

CONSTITUTION AND BYLAWS OF
THE WILLIAMSON COUNTY HUMAN
RESOURCE MANAGEMENT ASSOCIATION, INC.

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ARTICLE I
Name and Affiliation

1.01 Name. The name of the Chapter is "The Williamson County Human Resource Management Association, Inc." hereinafter referred to as "WilcoHR" or "Chapter".

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

1.03 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 valuable information gathering and dissemination channels;
- vi. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;

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
Membership

3.01 Qualifications for Membership. The qualifications for membership in WilcoHR shall be as stated in Sections 3.02, 3.03, 3.04, 3.05 and 3.06 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's status, or any other legally protected class.

3.02 Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated and is not transferable.

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3.03 Professional Members. Membership shall be limited to (a) those individuals actively engaged in a bona fide human resources administration position for at least one year and who devote at least 50% of their time to personnel, human resources or industrial relations functions; (b) faculty members holding an assistant, associate or full professor rank in personnel, human resources or industrial relations of their specialized phases at an accredited college or university and who possess at least three years of responsible experience at this level of teaching; (c) full-time consultants with at least 3 years' experience in the field of, human resources management and who maintain membership in the SHRM. Professional members are eligible to vote, chair a committee and hold an elected office.

3.04 Associate Members. Individuals who do not meet the Professional member category, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members are eligible to vote, chair a committee and hold and elected office.

3.05 Affiliate Members. An Affiliate Member is a member who is affiliated with a company that offers a human resource-related service or product for profit such as relocation services, benefit plans, legal services, employment, temporary placement, etc. Affiliate members are extended all courtesies of the Chapter including the right to vote, chair a committee and hold an elected office. However, Affiliate members may not comprise more than 25% of elected officers.

3.06 Student Members. Individuals who do not qualify as Professional or Affiliate Members and who are actively enrolled in degree programs at the college or university level with an emphasis in liberal arts, business/finance or human resources management. Student members may not vote and may not hold office in the Chapter.

3.07 Application for Membership. Application for membership shall be on the WilcoHR application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by WilcoHR's Board of Directors.

3.08 Special Restrictions. If at any time it becomes apparent, through investigation by the Board of Directors that an individual has joined the Chapter without meeting the criteria specified for the appropriate class of Membership, the Board of Directors reserves the right to take action to discontinue the individual(s) from WilcoHR membership at any time without the refund of dues.

3.09 Dues. Annual membership dues shall be established for the next year by the Board- of Directors prior to the mailing of renewal notices. Annual membership dues for a renewing member of WilcoHR shall be delinquent if the dues are not paid by January 1 of the renewal year. Annual membership dues for a new member shall be delinquent if not paid 30 days from the receipt of invoice. The member shall be notified of such delinquency and have thirty (30) days in which to respond to the delinquency charge. Being delinquent under this section is cause for membership removal. No dues shall be refunded for any reason; unless proof is provided of clerical, mathematical, or duplication errors.

3.10 Membership in SHRM. WilcoHR members are strongly encouraged to apply for membership in the Society for Human Resource Management (SHRM). Membership in SHRM may be mandatory for some levels of membership or to hold certain offices.

3.11 Membership Year. The membership year in WilcoHR shall be the calendar year.

ARTICLE IV
Meetings of Members

4.01 Regular Meetings. Regular meetings of the members shall be held at a time and place as planned by the Programs Committee and reviewed by the Board of Directors. The President will establish meetings of the Board of Directors on dates determined by the Board of Directors.

4.02 Special Meetings. Special meetings of members may be called by the President, a majority of the Board of Directors or by a majority of the members entitled to cast votes at such meeting.

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4.03 Notice of Meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting. Notice of all special meetings shall be given to all members at least ten days prior to the meetings.

4.04 Quorum. Members in good standing and who are eligible to vote and are in attendance at any meeting for which the voting membership has been duly notified, shall constitute a quorum for the transaction of business at a regular or special meeting of the Chapter.

4.05 Guest Attendance. Members are encouraged to bring guests to meetings. Guests will pay the registration fee established by the Board of Directors. Guests are prohibited from solicitation at the meetings, either orally or through printed material, unless approved in advance by the Board of Directors.

ARTICLE V
Board of Directors

5.01 Number. The Board of Directors shall consist of the elected officers and the Immediate Past President. The following shall be members of the Board of Directors and be elected officers of the chapter: President, President-Elect, Secretary, Treasurer, Vice President of Membership, Vice President of Programs, Vice President of Communications, Vice President of Workforce Readiness and Diversity, Co-Vice President (2 per office) are allowed to serve as elected Board of Directors as needed to fulfill Board positions.

5.02 Qualification. All candidates for the Board of Directors must be professional, associate or affiliate members of WilcoHR in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. Board members may not be elected to serve more than two (2) consecutive terms in the same position unless voted on by the current Board to extend for an additional year if needed to fulfill Board Positions.

5.03 Election and Term of Office. The Board of Directors shall be elected by the members at a meeting of the membership between September and November. Mail or electronic ballots can be used provided the Chapter has at least one in-person vote available at a membership meeting that year. The proposed slate of officers will be selected by a nominating committee appointed by the Board of Directors and chaired by the President-Elect. Each elected Board member shall assume office on January 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office. A Board member may succeed himself/herself no more than once unless voted on by the current Board to extend for an additional year if needed to fulfill Board Positions.

5.04 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 members present, either in person or by conference call, at any meeting at which there is a quorum shall be the act of the Board of Directors.

5.05 Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A 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.

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

5.07 Removal. Any Board member may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the then entire Board of Directors at a duly constituted Board of Directors meeting.

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ARTICLE VI
Duties and Responsibilities

6.01 President. The President shall be the President of the Board of Directors and preside at the meetings of the Chapter and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of WilcoHR. Per SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office.

6.02 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.

6.03 Vice President of Programs. The Vice President of Programs shall serve as the Chairperson of the Programs Committee. The responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and seminars sponsored by the Chapter as determined by the President and the Board.

6.04 Vice President of Membership. The Vice President of Membership shall coordinate and oversee the recruitment and admission of new members to the Chapter; ensure that the membership provisions of these By-Laws are followed correctly; and chair the activities of the Membership Committee.

6.05 Secretary. The Secretary shall be responsible for recording the minutes of all meetings of WilcoHR, shall be responsible for making all members aware of such meetings.

6.06 Treasurer. The Treasurer shall be responsible for managing the financial affairs of WilcoHR. The Treasurer shall be authorized to sign checks on the Chapter's bank account, provided however that checks in excess of \$1,000 must be signed by both the President and the Treasurer. The Treasurer shall ensure the receipt and deposit of monies of the Chapter in a bank account approved by the Board of Directors and keep an itemized record of receipts and disbursements; make disbursements by check; and render monthly financial statements and an annual report to the Board of Directors. The Treasurer shall report to the Board of Directors monthly and the general membership once per year.

6.07 Vice President of Communications. The Vice President of Communications shall serve as the Chairperson of the Communications Committee. He/she will create and maintain a favorable image of the chapter by overseeing and managing marketing and public relations activities of the chapter. This position will be responsible to guide the following activities: managing the chapter website, publishing the newsletter, drafting and maintaining promotional materials, promoting activities of the Chapter, media relations, and assisting with special events advertising.

6.08 Vice President of Workforce Readiness and Diversity. The Vice President of Workforce Readiness and Diversity shall oversee and coordinate the development and delivery of the Chapter workforce readiness initiatives. The Workforce Readiness Committee activities support the development of students, incumbent and transitioning workers, as well as re-entrant workers with relevant skills and knowledge for the current and future workplace.

ARTICLE VII
Committees

7.01 Authority and Responsibility. The Executive Committee may act in place and instead of the Board of Directors between Board meetings on all planning and procedure matters. Actions of the Executive Committee shall be approved by the Board of Directors by mail or at the next Board meeting.

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7.02 Executive Committee Composition. The Executive Committee shall be composed of the President, President-Elect, Secretary, Treasurer, Vice President of Programs, Vice President of Workforce Readiness and Diversity, Vice President of Membership, Vice President of Communications, Vice President of Certifications, Vice President of External Relations, and Immediate Past President.

7.03 Committee Organization. Appointments to committees are the sole responsibility of the President. The Board members 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.

7.04 Committee Activity. Committees are established to provide the Chapter with special ongoing services such as Programs, Membership, Communications, Education, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, Workforce Readiness, Certifications, External Relations, SHRM Foundation, etc.

- The Board President shall also oversee the External Relations/Volunteer Chair and its committee. The External Relations/Volunteer Chair will serve as a liaison between WilcoHR and the community, helping to find and facilitate events and volunteer opportunities the WilcoHR Board and its members can participate in to advance the HR profession.
- The Board VP of Programs will oversee the Certification Chair and its committee. The Certification Chair will serve as liaison between WilcoHR, SHRM, and HR Certification Institute (HRCI) to submit and validate certification for programs as appropriate.
- The Board VP of Membership shall oversee the SHRM Liaison and SHRM Foundation Chair – the SHRM Liaison promotes membership in SHRM and participation in SHRM programs and scholarships, and assists in promoting the SHRM Foundation. The SHRM Foundation Chair will represent the SHRM Foundation by promoting the Foundation's programs, scholarships and educational services to the membership and is responsible for creating and organizing fundraising projects for the Chapter.
- The Board VP of Workforce Readiness and Diversity shall oversee the VP of Workforce Readiness and Diversity Chair and its committee.

ARTICLE VIII
Statement of Ethics

The WilcoHR adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Chapter and SHRM.

- The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.
- No member shall actively solicit business from any other member at Chapter meetings or through the use of information provided to him/her as a member of the Chapter without the approval from the Board of Directors.

ARTICLE IX
Amendment of Constitution and Bylaws

9.01 Amendment. The Constitution and Bylaws of WilcoHR may be amended by a majority vote of the current members at a regular or special meeting, provided a written copy of the proposed change is distributed to each member at least ten (10) days prior to the date of the meeting in which the amendment is to be considered 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. If no such notice is given, the Bylaws may be amended at a regular meeting by a two-thirds (2/3) vote of the current members present

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9.02 Voting. Voting on all Articles and Bylaws amendments shall be by written or roll-call ballot.

9.03 Effective Date. Unless otherwise provided by the amendment, the amendment shall become effective immediately upon adoption.

9.04 Suspension of Bylaws. The Bylaws of this Chapter may never be suspended.

ARTICLE X
Finance

10.01 Fiscal Period. The fiscal year of WilcoHR shall begin January 1st and end December 31st.

10.02 Budget. The Board shall adopt an annual operating budget covering all activities of WilcoHR. The Treasurer shall furnish the Board, within ninety (90) days following the end of each fiscal period, a financial report for the year just completed.

10.03 Audit. The Board shall periodically select an accountant or a Budget and Finance Committee to conduct an independent, annual audit of WilcoHR accounts and submit such report to the Board of Directors.

ARTICLE XI
Dissolution


11.01 Dissolution. WilcoHR shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed to the members of the Society or its Board of Directors. On dissolution of WilcoHR any funds remaining shall be contributed to the SHRM Foundation.

ARTICLE XII
Withdrawal of Affiliated Chapter Status

12.01 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.

Approved by:

SHRM President/CEO or President/CEO Designee:

 Date: 12/17/17

Ratified by Membership of Chapter and signed by:

Chapter President: _____ Date: _____