

San Joaquin Society for Human Resource Management

**BYLAWS**  
**OF THE**  
**SAN JOAQUIN SOCIETY FOR HUMAN RESOURCE MANAGEMENT**  
**a non-profit business association**

**DATED: 1/1/2003**

**Amended and Restated by the Board of Directors as of October 1, 2016**

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**BYLAWS**  
**OF THE**  
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**a non-profit business association**

**ARTICLE 1**  
**Name and Affiliation**

**Section 1.1: NAME**

The name of the Chapter is officially changed to the “San Joaquin Society for Human Resource Management” also known as San Joaquin Society for Human Resource Management SJSHRM or SJSHRM (herein referred to as the “Chapter”). To avoid potential confusion, the San Joaquin Society for Human Resource Management will refer to itself as the SJSHRM 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 this Chapter, as a non-profit 501(c)(6) organization, are:

- 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 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 legislative 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 perpetuation of the Chapter and of SHRM;

## San Joaquin Society for Human Resource Management

- 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.

### **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, 4.4, 4.5, and 4.6 of this Article. 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 SHRM members in good standing and are engaged as one or more of the following: (a) practitioners of human resources management as generalists or any of its specialized functions; (b) hold an HR Certification; (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 one year experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least one year 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 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 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 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 shall be on the Chapter application form. All applications shall be reviewed and approved by the Vice President of Membership upon verification of SHRM membership in good standing. New members shall be afforded full membership rights from the date of application approval by the Vice President of Membership. SHRM members in good standing who designate the Chapter as their primary affiliate through SHRM will automatically be approved for Chapter membership and no additional application is required.

**Section 4.8: 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 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: Dues**

Annual membership dues, (if any) shall be established for the next year by the Board of Directors prior to the distribution of renewal notices. Annual chapter dues shall be waived for individuals who are members of SHRM in good standing, and who have designated this Chapter as their primary affiliate.

**Section 4.10 Termination of Membership**

Any member failing to maintain membership in SHRM will also forfeit his/her membership in the Chapter.

**ARTICLE 5  
Meetings**

**Section 5.1: Association Meetings**

At least one regular association meeting shall be held each calendar quarter at such times and places as the Board of Directors may designate.

**Section 5.2: Balloting & Elections**

Elections of Officers shall be conducted by balloting in accordance with the procedures outlined:

- (a) No later than the first day of October each year the President, shall prepare and submit to the Board of Directors, nominees for the offices to be filled.
- (b) The list of nominees will be prepared and distributed to voting members of the Chapter at the November Association meeting.
- (c) Votes Required – Adoption of the slate would be done by voice (acclimation) or written vote.
- (d) Tie Votes – In the event of a tie during the election when two or more candidates for the same office receive the same number of votes, successive balloting shall be conducted until one candidate receives a plurality.
- (e) The Board of Directors may submit any matter of the Chapter’s business to the voting membership for resolution by mail ballot, or voice vote at any regularly scheduled meeting with advance notice.

**Section 5.3: Notice of Meetings**

A notice of all meetings shall be posted online in the Calendar of Events and a minimum of one notice shall be sent to all members at least ten (10) days prior to the scheduled meeting date.

**ARTICLE 6  
Board of Directors**

**Section 6.1: Power and Duties**

The Executive Board of Directors (also referred to as the "Officers") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter. All Executive Board Officers shall be required by these bylaws to attend 80% of all general Board Meetings, 75% of quarterly Executive Board meetings, and 50% of regular Chapter meetings each year they serve. Failure to meet attendance standards for more than 90- days shall result in automatic removal from their position. Directors at-large shall be required to attend one general Board meeting each calendar quarter and 50% of regular Chapter meetings each year they serve. Failure to meet attendance standards for more than 90- days shall result in automatic removal from their position. Officers are required to complete a report on activities and submit the report to the President prior to each meeting regardless of attendance. Officers may, at their discretion, require Directors at-large to submit a report on activities to them as requested or needed.

**Section 6.2: Officers**

The following shall be members of the Executive Board of Directors and shall be Officers of the Chapter: President, President Elect, VP Communications, VP Professional Development, VP Finance, VP Membership, VP Marketing, VP Education, VP Government Affairs, VP Workforce Development, and Immediate Past President. The Executive Board of Directors shall rank in the order named. All Officers are voting members of the Board of Directors.

**Section 6.3: Composition of the Board of Directors**

In addition to the Officers listed in Section 6.2 of this Article, Director at-large positions for key functional areas may be appointed to the Board of Directors and the entire group is designated as the “GENERAL BOARD.” The GENERAL BOARD shall constitute the full governing body of the Chapter. Directors at-large must be professional members and SHRM members in good standing. They shall be nominated by the President or another Executive Officer, and approved by a simple majority vote of the Executive Board

in attendance at any meeting, through e-voting, or by paper. Directors at-large are not voting members of the Board for purposes of the control of property, business and affairs of the Chapter and in general exercise of all powers of the Chapter.

#### **Section 6.4: Qualifications**

All candidates for the Executive Board of Directors must be SHRM members in good standing and Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. All candidates for Directors at-large must be SHRM members in good standing and either Professional or Associate members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. All officers and Directors at-large must reside or regularly work within the geographical territory SJSHRM serves. Failure to maintain SHRM membership in good standing shall result in removal from the position held within 15 days of notification from SHRM.

#### **Section 6.5: Election-Term of Office**

Officers 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 shall assume office on January 1 following his/her election and shall hold office for two years or until his/her successor is elected and takes office. Officers may not be elected to serve more than three (3) consecutive terms in the same position. Directors at-large shall be appointed by the President and/or Executive Board members and approved by majority vote of the Executive Board in attendance at a duly constituted Board of Directors meeting. Each appointed Director at-large shall assume office upon installation and shall hold such office for a minimum of two (2) calendar years or until death, resignation or removal.

#### **Section 6.6: Vacancies**

Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the majority approval of the Executive Board. All Officers and Directors at-large shall be chosen as provided in these Bylaws.

#### **Section 6.7: Board Quorum**

A simple majority (50% +1) of the active Executive Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Executive Board of Directors present at any meeting at which there is a quorum, either in person, virtually, by email or by conference call, 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 or electronic consent of all voting members.

#### **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 Officers and Directors At-Large**

Any Officer or Director at-large may be removed from office, with cause, upon an affirmative vote of two-thirds of the Executive Board of Directors at a duly constituted Board of Directors meeting. The President will notify the Officer or Director at-large of the pending action within 5 days of the Executive Board



decision. The Officer or Director at-large shall be entitled to due process, and may submit his/her petition of reconsideration in writing within 15 days for review and consideration by the Executive Board prior to any removal action being imposed.

## **ARTICLE 7**

### **Duties and Responsibilities**

The responsibilities of each member of the Executive Board of Directors shall be as outlined in the volunteer role descriptions maintained by the President Elect or other designee and distributed to the General Board. The volunteer role descriptions are subject to change as deemed necessary by the President and/or the Executive Board.

#### **SECTION 7.1: 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, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The President is a voting Board member of the California State Council of SHRM and is required to attend State Council Board meetings as scheduled as well as the SHRM Volunteer Leader Summit each November in Washington D.C.

#### **SECTION 7.2: PRESIDENT ELECT**

This position provides support to the President as well as resides over Board and Chapter meetings when the President is unable to attend. This position works closely with the Chapter Administrative Services Professional. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The President Elect, in partnership with the Board, will ensure proper operation of SJSHRM with respect to State Council and SHRM functions. The President Elect is a voting Board member of the California State Council of SHRM in the President's absence and is required to attend State Council Board meetings as scheduled as well as the SHRM Volunteer Leader Summit each November in Washington D.C.

#### **SECTION 7.3: VICE PRESIDENT, COMMUNICATION DIRECTOR**

The Vice President of Communications shall be responsible for the minutes of all meetings of the Chapter; for planning, directing, coordinating and administering all Chapter records and effective Chapter communications including Board governance. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The VP of Communications is a voting Board member of the California State Council of SHRM in the President and President Elect's absence and is encouraged to attend State Council Board meetings as scheduled. This position oversees the Director's at-large of Social Media and Governance.

#### **SECTION 7.4: VICE PRESIDENT, PROFESSIONAL DEVELOPMENT DIRECTOR**

The Vice President of Professional Development shall be responsible for planning, directing, coordinating and administering membership seminars, workshops, virtual courses, and other programs desired by the membership. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The VP of professional Development is a voting Board member of the California State Council of SHRM in the President, President Elect, or VP Communication's absence and is encouraged to attend State Council Board meetings as scheduled. This position oversees the Director's at-large of Logistics and Programs.

**SECTION 7.5: VICE PRESIDENT, FINANCE DIRECTOR**

The Vice President of Finance shall be responsible for planning, directing, coordinating and administering the financial functions of the Chapter including reporting of financials, required tax filing, audit preparation and budget preparation/tracking. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The VP of Finance may be assigned as a voting Board member of the California State Council of SHRM in the absence of higher officers and is encouraged to attend State Council Board meetings as scheduled. This position oversees the Director's at-large of Accounting and Event Registrations.

**SECTION 7.6: VICE PRESIDENT, MEMBERSHIP DIRECTOR**

The Vice President of Membership shall be responsible for planning, directing, coordinating and administering membership functions including SHRM/Chapter membership renewals, new SHRM member processing and Member orientation, overseeing online membership data and procuring new SHRM members. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The VP of Membership may be assigned as a voting Board member of the California State Council of SHRM in the absence of higher officers and is encouraged to attend State Council Board meetings as scheduled. This position oversees the Director's at-large of Member Care and Hospitality.

**SECTION 7.7: VICE PRESIDENT, MARKETING DIRECTOR**

The Vice President of Marketing shall be responsible for planning, directing, coordinating and administering association marketing, sponsorships, and promotional functions including public relations in the community. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The VP of Marketing may be assigned as a voting Board member of the California State Council of SHRM in the absence of higher officers and is encouraged to attend State Council Board meetings as scheduled. This position oversees the Director's at-large of Public Relations and Sponsorships.

**SECTION 7.8: VICE PRESIDENT, EDUCATION**

The Vice President of Education shall be responsible for planning, directing, coordinating and administering Chapter education and learning efforts including, virtual, e-learning, student chapter's at participating colleges. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The VP of Education may be assigned as a voting Board member of the California State Council of SHRM in the absence of higher officers and is encouraged to attend State Council Board meetings as scheduled. This position oversees the Director's at-large of College Relations, SHRM Certification, and Educational Programs.

**SECTION 7.9: VICE PRESIDENT, GOVERNMENT AFFAIRS**

The Vice President of Government Affairs shall be responsible for planning, directing, coordinating and administering Chapter legislative and employment law efforts, including advocacy through SHRM and CalSHRM. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The VP of Government Affairs may be assigned as a voting Board member of the California State Council of SHRM in the absence of higher officers and is encouraged to attend State Council Board meetings as scheduled. This position oversees the Director at-large of Advocacy.

**SECTION 7.10: VICE PRESIDENT, WORKFORCE DEVELOPMENT**

The Vice President of Workforce Development shall be responsible for planning, directing, coordinating and administering Chapter workforce development efforts including, veteran reintegration, emerging workforces and young professionals. He/she shall maintain liaison and be a current member in good

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standing of SHRM during his/her entire term of office. The VP of Workforce Development may be assigned as a voting Board member of the California State Council of SHRM in the absence of higher officers and is encouraged to attend State Council Board meetings as scheduled. This position oversees the Director's at-large of College Relations, SHRM Certification, and Educational Programs.

### **SECTION 7.11: IMMEDIATE PAST-PRESIDENT**

The Immediate Past-President shall support and lend leadership to the incoming President during a period of transition. The Immediate Past-President shall be responsible for planning, directing, coordinating and administering the Chapter Scholarships and fund-raising efforts for the SHRM Foundation. The position assists the President as directed or requested by the President ensuring a smooth operating Board at the Chapter, State Council and SHRM levels. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office. The Immediate Past President may be assigned as a voting Board member of the California State Council of SHRM in the absence of higher officers and is encouraged to attend State Council Board meetings as scheduled.

### **SECTION 7.12: DIRECTORS AT-LARGE**

The Directors At-Large will be responsible to direct projects, programs, or events that sustain and enhance the desire for membership and retention in the Chapter, as determined by the President and/or Executive Board members. Directors At-Large do not have voting privileges on the Executive Board of Directors, but do maintain voting privileges for the general membership elections.

## **ARTICLE 8 Committees**

### **SECTION 8.1: COMMITTEES**

The establishment of both standing and ad-hoc committees shall be the right of the Executive 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 8.4: COMMITTEE ACTIVITY**

Committees are led by Directors At-Large and established to provide the Chapter with special ongoing services, such as may be necessary to service the needs of the SHRM members in the Chapter.

## **ARTICLE 9 Electronic Voting**

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

## **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

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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 Executive Board of Directors. No member shall actively solicit business from any other member at Chapter meetings without the approval from the Executive 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**

**Amendment of Bylaws**

The Bylaws may be amended by a simple majority vote (50%+1) of the Chapter 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 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 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.

**ARTICLE 16**

**Banking Responsibilities**

**SECTION 16.1: SIGNATORIES**

At least three (3) current Executive Board of Directors' signatures shall be secured on the bank records as drawing signatories, where Chapter funds are deposited. All Executive Directors of the Board shall have authority to approve expenses and requests for payment. One signatory must be that of the VP of Finance. The other two signatories shall also be established in the Bank's Online banking system as back-up to the VP of Finance.

One signature is required on paper checks for amounts under \$500. Two signatures are required for all amounts \$500 or greater that are processed by paper check.

Online checks can be processed by any signatory electronically through online banking services for any amount provided two Executive Directors approve the expense in writing or electronically prior to the payment being processed. Signatories may NEVER approve their own expenses and any payment made to a signatory must have approval from two other Executive Directors.

The bank shall be notified in writing, within two (2) business days, when a Signatory is no longer authorized to sign a check on behalf of the Chapter.

**SECTION 16.2: FINANCIAL REPORTS**

The Vice President of Finance, or a current signatory in the absence of the Vice President of Finance, shall provide the Executive Board of Directors a minimum of a calendar year quarterly review of financial reports identifying income, expenditures, assets, and equity indexed in the Association Accounting System and distributed to the Executive Board for review no later than the 3<sup>rd</sup> Monday of the month following the end of the calendar quarter. Reports shall be reviewed and approved by the Executive Board of Directors at a duly called meeting or electronically. It is preferred and encouraged that the financials of the Chapter are reviewed and approved monthly at a duly called Board meeting or electronically for the prior month financial information.

**SECTION 16.3: FINANCIAL AUDITS**

A financial review by a qualified third-party auditing firm may be conducted at two (2) year intervals or at any time the Executive Board of Directors deems it necessary by a simple majority vote (50%+1). Audits are to be completed with results presented the Executive Board no later than April 1 each calendar year.

**ARTICLE 17**

**Conflict of Interest**

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Any member of the board who is determined to have or potentially have a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Executive Board of Directors, of such nature that it influences or may appear to potentially influence that Officer from acting on the matter in an impartial manner, will voluntarily recuse him/herself from all voting on the matter and refrain from discussion on said item.

Ratified by the Membership of Chapter and signed by:

Chapter President Michael Letizia Date 11/28/2016

Approved by:

SHRM President/CEO or President/CEO Designee [Signature]  
Date 11/19/2016