



AUSTIN HUMAN RESOURCE MANAGEMENT ASSOCIATION BYLAWS

ARTICLE 1: NAME AND AFFILIATION

Section 1.1: Name

The Corporation shall be known as Austin Human Resource Management Association, Inc. hereafter referred to as "AHRMA" or the "Association" and also doing business as "Austin SHRM". AHRMA is chartered as a nonprofit corporation in Texas under Section 501(c)(6) of the Internal Revenue Code.

Section 1.2: Affiliation

The Association is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.3: Relationships

The Association 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 Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2: PURPOSE

The Austin Human Resource Management Association's mission is to promote ethical Human Resource Management practices, leadership, professionalism, effectiveness, and understanding in the Human Resource Management field by offering members a wide variety of professional development opportunities and a common forum for sharing ideas and experiences.

AHRMA serves members by:

- Providing a wide range of educational programming and activities that allow members to develop their expertise in the functional areas of Human Resource Management;
- Fostering increased awareness and understanding of the Human Resource profession throughout the business community and the general public;
- Encouraging the highest standards of integrity through our Code of Ethics; and

- Providing a regular forum for members to meet and exchange information in addressing current human resource issues.

ARTICLE 3: FISCAL YEAR

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

ARTICLE 4: MEMBERSHIP

Section 4.1 - Class of Members:

The membership of AHRMA shall consist of Regular, Life, Retired, In Transition, Vendor Business Partners, Student and Associate Member. To achieve the mission of the Association 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 –Regular Member:

A regular member shall be an individual in one of the following categories:

1. Human Resource professionals responsibly engaged in the practice of Human Resource Management, in exempt or non-exempt positions, who devote at least 50% of their time to personnel, human resources, or industrial relations or such individuals who may have other duties but hold primary responsibility for the human resource function in a business or organization.
2. Faculty members of professional rank in Human Resource Management or any of its specialized phases at an accredited college or university.
3. Full time Professional Consultants within the field of Human Resource Management and with previous experience as a practitioner/professional in Human Resource Management and who maintain membership in the SHRM or hold a professional human resources certification recognized by SHRM.
4. Licensed attorneys in the State of Texas who provide legal counsel and representation to employers (private or public sector) on human resource issues.

This class of membership shall pay regular dues and shall be entitled to all privileges of membership including the right to vote, chair a committee, or hold office.

Section 4.3 - Life Member:

A member who has served one full term of office as President of the Association shall automatically acquire the status of Life Member upon completion of the term of office. This class of membership shall be entitled to all privileges of membership including the right to vote, chair a committee, or hold office. There shall be no dues or special levies applicable to this class of membership.

Section 4.4 – Retired Member:

Any member in good standing at the time of retirement from any firm, organization, or institution may become a Retired Member by filing a change request with the Membership Committee indicating a retired status. This class of membership shall be entitled to all privileges of membership including the right to vote, chair a committee, or hold office. Retired Members shall pay one-half of the annual dues of AHRMA.

Section 4.5 - In Transition Member:

An In Transition member is a Human Resource professional who is currently unemployed and whose immediate past job met the regular membership requirements or who graduated college within the previous six months and is currently unemployed. In Transition members pay dues at a discounted rate to be determined by the Board of Directors and are extended all the courtesies of the Association except the right to vote, chair a committee, or hold office. An In Transition member is eligible for membership for up to one year.

Section 4.6 – Vendor Business Partner Member:

A Vendor Business Partner Member is a member who is affiliated with a company that offers a human resource-related service or product for profit such as relocation services, benefit plans, legal services, employment, temporary placement, etc. Not more than one individual per firm may be a Vendor Business Partner member and no more than ten (10) percent of the total AHRMA membership at the end of the preceding year shall be comprised of Vendor Business Partner Members. Membership is individual, not institutional; therefore, in the event that a Vendor Business Partner Member leaves his/her current employment, another employee of that firm, may become a Vendor Business Partner Member only if the ten (10) percent limit has not been reached for that year. A Vendor Business Partner Member shall pay dues to be determined by the Board. If a Vendor Business Partner maintains membership in SHRM, dues shall be equal to regular dues. This class of membership shall be entitled to all privileges of membership including the right to vote, chair a committee, or hold office.

Section 4.7 - Student Member:

Student Membership is open to individuals who can provide proof of current enrollment in the form of an official or unofficial transcript as a part-time or full-time undergraduate or graduate student in any degree program and who are not employed or working on a full-time basis, 32-hours a week, in a HR related position. Working part-time in HR or in any non-HR position does not exclude an individual from this category. Transcripts must be provided during the application process and proof of current enrollment will be required each year for which the individual is requesting student membership in AHRMA. Student Members pay dues at a discounted rate to be determined by the Board of Directors and are extended all courtesies of the Association except the right to vote, chair a committee or hold office. No more than ten (10) percent of the total AHRMA membership at the end of the preceding year shall be composed of Student members.

Section 4.8 – Associate Member:

An associate member is an individual who does not meet the criteria for Regular, Student, or In-Transition membership but has a bona fide interest in human resource management. No more than ten (10) percent of the total AHRMA membership at the end of the preceding year shall be comprised of Associate members. Associate Members pay regular dues and are extended all the courtesies of the Association including the right to vote. The right to hold office or to be appointed chair of a committee will be taken under consideration by the Board of Directors.

Section 4.9 - Retention and Transferability of Membership:

If at any time a current member becomes unemployed or changes career to a non-human resource profession, that individual may remain a Regular Member until their membership renewal date. AHRMA Membership is considered an "individual" membership rather than a "firm" or "company" membership. Therefore, transfer of membership from one individual to another, whether or not within the same company, is not allowed.

Section 4.10 – Special Restrictions:

If at any time it becomes apparent, through investigation by the Board of Directors that an individual has joined the Association without meeting the criteria specified for the appropriate class of Membership, the Board of Directors reserve the right to re-classify into the appropriate membership category or to take action to discontinue membership.

Section 4.11 - Application for Membership:

Application for Regular, Retired, Vendor Business Partner or Student Membership will be received by the Membership Committee. When membership qualifications are not explicitly evident, the Membership Vice President will bring the application to the attention of the Board of Directors or the President for review and approval. The Membership Committee will facilitate notification of acceptance into AHRMA. A new member will have the privileges of membership upon payment of membership dues and approval of AHRMA.

Section 4.12 - Membership in SHRM:

Members are strongly encouraged to apply for membership in the Society for Human Resource Management (SHRM). Membership in SHRM is mandatory for the President and President-Elect and may be mandatory for some levels of membership in AHRMA.

ARTICLE 5: NON-SOLICITATION

Section 5.1 – Non-Solicitation:

Members shall not distribute solicitation materials or actively solicit business in person, in writing, or electronically during AHRMA meetings or events. Members shall not use the AHRMA member directory or mail lists for mass marketing or mass solicitation purposes. The

Board of Directors must approve any exceptions in advance. In the event a member is suspected of soliciting business during AHRMA meetings or events, following an investigation by one or more members of the Board of Directors, members found soliciting business during an AHRMA meeting or event will be subject to administrative action up to and including being expelled from membership without a refund of dues.

ARTICLE 6: DUES, FEES AND LEVIES

Section 6.1 - Dues for Membership:

Dues shall be paid on an anniversary date basis and the amount shall be established by the Board of Directors as approved by the membership.

Section 6.2 – Delinquency:

Any AHRMA member who has not paid appropriate chapter membership dues on anniversary date + 30 days shall be considered inactive and shall be removed from Membership after due notice. Reinstatement may be made as a New Member upon the payment of dues and application fee provided that qualifications for membership have remained current.

Section 6.3 – Levies:

Levies to pay the expenses of the Association shall be made upon all members, as necessary, upon two thirds (2/3) vote of the membership in attendance at any regular meeting provided a notice in writing shall have been made in advance to all members by the Board of Directors.

Section 6.4 – Exemptions:

Life Members shall be exempt from payment of annual dues and levies of AHRMA.

ARTICLE 7: MEETINGS

Section 7.1 – Regular Meetings:

Regular meetings of the Association will be held at a time and place as planned by the Programs Committee and reviewed by the Board of Directors. The President will establish meetings.

Section 7.2 – Past Presidents' Forum:

Quarterly meetings of the Association's Past Presidents will be held at a time and place as planned and established by the President and reviewed by the Board of Directors. The President will establish meetings.

Section 7.3 – Board Meetings:

Monthly board meetings of the Association's Elected Officers will be held on the second Tuesday of each month at a time and place as planned by the Executive Committee and reviewed by the Board of Directors. The Executive Committee reserves the right to move board meeting dates, times, and locations if necessary. The President will establish meetings.

Only Elected Officers are permitted to attend board meetings. Committee Chairs are permitted to attend, upon request from an Elected Officer, and to present a specific topic. Due to confidentiality, we respectfully ask that invited Committee Chairs excuse themselves after their presentation has concluded.

In order to remain a member of the Board of Directors, members are required to miss no more than 2 board meetings per calendar year. If any member misses more than 2 meetings the board, in its discretion, may choose to terminate the board member from their position.

Proxy voting may be permitted by the board as it is deemed necessary and appropriate.

Section 7.4 – Special Meetings:

The President or the Board of Directors may call Special meetings for business or special programs.

Section 7.5 – Quorum:

Members of AHRMA in good standing and who are eligible to vote and in attendance at any meeting for which the voting membership has been duly notified, shall constitute a quorum for the transaction of business at a regular or special meeting of the Association.

Section 7.6 – Guest Attendance:

Members are encouraged to bring guests to meetings. Guests will pay the registration fee established by the Board of Directors. Guests are prohibited from solicitation at the meetings, either orally or through printed material, unless approved in advance by the Board of Directors.

ARTICLE 8: BOARD OF DIRECTORS

Section 8.1 – Elected Officers:

The elected officers of the Association may be President, President-Elect, Vice President of Annual Conference, Vice President of Career Development, Vice President of Diversity Equity and Inclusion, Treasurer, Vice President of Communications and Public Relations, Vice President of Membership, Vice President of Programs, Vice President of Legal and Legislative Affairs, Vice President of Workforce Readiness, and Vice President of Emerging Professionals.

Co-Vice Presidents (2 per office) are allowed for the following Board positions: Annual Conference, Career Development, Diversity Equity and Inclusion, Treasurer, Communications and Public Relations, Membership, Programs, Legal and Legislative Affairs, Workforce Readiness, and Emerging Professionals. If, during a Vice President's term, he/she requests to add a co-Vice President to their Committee, such request must be reviewed and approved by the Board of Directors. Co-Vice Presidents may be considered for all board positions upon review and approval by the Board of Directors.

Section 8.2 – Advisory Officers:

The Immediate Past President shall serve in an advisory capacity.

Section 8.3 – Quorum:

The elected officers and the advisory officer shall constitute the Board of Directors. The Board of Directors shall be the governing body of the Association subject to the provisions of this Constitution. 50% plus one members of the Board of Directors present shall constitute a quorum for the transaction of business. The Board of Directors may bring such matters as it deems necessary before the members of the Association at any regular or special meeting.

Section 8.4 – Qualifications:

Candidates for elected office must be qualified members in good standing at the time of nomination or election, and remain in good standing throughout their term. 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 chapter also requires the President-Elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 8.5 - Association Support Personnel:

By agreement of the Board of Directors, personnel necessary to support the operation of AHRMA will be engaged to provide services specifically outlined by the Board. Services provided by the incumbents will be subject to review of the President and the Board of Directors or respective Committee Chairs. If performance is deemed unsatisfactory, these services may be discontinued with due notice. Contracts for services will be evaluated for renewal on an annual basis.

ARTICLE 9: DUTIES AND RESPONSIBILITIES

Section 9.1 - The President:

The President shall preside at the meetings of the members and of the Board of Directors. He/she shall direct the Association and have charge and supervision of the affairs and business of the Association, 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 throughout the duration of his/her term of office.

The President will be the duly appointed representative to the State Association, Texas SHRM, and will be responsible for attending or selecting a delegate to attend all State meetings.

Section 9.2 – 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. He/she shall serve as a liaison with and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 9.3 – Vice President of Annual Conference:

The Vice President of Annual Conference shall plan and coordinate the AHRMA annual conference.

Section 9.4 – Vice President of Career Development:

The Vice President of Career Development shall oversee the development and delivery of career-orientated programs such as Mentoring, Certification, AHRMA Career Center, and the facilitation of communication regarding human resource career opportunities.

Section 9.5 – Vice President of Diversity Equity and Inclusion:

The Vice President of Diversity Equity and Inclusion shall oversee the development and delivery of programs, partnerships, and resources that reflect the diverse interests of the Association and Austin human resource and business community.

Section 9.6 – Treasurer:

The Treasurer shall be responsible for the financial affairs of the Association, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination of the accounts as may be required by the Board. By resolution, the Board of Directors may authorize the Treasurer and others, as deemed necessary, to receive and deposit monies, approve disbursements, and make payments by check in conjunction with the AHRMA office.

The Treasurer will oversee the sponsor and business development activities of the Association with assistance from the Board of Directors.

Section 9.7 – Vice President of Legal and Legislative Affairs:

The Vice President of Legal and Legislative Affairs shall be responsible for providing timely legal and legislative updates to the chapter, and will oversee the development and delivery of programs related to legal and legislative affairs.

Section 9.8 – Vice President of Communications and Public Relations:

The Vice President of Communications and Public Relations shall be responsible for association communications to the general public via social media outlets, internal communications (i.e., Newsletter), and for providing association information to related business association newsletters, and local and national media outlets.

Section 9.9 – The Vice President of Membership:

The Vice President of Membership shall coordinate and oversee the recruitment of new members to the Chapter and ensure that the membership provisions as outlined in Article 4 are followed correctly.

Section 9.10 – Vice President of Programs:

The Vice President of Programs shall oversee the development and delivery of programs for the Association's monthly meetings, workshops, and seminars.

Section 9.11 – Vice President of Workforce Readiness:

The Vice President of Workforce Readiness shall oversee the development and delivery of the Chapter workforce readiness programs and initiatives.

Section 9.12 – Vice President of Emerging Professionals:

The Vice President of Emerging Professionals will oversee the development of programming for younger professional members, to provide resources and networking opportunities to help them develop their careers as well as the University/College Relations programs.

Section 9.13 – Past President:

The Past President shall serve as a member of the Board of Directors in an advisory capacity and shall have administrative duties as are specifically assigned by the Board of Directors.

Section 9.14 – Executive Committee:

The Executive Committee is comprised of the President, Past President, President Elect, and the Treasurer and will be responsible for oversight of the Board of Directors. The Committee will

also serve as the key decision maker on urgent matters between scheduled board meetings or when time does not allow for a full board vote. In order to avoid a tie, the President's vote will count as the tie breaker should it be necessary.

Section 9.15 – Selection Committee:

The Selection Committee is responsible for selecting the future leadership of the organization and is comprised of the President, President Elect, two who are rotating off the Board of Directors at the end of the current year and do not intend to reapply, and two members who will remain on the Board of Directors the following year.

The Committee is selected by the President Elect and approved by the President.

Section 9.16 – Removal of Officers:

Any 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. The Officer shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE 10: COMMITTEES

Section 10.1 – Standing Committees:

Committees are created upon business need and current conditions. All committees must be approved by the Board of Directors and/or the Executive Committee.

Section 10.2 - Removal of Committee Chairs and Members:

A Committee Chairperson or Liaison may be removed if their performance impacts the Association's ability to provide promised services.

Section 10.3 - Additional Standing and Ad-hoc Committees:

Standing and Ad-hoc committees may be added as established by resolution of the Board of Directors.

Section 10.4 - Appointment of Committee Chairs:

A Committee Chair may serve up to two years in the same Chair Role and may return to that same role after vacating that role for at least one year, or by special appointment of the Board of Directors and may serve as Committee Chair for a period of time as recommended by the Board of Directors.

ARTICLE 11: ELECTIONS

Section 11.1 – Procedure:

The President-Elect shall appoint a Selection Committee, which shall be composed of eligible Association and Board members in good standing with at least one member being a SHRM member in good standing. At least one month prior to voting, the Selection Committee shall present to the membership, in writing, the name of at least one candidate for each office. Additional candidates may be nominated from the floor during the meeting in which a vote is taken. The membership shall vote by acclamation, or show of hands, or secret ballot at the meeting for one candidate for each office, and the candidate receiving the largest number of votes for a given office shall be elected to that position. If necessary, a runoff shall be held immediately.

Section 11.2 – Installation of Officers:

Newly elected officers shall be installed at the annual meeting in December.

Section 11.3 – Terms of Office:

Elected members of the Board of Directors will be appointed for staggered terms of two years, excluding the offices of President, Past President and President-Elect. Terms will begin in January and end in December the following year.

The offices of President, Past President and President-Elect will have a term of one year beginning in January and ending in December.

Section 11.4 – Unexpired Term:

In case of a vacancy in any office, the President, with the approval of the Board of Directors, may appoint a Regular Member in good standing to fill the term of that office until the next election takes place. The President may delegate the recruitment of the new appointee to the officer stepping down when appropriate.

ARTICLE 12: STATEMENT OF ETHICS

Members of the Austin Human Resource Management Association agree to adhere to this Code of Ethics, recognizing that doing so will further AHRMA's mission of promoting ethical Human Resource Management practices, leadership, professionalism, effectiveness, and understanding in the field of Human Resource Management. AHRMA members will adopt and maintain the highest standards of professional conduct and pledge to:

- Endeavor to make one's employer or client successful through encouraging and practicing ethical and effective Human Resource Management practices;
- Support AHRMA's objectives for furthering the Human Resource Management profession;
- Be proactive and committed to lifelong learning, professional growth and development;
- Refrain from using membership in AHRMA to solicit business or secure special privileges for themselves, their employers, or clients;

- Encourage one's employer or client to make fair and equitable treatment of all employees a primary concern and facilitate the establishment of a representative and diverse workforce;
- Instill in employees and the general public a sense of confidence regarding the conduct and intentions of one's employer or client;
- Maintain loyalty to one's employer or client and pursue their objectives in ways that are consistent with professional integrity;
- Provide objective, informed human resource advice and counsel to one's employer or client;
- Practice tolerance and respect for others in the daily fulfillment of responsibilities;
- Maintain the confidentiality of privileged information; and
- Improve general awareness regarding the role and importance of Human Resource Management's contributions to organizational success.

ARTICLE 13: AMENDMENTS

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 14: PARLIAMENTARY PROCEDURE

Meetings of the Association 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 Association.

ARTICLE 15: ASSOCIATION DISSOLUTION

In the event of the association's dissolution, the remaining monies in the Treasury, after association 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 association, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Association).

ARTICLE 16: WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated association 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 Association are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association 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 Association 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, gender neutral 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.

Approved by:

SHRM President/CEO or President/CEO Designee



Date

7/15/2021

Ratified by the Membership of Association and signed by:

Association President



Date

7/21/2021