
	<p style="text-align: center;">BYLAWS</p> <p style="text-align: center;">BLACK HILLS SOCIETY FOR HUMAN RESOURCE MANAGEMENT CHAPTER #336</p>	<p style="text-align: center;">AFFILIATE OF</p>  <p style="text-align: center;">BETTER WORKPLACES BETTER WORLD™</p>
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**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name.

The name of the Chapter is Black Hills Society For Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as BSHSRM 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.

**ARTICLE 2
PURPOSE**

The purposes of BSHSRM shall be:

- A. To advance the human resource profession and the capabilities of human resource professionals to ensure that HR is an essential and effective partner in developing and executing organizational strategy.
- B. To be the recognized community for exchanging ideas, developing professional relationships, and increasing HR knowledge.
- C. To provide a forum for the personal and professional development of our members.
- D. To provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills.
- E. To provide an arena for the development of trust relationships where common problems can be discussed and deliberated.

- F. To provide an opportunity to focus on current human resource management issues of importance to our members.
- G. To provide a focus for legislative attention to state and national human resource management issues.
- H. To provide valuable information gathering and dissemination channels.
- I. To provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM.
- J. To introduce human resource management professionals to SHRM and serve as a source of new members for SHRM.
- K. To serve as part of a two-way channel of communications between SHRM and the individual members.

ARTICLE 3 MEMBERSHIP

Section 3.1 QUALIFICATIONS FOR MEMBERSHIP: The qualifications for membership in the Chapter shall be stated in Sections 3.3, 3.4, 3.5, 3.6, 3.7 and 3.8 of this Article.

Section 3.2 REQUIREMENTS OF MEMBERSHIP: Adherence to the Code of Ethics of the Society for Human Resource Management is required for membership in this Chapter, Membership shall be limited to those regularly and actively engaged in human resources or an allied capacity and to such others as are specifically approved by the Board of Directors. Membership is limited to individuals and is not transferable.

Section 3.3 REGULAR MEMBER: A person regularly and actively engaged in a bona fide professional capacity of human resources or any of its specialized phases. Regular members may vote and hold office in the Chapter.

Section 3.4 SHRM MEMBER: A Regular member who is a paid member of Society for Human Resource Management. SHRM membership dues will be paid by the individual member, SHRM members may vote and hold office in the Chapter. In order to maintain the minimum membership affiliation requirements as set by SHRM, 30 percent of BSHSRM's total membership must be SHRM members.

Section 3.5 ASSOCIATE MEMBER: Other persons who have a bona fide interest in human resource management and the purposes of the Chapter, Associate members may not vote or hold office in the Chapter.

Section 3.6 HONORARY MEMBER: A person who is designated by a majority vote of the Board of Directors as being worthy of special commendation because of some outstanding contribution made to the Chapter and/or to the field of human resource management. Such member may not vote or hold office.

Section 3.7 RETIRED MEMBER: A person who has been actively involved in human resource management but is now retired. Such members may not vote or hold office.

Section 3.8 STUDENT MEMBER: A person who is currently enrolled in post-secondary education, taking the equivalent of at least six (6) credit hours per term in a degree-seeking program. Student membership is designed for individuals just exploring human resources and preparing to enter the profession, not for members currently employed in human resources. Such members shall not vote or hold office.

Section 3.9 APPLICATION: Application for membership shall be made on the forms furnished by the Chapter. All memberships must be approved by the Board of Directors.

ARTICLE 4 FISCAL YEAR/DUES

The fiscal year of the chapter shall be January 1 through December 31.

Annual dues shall become payable on January 1 of each year. The amount of dues shall be determined each year by the Board of Directors prior to the due date.

ARTICLE 5 MEMBER MEETINGS

Section 5.1 REGULAR MEETINGS: Regular meetings of the members shall be held on the last 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 Directors and Officers, and conducting other appropriate business shall be held in September 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 ten 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 a conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or electronically, 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 6 BOARD OF DIRECTORS

Section 6.1 POWERS 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, Treasurer, and Secretary.

Section 6.3 COMPOSITION OF THE BOARD OF DIRECTORS: Along with the Officers listed above, 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. Co-Directors may be established as needed. Examples of this include Co-Treasurer Directors and Co-Membership Directors. Decisions to add Co-Director roles require a Board of Directors vote approving the addition of new co-directors, if a quorum exists.

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, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The Director of Membership must be a current member in good standing of SHRM throughout the duration of his/her term of office.) At least 30 percent of the total number of Board of Directors must be current members in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5 TERM OF OFFICE: In order to allow for a smooth transition, each elected Officer and Director (excluding President and Past President) shall begin serving their term of office October 1 and shall assume office January 1 following his/her election. The period October 1 to December 31 of each year will be a time of mentoring and training by the current Board members to the incoming Board members. The incoming Officer or Director will not be a voting member of the Board of Directors until they assume office January 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office.

Section 6.6 ELECTION OF OFFICERS: 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 in January following his/her election and shall hold office for one year or until his/her successor is elected and takes office.

Section 6.7 VACANCIES: Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

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 electronically, 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 majority written consent of all voting members.

Section 6.9 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 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. Board Members will be required to actively participate in seventy-five percent (75%) or nine of twelve monthly board meetings during each term of office.

Section 6.10 REMOVAL OF OFFICER OR DIRECTOR. Any Officer or Director 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. The Officer or Director shall be entitled to a due process hearing prior to any removal action being imposed.

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 PRESIDENT: The President shall preside at all general meetings and the Board of Director meetings, have charge and supervision of all the affairs of the Chapter subject to the ultimate management authority of the Board of Directors. He/She shall perform such other duties as are usually associated with that office, and may appoint directors, standing committee chairpersons, and special committees. The President must be a SHRM member in good standing throughout the duration of his/her term of office. President is responsible for the chapter staying in compliance with SHRM affiliate guidelines. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3 PRESIDENT-ELECT: The President-Elect, in the absence of the President or upon his or her request, shall perform the duties of the President and such related duties as are assigned by the President or the Board of Directors. The President-Elect is responsible for arranging interesting and informative programs for the general meetings, including contacting and arranging for speakers, panel members, meals and location, etc. The President-Elect gathers feedback from members regarding programs through surveys, tallies and reports the results to the Board of Directors, and uses the information to assist in planning future programs. The President-Elect will also be responsible for submitting information to the newsletter to advise the membership in advance of program details. The President-Elect shall advance to the office of President the following year. He/she shall be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.4 SECRETARY: The Secretary shall be responsible for the accurate and complete record keeping of board activities and shall perform all such duties as are incidental to this office,

Section 7.5 TREASURER: The Treasurer shall be responsible for the collection and deposition of all funds due to or collected by the Chapter; shall sign checks and pay promptly all financial obligations, shall cause to be kept an accurate and complete record of all receipts and disbursements and render a financial report

to the Board of Directors and a complete financial statement at the close of the fiscal year; and shall perform all such duties as are incidental to this office. The Treasurer is responsible for the chapter maintaining compliance with IRS regulations.

Section 7.6 PAST PRESIDENT: The Past President shall advise the President and other Officers and members of the Board of Directors regarding past practices, general operations, and other matters to assist in the smooth operation of the Chapter.

Section 7.7 MEMBERSHIP: This Director shall take such steps as he/she deems necessary to ascertain that all persons eligible for membership in the Chapter are contacted and invited to join this Chapter. The Director of Membership must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.8 SOCIAL MEDIA AND PUBLICITY: This Director shall properly publicize all of the activities of the Chapter, both to the membership and the media, and shall develop and foster relations with area organizations as it deems appropriate. This Director's responsibility will also be to further membership endeavors, enhance group identity, promote social connectivity and facilitate the sharing of knowledge between members in order to further the goals of BSHRM and the human resource profession. This position will be responsible for the maintenance and development of social media and technologies opportunities on the organization's behalf.

Section 7.9 GOVERNMENTAL AFFAIRS: This Director will monitor activities of the federal and state governments and keep the membership informed of activities that affect the practice of human resource management.

Section 7.10 DIVERSITY: This Director's responsibility shall be to provide programs, opportunities for community interaction, and additional information to the Chapter on all aspects of diversity.

Section 7.11 COMMUNICATIONS/WEBSITE: This Director shall be responsible for ongoing communications to the members, Chapter website updates and maintenance, and preparation and distribution of the monthly newsletter.

Section 7.12 CERTIFICATION: This Director shall be responsible for promoting certification and recertification of our members as determined by the Board of Directors to be in the best interests of the BSHRM membership by making study materials and opportunities for recertification credit available. He/she shall be a current member in good standing of SHRM, along with holding SHRM Certification, throughout the duration of his/her term of office.

Section 7.13 SHRM FOUNDATION: This Director is responsible for educating, promoting, and representing the interests of the SHRM Foundation and its activities to the Chapter and encouraging the Chapter's financial support.

Section 7.14 COLLEGE RELATIONS: This Director serves as a liaison to student chapters sponsored by BSHRM, promotes interaction between the students and the professional chapter, provides networking opportunities for the students, and looks to expand university contacts.

Section 7.15 WORKFORCE READINESS: This Director monitors and evaluates local activities concerning workforce readiness issues and plans and encourages Chapter involvement and activities impacting the workforce readiness arena.

Section 7.16 SOCIAL MEDIA: This Director's responsibility will be to further membership endeavors, enhance group identity, promote social connectivity and facilitate the sharing of knowledge between members in order to further the goals of BSHSRM and the human resource profession. This position will be responsible for the development and maintenance of campaigns and messaging for social media and similar technologies on the organization's behalf.

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 or task forces 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 EQUAL OPPORTUNITY

This Chapter adheres to the principle that all persons shall have equal opportunity and access to Chapter membership and all Chapter activities, including holding office, without regard to race, color, religion, sex, sexual orientation, gender identity, national origin, ancestry, creed, disability, origin, genetic information, age, veteran status, or any other legally protected class.

ARTICLE 10 SHRM CODE OF ETHICS

This Chapter has adopted a Code of Ethics for members of BSHSRM to promote and maintain the highest standards of personal conduct and professional standards among its members. Each member shall honor, respect, and support the purposes 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 members 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.

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 FINANCIAL DISCLOSURE

The financial records of the Chapter shall be open to inspection by any member at a mutually agreeable time and location, upon request to the Chapter President. The President shall appoint a member at large to conduct a review of the financial actions and records of the previous year.

ARTICLE 13 CHAPTER DISSOLUTION

In the event of the Chapter's dissolution, the remaining monies in the treasury, after Chapter expenses have been paid, shall be contributed to an organization decided upon by the Board of Directors at the time of dissolution (such as 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 14 AMENDMENT 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 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 15 ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

ARTICLE 16 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 17
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. 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 Jennifer L Frank Date 6-2-2020
Approved by:
SHRM President/CEO or President/CEO Designee Mark Pate Date 5-13-20