

**Bylaws of Fort Worth Human Resource
Management Association, Fort Worth, Texas**

ARTICLE I - *Name and Affiliation*

Section 1: Name. The name of the organization is the Fort Worth Human Resource Management Association (herein referred to as "FWHR" or the "Association"), a not-for-profit professional association.

Section 2: Affiliation. FWHR is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 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 II - *Mission Statement*

The mission of FWHR, a non-profit organization, is to advance the human resource profession by: promoting the strategic value of human resources; developing the skills and knowledge of its members; and facilitating the development of professional relationships.

ARTICLE III - *Membership*

Section 1: Qualifications for Membership. The qualifications for membership in FWHR shall be as stated in Sections 2, 3, 4, 5 and 6 of this Article as well as established by its Board of Directors and outlined in the Association's policies and procedures. There shall be no discrimination in membership because of race, color, religion, sex, age, national origin, sexual orientation, veteran or military status, or disability. The Association does not provide for corporate or institutional memberships. Memberships are individual and are not transferable from one person to another.

Section 2: Membership Levels. Different levels of membership exist within the Association to maintain and enhance its mission. Membership levels include, but are not limited to: (a) Lifetime, (b) Professional, (c) Associate and (d) Student.

Section 3: Lifetime Members. Persons who have rendered outstanding and meritorious service to the Association or retired individuals no longer engaged in active full-time employment and who have maintained a minimum of three (3) years of Regular membership shall be eligible for lifetime membership through recommendation and approval by the Board. Past Presidents of FWHR will receive lifetime memberships upon completion of their term of office as Immediate Past President of FWHR. Lifetime members shall not be required to pay dues and are entitled to vote and hold elected office.

Section 4: Professional Members. Membership shall be limited to those individuals who are (a) engaged in the profession of human resource management; (b) or is certified by a human resources credentialing agency; (c) or are 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; (d) or are full-time human resource management consultants; (e) or are full-time attorneys experienced in counseling and advising clients on matters related to the human resource profession. Professional members may vote and hold office in FWHR.

Section 5: Associate Members. Individuals who do not meet the professional member category, but who demonstrate a bona fide interest in human resource management and the mission of FWHR. Associate members may vote and hold offices in FWHR with the exception of President and Director of Professional Development.

Section 6: Student Members. Individuals who are enrolled as full-time students at the college or university level, and who are not currently employed full-time in the human resource management profession, shall be eligible for a student membership. Undergraduates are considered to be full-time students by carrying a minimum course load of 12 semester hours; graduate students are considered to be full-time students by carrying a minimum course load of 9 semester hours. Student members may not vote or hold office in FWHR.

Section 7: Application for Membership. Application for membership shall be submitted on FWHR application form in writing or electronically. All applications shall be reviewed by the Director of Membership and approved in accordance with FWHR policies and procedures.

Section 8: Voting. With the exception of Student members, all other members of FWHR shall have the right to cast one vote on each matter brought before a vote of the members.

ARTICLE IV - Rules of Order

Parliamentary procedure shall be observed at regular member meetings and Board of Director meetings in accordance with *Robert's Rules of Order*.

ARTICLE V - Membership Dues and Sustaining Levies

Section 1: Annual Membership Dues. Membership is valid for 12 consecutive months from the date the membership dues are received. Changes to the membership dues, as recommended by the Board of Directors, must be approved by a majority of the members present during a regular meeting. Notice of the recommended change and scheduled vote must be provided to the members at least 10 days in advance of the regular meeting. Membership fees shall not be refunded.

Section 2: Additional Fees. Further assessments or levies to meet additional expense(s) of the Association must be recommended by the Board of Directors and approved by two-thirds of the members present during a regular membership meeting.

ARTICLE VI - Meetings of Members

Section 1: Regular Meetings. Regular meetings of the members shall be held on the third Thursday of each month or as otherwise determined by the Board of Directors.

Section 2: Annual Meetings. The annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held in October or at such other time as determined by the Board of Directors.

Section 3: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors, or by members having one-tenth of the votes entitled to be cast at such meeting.

Section 4: Notice of Meetings. Notice of all membership meetings shall be given to the membership at least 10 days prior to such meeting.

Section 5: Quorum. Members holding one-fifth of the votes entitled to be cast, represented in person, shall constitute a quorum. The vote of the majority of the members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

ARTICLE VII - Board of Directors

Section 1: Number. The Board of Directors shall consist of the: President, President-Elect, Secretary, Treasurer, Immediate Past President, Director of Membership, and other Directors as defined by FWHR policies and procedures and elected by the membership.

Section 2: Qualification. All candidates for the Board of Directors must be members of FWHR in good standing and be eligible for office under the membership guidelines at the time of nomination or appointment. Officers and Directors must remain in good standing for the duration of their term in office. Per SHRM bylaws, the President must be a current member in good standing of SHRM throughout the duration of his or her term of office.

Section 3: Election-Term of Office. Elections shall be conducted at the October regular meeting from those presented by the Nominating Committee and those additional candidates nominated from the floor. Election to an office shall be by a majority of those present at the meeting. This vote shall be conducted by voice vote for uncontested races or by secret ballot in contested races. No member may vote for more than one nominee per office. The candidates receiving the larger number of votes for each office is elected. Unless otherwise outlined in Article VIII, each elected Director shall assume office on January 1 following his or her election and shall hold office for one year or until his or her successor is elected and takes office.

Section 4: Vacancies. Any vacancy in the Board may be filled for the unexpired term by the President with consent of the Board of Directors. In the event of a vacancy in the office of President, the President-Elect shall assume the remainder of the President's term. If a presidential vacancy occurs during the off year of the President-Elect, an interim appointment to the position will be made by the Board.

Section 5: Quorum. A simple majority of the current Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 6: Board of Directors' Responsibilities. The Board of Directors shall transact all business of FWHR except as prescribed otherwise in the Articles of Incorporation or bylaws. A member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Board of Directors.

Section 7: Removal of Directors and Officers. Any Director or officer may be removed from office, with cause, upon an affirmative vote of two-thirds 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.

Section 8: Attendance at Meetings. Attendance by FWHR Directors and Officers at regular meetings of members and regular meetings of the Board of Directors is mandatory. Absences in excess of two regular meetings of members or two regular meetings of the Board of Directors per calendar year may be grounds for removal from office with cause.

ARTICLE VIII - Duties and Responsibilities

Section 1: President. The President shall preside at the meetings of the members and of the Board. The President shall direct the FWHR and have charge and supervision of the affairs and business of FWHR. The President shall maintain liaison with SHRM. The President shall have general supervision over the interest and welfare of the Association, subject to the advice and consent of the Board. Acceptance of the office of President constitutes a four-year term commitment to serve on the Board of Directors. The first year served shall be as President-Elect, and without either further nomination or election by the membership, shall serve two years in the office of President followed by one year as Immediate Past President. The President

must be a member in good standing of SHRM throughout the duration of his or her term of office.

Section 2: President-Elect. The President-Elect shall, in the absence of the President, preside at all member and Board meetings of the Association. The President-Elect shall serve for one year and shall succeed to the office of President without further nomination or election by the membership and in the event of the President's withdrawal from office for any reason, shall fill both the unexpired term and the term for which elected. The office of President-Elect can be vacant if Immediate Past President is occupied. The President-Elect shall serve as Chairperson of the Nominating Committee. The President-Elect shall serve as FWHR liaison to the SHRM Foundation. The President-Elect must be a member in good standing of SHRM throughout the duration of his or her term of office.

Section 3: Secretary. The Secretary shall serve a two-year term of office and will record minutes of each meeting and retain these minutes in permanent form. The Secretary shall be responsible for monitoring Board member attendance at Board meetings and shall report to the President when any Board member has missed two regular meetings of the Board of Directors per calendar year, as this may be grounds for removal from office with cause.

Section 4: Treasurer. The Treasurer shall serve a two-year term of office and is responsible for the financial affairs of FWHR. Treasurer duties shall include presenting financial reports to the Board, securing services, if needed, for an examination audit of accounts, and tax form preparation and filing.

Section 5: Director of Membership. The Director of Membership is responsible for maximizing the enrollment of the Association's membership within the confines of established eligibility requirements. The Director of Membership shall develop and implement an annual membership solicitation and maintenance program designed to achieve a projected level of membership.

Section 6: Immediate Past President. The Immediate Past President shall serve for one year as a member of the Board of Directors in order to provide continuity between the past and present administrations of the organization. The office of Immediate Past President can be vacant if President-Elect is occupied. It shall be the Immediate Past President's responsibility to prepare and submit the Association's necessary reporting for SHRM's consideration for the prior year.

ARTICLE IX - Committees

Section 1: Committee Organization. Any officer or Director on the Board of Directors may establish a committee of interested members to advise and assist with the performance of the tasks of that office. Each Director shall serve as or appoint the Chairperson of his or her committee. Special committees or task forces may be organized by the President to meet particular FWHR needs with the advice and consent of the Board of Directors.

Section 2: Committee Activity. Committees are established to provide FWHR with special ongoing services such as Programs, Membership Communications, Legislative Affairs, Professional Development, Student FWHR Affairs, and Public Relations.

Section 3: Nominating Committee. At the August Board of Directors meeting each year, the Board shall appoint a Nominating Committee. The Nominating Committee shall be comprised of the current President, either the current President-Elect or the Immediate Past President, and three other members of the Association. The Nominating Committee shall select candidates for each office other than President and Immediate Past President for the following year. The names of these candidates shall be presented to the Association's members in writing or electronically prior to the October membership meeting.

ARTICLE X - Chapter Dissolution

In the event of FWHR's dissolution, the remaining assets of the Association, after FWHR expenses have been

paid, shall be contributed to the SHRM Foundation.

ARTICLE XI - Statement of Ethics

FWHR adopts SHRM's Code of Ethical Standards for the human resource profession in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this FWHR and SHRM.

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

No member shall actively solicit business from any other member at FWHR meetings or through the use of information provided to him or her as a member of FWHR without approval from the Board of Directors.

ARTICLE XII - Amendment of Constitution and 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 or 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 or her designee.

ARTICLE XIII - Withdrawal of Affiliated Chapter Status


Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his or 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.

Note that these revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the membership of the chapter and signed by:

Chapter President  Date 8/20/2018

Approved by:

SHRM President/CEO or President/CEO Designee  Date 7/9/18

Revised: January 1976
Revised: May 1978 (Name Change)
Revised: October 1981
Revised: October 1983 (Article IV, Section 2)
Revised: February 1985 (Article III, Section 4)
Revised: March 1989 (Article III, Sections 1, 2, and 3, and Article VIII, Section 2)
Revised: November 1990 (Article III, Section 1B)
Revised: November 1992 (Name Change)
Revised: August 1993 (Article IV, Sections 2 and 3)
Revised: February 1997 (Article III, Sections I and 3, and Article VII, Section 2)
Revised: January 1998 (Article I (Name Change) and Article IV, Sections 2 and 3)
Revised: November 1998 (Article IV, Section 3)
Revised: December 1998 (Article VI and Article IX, Section 4, add Section 5)
Revised: July 2005 (all Articles and Sections revised in their entirety)
Revised: November 2007
Revised: May 2014 (all Articles and Sections revised)
Revised: October 2014 (Article VIII, Section 1, 2 and 6)
Revised: May 2018