



LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION Chapter Bylaws | Updated April 2024

Article I: Name and Affiliation

Section 1.1: Name

The name of the Chapter is Livingston Area Human Resources Association (LAHRA) (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Livingston Area Human Resources Association (LAHRA) 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.

As a SHRM affiliated chapter, the chapter is also a member of the Michigan State Council of SHRM (MISHRM), serving on the Board of the State Council and abiding by State Council governance process.

Section 1.4: Domain use, Logo, Use of SHRM resources & brand, requirement of using "Affiliate of SHRM" logo.

The Chapter agrees to follow SHRM Guidelines and be consistent with SHRM in its use of any/all electronic, printed, verbal, and all other types of media including but not limited to SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others.

Section 1.5: Starting or affiliating with other groups.

Should the chapter decide to legally affiliate through the governance process with other groups or start other groups or subchapters while affiliated with SHRM, the Chapter is required to obtain the approval of SHRM's CEO/President or designee, which includes the approval of all governing documents associated with these organizations.

Section 1.6: Zip Code Ranges.

The 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 members and event activity. Chapters may only hold events within their service area unless a chapter obtains approval of SHRM's CEO/President or designee.

Section 1.7: Member Service Area





LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION Chapter Bylaws | Updated April 2024

Should the Chapter desire to start a new chapter, sub-chapter, or add a Member Service Area (“MSA”), while affiliated with SHRM, the Chapter is required to obtain approval of SHRM’s CEO/President or designee, which includes the approval of all governing documents associated with the organization.

Section 1.8: *Service Area Modifications.*

Should the Chapter wish to request a modification to the 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.

Article II: Purpose

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

- To grow dual membership – members who are both chapter and SHRM members;
- to provide a forum for the personal and professional development of our members;
- to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- to provide an opportunity to interact and develop individuals new to the profession; student chapters in the area, etc.
- to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- to provide an opportunity to focus on current human resource management issues of importance to our members;
- to provide a focus for public policy attention to state and national human resource management issues;
- to provide valuable information gathering and dissemination channels;
- to provide a pool of human resource management leaders for succession of the Chapter and of SHRM;
- to serve as an important vehicle for introducing human resource management professionals to SHRM;
- to serve as a source of new members for SHRM; and
- 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 management practices in the profession and:

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





LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION Chapter Bylaws | Updated April 2024

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 2, 3, 4 and 5 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, gender, religion, age, color, national origin, disability, sexual orientation, veteran's status or any other class protected by federal or State of Michigan law.

Memberships, with the exception of individuals within Corporate Memberships are individual and are not transferable to other individuals.

Section 4.2: Professional Members

Membership shall be limited to those individuals who meet one of the following requirements:

- engaged in the profession of human resource management or are currently in transition between such assignments;
- Hold an HR certification recognized by SHRM;
- 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;
- full-time consultants in the field of human resource management;
- full time attorneys in counseling and advising clients on matters relating to the human resource profession; or
- an executive, manager or administrator who, among other areas of responsibility, has responsibility for the Human Resources functions for their organization. Professional members may vote and hold office in the chapter.
- an individual who demonstrates a bona fide interest in human resources management and the mission of the Chapter.
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Section 4.3: Corporate Members

A corporate member is an organization that purchases a membership allowing up to 5 HR or management professionals to access membership benefits. All 5 members of the corporate membership may vote. If turnover occurs, the corporate member can change designated members. Members who are corporate members but voted into office must transfer their membership to a Professional Membership.

Section 4.4: Student Members:

Student members are individuals who are (a) enrolled either 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 an





LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION Chapter Bylaws | Updated April 2024

a four-year or graduate institution and/or a 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 resource management subjects and (e) able to provide verification of the college or university's human resources or related degree program. Student members may vote and participate on volunteer committees but may not hold office in the Chapter.

Section 4.5: *Colleges/Universities*

A college or university may obtain a Corporate Membership that would permit any of their students to attend program meetings at the Corporate Membership rate. One representative of the college or university group must be the member of record and complete a membership application. The member of record may vote and hold office.

Section 4.6: *Application for Membership*

Application for membership shall be on the chapter application form or via an online application. All applications shall be reviewed and approved by the Membership Director. New members shall be afforded full membership rights for the calendar year from the date of application approval and payment.

Section 4.7: *Voting*

Each professional member, corporate member, student member and College/University member of record of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members; either in person and/or electronically. Votes shall be tallied by an ad hoc Committee appointed by the Board of Directors.

Section 4.8. *Dues*

Annual membership dues shall be established for the next year by the Board of Directors prior to the sending of renewal notices. All memberships expire on December 31, except for those purchased or renewed on or after November 1, which will extend to the following calendar year through December 31.

Section 4.9: *Membership Referral Program*

Members of the organization who are in good standing may participate in the membership referral program. Members who successfully refer professional or corporate members will receive two complimentary tickets to our monthly lunch and learn events. There is no limit on the number of referrals an individual can make.

Section 4.10: *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. 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 V: Meetings of Members

Section 5.1. Regular Meetings

Regular meetings of the members shall be held monthly or as otherwise determined by the Board of Directors and may be held in person or virtually.

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 November or at such other time determined by the Board of Directors. Such meeting may be held in-person or virtually.

Section 5.3. Special Meetings

Special meetings of members shall be held on call of the President or the Board of Directors for any purpose or purposes.

Section 5.4. Notice of Meetings

Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. 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

Members holding one-tenth of the votes entitled to be cast, represented in person, virtually, conference call or by proxy, shall constitute a quorum. The vote of the majority of the members present or represented by proxy at a meeting at which a quorum is present either in person, virtually or by conference call shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

Article VI: Board of Directors

Section 6.1 Number

The Board of Directors shall consist of 9 persons. The following shall be members of the Board of Directors: President, President-Elect, Treasurer, Secretary, Membership Director, Communications Director, Programs Director, Past President, and At-Large Member. The President, President-Elect, Secretary, Treasurer, and Past President are considered Officers of the Chapter.

Section 6.2 Qualification

All candidates for the Board of Directors must be Professional members, Corporate members, College/University members, or Student members of record of the Chapter in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good



LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION Chapter Bylaws | Updated April 2024

standing with SHRM. Per Chapter dictate, all Board members must be a member in good standing with SHRM.

Section 6.3. *Election Term of Office*

Directors shall be elected by the members from the proposed slate presented by the nominating committee at the annual meeting of the membership. The nominating committee will be appointed by the Board of Directors. Each elected Director shall assume office on January 1 following his/her election. A Director's term on the Board is two years. A Director may change roles in a subsequent program year during his/her term and may serve an unlimited number of terms. The term for Director role of President-Elect/President/ Past President is three years in total.

Section 6.4. *Vacancies*

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

Section 6.5 *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 Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. Provided that at least a quorum is active in the voting process, the Board of Directors can transact business via electronic meetings and/or email voting.

Section 6.6 *Board of Directors' Responsibilities*

The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Article of Incorporation or Bylaws. A professional or corporate 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.

Section 6.7: *Removal of Director and Officer*

Any director or officer 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. If an Officer or Director is absent for three consecutive regularly scheduled board meetings, the Board must vote to either remove or confirm the active status of the board member. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed. Furthermore, if the director or officer being removed is unreachable, they will be notified via written communication of the removal from the board.

Section 6.8: *Board of Director Benefits*

As volunteer leaders on the Board of Directors, each role is entitled to the following benefits:

All Board Members listed in Article V. Section 1 are entitled to:

- a.) a one time \$30 reimbursement to the LAHRA Apparel Store
- b.) annual National SHRM Membership if your current employer does not sponsor
- c.) a one time purchase of an official SHRM / LAHRA name badge from the SHRM Store





LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION Chapter Bylaws | Updated April 2024

- d.) annual \$100 contribution towards attendance of the MISHRM attendance fee if the board member attends the conference as a volunteer representing LAHRA.
- a.) In addition to the benefits outlined above, the President role is entitled to the following benefits during their three-year term: President Elect: Attendance and travel cost to at the national Volunteer Leaders Business Meeting conference in D.C sponsored by LAHRA
- b.) President: Attendance and travel cost at the national SHRM conference
- c.) Immediate Past President: Service award in the form of a celebratory dinner at an establishment of their choosing (within reason) at the end of the term year.

In addition to the benefits outlined above, the Programs Director is entitled to:

- a.) Complementary attendance to all LAHRA programs organized by the Programs Director.

Section 6.9. *Volunteer Letters of Commitment*

All board members are required to sign a Volunteer Letter of Commitment upon joining the board. The Volunteer Letter of Commitment outlines the responsibilities, expectations, and commitments of board members towards the organization. By signing the Volunteer Letter of Commitment, board members acknowledge their commitment to fulfilling their duties as outlined in the letter. Failure to sign the Volunteer Letter of Commitment may result in the board member being deemed ineligible to serve on the board. The Volunteer Letter of Commitment shall be reviewed and updated periodically to ensure alignment with the organization's goals and objectives.

Article VII: Duties and Responsibilities

Section 7.1. *The President.* The President shall preside at the meetings of the members and of the Board. The President 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. They shall maintain liaison and be a current member in good standing with SHRM. The President is responsible for the chapter staying in compliance with SHRM affiliate guidelines.

Section 7.2. *The President Elect.* The President Elect, at the request of the President, or in their absence or disability, may perform any of the duties of the President. They will assume responsibility for chapter accomplishment in one or more Leadership Areas, such as diversity, workforce readiness, SHRM Foundation, etc. The chapter requires the President Elect to be a current member in good standing with SHRM. The president-elect is required to attend the annual SHRM Volunteer Leadership Business Meeting.

Section 7.3. *The Program Director.* The Program Director shall serve as chair of the Program Committee. They will oversee the planning of any programs conducted at regular meetings of the members, and also any workshops, seminars or social functions sponsored by the Chapter. They shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The chapter requires the Program Director to be a current member in good standing with SHRM.

Section 7.4. *The Membership Director,* The Membership Director shall serve as Director of the Membership Committee. They shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. They shall have such other powers and perform such other





LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION Chapter Bylaws | Updated April 2024

duties as the President may determine. The chapter requires the Membership Chair to be a current member in good standing with SHRM.

Section 7.5. *The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter, including all local, state, Federal and other jurisdictional 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. They shall be responsible for membership billing. They shall also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing with SHRM.

Section 7.6. *The Communications Director.* The Communications Director shall be responsible for chapter public relations and coordinating the activities related to the Chapter's newsletter, social media and website. The chapter requires the Communications Director to be a current member in good standing with SHRM.

Section 7.7: *The Secretary.* The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, making members aware of such meetings, and shall be responsible for coordinating all meeting registration. The chapter requires the Secretary to be a current member in good standing with SHRM.

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. The Past President will assume responsibility for chapter accomplishment in one or more Leadership Area(s), such as diversity, workforce readiness, SHRM Foundation, etc. The chapter requires the Past President to be a current member in good standing with SHRM.

Section 7.9: *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. If there is a dedicated Certification CLA lead, this lead must also be SHRM certified.) From year-to-year SHRM may change CLAs and the Chapter agrees to provide support and Chapter leadership for each CLA.

Section 7.10: *At-Large.* The At-Large Board member shall serve the short- and long-term strategic needs of the Chapter. They will assume responsibility for chapter accomplishment in one or more Leadership Area(s), such as diversity, workforce readiness, SHRM Foundation, etc. The Chapter requires the At- Large Board member to be a current member in good standing with SHRM.

Section 7.11. *Attendance.* Board of Directors are to attend board meetings and events during each term year. This is to ensure quorums as well as duties and responsibilities are upheld by each board member. Two absences from board meetings annually warrants considerations of board removal.

Article VII: Committees





Section 7.1. *Committee Organization*

Appointments of Directors to committees not chaired by board members is the sole responsibility of the President. The Director and the President will seek interested members to participate in special Committees or task forces may be organized by the President to meet particular Chapter needs.

Section 7.2. *Committee Activity*

Committees are established to support the Board and provide the Chapter with special ongoing services such as Programs, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, or other Leadership Areas as needed.

Article IX: 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 X: 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). Should the 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).

Article XI: Statement of Ethics

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resources Management for members of the Association 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.

Members are advised to not actively solicit business from other chapter members at chapter meetings or events without consent of the member(s). Further, should a member actively solicit business from chapter members where consent is not present, the chapter may reserve the right to terminate the member's membership in the chapter.

Article XII: Parliamentary Procedure

Members 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 XIII: Amendment of Constitution and Bylaws





LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION

Chapter Bylaws | Updated April 2024

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 designee as being in furtherance of the purposes of 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 designee.

Article XIV: 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 XV: Terms Used

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form and the plural shall be substituted for the singular number in any place where the context may require such substitution or substitutions "Note". These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership or Chapter and signed by:

Cara Hutchison

Chapter President Signature

April 19, 2024

Date

Cara Hutchison

Chapter President Printed Name

Chapter Mailing Address:

Livingston Area HR Association
PO Box 2415
Howell, MI 48843

Chapter Primary Email Address:

board@livingstonhr.org



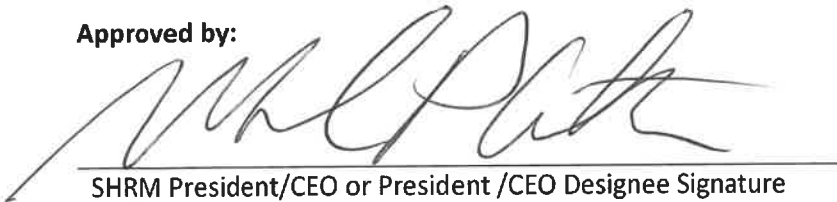


LIVINGSTON AREA HUMAN RESOURCES ASSOCIATION
Chapter Bylaws | Updated April 2024

President Email Address:

info@livingstonhr.org

Approved by:



SHRM President/CEO or President /CEO Designee Signature

9-13-2024
Date



SHRM President/CEO or President /CEO Designee Printed Name