

**BYLAWS  
of the  
SOUTHERN NEVADA HUMAN RESOURCES ASSOCIATION**

**ARTICLE 1 – Name and Affiliation**

**SECTION 1.1: NAME.** The name of the Chapter is the "SOUTHERN NEVADA HUMAN RESOURCES ASSOCIATION (SNHRA) dba "SOUTHERN NEVADA SOCIETY FOR HUMAN RESOURCE MANAGEMENT" (SNVSHRM). (Herein referred to as the "Chapter")

**SECTION 1.2: AFFILIATION:** The Chapter is affiliated with the "SOCIETY FOR HUMAN RESOURCE MANAGEMENT" (herein referred to as "SHRM").

**SECTION 1.3: GEOGRAPHICAL AREA.** The geographical area covered by this Chapter shall be identified as "Southern Nevada".

**SECTION 1.4: RELATIONSHIP.** 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 2 –PURPOSE**

The purposes of this Chapter, as a non-profit 501 (c)(6) organization, are:

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. to provide a focus for legislative attention to state and national human resource management issues;
- vi. to provide valuable information gathering and dissemination channels;
- vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- ix. to serve as a source of new members for SHRM; and
- x. 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:

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

**ARTICLE 3-Fiscal Year**

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

## **ARTICLE 4 – MEMBERSHIP**

**SECTION 4.1: Qualification for Membership:** The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to 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, 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.

**SECTION 4.4: Professional Members.** Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) Are a current holder of an HR generalist certification (including: SHRM-CP, SHRM-SCP, PHR, SPHR, GPHR, HRBP, HRMP and IPMA-CP) or other HR generalist credentials.; (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 practicing in the field of human resource management; and/or (e) full-time attorneys with at least three years' 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: Associate Members.** Individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may not vote or hold office in the Chapter.

**SECTION 4.6: Student Members.** Individuals who are (a) enrolled either as fulltime or part time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in 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 not vote or hold office in the Chapter.

**SECTION 4.7: APPLICATION FOR MEMBERSHIP.** Application for membership to the Chapter shall be via:

- a. Chapter Designation form to be completed and submitted to Chapter
- b. Designation of Chapter 0094 on SHRM website

All applications shall be reviewed by Vice President of Membership and approved by Board of Directors or their designee. New members shall be afforded full membership rights, based on membership category, from the date of application approval by the Board of Directors or their designee.

**SECTION 4.8: VOTING.** Each qualified Professional Member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

**SECTION 4.9: Termination of Membership.** Membership in the Chapter may be terminated for good cause by a simple majority of the Board of Directors. Good cause includes, but is not limited to:

- a. Unapproved solicitation by vendors of the membership during any Chapter sponsored activity
- b. Unprofessional conduct while participating in a Chapter sponsored activity
- c. Failing to maintain active membership in SHRM

#### **ARTICLE 5 – REGULAR AND SPECIAL MEETINGS**

**SECTION 5.1: REGULAR MEETINGS.** Regular meetings shall be held monthly at such time and place as the Board of Directors may designate.

**SECTION 5.2: SPECIAL MEETINGS.** A notice of Special Meetings shall be sent to the Chapter membership at least (5) days prior to such meeting. A Special Meeting may be called by any Officer or current member of the Board of Directors.

**SECTION 5.3: NOTICE OF MEETING.** A notice of a meetings shall be sent to all members at least ten (10) days prior to the meeting.

**SECTION 5.4: QUORUM.** At any meeting held for the purpose of transacting Chapter business, a quorum shall consist of at least twenty-five percent (25%) of the regular membership of the Association. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or by conference call, shall be necessary for the adoption of any matter voted on by the members.

**SECTION 5.5: PARLIAMENTARY PROCEDURE.** Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter

#### **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, Immediate Past President, Treasurer and Secretary. Officers shall rank in the order named.

**SECTION 6.3: COMPOSITION OF BOARD.** Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors. These shall constitute the governing body of the Chapter. Core Leadership Area Directors may be elected from among the Professional Membership. The Board in resolution may change the number of additional members of the Board from time to time, provided that the total number of Directors shall not be reduced to fewer than eight (8), excluding Officers. 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 Professional members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Officers must have served at least one term as a member of the Board of Directors. As a 100% chapter, it is required that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

**SECTION 6.5: ELECTION-TERM OF OFFICE.**

a. Officers shall be elected, following nomination by the President and the Officers not subject to election in that year, by a majority vote of sitting members of the Board of Directors. Each Officer shall assume office in January of the year following his/her appointment and shall hold such office for two (2) years or until his/her death, resignation, removal or until successors have been appointed and installed. In the event the President-Elect is unable to serve as President, the President shall be eligible for reappointment to said office for the next term not to exceed two (2) terms

b. 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 in January of the year following his/her election and shall hold office for two (2) years or until his/her successor is elected and takes office.

**SECTION 6.6 EX-OFFICIOS.** The Board, in its discretion, may appoint certain individuals, such as an Executive Director or Representative of an Association Management Company (AMC), as ex-officio members of the Board. Ex-Officio Board Members shall not count toward the total number of Board members and shall not be voting members of the Board.

**SECTION 6.7 VACANCIES.** Any vacancy on the Board shall be filled, for the unexpired term, by someone the President shall designate from the Board members, to discharge the duties of the office, at any meeting where a quorum is present. In the case of an officer, vacancies shall be filled as provided for in **ARTICLE 6 - SECTION 6.5 (a)**

**SECTION 6.8 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 by conference call, shall be the act of the Governing Body. In addition, the Board may act by unanimous written consent of all voting members. Any member of the Board of Directors may submit an agenda item for discussion at any time.

**SECTION 6.9 REMOVAL OF DIRECTOR AND OFFICER.** Any Officer or Director may be removed from office, with or without cause, upon an affirmative vote of a quorum of the Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

**ARTICLE 7- ELECTIONS AND BALLOTING.**

**SECTION 7.1: BALLOTING - DIRECTORS.** Election of directors shall be conducted by ballot in accordance with the procedures outlined below:

a. Elections of Directors shall be structured so that one-half of Board seats are subject to election in each year.

b. No later than the first day of August each year, a call will be made to the membership requesting nominations of individuals to fill those Director seats subject to election in that year. Self-nominations will be accepted. All nominees must be members in good standing.

c. No later than the first day of October each year, the nominating committee, composed of no less than three (3) members of the Chapter appointed by the President in August of each year, shall prepare and submit to the President a list of nominees for director positions.

d. The list of nominees will be prepared and distributed to voting members of the Chapter in the form of an electronic ballot during the fourth quarter of the calendar year. Prior to the regular meeting in December, all completed ballots will be received, counted and the results announced at that meeting.

**SECTION 7.2: ELECTIONS.**

a. **VOTES REQUIRED.** Each Director shall be elected on the basis of plurality of votes cast for the individual.

**b. THE VOTES.** In the event of a tie during the election through two (2) or more candidates for the same office receiving the same number of votes, successive balloting shall be conducted until one (1) candidate receives plurality.

**SECTION 7.3: REFERENDUM AND OTHER MAIL BALLOTING.** The Board of Directors may submit any matter of Chapter business to the voting membership for resolution by ballot and/or electronic submission.

## **ARTICLE 8 – DUTIES AND RESPONSIBILITIES**

**SECTION 8.1 BOARD OF DIRECTORS' GENERAL DUTIES AND 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. The management of the Chapter's affairs and the development and guidance of its program and activities shall be the responsibility of the Board of Directors of the Chapter. 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. The duties listed below are in addition to all other duties assigned in these by-laws as a whole and shall not be considered as limiting the scope of authority of the Officers or Board to manage the affairs of the Chapter. Current job descriptions are available to members at [snv.shrm.org](http://snv.shrm.org)

**SECTION 8.2: PRESIDENT.** The President shall preside at the meetings of the members and of the Board. The President shall direct the Chapter and have general charge and supervision of the affairs and business of the Chapter. The President shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office. The President automatically succeeds the office of the Immediate Past-President after having served a two-year term as President.

**SECTION 8.3: PRESIDENT-ELECT.** The President-Elect shall have such other powers and perform such other duties as the Board or the President may determine. The President-Elect automatically succeeds the office of the President after having served a two-year term as President-Elect. The chapter requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**SECTION 8.4: IMMEDIATE PAST-PRESIDENT.** The Immediate Past-President, at the request of the President, President-Elect, or in the President's or President-Elect's absence or disability, may perform any of the duties of the President. The Immediate Past-President shall have such other powers and perform such other duties as the Board or the President may determine. The chapter requires the immediate past-president to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**SECTION 8.5: TREASURER.** The Treasurer shall be responsible for the financial affairs of the Chapter. The Treasurer shall prepare and submit to the Members an annual financial report, and shall submit such other reports to the Board as the Board may require. The chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**SECTION 8.6: SECRETARY.** The Secretary shall be responsible for the preparation of a record of the proceeding of all meetings of the Board and any other business meetings of the Chapter. The Secretary shall also assist in the keeping historical records and other secretarial duties as defined by the President. The chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**SECTION 8.7: CORE LEADERSHIP AREA (CLA) DIRECTORS.** Core Leadership Area Directors shall have such powers and performs such liaison duties as the Board of 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 chapter requires each CLA Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

**SECTION 8.8: BOARD OF DIRECTORS MEETING.** The Board of Directors shall meet at the call of the President, such meetings to be held at least monthly. Board meetings shall be for the purpose of reviewing the activities and for considering other matters brought to the attention of the Board by Chapter Officers or by the Chapter membership.

**SECTION 8.9: AGENDA ITEMS.** Agenda items must be provided to the President no later than 5 days prior to the upcoming Board of Directors meeting for inclusion on the agenda. Items for consideration by the Board of Directors may be, at the discretion of the President, raised and decided through consent agenda. In such cases, items considered through consent agenda must be submitted and distributed to Directors no later than 5 days prior to the upcoming Board of Directors meeting. Items involving financial transactions or reports shall not be considered through consent agenda. An item may be removed from a consent agenda and reserved for full discussion upon motion of any Director.

## **ARTICLE 9 – COMMITTEES**

**SECTION 9.1 COMMITTEES.** The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

**SECTION 9.2 COMMITTEE ORGANIZATION.** Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

**SECTION 9.3 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 or task forces may be organized by the President to meet particular Chapter needs.

**SECTION 9.4 COMMITTEE ACTIVITY.** Committees are established to provide the Chapter with special ongoing services beyond the CLA such as Programs, Professional Development, Communications, Marketing/Public Relations, etc.

## **ARTICLE 10 – STATEMENT OF ETHICS**

The Chapter adopts SHRM'S Code of Ethical and Professional Standards in Human Resource Manager for the members of Southern Nevada SHRM (SNVSHRM) dba Southern Nevada Human Resources Association (SNHRA) 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. By joining this Chapter, a member indicates his/her support for upholding this Code and the understanding of his/her individual responsibility to act in accordance with the following items, thereby assuring that all Chapter activities support the development, networking and educational intentions of this professional organization.

*As a member of SNVSHRM, I pledge to:*

- Maintain the highest standards of professional and personal conduct.
- Strive for personal growth in the field of human resource management.
- Instill in the public and other SNVSHRM members a sense of confidence about my conduct and intentions.
- Uphold all laws and regulations relating to my activities.
- Refrain from using my official positions, either regular or volunteer, to secure special privilege, gain or benefit for myself.
- Maintain the confidentiality of privileged information.
- Recognize that SNVSHRM meetings, events, and/or any other SNVSHRM activities are times for networking and development, not times for aggressive solicitation.
- Not use the SNVSHRM or SHRM membership list for solicitation purposes, unless purchased and sanctioned by SNVSHRM or SHRM.

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

## **ARTICLE 11 – AMENDMENTS**

The by-laws may be amended by a majority vote of the members at which 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 12 – CHAPTER DISSOLUTION**

In the event of the chapter's dissolution, any 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 13 – 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, if 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 14 – 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 

Date 10/15/15

Approved by:

SHRM President/CEO or President/CEO Designee 

Date 9/22/15