

# **Florida Keys Society for Human Resource Management**

## **Chapter Bylaws**

### **ARTICLE I**

#### **Section 1.1: Name**

The name of the Chapter is Florida Keys Society for Human Resource Management or Florida Keys SHRM or FLKSHRM (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Florida Keys SHRM or Florida Keys Society for Human Resource Management 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").

#### **Section 1.3: Relationships**

The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

### **ARTICLE II PURPOSE**

The purposes of this Chapter, as a non-profit organization are:

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

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- x. to serve as part of the two-way channel of communication between SHRM and the individual members.
- xi. The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:
  - a. to be a recognized world leader in human resource management;
  - b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
  - c. to be the voice of the profession on human resource management issues;
  - d. to facilitate the development and guide the direction of the human resource profession; and
  - e. to establish, monitor and update standards for the profession.

### **ARTICLE III FISCAL YEAR**

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

### **ARTICLE IV 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 and 4.6 of this Article. 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 status or any other legally protected class.

#### **Section 4.2: Non-transferability of Membership**

Membership 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. All members are encouraged to become a National SHRM member in order to meet the Chapter affiliation requirement.

#### **Section 4.4: Professional Members**

Membership shall be limited to those individuals who are (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute or SHRM (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching; (d) full-time consultants with at least three years' experience in the field of human resource management; or (e) full-time attorneys with at least three years' experience in counseling and advising clients on

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matters relating to the human resource profession. Professional members may vote and hold office in the chapter.

### **Section 4.5: Associate Members**

Associate members are individuals in non-exempt Human Resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may vote or hold office in the Chapter.

### **Section 4.6: Student Members**

Student members are individuals who are (a) enrolled as full time or part-time students at freshman standing or higher. (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in four-year or graduate institution and/or consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resources management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

### **Section 4.7: Alternates**

Members who hold an Annual Membership may have an Alternate in their employ represent him/her at any Chapter function/meeting if the member is not able to attend. Alternates are not eligible to vote.

### **Section 4.8: Guests**

An member who has paid the full Annual Membership fee may bring a guest to any function/meeting. The guest will be assessed the fee of \$25.00 (or appropriate fee for that function). The fee will be waived for the first function/meeting. Thereafter, payment of the fee is due upon arrival of the meeting.

### **Section 4.9: Application for Membership**

Application for membership shall be on the chapter application form. All applications shall be reviewed by the Membership Chair and approved by the Board or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee. If at the time the individual seeking membership is not a SHRM member (and does not wish to become of member of SHRM at the time of application) and by allowing the member to join would cause the Association to disaffiliate, the Association reserves the right to refuse membership of the individual. The Membership Chair will advise the applicant in writing of the refusal based on this reason and encourage the individual to seek membership in the future once there is seat available. Nothing herein shall prevent the individual from attending meetings as a guest of a current FLKSHRM (Annual) Member.

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### **Section 4.10: Voting**

Each Professional and associate 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 the Board's appointed designee.

### **Section 4.11: Dues**

Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Payment of dues shall be made annually, and the anniversary date shall be January 1st of each year. Collection of dues shall take place at or before the January meeting. Dues may be mailed to the Chapter's official address prior to the meeting. Any newly joining Annual Members who join the Chapter after the anniversary date will have their dues prorated for the balance of the year.

Annual Membership: The individual, company, public or private agency, or business entity within Monroe County shall be assessed \$200.00 per calendar year for each Annual Member and \$150 per calendar year for each additional Annual Member. Fees will also include meals.

New Members: Newly joining members who, during the months of October, November or December, pay the annual membership fee for the following year, will not be charged a pro-rated membership fee and will receive a free membership for those months (October, November and December) which will include meals.

Dues Waiver: A renewing annual member who is in job transition and not currently employed at the time of membership renewal shall have his or her annual member fee waived. Transitioning membership is available to members ONE TIME ONLY. No refunds will be given if a membership is activated or renewed and then an individual loses their job. Benefits of transitioning membership are subject to change or cancellation without notice.

Students pursuing a degree in the field of Human Resources shall have his or her annual membership fee waived. The Chapter will waive the fee for a maximum number of three students per year. Any individual who is also a current member or wishes to become a member of SHRM may have \$50 of their Annual Membership fee applied towards their SHRM membership. Proof of current SHRM membership is required at the time of application in order to have the fee reduced or proof of SHRM membership may be submitted at any time during the calendar year in order to be reimbursed.

### **Section 4.12: SHRM Membership**

It is expected that all SHRM members continue their membership with SHRM and renew on an annual basis. If the individual does not renew his/her membership with SHRM and failure to do so would cause the Chapter to disaffiliate, the member shall be removed from membership and (Annual Members) shall be reimbursed for any meetings for the remainder of the calendar year. The Membership Chair shall inform the member in writing of the decision. Nothing herein shall prevent the (former) member from attending any future meetings as a guest of a current (Annual) member.

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### **ARTICLE V MEMBER MEETINGS**

#### **Section 5.1: Regular Meetings**

Regular meetings of the members will usually be held on the second Wednesday of each month, eight times during the calendar year. The month of December shall be reserved for the annual social gathering of the members. On occasion, it may be necessary to hold the meeting on another day due to unavoidable reasons such as availability of meeting space or speaker's schedule.

#### **Section 5.2: Business Meetings**

Quarterly Board of Director meetings will be held to discuss business of the Chapter.

#### **Section 5.3: Annual Meeting**

The annual meeting of the members for electing directors and conducting other appropriate business shall be held in September or at such other time determined by the Board of Directors.

#### **Section 5.4: Special Meetings**

Special meetings of members shall be held on call of the President and the Board of Directors. Chapter members wishing to hold a special meeting may direct h/her request to the President.

#### **Section 5.5: Scholarship/Awards**

The Excellence In Service Award and any Scholarships to be awarded shall be awarded/voted on at a meeting during the calendar year that is deemed appropriate by the Board of Directors.

#### **Section 5.6: Notice of Meetings**

Notice of all meetings shall be given to all members at least four days prior and no more than seven days before the meeting. Written notice stating the place, day and hour of the next succeeding meeting and the purpose(s) of the meeting shall be delivered via facsimile, regular mail or electronic mail.

#### **Section 5.7: Quorum**

A majority of qualified voting Members in attendance shall constitute a quorum for the purpose of Chapter business. The act of the majority of the Board of Directors shall be the act of the Board. Meetings shall be conducted in accordance with Robert's Rules of Order.

### **ARTICLE VI 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.

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### **Section 6.2: Officers**

The Board of Directors shall consist of 4 persons. The following shall be members of the Board of Directors and be officers of the chapter: President, President-Elect, Treasurer, and Secretary.

### **Section 6.3: Qualifications**

All candidates for the Board of Directors must be Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office.

At least 30% of the Board members must be a current member in good standing with SHRM throughout the term of office.

### **Section 6.4: Election - Term of Office**

Directors shall be elected by the members at the regular meeting of the month of September or at another meeting as determined by the Board. Each elected Director shall assume office on January 1 following his/her election and shall hold office for two years or until his/her successor is elected and takes office. Elections shall take place every other year (currently every odd year). If the election should not be held during the month of September for any reason or reasons, such election shall be held as soon thereafter as convenient.

In the event that there is not an accepted nomination by a qualified member of the Chapter, the Director shall continue to hold office until his/her successor is elected and takes office.

### **Section 6.5: Vacancies**

A vacancy because of death, removal, resignation, disqualification or otherwise, may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

### **Section 6.6: Quorum**

A simple majority of the total voting members 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 by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

### **Section 6.7: Board of Directors' Responsibilities**

The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the 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 meeting any action taken by the Board of Directors. Members of the Board are encouraged to attend the State and National SHRM Leadership Conferences. Each member of the Board will be provided a copy of the SHRM Leadership Guide to assist him/her in his/her role.

### **Section 6.8: Removal of Officer or Director**

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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 VII 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.

#### **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. He/she shall be the SHRM liaison and be a current member in good standing with SHRM throughout the duration of his/her term of office. The Chapter President is a voting member of the State SHRM Council and is strongly encouraged to represent the Chapter at the SHRM Leadership Conference.

#### **Section 7.2: The President-Elect**

The President-Elect, at the request of the President, or in his/her absence or disability, 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 serve as Co-Chair of the Programs 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 is encouraged to attend the annual SHRM Leadership Conference. Upon or before assuming the President's seat (once current President's term expires) the President-Elect shall become and maintain active SHRM membership during his/her term as President.

#### **Section 7.3: The Treasurer**

The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine. He/she shall become familiar with the SHRM Guide to Chapter Financial Management.

#### **Section 7.4: The Secretary**

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The Secretary shall be responsible for recording the minutes of all meetings of the Chapter and shall be responsible for making all members aware of such meetings. He/she in partnership with the President shall ensure that the SHRM Affiliate Program for Excellence (SHAPE) Planning Workbook and any other necessary documentation be submitted by the appropriate deadlines.

### **ARTICLE VIII 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 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 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, Programs, etc.

#### **Section 8.5: Number**

The Committee Chairs shall consist of 9 persons. The following shall be members of the Committees and be officers of the chapter: Membership, Publicity, Scholarship & SHRM Foundation, Careers & Workforce Readiness, "Excellence In Service" Award, Legislative, Sponsorship, Diversity, and Programs shall be a co-chair with the President-Elect.

#### **Section 8.6: Qualification**

All candidates for the Committee Chairs must be members of the Chapter in good standing at the time of appointment.

#### **Section 8.7: Vacancies**

A vacancy because of death, removal, resignation, disqualification or otherwise, may be filled by appointment of the President at the next succeeding Board of Directors Meeting.

#### **Section 8.8: Term of Office**

The President, along with assistance from the Board of Directors, shall appoint committee Chairs (after his/her election in September) before or at the next regular meeting. Each appointed Committee Chair shall assume his/her required duties in January and shall hold office for two years



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or until his/her successor is appointed. Appointments shall take place every other year (currently every odd year). A Succession Plan shall be in place to assist with the transition of Officers.

### **Section 8.9: Committee Chair Responsibilities**

The Committee Chairs shall provide the Chapter with ongoing services and have such other powers and perform such other duties as the President may determine. Each Committee Chair will be provided with a copy of the SHRM Leadership Guide to assist him/her in his/her role.

**Membership** – Membership Committee Chair shall encourage membership growth and shall maintain the official membership roster of the Chapter. Any changes in membership status shall be forwarded to the Membership Chair. Shall actively recruit current SHRM members to join the Chapter and will make an effort to ensure that a minimum of 30 percent of the total chapter membership or 10 chapter members – whichever is greater – are current SHRM members in order to prevent Chapter disaffiliation.

**Publicity** – Publicity Committee Chair shall be responsible for advertising Chapter information in publications and/or media as deemed appropriate by the Board and directed by the President.

**Scholarship & SHRM Foundation** – Scholarship Committee Chair shall be responsible for coordinating any and all Scholarships given throughout the Community by vote of the members and also educating, promoting and representing the interests of the SHRM Foundation

**Careers & Workforce Readiness** – Workforce Readiness Committee Chair shall set up programs and establish partnerships with the Community Schools and the Chapter. Monitors and evaluates on a continuing basis local activities concerning workforce readiness issues and plans and encourages chapter involvement in activities impacting the workforce readiness arena. Works with the Publicity Chair to coordinate and post job availabilities on the Chapter website

**Excellence In Service Award** – Excellence In Service Award Committee Chair shall be responsible for encouraging, coordinating and accepting any nominations by the members.

**Programs** – Programs Committee Chair shall work together with the President-elect and be responsible for coordinating the speakers for Chapter meetings and shall coordinate any Seminars and/or speakers for availability to the employers throughout Monroe County.

**Legislative** – Legislative Committee Chair shall monitor and evaluate on a continuing basis pending legislative, regulatory and legal action at the federal, state, and local level that may have an impact on the management of Human Resources. He/she presents reports or updates to the Chapter President and fellow Chapter members.

**Sponsorship** – Sponsorship Chair shall work with the Publicity Chair to solicit and publicize Sponsorships for meetings.

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Membership - Membership Chair shall manage the membership function to successfully achieve an increase in chapter membership.

Diversity - Monitor and evaluate on a continuing basis local activities concerning diversity issues. Work with Membership Committee and spearhead the effort to diversify the Chapter's membership/leadership. Work with the Publicity Committee and publicize successful diversity programs in the local community.

### **ARTICLE IX ELECTRONIC VOTING**

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one In-person meeting that year.

### **ARTICLE X 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.

### **ARTICLE XI CONFLICT OF INTEREST**

The Chapter adopts SHRM's Conflicts of Interest in Human Resources Management for members of the Association in order to maintain the highest level of trust among our members. Each member shall be responsible for not engaging in activities that create actual, apparent, or potential conflicts of interest.

### **ARTICLE XII PARLIAMENTARY PROCEDURE**

Meetings of the Chapter shall be governed by the rules contained in a modified version of 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 XIII 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 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.

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Proposed changes shall be made in writing by any member of the Chapter at any time on the appropriate form and sent to the Secretary. The Secretary will submit the proposed change(s) to the Board of Directors, who will review the changes for tentative approval. The Secretary will then submit the changes to the Southeast Regional Manager for review and final approvals. Upon the Chapter receiving written approval from SHRM, the Chapter membership will then vote on the changes. Once ratified, the Chapter will sign and date the bylaws and send them to the Southeast Regional Administrator for the files at SHRM.

### **ARTICLE XIV 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 (the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity consistent with those of the Chapter).

### **ARTICLE XV WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a 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.


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**ARTICLE XVI  
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.

\*Note: As an affiliate of The Society for Human Resource Management (SHRM), these revised bylaws are not effective until approved and signed by SHRM CEO or designee.

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

Chapter President  Date 2-17-15

**Approved by:**

SHRM President/CEO or President/CEO Designee  Date 1/8/15

**Florida Keys Society for Human Resource Management  
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**DISTRICT 8 – No. 0679**

**OFFICERS:**

**Teresa Aguiar, President  
Julie Panrock, President-Elect  
Kristie Hernandez, Treasurer  
Becky Ranney, Secretary**

**To: FLKSHRM Secretary**

From: \_\_\_\_\_

Agency Phone # \_\_\_\_\_

SUBJ: Proposed change(s) to BYLAWS of the FLKSHRM

DATE: \_\_\_\_\_

I wish to propose the following Change Addition Deletion to the Florida Keys Society of Human Resources Management BYLAWS (please use separate form for each recommendation):

Article Number \_\_\_\_\_

Article Title \_\_\_\_\_

Section Number \_\_\_\_\_

Page Number \_\_\_\_\_

Requested Change: