

**BYLAWS
of the
DELAWARE CHAPTER
of the
SOCIETY OF HUMAN RESOURCE MANAGEMENT**

ARTICLE I - IDENTIFICATION

Section 1: Name - The name of the Organization will be the Delaware Chapter (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Delaware Chapter and not as SHRM or the Society for Human Resource Management

Section 2: National Affiliation - The Chapter is affiliated with the Society of Human Resource Management (herein referred to as "SHRM"). Therefore, this chapter will maintain the membership requirements for affiliation as defined in the bylaws of SHRM.

Section 2.1: 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.

Section 3: 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 Chapter, a local Student Chapter, the State Council, an HR degree program, or other such organization or chapter.

ARTICLE II - MISSION

The mission of the Delaware Chapter will be:

- A. to provide high quality, dynamic, and responsive services and programs to our members/customers;
- B. to become the voice of the profession on human resource management issues to business, government, and the media;
- C. to facilitate professional development that enables the membership to enhance their skills and proficiency, and add value to their organization;

- D. to establish, monitor and update standards for the profession;
- E. to achieve the purposes of the Society there shall be no discrimination in individual memberships or Board affiliation because of race, religion, sex, age, national origin, disability, veteran's status, or sexual orientation.

ARTICLE III - MEMBERSHIP

Section 1: General Members - Individuals engaged in the field of human resources management; or any individual certified by the Human Resources Certification Institute; or any full time consultants involved in human resources services; or any individual who meets the definition of professional or general membership as stated by SHRM. General members may vote and hold elective office. All General Members are encouraged to maintain membership in SHRM.

Section 2: Associate Members – Individuals outside the foregoing categories who demonstrate to the satisfaction of the Board of Directors a bona-fide interest in such work will be eligible for Associate membership. Associate Members will have no vote, may not hold elective office and will not use general meetings for solicitation purposes. Associate Members must be members in good standing of SHRM.

Section 3: Life Members - There will be two sub-categories. They will be: a) Individuals who have served as Past-President for the chapter; or b) Individuals who are given this membership by a majority (two-thirds, 2/3) vote of the Board of Directors. Life Members may vote and hold elective office. All Life Members are encouraged to maintain membership in SHRM.

Section 4: Student Members - Individuals who are students and are members of a student chapter affiliated with the Society. They shall have no vote, and may not hold office in the chapter. All Student Members are encouraged to maintain membership in SHRM.

Section 5: Application for Membership - Applications for membership to the Delaware Chapter will be made on the form provided by the Membership Committee. Completed applications should be returned to the Chair of the Membership Committee. Applicants interested in chapter membership may obtain an application form from the Membership Committee Chair, and forward it to National Headquarters.

Section 6: Membership Approval - Applications are reviewed and approved by the Membership Committee and/or Board of Directors. The Chair of the Membership Committee advises applicants of their membership status, and informs the membership of new members.

Section 7: Annual Dues - The amount of the local dues is determined by a quorum of the Board of Directors prior to January 1st of each year and communicated to the membership thereafter. The dues cover membership for the program year (January 1st to December 31st). The local chapter dues will be waived for the President and President-Elect during the term of their respective offices.

Section 8: Termination of Membership - Membership in the Delaware Chapter may be terminated for good cause by a two-thirds vote of the Board of Directors. Membership will be terminated automatically for non-payment of annual dues.

Section 9: Statement of Ethics - The Chapter adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Association in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Chapter and SHRM.

ARTICLE IV - MEETINGS

Section 1: Regular Meetings - Regular meetings will be held in the months of January through November at such times and places as the Board of Directors may designate. Special meetings may be called by the President or the Board of Directors.

Section 2: Notice of Meetings - A notice of all meetings will be sent to all members electronically or by other means. Notices will be sent out no later than 15 days prior to the meeting. Reservations are requested/preferred to attend regular Chapter meetings.

Section 3: Quorum - A majority of the general and life members present at a meeting will constitute a quorum.

ARTICLE V - ELECTIONS AND BALLOTING

Section 1: Officers and Directors - Elections of Officers and Directors will be conducted by ballot in accordance with the procedures outlined: (a) No later than the first day of November of each election year, the Nominating Committee (composed of the immediate Past President or a Board approved Nominating Committee Chair and not less than three (3) regular members of the chapter appointed by the Nominating Committee Chair) will prepare and submit to the President a list of nominees for the offices to be filled. Provisions will be made for soliciting nominations from the general membership. (b) The ballot of nominees will be prepared and distributed to all voting members of the chapter at least 30 days prior to the election date. The ballot will allow for write-in candidates.

Section 2: Elections (a) Votes Required: Each Officer and Director will be elected on the basis of a plurality of votes cast for that office. (b) Tie Votes: In the event a tie vote occurs during an election, successive balloting will be conducted until one candidate receives a plurality.

Section 3: Referendum and Other Balloting - The Board of Directors may submit any matter of the Chapter's business to the voting membership for resolution by mail ballot or by vote at a regular meeting.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: Number - The following will be members of the Board of Directors: the President, the President-Elect, the Secretary, the Treasurer and the Immediate Past President. The Chairs of the standing Committees as recognized by the Board will also be deemed Board members. Additional members may be elected or appointed by the President from among the eligible membership.

Section 2: Qualification - All candidates for the Board of Directors must be qualified General or Life members of the chapter in the good standing or the Past President. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. Board members may not be elected to serve more than two (2) consecutive terms in any one office. Exceptions must be approved by a majority vote of the board. Board members are strongly encouraged to maintain membership in SHRM.

Section 3: Election Term of Office - All Directors will be elected as provided in these Bylaws. Each Director will assume office in December of the year of his/her election and will hold office for twelve (12) months or until his/her death, resignation or removal.

Section 4: Duties - All members of the Board of Directors should be capable of attending 75% of scheduled board meetings and 75% of regular meetings. Those who are elected but are not able to meet this requirement may be replaced. Any change of Board members will take place according to the election procedures outlined in Article V of the Bylaws. The collective duties of the Board of Directors will be to: A. Determine the policies of the Chapter, B. Direct the general activities of the Chapter, and C. Act as a voice of the Chapter.

Section 5: Vacancies - Any vacancy in the Board will be filled for the unexpired term by vote of a quorum of the Board.

Section 6: Quorum - A majority vote of the total Board membership will 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 will be the act of the Board.

ARTICLE VII - OFFICERS

Section 1: Number - The Officers of the Chapter will be the President, the President-Elect, the Secretary and the Treasurer. Officers will rank in the order named.

Section 2: Qualification - All candidates for office must be qualified general or life members of the Delaware Chapter in good standing or the Past President of the chapter. In addition, the President and President-Elect must be members of SHRM. Candidates for the offices of President and President-Elect must have previously held an Officer or Board position in a SHRM chapter.

Section 3: Election. Term of Office - All elected Officers will be chosen as provided in these Bylaws. Each Officer will hold such office for twelve (12) months or until death, resignation, or removal.

Section 4: Removal of Director and Officer - Any Director or 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 or Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE VIII - DUTIES AND RESPONSIBILITIES

Section 1: The President - The President will call, conduct, and preside at regular and special meetings, appoint committees and act as ex-officio member thereof, delegate authority with the advice and consent of the Board of Directors, and perform such duties as generally accrue to the office of the President in the general charge and supervision of the affairs and business of the Chapter. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office. In addition, the President is responsible to attend meetings of the SHRM Delaware State Council and the SHRM National Leadership Conference. If the President is unable to attend, he/she may appoint a member of the Board of Directors to attend in his/her absence

Section 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. The President-Elect will have such other powers and perform such other duties as the Board or the President may determine. The President-Elect will not automatically become President in the year following the President term. The President-Elect is responsible for oversight of the Delaware State Conference and successful submission of the Chapter Achievement Plan.

Section 3: The Secretary - The Secretary will keep accurate records of proceedings at regular and special meetings and field trips of the Chapter and will record the proceedings

of the Board of Directors when in session. The Secretary will act as historian and will be the custodian of the past non-financial records of the Chapter. The Secretary will perform other duties as the President may determine or require.

Section 4: The Treasurer - The Treasurer will be responsible for the financial affairs of the Chapter. This responsibility will include financial reports to the Board and arrangements for the annual examination and audit of the accounts of the Chapter. The Treasurer will be the custodian of the financial records of the Chapter.

Section 5: The Membership Committee - The Membership Committee will approve applications for membership and make recommendations to the Board regarding acceptance and type of membership. The Membership Committee facilitates recruitment of candidates for membership, and coordinates with the Board to establish annual recruiting goals. The Membership Committee will maintain a current roster of members, and will keep the officers and membership informed of new members and newly affiliated members. The Membership Committee will distribute a directory of members to the membership each year.

Section 6: The Nominating Committee of not less than three (3) members plus the Immediate Past President or Board approved Nominating Committee Chair will have duties as defined in Article V of these Bylaws.

Section 7: The Program Committee will arrange such programs as in its judgment will be informative and useful to the members and may incur such reasonable expenses as the Board may approve.

Section 8: The Communications Committee will communicate with by practical and appropriate means the activities of the Chapter, which would be of interest to the public. This committee will also be responsible for publishing the Chapter newsletter, meeting notices, etc.

Section 9: The Education/Certification Committee will communicate with information regarding the Professional in Human Resources (PHR) and Senior Professional in Human Resources (SPHR) certifications to chapter members, including eligibility requirements, application procedures, study courses, etc. The Certification Committee will also inform the membership of newly certified members and recognize them at chapter meetings.

Section 10: The Legislative Affairs Committee will monitor and evaluate pending legislative, regulatory, and legal activity at the federal, state, and local level, which may have an impact on the management of human resources, and provide a legislative affairs report to members at chapter meetings. This committee will also inform elected officials of SHRM's position on legislation affecting the profession, and may initiate action under SHRM's grassroots legislative action program after coordination with the State Legislative Affairs Director or the national headquarters staff.

Section 11: State Council - There shall be one Chapter State Council Director recognized by the Chapter to attend state council meetings. The purpose of the State Council shall be to provide a structure for members to have a channel of communications between the chapter and SHRM.

Section 12: Other Committees may be appointed by the Board as deemed necessary.

ARTICLE IX - NON-SOLICITATION - In order to maintain membership, members of the chapter will ensure that chapter affiliation is not used improperly to secure personal advantage or to promote personal business interests.

ARTICLE X - PARLIAMENTARY PROCEDURE All parliamentary procedures will be governed by Roberts' Rules of Order unless otherwise specified in these Bylaws.

ARTICLE XI - AMENDMENT OR REVISION OF BYLAWS Any Article, or any part thereof, of these Bylaws will be subject to change, deletion, or addition by action of the Board of Directors and approval of a two-thirds majority of the voting delegates in attendance at a regular meeting provided that the proposed amendment has been presented to the membership at a meeting prior to that at which the vote is taken. 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/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.

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.

Ratified by the Membership of Chapter and signed by:

Chapter President: _____ Date: _____

Approved by :

SHRM President/CEO or President/CEO Designee: _____ Date: _____

ORIGINAL BYLAWS APPROVED AT MEMBERSHIP MEETING ON
JANUARY 31, 1974.

BYLAWS REVISED AND APPROVED BY A TWO THIRDS
AFFIRMATIVE VOTE BY MAIL BALLOT ON DECEMBER 1, 1977;
OCTOBER 1, 1981; OCTOBER 1, 1988, AND SEPTEMBER 19, 1991.
BYLAWS REVISED AND APPROVED BY A TWO THIRDS
AFFIRMATIVE VOTE ON JULY 30, 1998. BYLAWS REVISED AND
APPROVED BY A TWO THIRDS AFFIRMATIVE VOTE ON JANUARY
8, 2002. BYLAWS REVISED AND APPROVED BY A TWO THIRDS
AFFIRMATIVE VOTE ON FEBRUARY 11, 2003, AND ON APRIL 8,
2003. Bylaws revised and approved by a two thirds vote on November
13, 2007 at a board meeting.