

CONSTITUTION AND BY-LAWS

ARTICLE I. NAME

The name of this organization shall be "**SHRM of Greater Kansas City**," also known as or doing business as SHRM-KC (herein referred to as "Association").

ARTICLE II. AFFILIATION

Section 1. Affiliation

The Association shall operate as an affiliate chapter of the Society for Human Resource Management (herein referred to as SHRM). At least 51% of the Association's membership will hold membership in SHRM, and the Association will operate in accordance with guidelines established by SHRM for its local affiliates.

Section 2. Relationship

The Association 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 Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE III. OBJECTIVES

MISSION STATEMENT

SHRM of Greater Kansas City promotes excellence in Human Resource management practices through education, advocacy, and leadership development.

VISION STATEMENT

SHRM of Greater Kansas City will be the premier HR Association in Greater Kansas City.

SHRM OF GREATER KANSAS CITY VALUES

Excellence - **SHRM of Greater Kansas City** will continuously strive to deliver excellence in the quality of professional, social and educational programs, products and services directly related to the needs of our members and partners.

Excellence will be demonstrated through the active interaction of **SHRM of Greater Kansas City** with its members and partners and by evaluating, planning and providing value added programs, products and services which meet their needs.

Customer Focus – **SHRM of Greater Kansas City** is dedicated to serving the needs of its membership by offering convenient, timely and informed programs, products and services.

Ethics – **SHRM of Greater Kansas City** will strive to provide programs, products and services recognized as reflecting the highest professional and ethical standards of the practice of human resource management.

Personal and Professional Development – SHRM of Greater Kansas City provides continuous opportunities for members to expand their knowledge and expertise at all levels and in all functional areas of Human Resources.

Diversity – SHRM of Greater Kansas City values the ability of our members to accept, respect, understand, and value the difference each individual brings to the organization. SHRM of Greater Kansas City appreciates, accepts and supports diverse input from its members. We encourage participation in efforts to educate and increase the awareness of diversity and inclusion at work.

ARTICLE IV, PURPOSE

The purpose of this Association is to:

- i. provide a forum for the personal and professional development of our members;
- ii. provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. provide an arena for the development of trusted relationships where common problems can be discussed and deliberated;
- iv. provide an opportunity to focus on current human resource management issues of importance to our members;
- v. provide a focus for legislative attention to state and national human resource management issues;
- vi. provide valuable information gathering and dissemination channels;
- vii. provide a pool of human resource management leaders for perpetuation of the Association and of SHRM;
- viii. serve as an important vehicle for introducing human resource management professionals to SHRM and promote membership with SHRM; and
- ix. serve as part of the two-way channel of communications between SHRM and the individual members.

ARTICLE V. MEMBERSHIP

Individuals who are engaged primarily in the field of human resource management, human resource education, or human resource support services, and who have a bona fide interest in the purpose of the Association, shall be eligible for membership subject to the payment of any prescribed dues. This includes membership categories of Practitioner, Emerging Leader and Student. Persons not currently engaged in the above activities who can demonstrate a bona-fide interest in the human resources profession and mission of the Association shall be eligible for an Associate or Consultant membership subject to the payment of any prescribed dues and proof of national SHRM membership. Any candidate not meeting membership eligibility criteria will be advised by a member of the Executive Committee as to the reason for ineligibility. Applicants not currently employed will be evaluated for membership on the basis of their most recent employment. Current members who are no longer eligible in any of these membership classes may continue membership until their next renewal. Practitioner, Consultant, Associate, and Honorary members are eligible to vote and hold office.

SECTION 1. MEMBERSHIP CLASSES

a) **Practitioner.** To be eligible and considered for professional membership, an individual must:

- (1) be currently employed in the field of Human Resources as a practitioner, or
- (2) perform at least 50% of their duties in professional Human Resources work or have 100% accountability for the HR functions in their organizations, or

(3) be faculty members holding an assistant, associate or full professor rank in personnel, human resources or industrial relations at an accredited college or university.

(4) Practitioner members are eligible to vote and hold office in the Association.

b) **Consultant.** To be eligible and considered for membership as a Consultant, an individual must:

(1) be currently employed as a consultant in the field of Human Resources, and

(2) be actively engaged in providing professional services to clients in the field of human resources, labor and employee relations, and/or other directly related areas, and

(3) be a current member of SHRM. It is requested that consultant members designate **SHRM of Greater Kansas City** (Chapter #0005) as their primary chapter.

(4) Consultant members are eligible to vote and hold office in the Association.

c) **Associate.** To be eligible and considered for associate membership, an individual must not be eligible for another category of membership and must:

(1) not meet the criteria for either practitioner or consultant member,

(2) be able to demonstrate a bona-fide interest in the human resources profession and the mission of the Association, and

(3) be a current member of SHRM. It is requested that associate members designate SHRM of Greater Kansas City (Chapter #0005) as their primary chapter.

(4) Associate members are eligible to vote and hold office in the Association.

(d) **Student Member.** To be eligible and considered for Student membership, an individual must:

(1) not be eligible for membership under any other membership classification, and

(2) be currently enrolled as a bachelor degree-seeking student in a human resources related degree program.

Individuals in this membership classification are not eligible to vote or hold office.

(e) **Emerging Leader.** To be eligible and considered for Emerging Leader membership, an individual must:

(1) be age 30 or younger; and

(2) be in their first two years of employment as a human resource practitioner.

Individuals in this membership classification are not eligible to vote or hold office.

(f) **Honorary.** The Board of Directors may, by a majority vote at any meeting where a quorum is present, designate and elect as lifetime Honorary members of the Association, individuals who have rendered long and outstanding service to the Association, or who are deemed to be outstanding in the field of human resources management, education or research.

There shall be no dues for this class of membership. Honorary members are eligible to vote and hold office in the Association.

SECTION 2. MEMBERSHIP PROCEDURES

The Board of Directors shall determine the procedure by which members are pre-approved. The Board shall resolve any questions regarding membership eligibility or status.

Application for membership shall be made in writing or electronically on such forms as may be approved by the Board of Directors in accordance with these by-laws. Membership in the Association is held in the individual's name, not the organization with which the member is affiliated. Membership in the Association is neither transferable nor assignable.

An applicant approved shall be a member in good standing within the appropriate membership classification and shall be subject to the requirements of these by-laws.

Members are expected to abide by the Association's Code of Conduct and the Society for Human Resource Management Code of Ethics. Members found in violation of these codes shall be considered a member not in good standing. The Board of Directors reserves the right to revoke the membership of any individual found in violation of the Code of Conduct.

Admission to, and privileges of, membership in the Association are granted to qualified individuals without regard to race, color, sex, religion, national origin, age, protected disability, military and/or veteran status, genetic information, sexual orientation, or other protected category under federal, state, or local law. Additionally, where reasonable and requested, accommodation(s) will be made for qualified individuals with disabilities.

ARTICLE VI. COMPOSITION OF THE BOARD AND THE EXECUTIVE COMMITTEE

The Board is comprised of thirteen regular members (13) and additionally may include up to fifteen (15) at the discretion of the board as noted in (b) below:

- (a) the regular Officers of the Association, which includes a President, the two most recent Past Presidents remaining on the board, President-Elect, and Vice-President Finance, as well as the Executive Director as an ex-officio member;
- (b) no less than nine (9) or more than twelve (12) Directors elected at large.

The Officers of the Association as described above in (a) above shall constitute the Executive Committee. The Executive Committee shall be defined as the President, the two most recent Past-Presidents remaining on the board, President-Elect, Vice President of Finance and Executive Director as an ex-officio member.

Each officer of the Association listed above must be a Practitioner, Consultant, Associate, or Honorary member as well as a member of **SHRM of Greater Kansas City** and SHRM. Exceptions may be excused by vote of the Board.

ARTICLE VII. OFFICERS AND EXECUTIVE COMMITTEE

Section 1. Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Association and in general exercise all powers of the Association.

The President shall be the executive officer of the Association. The President shall preside over all meetings, including those of the Board of Directors. The President shall appoint from the membership such standing and special committees as are provided in the by-laws, or as authorized by the Board of Directors. The President shall be an active SHRM member in good standing throughout the duration of his/her term of office.

The immediate Past President shall act for the President in the President's absence. In the absence of both, the President-Elect shall act as President. The President-elect shall assist the President as needed in the execution of his/her duties. The President-elect shall be an active SHRM member in good standing throughout the duration of his/her term of office.

The Vice-President Finance shall account for all organizational financial matters, and shall supervise all disbursements and provide necessary financial statements. The Association requires the Vice President Finance to be a current member in good standing of SHRM during his/her entire term of office.

The Directors as defined in Article VI, subparagraph (b) shall direct the activities of such standing and special committees as authorized by the Board, and shall perform other duties as directed by the President or the Board. The Association requires each Director to be a current member in good standing of SHRM during his/her entire term of office.

The Board of Directors shall see that established policies are carried out and shall propose new policies as necessary for approval by the membership. It shall see that the programs and activities are consistent with the objectives of the Association.

Of the thirteen (13) regular members comprising the Board, seven shall constitute a quorum for conducting business and a majority vote of the Board members present shall govern.

Section 2. SHRM Code of Ethics

Annually the **SHRM of Greater Kansas City Board** will review and affirm the SHRM Code of Ethics.

Section 3. Nomination and Election of Officers

The Nominating Committee shall consist of the Directors whose terms of office are not expiring in the current election year, the two most recent Past Presidents if not in expiring terms, the President and the President-Elect. Members may submit names for consideration to the President before September 1. The President-Elect shall chair the Committee. The Committee shall select a nominee for each Officer position and each expiring Director position.

The list of nominees is to be communicated to the membership at least two weeks prior to the annual membership meeting.

An annual meeting shall be designated in the fourth quarter of each year. The President shall present the nominees to the membership and call for additional nominations from the floor, if any. Any oral nominations must be seconded by another active member to be considered. If no additional nominations are received, the President may call for a motion to approve the slate as a whole. If a motion is received and seconded, the ballot may be approved by voice vote as a whole. If additional nominations are received from the floor, each officer or director shall be balloted upon individually through a voice vote.

Section 4. Tenure of Office

All officers shall be elected for two-year terms and may serve additional two-year terms if elected. The President-Elect and the Past President, Immediate Past President and Vice-President Finance are one-year terms.

All elected officials shall assume the duties of office to which elected on the first day of January and serve through December 31 of that year.

Section 5. Filling of Vacancies in Elective Offices

Whenever a vacancy occurs in an elective office, the Executive Committee shall appoint a member eligible to fill such office for the unexpired portion of the term or, in the case of a Director, until the next annual election, at which time a Practitioner, Consultant, Associate, or Honorary member shall be elected to fill the office for the unexpired portion of the term.

Section 6. Succession Plan

The President-Elect must agree to a three (3) year commitment. S/he will serve in the capacity of President-Elect for one year, President the next year, and Immediate Past President the third and final year. Other officer positions will be filled with current chapter members through a volunteer nomination effort. Officer candidates should have a working knowledge of Association business operations.

Section 7. Quorum

The lesser of members holding one-tenth of the votes entitled to be cast, or 45 members represented in person or by conference call, shall constitute a quorum of the membership. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or by conference call, shall be necessary for the adoption of any matter voted on by the members. If a motion is received and seconded, the motion may be approved by voice vote.

Section 8. Removal of Director or 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.

ARTICLE VIII. DISSOLUTION OF THE ASSOCIATION

In the event of the dissolution of the Association, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Association, or to one or more such organizations organized and operated exclusively for business league or similar purposes as shall at the time qualify as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, as the Executive Committee shall determine. Any of such assets not so disposed of shall be disposed of by the district court of the county in the State of Missouri (or such other state) in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX. ADMINISTRATION

Section 1. Dues

The Board of Directors shall annually, or more often as needed, study the financial needs of the Association, and on the basis of such study, recommend annual membership dues. A majority vote of the Board of Directors is required for approval.

Section 2. Contractual Arrangements

New multi-year contractual arrangements with individuals or organizations may be undertaken only after:

- (a) A Request for Proposal (RFP) has been solicited through the Association newsletter and other appropriate publications, and
- (b) A written description of the work to be performed has been prepared and agreed upon, specifying the length of the contract, the fee to be paid, and the reporting relationship of the positions.
- (c) All contractual arrangements must not conflict with SHRM bylaws or Code of Ethics.

In circumstances where a contract has come for renewal, the Board may choose to renew the contract without opening bidding if the performance of the provider has been determined to be meeting all the needs of the Association throughout the life of the contract, and the bid of the provider is within a reasonable adjustment for the increased cost of business (measured by cost of living index) since the last contract.

All contractual arrangements must be approved by a majority of the eligible Board members at any regular meeting.

No member of the Board of Directors who has a potential financial interest or conflict of interest, or who is employed by or receives compensation from an organization, company or individual who has a financial interest in any contractual arrangement may participate in the vote to approve such contractual agreement.

Section 3. Bonding

Trust or surety bonds shall be furnished for all Board members, the Executive Director, and such other Officers or employees of the Association as the Board shall direct. The amount of such bonds shall be determined by the board and cost paid by the Association.

Section 4. Fiscal Year

The fiscal year begins on each January 1 and concludes each December 31st.

Section 5. Financial Review

The accounts of the Association shall be reviewed at least annually by a professional accounting firm. A written report will be presented to the Board of Directors for approval.

Section 6. Rules of Order

All meetings of the Association and all parliamentary proceedings shall be conducted in accordance with Robert's Rules of Order, except as provided otherwise in the Constitution or bylaws of the Association.

For meetings of the Executive Committee or Board, a quorum, once established, continues until the meeting is adjourned.

The Chairs of the designed committees or an appointee shall, during board meetings, have the privilege of making motions, seconding motions and participating in debate, but shall not be counted as making a quorum or be privileged to vote on motions.

Section 7. Amendments

The by-laws may be amended at any regular or special meeting of the Association where a quorum exists and the membership was notified at least seven (7) days prior to the time action is to be taken on any proposed amendment, 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 by-laws. Any motion to amend the by-laws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee. Amendments will be proposed by the Board of Directors.

ARTICLE X. 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 Association are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association 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 Association 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.

Ratified by the Membership of Chapter and signed by:

Chapter President

Susan Haddad

Date _____

Approved by: *Michael P. Aitken*
SHRM President/CEO or President/CEO Designee

Michael P. Aitken

Date 2-5-19