

# CENTRAL KANSAS SHRM CHAPTER CONSTITUTION AND BY-LAWS

## Article 1 – Name and Affiliation

**Section 1.1: Name.** The name of the Chapter is CENTRAL KS SHRM CHAPTER (hereinafter referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Central KS SHRM or 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 1.2a:** As a SHRM affiliated chapter, the chapter is also a member of the Kansas State Council, serving on the Board of the State Council and abiding by State Council governance process and structure.

**Section 1.3: Relationships.** The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrument of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrument of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

**Section 1.4: Use of SHRM Domain, Logo and Brand.** The use of SHRM's Domain, Logo, and Brand or the requirement of using "Affiliate of SHRM" logo, must be consistent with SHRM policies, procedures and practices. Any deviation from such policies, procedures and practices requires written approval from SHRM's CEO/President or designee.

**Section 1.5: Starting or affiliating with other groups.** The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) before the Chapter legally affiliates through the governance process with other groups or starts other groups or subchapters while affiliated with SHRM.

**Section 1.5a:** The Chapter may initiate, facilitate or engage in mutually beneficial business relationships that further the Chapter's business or mission objectives to the extent these business relationships are not in conflict with Section 1.5.

**Section 1.6: Approved Service Area.** The approved service area (zip code ranges) for the Chapter is listed in the Chapter Charter ("Affiliation Agreement") and subsequent addendums, as appropriate. The service areas reference where the Chapter is allowed to overtly solicit for i) members and ii) event activity. Chapters may only hold physical events within their approved service area unless the Chapter obtains written approval of SHRM's CEO/President or designee.

**Section 1.7: Member Service Area.** The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) prior to the Chapter starting a new Chapter, sub-chapter, or adding a Member Service Area ("MSA") to an approved service area, while affiliated with SHRM.

**Section 1.8: Approved Service Area Modifications.** Should the Chapter wish to request a modification to the approved service area, request consideration to become a Member Service Area ("MSA") or have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain approval from SHRM's CEO/President or designee.

## Article 2 – Purpose

The purposes of this Chapter, as a non-profit (or not for profit) organization, are:

1. To grow dual membership - members who are both chapter and SHRM members;
2. To provide a forum for the personal and professional development of our members;
3. To provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
4. To provide an opportunity to interact and develop individuals new to the profession; student chapters in the area, etc.
5. To provide an arena for the development of trust relationships where common problems may be discussed and deliberated;
6. To provide an opportunity to focus on current human resource management issues of importance to our members;
7. To provide a focus for public policy attention to state and national workplace issues;
8. To provide valuable information gathering and dissemination channels;
9. To provide a pool of human resource professional leaders for succession of the Chapter and of SHRM;
10. To serve as an important vehicle for introducing human resource professionals to SHRM;
11. To serve as a source of new members for SHRM; and
12. To serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource practices in the profession and:

1. to be a recognized world leader in human resource management;
2. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
3. to be the voice of the profession on human resource management issues;
4. to facilitate the development and guide the direction of the human resource profession; and
5. to establish, monitor, and update standards for the profession.

## Article 3 – Fiscal Year

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

## Article 4 – Membership

**Section 4.1: Qualifications for Membership.** The qualifications for membership in the Chapter shall be as stated in Sections 4.3 and 4.4 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.

**Section 4.2: Non-transferability of Membership.** Membership in the Chapter 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. Individual members may vote and hold office in the chapter.

**Section 4.4: Professional Members.** Professional membership requirements shall be the same as SHRM professional member requirements. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- i. Possess at least three (3) years of exempt-level human resource management experience.
- ii. Hold an HR certification recognized by SHRM.
- iii. Are faculty members holding assistant, associate or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.
- iv. Are full-time consultants with at least three (3) years of experience as a practitioner in human resource management.
- v. Are full-time attorneys with at least three (3) years of experience in counseling and advising clients on matters relating to the human resource profession. Professional Members may vote and hold office in the Chapter.

**Section 4.5: Approval of Membership**

Applications for membership shall be made on the approved form or via an online application to the Membership Chair accompanied by the annual dues. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

**Section 4.6: Voting**

Each member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

**Section 4.7: Membership Dues**

Annual dues for all members shall be established for the next year by the Board of Directors prior to the renewal period.

**Section 4.8: Discipline and Termination of Membership**

Any member may be removed from membership, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. Prior to the vote the member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership.

This applies to all members of the chapter.

**Article 5 – Meeting of Members**

**Section 5.1: Regular Meetings.** Regular meetings of the Chapter will be held on the second Thursday of each month or as otherwise determined by the Board of Directors and may be held in person or virtually. The meeting date and time may be temporarily changed at the discretion of the Board of Directors.

**Section 5.2: Annual Meetings.** The annual meeting of the members for electing Directors and Officers and conducting other appropriate business shall be held in October or at such other time as determined by the Board of Directors. Such meeting may be held in-person or virtually.

**Section 5.3: Special Meetings.** Special meetings of the members of the Chapter may be called at any time by any elected officer and shall be called by the Secretary whenever one-third or more of the members make written requests. All special meetings shall be called within one week of the date the request was received. Such meeting may be held in-person or virtually.

**Section 5.4: Notice of Meetings.** Notice of the time and place of each annual and special meeting shall be mailed/mailed not less than ten days before such special meeting to all members. Notice of such special meeting shall specify its object in general terms sufficient to appraise the members thereof. Notice of regular meetings shall be given to all members at least seven days prior to the meeting. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the board.

**Section 5.5: Quorum.** Twenty-five percent or more of the members of this Chapter present in person or virtually at any regular or special meeting shall constitute a quorum. Such quorum may, by majority vote of the members present, transact any business, which may properly be brought before the meeting. The meeting may be adjourned or recessed by a majority vote of the members present thereat whether or not a quorum is present.

## **Article 6 – Board of Directors**

**Section 6.1: Power and Duties.** The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

**Section 6.2: Officers.** The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Vice President, Membership Chair, Treasurer, and Secretary.

**Section 6.3: Composition of the Board of Directors.** Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

**Section 6.4: Qualifications.** All candidates for the Board of Directors must be members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws as a Chapter affiliated with SHRM, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The Membership Chair must be a current member in good standing of SHRM throughout the duration of his/her term of office. The person holding the role of Certification Chair must be a current member in good standing of SHRM and SHRM certified. All board members and Officers shall abide by SHRM's Bylaws and Conflict of interest Policies.

**Section 6.5: Election – Term of Office.** Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office on January 1st following his/her election and shall hold office for a two-year period or until his/her successor is elected and takes office. The maximum term that any officer may serve, in any capacity, on the Board, is for seven (7) consecutive years. Following that maximum limit, the individual must be off the Board for two (2) years before seeking election again.

The President shall serve a five (5) year term upon election in even years. The first two (2) years of the term, the elected will serve as President Elect, the second two (2) years as President and one (1) year as Past President immediately following his or her term as President. Upon the end of the term, the current Chapter President will assume the duties of Past President, current President-Elect will assume the duties of President, and an election will be held for the position of President-Elect. Eligibility to be considered for President-Elect will consist of being an active Chapter and SHRM member and having served a minimum of one year on the Board in an elected position.

All other members of the Board of Directors will each serve a two (2) year term ending in odd years upon election.

**Section 6.6: Quorum.** A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or virtual, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

**Section 6.7: Vacancies.** In the event the office of President becomes vacant for any cause, such vacancy will be filled by the President-Elect, who shall become the President of the Chapter. In the event the office of President-Elect, Vice President, Secretary or Treasurer becomes vacant, the Board of Directors shall appoint a member in good standing to fill such vacancy. An officer appointed to fill a vacancy shall hold office during the unexpired term of the predecessor until the election or appointment of a successor or until death, resignation or removal.

**Section 6.8: 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 Professional member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

**Section 6.9: Removal of any elected or appointment chapter leader (Officer, Director, Committee Chair, Committee Member, or other).** Any chapter leader 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. Prior to the vote the chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from elected or appointed role. SHRM reserves the right to remove any elected or appointed Chapter Leader (Director, Officer, Committee Chair, Committee Member or other) from office who has demonstrated actions that are inconsistent with the chapter bylaws, the chapter charter or operating guidelines.

## **Article 7 – Duties and Responsibilities**

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board.

**Section 7.1: The President.** The President shall be the Executive Officer of the Chapter. The President shall preside at all meetings of the members and shall have general charge and supervision of the affairs and business of the Chapter and shall do and perform such other duties as maybe assigned by the Chapter or the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office. The Board of Directors has the discretion to elect to pay for the President's SHRM membership for the term of office.

**Section 7.2: The President-Elect.** The President-Elect shall automatically assume the office of President following his/her term as President-Elect, or upon death, resignation, or removal of President. The President-Elect shall assume the office of President for the balance of that term and then serve his/her regular term in office. The President-Elect, at the request of the President, or in the President's absence or disability, performs any of the duties of the President. The President Elect shall also be Chairperson of the Membership Committee. He/she shall be responsible for maintenance of the membership of the Chapter. He/she shall also perform such other duties as may be assigned by this Constitution, the President, or the Board of Directors. The president-elect or designee is strongly encouraged to attend the annual SHRM Volunteer Leadership Business Meeting immediately preceding the term in which they will become President.

**Section 7.3: The Vice-President/Program Chair.** The Vice President may perform any of the duties of the President. In absence or disability of the President and the President-Elect, the duties shall pass to the Vice President. When both the President and the President-Elect shall vacate the office of President for any reason, the Vice President shall fill the office of President for the duration of the unfulfilled term. The Vice President shall also be Chairperson of the Programs Committee. He/she shall be responsible for planning and coordinating the programs for the monthly meetings and such special meetings that may be called by the President. He/she shall also perform such other duties as may be assigned by this Constitution, the President, or the Board of Directors.

**Section 7.4: The Secretary.** The Secretary shall attend all meetings of the members and of the Board of Directors and shall keep a true and correct record of the proceedings of such meetings. The Secretary shall attend to the giving and serving of all Notices of the Chapter, maintain all its books, records, and mailing rosters and perform such other duties as may be prescribed by the By-Laws or by the Board of Directors.

**Section 7.5: The Treasurer.** The Treasurer shall have charge and custody of, be responsible for all funds of the Chapter, and deposit such funds in the name of the Chapter in such banks or the Board of Directors may select other depositories. The Treasurer shall receive and give receipts for monies due and payable to the Chapter from any source whatsoever and, in general, shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the Board of Directors.

The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Chapter, signing checks of the Chapter with the countersignature of the President or President-Elect and shall keep full and accurate account of all such transactions. The Board of Directors may, at its discretion, permit the Treasurer to sign checks of the Chapter without the countersignature of another officer. The Treasurer shall render an account of all transactions of the financial condition of the Chapter. The Board of Directors will determine whether the Treasurer shall give bond for the faithful performance of those duties and, if so, shall direct the amount of such bond and the sureties thereon.

**Section 7.6: The Membership Chair.** The Membership Chair shall be responsible for updating the board members regarding his/her recruitment of new members. He/She will contact members-at-large (SHRM members who have not designated a chapter) and recruit them to join the local chapter: He/She will also follow up with any prospects given by other members. Membership Chair maintains communication with SHRM on membership status. The Membership Chair must be a current member in good standing of SHRM throughout the duration of his/her term of office.

**Section 7.7: Core Leadership Area (CLA) Directors.** Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board, or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities

associated with the CLA for the year. The Certification CLA lead must be a SHRM member in good standing for the duration of his/her term of office and also be SHRM certified.

**Section 7.8: Past President.** The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

## **Article 8 – Committees**

**Section 8.1: Committees.** The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

**Section 8.2: Committee Organization.** Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

**Section 8.3: Committee Chairpersons.** Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees 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, Professional Development, Communications, Marketing/Public Relations, etc.

## **Article 9 – Electronic Voting**

Mail or electronic ballots may be used for the election of Directors provided the Chapter has had at least one in-person meeting that year unless there are extenuating circumstances where the chapter cannot meet in person.

## **Article 10 – Statement of Ethics**

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

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

## **Article 11 – Parliamentary Procedure**

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

## **Article 12 – Amendments 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.

## **Article 13 – 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 a Chapter 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 Chapter or charity with purposes consistent with those of the Chapter). Should a chapter become an MSA of another chapter (host), the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be transferred to the host chapter (successor). Funds should be transferred within 180 days or as soon as reasonably practical.

## **Article 14 – 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.

## **Article 15 – 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.

Central Kansas SHRM Bylaws Ratified by the Membership of Chapter and signed by:

Katie Marcum  
Chapter President

09/16/2024  
Date

Printed name: Katie Marcum

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Approved by:



SHRM President/CEO or President/CEO Designee

12-26-2024

Date

Printed name: Michael P Arthor