

**WESTCHESTER HUMAN RESOURCE MANAGEMENT ASSOCIATION INC.
("WHRMA") CHAPTER BYLAWS (#0058)**

ARTICLE 1 – NAME, AFFILIATION AND SEAL

Section 1.1: Name. The name of the Chapter is the Westchester Human Resource Management Association (herein referred to as the "Chapter" or "WHRMA"). To avoid potential confusion, the Chapter will refer to itself as Westchester Human Resource Management Association 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. The identification of the principle office for the WHRMA Chapter Corporation shall be www.whrma.org.

ARTICLE 2 – PURPOSE

Section 2.1: Purpose. The purposes of this chapter, as a non-profit organization are:

- i. To provide a forum for educational presentations and the discussion of topics relative to the HR profession.
- ii. To encourage and support members in their pursuit of professional certification.
- iii. To provide a clearing house of human resource information to the business community.
- iv. To cooperate with other human resource organizations in meeting the needs of the HR professional.
- v. To provide information and services to serve the professional and advance the profession.

ARTICLE 3 – FISCAL YEAR

Section 3.1: 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 are stated in Sections 4.3 and 4.4 of this Article. The Chapter is a 100 percent chapter of SHRM. All Chapter members, regardless of category, must be members in good standing of SHRM. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, veteran's status, sexual preference or disability.

Section 4.2: Individual membership. Membership in Chapter is held in an individual's name and not an organization basis. Membership is not transferable or assignable.

Section 4.3: Professional Members. Professional membership shall be limited to those individuals who are (a) engaged in the profession of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching; (d) full-time consultants with at least three years experience in the field of human resource management; (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. All Professional members may vote and hold office.

Section 4.4: Associate Members. Associate members include those individuals who are SHRM student members. Associate members may not vote or hold office in the Chapter; however, the President of the Student Chapter may be an ex-officio member of the Chapter Board and may attend Chapter Board meetings.

Section 4.5: Application for Membership. Application for membership shall be accomplished by completing a paper or electronic application form. All applications shall be reviewed by the Director for Membership and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 4.6: Voting. Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.7: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. The membership year shall be the calendar year.

Section 4.8: Maintenance of Membership standing. Professional Members will be considered in good standing if they maintain: the minimum criteria as outlined for applicant approval, payment of WHRMA dues, current membership in SHRM, and conduct commensurate with SHRM's and WHRMA's Code of Ethics.

Section 4.9: Membership Termination. The Chapter's Executive Committee has the responsibility of determining cause for membership termination: if member has misrepresented membership application statements to obtain approval or if member has not adhered to the goals, policies and standards of Chapter conduct. The member will be notified by the Executive Committee, prior to any termination proceedings, in an attempt to effect resolution. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

ARTICLE 5 – MEETINGS OF MEMBERS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the third Tuesday of each month or as otherwise determined by the Board of Directors.

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

Section 5.3: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 5.4: Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least 10 days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by mailed 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 shall be necessary for the adoption of any matter voted on by the members.

ARTICLE 6 - BOARD OF DIRECTORS

Section 6.1: Power and Duties: The Board of Directors shall manage the business 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 and members of the Chapter's Executive Committee: President, President-Elect, Treasurer, Secretary, Director of Membership and Director of Programs.

Section 6.3: Composition of the Board of Directors. Along with 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 Leadership Areas be established by the Chapter or by SHRM. The Chapter may include additional roles and functions considered important to the future success of the chapter.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional Members of the Chapter in good standing at the time of nomination. The President and all Board members must be in good standing with SHRM throughout the duration of his/her term of office.

Section 6.5: Election and Term of Office. Officers shall be elected by the members at the annual meeting of the membership. The nominating committee, appointed by the Board of Directors at the beginning of each election year, shall prepare the slate of nominees for election. Each elected person shall assume office on January 1 following his/her election and shall hold office for the designated term related to the position. Officers shall be elected by the members for a two-year term and Directors shall be elected by the members for a one-year term, or until a successor is elected and takes office. Officers and Directors may not be elected to serve more than four consecutive years in the same position; provided that, a successor is elected and takes office. In the event an Officer or Director is at the end of the aforementioned term limit and there is no successor, the Officer or Director may continue to hold office until such time a successor is elected.

Section 6.6: Vacancies. The President with the consent of the Board may fill any vacancy on the Board for the balance of the remaining term for the position.

Section 6.7: 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.

Section 6.8: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Articles of Incorporation or Bylaws. A Professional member, in good standing, may request the President to place on the agenda of the next regular meeting any action taken by the Board of Directors.

Section 6.9: 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.

ARTICLE 7 – DUTIES AND RESPONSIBILITIES

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

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/She shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. The President shall have the authority to appoint Chapter sub-committees and will maintain liaison with SHRM.

Section 7.2: The President-Elect. The President-Elect, at the request of the President, or in his/her absence or disability, may perform any of the duties of the President. He/She shall have such other powers and perform such other liaison duties as the Board or the President may determine. This role will succeed the President.

Section 7.3: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board. He/She shall be responsible for membership billing. He/She shall also perform such other duties as the President may determine.

Section 7.4: The Secretary. This (one) position may be shared by two individuals: Recording Secretary responsible for recording the minutes of all meetings of the Chapter and the Correspondence Secretary responsible for all communications regarding monthly Chapter meetings and other Chapter activities outside the monthly Board meetings. The position will have one vote at the Board meeting.

Section 7.5: The Director of Membership. The Director of Membership shall serve as Chair of the Membership Committee. He/She shall encourage membership growth and shall maintain the official membership roster of the Chapter. He/She shall have such other powers and perform such other duties as the President may determine.

Section 7.6: The Director of Programs. He/She shall serve as Chair of the Program 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. He/She shall have the authority to appoint subcommittees to plan and implement the activities associated with the program year.

Section 7.7: Other Director positions: The Directors of Legislative Issues, Foundation Planning, Student Chapter Relations and the two Directors-at-Large shall coordinate their activities and programs with the President and President-Elect.

ARTICLE 8 – COMMITTEES

The establishment of committees shall be the right of the board of Directors.

Section 8.1: Committee Organization. Appointments of Chairpersons to committees are the responsibility of the President. The Chairperson 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. A Chapter Member agreeing to hold the position of committee chair must have designated WHRMA prior to assuming the duties of committee chair. They must maintain WHRMA as their designated chapter as long as they hold the position of chair.

Section 8.2: Committee Activity. Committees are established to provide the Chapter with special ongoing services such as Programs, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, etc.

Section 8.3: Advisory Council. All Past-Presidents shall automatically become a member of the Advisory Council. They may be assigned, by the Chapter President, special projects as needed.

ARTICLE 9 – STATEMENT OF ETHICS

The Chapter adopts SHRM's *Code of Ethical Standards for the HR Profession*, for all members of the Chapter, in order to promote and maintain the highest standards among its members. The SHRM Code of Ethics may be found at: <http://www.shrm.org/ethics/code-of-ethics.asp>. 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 approval from the Board of Directors. A non-member of WHRMA that attends a WHRMA function will be held to the same code of ethics and will be asked to leave if they refuse to abide by WHRMA's Code of Ethics. The WHRMA Code of Ethics may be found at: <http://www.whrma.org>

ARTICLE 10 – AMENDMENT OF BYLAWS

Section 11.1: By Board of Directors. The Board shall have power to make, alter, amend and repeal the Bylaws of the Corporation by affirmative vote of a majority of the Board, provided however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting.

Section 11.2: By Members. 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 11 – 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 SHRM student chapter, the state council, an HR-degree program, or other such not-for-profit organization or charity.)

ARTICLE 12- 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 13 - TERMS USED

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions. Note* 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 *Alan Pearlman* ALAN PEARLMAN
Date 5-16-07

Approved by:

SHRM President/CEO or President/CEO Designee *[Signature]*
Date 4-18-07

OK
[Signature]
4/10/07