shall keep a record of the proceedings of the members and the Directors, copy of its Bylaws, including all amendments thereto to date, certified by the Secretary of the Chapter, and a membership register, giving the names of the members, and showing their respective addresses, membership category and other details of the membership of each. The Chapter shall also keep appropriate, complete and accurate books and records of account.

Section 11.2. Access and Review. Every member shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person, during the usual hours for business for any proper purpose, the membership register, books and records of account, and records of the proceeding of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member.

ARTICLE 12 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 13 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 14 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, 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 15 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 16
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:

Chapter President: Neena Patton

Date: October 11, 2024

Printed name: Neena Patton

Chapter Mailing Address: P.O. Box 1312
Wilkes-Barre, PA 18703

Chapter website: <https://nepashrm.shrm.org>

Primary chapter email: nepashrm@yahoo.com

Approved by:

SHRM President/CEO or President/CEO Designee: 

Date: 10-29-24

Printed Name: Michael P Aitken

Revised: September 22, 1995

Revised: April 18, 1996

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Revised: April 20, 2000

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