

Bylaws

ARTICLE I - Offices

Section 1.1 Principal Office.

The principal office of the Association shall be located in San Antonio, Texas. The Association may have such other offices, either within or outside the State of Texas, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

Section 1.2 Registered Office.

The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II – Name and Affiliation

Section 2.1 Corporate Name.

The Association shall be known as the San Antonio Human Resource Management Association, Inc., herein referred to as “Association” or “Chapter.”

Section 2.2: Affiliation.

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

Section 2.3: 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 III - Purposes

Section 3.1 Purposes of the Association.

The Association, as a non-profit organization, was formed to conduct the following activities:

- a. Promote fellowship and a better understanding of the mutual problems affecting those engaged in the field of human resources.
- b. Provide a means for the exchange of ideas and discussion of common problems and best practices.
- c. Encourage the application of sound and ethical human resource management practices in business as a means of increasing the operating effectiveness of both workers and management.
- d. Provide information regarding current trends in human resource management through the medium of programs, seminars, workshops and other means as determined by the Programs Committee.

ARTICLE IV - Members

Section 4.1 Term and Classes.

The term and classes of members of the Association are the current membership guidelines for the Society for Human Resource Management as set out in the Membership Article of the SHRM Bylaws.

Professional, Past Chair Life and Special Expertise Members may vote and hold office in the Chapter.

General, Retired Life, and Professional Life Members may vote but may not hold office in the Chapter.

Associate, Honorary Life, Retired Annual, Student and Global Members have no vote and may not hold office in the Chapter.

Section 4.2 Members Accepted Prior to January 1, 2005.

Any active member of the Association as of December 31, 2004, who no longer qualifies for membership under Section 4.1 but would continue to qualify for membership under the prior guidelines***, is eligible for membership in the Association.

****SAHRMA Bylaws – 2003 excerpt

Members

Section 4.1 Classes of Members. The membership of the Association will consist of Professional, Life and Honorary members.

Section 4.2 Professional Members. Individuals who are engaged in the profession of human resource management and who meet one or more of the following criteria:

a. Are members who actively engage in and who have the responsibility in their organization for one or more functions for human resource administration.

b. Are accredited by the Human Resource Certification Institute, currently active and in good standing or life certified.

c. Are faculty members holding assistant, associate or full professorial rank in human resource administration/human resource management or any of its specialized functions at an accredited college or university.

d. Are consultants who are involved in one or more of the main activities of human resource management.

e. Are attorneys who represent only management interests in human resources.

Professional Members are eligible to vote and hold office in the chapter.

Section 4.3 Life Members. Life Membership shall be awarded to each member who has faithfully served the Human Resource Management profession and enters into a retired status. Said members shall be extended all the courtesies of the Association, including the right to vote at each general election. Further, Life Membership may be awarded by unanimous vote of the Board of Directors to:

a. Members who have performed truly outstanding service for the Association.

b. Members who have enlisted twenty-five (25) or more new members during a consecutive twelve-month period. New members, for purposes of this award, must come from outside of the business organization for which recommending member works.

c. Life members selected may not be a member of the Board of Directors at time of award.

Section 4.4 Honorary Members. Honorary Membership may be conferred for one (1) year on any person or persons by a unanimous vote of the Board of Directors present at any regular or special meetings. Honorary Members shall be extended the courtesy of this Association but shall not have the right to vote or hold office in the Association.

Section 4.5 Application for, and Acceptance of, Membership.

A candidate shall submit a completed application for membership. The approval for membership shall be determined by the Vice President-Membership using the Administrative Guidelines currently in effect after the aforesaid application has been submitted with accompanying dues. Each year thereafter, a Membership Renewal Form must be completed by each member and returned to the Association.

Section 4.6 General Membership Meetings.

The General Membership Meeting of the Association shall normally be held the second Tuesday of each month, unless otherwise scheduled by the Board of Directors.

Section 4.7 Board of Director Meetings.

The Board of Directors shall meet at a time and place designated by the President. There shall be at least one meeting a month. Each member must be present to vote. A quorum shall consist of two-thirds (2/3) of its membership to vote on issues.

Section 4.8 Special Meetings:

- a. Special Meetings of the Association may be called by the President.
- b. Special Meetings must be called by the President if a petition signed by at least ten (10) percent of the General Membership is received.

Section 4.9 Power of the Member.

Each member of the Association shall have the right to:

- a. Attend and participate in all meetings concerning the Association including all Board of Directors and Committee meetings of the Association.
- b. Introduce, organize and participate in any or all Programs and/or Projects of the Association so long as those activities are in the interest of the purpose of the Association, as determined by the Board of Directors.
- c. Debate any question brought before any meeting that he or she attends.
- d. Vote, where qualified, on any question brought before any meeting that he or she attends, serve the Board of Directors or such committee as may be established by the Board of Directors.

Section 4.10 Retention of Membership.

If at any time current members become unemployed they will be eligible to continue their membership until he or she accepts employment outside of the human resource profession.

Section 4.11 Transferability of Membership.

SAHRMA membership is considered an "individual" membership rather than a "firm" or "company" membership. Transfer of membership from one individual to another, whether or not within the same company is not allowed.

ARTICLE V

Section 5.1 Dues.

Dues for all of the membership shall be determined by the Board of Directors. Dues will be determined for an annual basis starting at the beginning of the calendar year. Honorary Life Membership shall be exempt from payment of dues. For all new members and former members who have allowed their membership to lapse for more than twelve (12) months, dues of less than one year shall be prorated at 1/12 of the current annual dues rate times the number of months remaining in the year. Changes to the annual dues rate may be made by a majority of the directors, but at no time may a dues change take effect until the beginning of a new calendar year.

ARTICLE VI

Section 6.1 Board of Directors.

The number of directors constituting the Board of Directors of the Association is nine (9), who shall be residents of the State of Texas.

Section 6.2 Powers of Directors.

The Board of Directors shall have the entire management and control of the business and affairs of the Association. In the management and control of the property, business and affairs of the Association, the Board of Directors is hereby vested with all of the powers possessed by the Association itself so far as this delegation of authority is not inconsistent with the laws of the State of Texas, with the Articles of Incorporation of the Association or with these bylaws.

Section 6.3: Qualifications

All candidates for the Board of Directors must be members of the chapter eligible to vote and hold office, in accordance with Article IV, Section 4.1 and Section 4.2, 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 of SHRM throughout the duration of his/her term of office.

Section 6.4 Tenure and Number.

The Board of Directors of the Association shall be President, President-Elect, Vice President of Membership, Vice President of Student Chapters, Vice President of Programs, Vice President of Research and Development, Vice President of Public Relations, Secretary and Treasurer. The Board of Directors named in the Articles of Incorporation shall hold office and serve until their successors shall be elected and shall qualify. At the October meeting all directors will be elected for a term of one (1) year,

except as hereinafter provided, and shall hold office until their successors shall be elected and shall qualify. Any vacancy occurring in the Board of Directors may be filled by designation of the President for the unexpired term of his or her predecessor in office. The Board of Directors is hereby authorized to increase the number of directors placed on the Board by any number, but any vacancies thus created must be filled by a vote of the members of the Association at the annual or special meeting. The numbers of directors may be increased or decreased (providing such decrease does not have the effect of shortening the term of any incumbent Director) from time to time by unanimous action of the then qualified Directors provided that the number of Directors shall never be greater than twenty (20) or less than three (3).

Section 6.5 Meetings of Directors.

A regular meeting of the Board of Directors of this Association shall be held without other notice than this bylaw during the January meeting of Directors. The Board of Directors may provide by resolution the time and place, either within or without the state of Texas, for the holding of additional regular meetings without other notice than such resolution.

Section 6.6 Special Meetings of Directors.

Special meetings of the Board of Directors may be held at any time or place whenever called by the President or by three (3) or more directors with five (5) days notice thereof being given by the Secretary or other officer calling the meeting to each director, or such meetings may be held at any time without formal notice provided all of the directors are present or, if not present, have waived notice thereof in writing. Such special meetings shall be held at such time and place as the notice thereof or waiver shall specify. Any meeting at which every director is present, either in person or by proxy, or of which those not present have waived notice, shall be legal meeting for the transaction of business, notwithstanding notice has not been given as hereinabove provided.

Section 6.7 Quorum of Directors.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and the same may be held without further notice. Directors present by proxy may not be counted toward a quorum. When a quorum is present at any meeting, a majority vote of the directors in attendance thereat and eligible to vote shall decide any question brought before such meeting in the absence of an express provision to the contrary in these bylaws.

Section 6.8 Proxy and Voting.

Each director shall be entitled to one vote on each matter considered by the directors. Directors eligible to vote may do so either in person or by proxy in writing which shall be filed with the Secretary of the Association before being voted.

Section 6.9 Removal. Any director may be removed by the vote of two-thirds (2/3) of the members of the Board of Directors, at any annual, regular or special meeting, whenever in the judgment of the Board of Directors the best interests of the Association will be served thereby.

Section 6.10 Informal Action by Directors.

Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE VII - Officers

Section 7.1 Elected Officers.

The officers of the Association shall be a President, a President-Elect, a Vice President of Student Chapters, a Vice President of Membership, a Vice President of Programs, a Vice President of Research and Development, Vice President of Public Relations, a Secretary and a Treasurer, each of whom shall be elected by the members. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors at any duly constituted meeting, regular or special, of the Board. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 7.2 Advisory Counselor.

In addition to the elected officers there shall be an Advisory Counselor, who shall serve as a member of the Board of Directors and perform administrative duties as assigned by the Board of Directors. Normally, the Advisory Counselor shall be the immediate past president; if the immediate past president is unavailable, the term, or any unexpired portion thereof, shall be filled by an available officer of the preceding year in the following succession: Secretary, Treasurer or one of the Vice Presidents. The Advisory Counselor is a non-voting member of the Board of Directors.

Section 7.3 Election and Term of Officers.

The officers of the Association elected at the October General Membership Meeting shall officially assume their duties January 1, following, for a term not to exceed one (1) year.

Section 7.4 President.

The President shall serve as Chairman of the Board of Directors and perform all the duties incidental to his or her office, including, but not limited to, conducting the business affairs of the Association, preside at all meetings of the Association, represent the Association as official contact person with SHRM and be a current member in good standing of SHRM throughout the duration of his/her term of office.. He or she may appoint special delegates and/or special committees to represent the Association. Further, he or she shall have the authority to sign checks of the Association.

Section 7.5. President-Elect.

The President Elect shall perform the duties of the President during the President's absence or temporary disability. In the event of the President's death, resignation or inability to serve, he or she shall become President of the Association for the balance of the unexpired term and the following full term of office. He or she shall represent the President at his or her request and assist him or her in carrying out the objectives of the Association. He or she shall have such other powers and perform such other duties as the Board or the President may determine.

Section 7.6 Vice President of Student Chapters.

The Vice President of Student Chapters shall be primarily concerned with assisting the student chapters and acting as liaison between the chapters and SAHRMA. The Vice President of Student Chapters also assists in the establishment of various programs, the supervision in the formation of new student chapters, and advice thereof.

Section 7.7 Vice President of Membership.

The Vice president of Membership shall serve as Chairman of the Membership Committee and is primarily concerned with the recruiting and approval of applications for membership. He or she shall maintain all records up to date on the membership. He or she shall be responsible for obtaining, receiving, and passing upon applications for membership, for extending an official welcome to new members, and for attendance. In addition, the Vice President of Membership shall be responsible for coordinating the publication of the membership directory.

Section 7.8 Vice President of Programs.

The Vice President of Programs shall serve as Chairman of the Programs Committee and is primarily concerned with the selecting of subject material for discussions at general membership meetings and for providing speakers when desirable for such meetings; shall select and direct entertainment and shall make all arrangements for regular and special meetings of the Association, including such matters as engaging the place of the meetings and ordering the meal when necessary.

Section 7.9 Vice President of Research and Development.

The Vice President of Research and Development shall serve as Chairman of the R & D Committee and is primarily concerned with all matters and materials relating to human resource administration which, in the opinion of this Committee and the Association, are sufficient interest to the membership as a whole. His or Her Committee shall conduct necessary studies and research to apprise the Association of any new developments, techniques, or activities of interest in the human resources field, such as matters relating to recruitment and employment, training, wage and salary administration, human resource policies and procedures, fringe benefits, etc. As such, the Board of Directors shall be currently informed on developments in the field of human resources administration, reporting to the Association of significant trends, techniques, current publications, etc. as warranted. It shall further be his or her responsibility to conduct such technical studies and carry out any special projects as are approved by the Board of Directors.

Section 7.10 Vice President of Public Relations.

The Vice President of Public Relations shall serve as the chairman of the Public Relations Committee and shall be primarily concerned with the public relations of the Association and work with business organizations seeking assistance with human resource related areas of concern. In addition, the Vice President of Public Relations supervises the publication and distribution of all Association printed matter to include special circulation to the membership of all notices as directed by the Board of Directors.

Section 7.11 Secretary.

The Secretary shall record and maintain the minutes of all Board of Director and regular meetings, notify all responsible parties relative to all special actions, and all the meetings of the Association. Further, the minutes of the previous meeting shall be provided to the members.

Section 7.12 Treasurer.

The Treasurer shall be responsible for all monies of the Association, to include the depositing and disbursing of funds from a bank approved by the Board of Directors, acknowledge all debts of the Association, paying said debts with approval of the Board, maintain a complete ledger of said receipts and disbursements, and supplying a financial statement each month to the Board of Directors and provide same to the general membership.

Section 7.13 Removal.

The directors may at any regular meeting, or at any special meeting called for the purpose, by an affirmative vote of the majority of the directors attending such meeting, with or without cause, remove any officer.

Section 7.14 Vacancies.

Should any office become vacant by reason of death, resignation, removal, disqualification or otherwise, the President, with the approval of the Board of Directors, shall appoint an eligible Member in good standing to fill the unexpired term.

Section 7.15 Bonds of Officers.

The Board of Directors may secure the fidelity of any or all officers by bond or otherwise, in such terms and with such surety or sureties or conditions as shall be required by the Board of Directors.

ARTICLE VIII

Section 8.1 Election Procedure.

At the regular meeting held in October, a slate of officers for election is submitted by the Nominating Committee. The Nominating Committee is comprised of three (3) members: current President, Past President, and one member appointed by the President. Nominations for any office can be made from the floor during the October meeting. Each member shall receive an election ballot with the notice for the October meeting. This will afford each member the opportunity to vote in the event he or she is not able to attend the October meeting. Please refer to next section for Absentee Ballot information.

Section 8.2 Absentee Ballots.

All absentee ballots must be submitted by facsimile, mail, or electronic mail, so as to reach the Association prior to its October meeting. Absentee ballots will be presented and officially counted at the Election Meeting.

Section 8.3. Plurality.

Candidates receiving the plurality of votes cast shall be considered elected. In the case of a tie, balloting by the membership will continue until the tie is broken.

Section 8.4 Installation of Officers.

Installations of officers shall take place at the December meeting. The officers shall announce their goals at the January meeting.

Section 8.5 Term of Office

The term of office for each elected officer shall be one (1) calendar year, beginning January 1st following the October election. Members elected to the office of President and President-Elect shall not succeed themselves. All other elected officers may be elected a maximum of two (2) terms in a single position.

Section 8.6 Supervision of Voting.

At each annual election of officers the voting shall be supervised by the Nominating Committee and one additional Past President who is not employed by an organization currently employing a candidate.

ARTICLE IX - Miscellaneous

Section 9.1 Fiscal Year.

The fiscal year of the Association shall be the same as a calendar year.

Section 9.2 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or excuse and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 9.3 Checks, Drafts, Orders, Notes and Other Evidences of Indebtedness.

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be approved by the President or President-Elect and signed by the Treasurer. In the absence of such determination such instruments may be signed by the President or President-Elect of the Association. The Board of Directors shall direct necessary disbursements to be made, but is limited to \$1,000.00 on any one item, unless already included in the approved budget. Any disbursement of funds in excess of \$1,000.00 that was not present in the Association budget must be approved by a majority vote of members present at the next regular meeting.

Section 9.4 Indemnification.

Each person who may have served as a director or officer of this Association shall be indemnified by the Association against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim made against him or her on any action, suit, or proceeding to which he or she may be a party by reason of his or her being, or having been such director or officer including such sums as independent counsel selected by the Board shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding, and further including payments in settlement to avoid expenses of litigation; provided, however, that no director or officer shall be indemnified with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for willful negligence or misconduct in the performance of duty or with respect to any matters for which such indemnification shall be in addition to any other rights to which directors or officers may be entitled.

Section 9.5 Statement of Ethics.

Each member shall honor and respect the purpose of this Association and shall pledge him or herself to its support; the interchange of ideas, information, and the discussion of problems shall be viewed as privileged communication or confidential information and not regarded as any reflection of the official attitude or opinion of any member employer.

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

Section 9.6 Non-Discrimination.

This Association affirms that it will provide equal opportunities for participation to all members and potential members regardless of race, ethnicity, religion, national origin, disability, sex or age.

Section 9.7 Electronic Communications.

Any required notice or communication required under the Association Constitution or these bylaws may be accomplished by e-mail. Any payment required under the Association Constitution or these bylaws may be made electronically, if such payment option is made available by the Association.

ARTICLE X - Amendment of Bylaws

The bylaws may be altered, amended or repealed by the following procedure:

a. Proposed Amendments to the Bylaws of the Association may be presented at any time by an Active Member in good standing, provided that such proposed amendments are presented in writing to the President of the Association, 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. Once approved a copy thereof will be filed with the Secretary, who shall transmit same by facsimile, electronic mail and/or mail, with notice of the general membership meeting, to each member of the Association at least ten (10) days prior to the general membership meeting.

b. Such resolution shall become effective only when it receives a two-thirds (2/3) vote by those voting.

ARTICLE XI - 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 organization or charity with purposes consistent with those of the Chapter).

ARTICLE XII - 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.

Note* 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 _____

Approved by:

SHRM President/CEO or President/CEO Designee _____ Date _____

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