Northeast Indiana Society for Human Resource Management
SHRM Chapter #0174
BYLAWS
Rev. October 2026

ARTICLE 1
NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Northeast Indiana SHRM (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Northeast Indiana SHRM 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").

As a SHRM affiliated Chapter, the Chapter is also a member of the Indiana SHRM serving on the Board of the State Council and is an integral part of the State Council governance process and structure.

Section 1.3: Separate Legal Existence of Chapter/Autonomy. Both parties are separate legal entities, and neither party nor its officers, agents or employees may hold themselves out as an agent of either organization. Neither party is an agency or instrumentality of the other party. Neither party shall contract in the name of the other organization or incur any financial or other obligations on behalf of the other, without the express written consent of the other organization. Neither party may hold itself out to the public as the other organization. The Chapter shall have autonomy with regard to all phases of its operation, subject to its governing instruments.

Section 1.4: Use of SHRM Domain, Logo and Brand. The Chapter agrees to follow SHRM Brand Standards Guides, as may be modified from time to time, and be consistent with SHRM in its use of any/all electronic, printed, oral, and all other types of media including but not limited to SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others. The Chapter may use only the “Affiliate of SHRM” logo or the approved SHRM branded block template, in accordance with SHRM Brand Standards Guides. The Chapter shall not use the standard, standalone SHRM logo in any media, for any reason. The Chapter may not use the SHRM name, logos, trademarks, or copyrightable materials in any manner that deviates from the SHRM Guidelines without SHRM’s prior written permission. The Chapter may register a domain name that is either as it appears in the SHRM approved bylaws or the approved SHRM branded block template.

Section 1.5: Starting or affiliating with other groups. The Chapter is required to obtain written approval from SHRM’s CEO/President or designee before the Chapter legally affiliates through the governance process with other groups or starts other groups or subchapters while affiliated with SHRM. This includes the written approval of all governing documents associated with these organizations.

The Chapter may initiate, facilitate or engage in mutually beneficial business relationships that further the Chapter’s business or mission objectives to the extent these business relationships are not in conflict with this Section.

Section 1.6: Approved Service Area. The approved service area (zip code ranges) for the Chapter is listed in the Chapter Charter (“Affiliation Agreement”) and subsequent addendums, as appropriate. The service areas reference where the Chapter is allowed to overtly solicit for i) members and ii) event activity. Chapters may only hold physical events within their approved service area unless the Chapter obtains written approval of SHRM’s CEO/President or designee.

Section 1.7: Member Service Area. The Chapter is required to obtain written approval from SHRM’s CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) prior to the Chapter starting a new Chapter, sub-chapter, or adding a Member Service Area (“MSA”) to an approved service area, while affiliated with SHRM.

Section 1.8: Approved Service Area Modifications. Should the Chapter wish to request a modification to the Approved Service Area, request consideration to become a Member Service Area ("MSA") or have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain written approval from SHRM's CEO/President or designee.

ARTICLE 2
PURPOSE

Section 2.1 The purposes of this Chapter, as a non-profit organization, are:

i. 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;
ii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
iii. to provide an opportunity to focus on current human resource management issues of importance to our members;
iv. to provide a focus for legislative attention to state and national human resource management issues;
v. to provide valuable information gathering and dissemination channels;
vi. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
vii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
viii. to serve as a source of new members for SHRM; and
ix. to serve as part of the two-way channel of communication between SHRM and the individual members.

Section 2.2: Alignment with SHRM. The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource practices in the profession and to:

i. be a recognized world leader in human resource management;
ii. provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
iii. be the voice of the profession on human resource management issues;
iv. facilitate the development and guide the direction of the human resource profession; and
v. 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, 4.6, and 4.7 of this Article. 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 engaged as one or more of the following:

a) actively working in the human resources profession for at least three years; or have a working affiliation within the human resources profession for at least three years.

b) certified by SHRM and/or HRCI;

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 (including placement agencies, training firms and other human resources related business consultants) with at least three years' experience practicing in the human resources profession; and/or

e) full-time attorneys with at least three years' 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. Associate Members are individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in the human resources profession and the mission of the Chapter. Associate members may not vote or hold office in the Chapter.

Section 4.6: Life Members. Individuals qualifying as Life Members, upon approval of the Board of Directors may, by a two-thirds (2/3) vote, be admitted to Life Membership in the Chapter as an Honorary Life or Professional Life Members. Life Membership will be conferred on each Past President of the Chapter in appreciation of service and leadership to the Chapter. There shall be no annual dues applicable to these classes of membership.

i. Honorary Life Membership may be conferred to individuals who are deemed to be outstanding in the field of human resource management, operations, or research. Honorary Life Members shall be entitled to all privileges of membership except the right to vote or hold office in the Chapter.
ii. ii. Professional Life Membership may be conferred on individuals who have rendered long and outstanding volunteer or other service to the Chapter. Individuals may be nominated for this category through their work with a state council, chapter or other activity of service to the Chapter. Professional Life Members shall be entitled to all rights and privileges of General Members.
iii. iii. Past President Life Members shall be entitled to all privileges of Professional Members.

Section 4.7: Transitional Members. If dislocated from employment, Professional members in good standing shall not be forced to resign membership; however, members' status shall be changed to Transitional Member until such time as they accept a position which would qualify them for professional status or if their new position would not qualify them for membership. As a Transitional Member, individuals will retain their voting rights but will not be able to seek or hold office in the Chapter.

The Chapter provides active members who are unemployed at the time of membership renewal a one-time opportunity to extend their membership for that renewing calendar year at no cost. Any active chapter member who is unemployed at the time of his or her membership expiration date or becomes unemployed up to 90 days after the membership lapses is eligible. Additionally, the member must be unemployed at the time he or she applies for a transitioning membership. No refunds will be given for renewals already paid and processed. Membership status must be changed once that member is gainfully employed, at which time the member is responsible for paying membership dues for that calendar year. Student members do not qualify for transitioning membership status.

Before activating a transitioning membership, the requestor must communicate his or her unemployment status to the Membership Director via e-mail, fax or mail.

Transitional members holding executive positions shall not be forced to resign their position and shall retain their voting rights on the Board of Directors until such time as they accept a position which would qualify them for professional status or if their new position would not qualify them for membership.

Section 4.8: Student Members. Students are classified as enrolled in 12 credit hours or more in a semester and are not working in a professional position. Exceptions will be determined on a case-by-case basis. NIHRA membership is at no cost if student is a member of national SHRM (membership identification number required).

Students will still be responsible for student lunch fee. Student members do not qualify for transitional membership status.

Section 4.9: Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Director and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee. Membership in the Chapter may be limited by action of the Board of Directors.

Section 4.10: Voting. Each Professional and Transitional 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 4.11: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing or electronic mailing of renewal notices.

Section 4.12: Termination of Membership. Chapter membership may be terminated at any time for cause with a majority vote of the Board of Directors.

Section 4.13: Corporate Membership Corporate membership will have three (3) or more designated members who meet the eligibility qualifications for membership as stated in Sections 4.3, 4.4, and 4.5 of this Article. A discounted membership rate, to be determined by the Board of Directors, will be offered based on the then current Gold Membership rate only. Discounts will be offered as stated below:

3 - 5 members - 15% discount;
6 - 10 members - 20% discount;
11 or more members - 25% discount

The membership may be transferred to another member or members upon separation of the member or members so long as the transferred member or members meet the eligibility qualifications for membership as stated in Sections 4.3, 4.4, and 4.5 of this Article.

Section 4.14: Discipline and Termination of Membership. Any member may be removed from membership, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. Prior to the vote the member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership. This applies to all members, Chapter paid staff, as well as volunteer and elected leaders.

ARTICLE 5
MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the first Wednesday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers and conducting other appropriate business shall be held in November or at such other time as determined by the Board of Directors.

Section 5.3: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 5.4: Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the Board.

Section 5.5: Quorum. Professional members holding one-tenth of the votes entitled to be cast represented in person, virtually, or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person, electronic vote, or by conference call, shall be

necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

ARTICLE 6
BOARD OF DIRECTORS

Section 6.1: Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Treasurer, Secretary and Membership Director. The Board shall elect its officers at the first Board Meeting following the election of its members.

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors may also include: Core Leadership Area (CLA) Directors, Programs Director, Retention Director, Communications Director, Technology Director, Community Engagement Director, Conference Director, Partnership Director, , up to three (3) Past Presidents, and up to five (5) Board Members-At-Large. These shall constitute the governing body of the Chapter. Additional Core Leadership Area (CLA) Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas (CLA) be established by SHRM. The Board, or the President, may also appoint standing committees, ad hoc committees, committee chairs, or other assignments as needed.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The chapter requires that each Board member be a current member in good standing with SHRM throughout the duration of his/her term of office. SHRM and/or HRCI Certification is strongly recommended for board members. Dedicated Certification CLA must be a SHRM member in good standing for the duration of his/her term of office and be SHRM certified.

Section 6.5: Election - Term of Office. Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Nominations from the floor will also be accepted. The President shall cast the deciding vote in any tie for election to the Board. Each elected Director shall assume office on January 1st following his/her election and shall hold office for two (2) years or until his/her successor is elected and takes office. Officers shall be nominated and elected by the Board of Directors from the eligible members of the Board of Directors.

Section 6.6: Interim President. In the event that the President is incapable, unwilling, or otherwise unable to fulfill the duties of the office for the remainder of the term due to resignation, removal, incapacity, death, or other cause, the President-Elect shall automatically succeed to the office of President and serve the remainder of the unexpired term. If no President-Elect is serving at the time the vacancy occurs, the most recent Past President may elect to serve as President for the remainder of the unexpired term or may request that the Board of Directors vote to elect a replacement President to serve the remainder of the term. Any individual selected to fill an unexpired term shall be eligible to seek election to a full term as President. Upon completion of the unexpired term, the regular election cycle shall proceed as provided in these Bylaws.

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

Section 6.8: Quorum. A simple majority of the total Board of Directors shall constitute a quorum for conducting business. At any meeting where a quorum is present, whether in person or by conference call, the act of a majority of the Directors present shall be the act of the Governing Body, unless applicable state law requires a greater number. The Board may also act with the unanimous written consent of all voting members.

Section 6.9: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A 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 6.10: Removal of Director or Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. "With cause" includes poor attendance when three (3) consecutive meetings are missed without notifying the President and/or when said absences are unexcused due to insufficient reasons. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

Section 6.11
Board Member Privilege: Any active chapter board member will receive, at minimum, an annual NIHRA Gold Membership in recognition of their service as a volunteer leader on the Board of Directors.
Additional board member privileges, including NIHRA Annual Conference registration, SHRM membership, and HR Indiana Conference registration, may be provided based on the financial position of the chapter. The Board of Directors will determine annually which additional privileges, if any, will be provided for the upcoming year.

Section 6.12 The Chapter should seek to obtain and maintain a policy or policies of basic Directors & Officers (D&O) and Cyber Liability Insurance commensurate with assets and liabilities of the Chapter. Errors and Omissions (E&O) Insurance is strongly recommended. These policies provide the board members, officers, employees, members, volunteers, or agents of the Chapter with coverage for losses from wrongful or negligent acts, or to ensure the Chapter's performance of its obligations under this Agreement. In all insurance policies, SHRM should be identified as an additional insured.

ARTICLE 7
DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board. The chapter requires that each Board member be a current member in good standing with SHRM throughout the duration of his/her term of office; SHRM and/or HRCI Certification is strongly recommended for board members.

Section 7.1: The 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. The President is expected to attend the annual SHRM Volunteer Leaders' Business Meeting (VLBM). The President is expected to attend the annual HR Indiana SHRM Volunteer Leader Summit (VLS). The President is expected to attend the annual NIHRA Conference. The Chapter President is encouraged to attend the annual HR Indiana Conference. The Chapter President is encouraged to attend the annual SHRM National Conference.

Section 7.2: 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 have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president-elect is encouraged to attend the annual SHRM Volunteer Leaders' Business Meeting (VLBM). The president-elect is expected to attend the annual HR Indiana SHRM Volunteer Leader Summit (VLS). The president-elect is expected to attend the annual NIHRA Conference. The president-elect is encouraged to attend the annual HR Indiana Conference. The president-elect is encouraged to attend the annual SHRM National Conference.

Section 7.3: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine.

Section 7.4: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter and for making all members aware of such meetings.

Section 7.5: Director of Membership. The Director of Membership shall serve as chair of the Membership

Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. They shall have such other powers and perform such other duties as the President may determine. The Director of Membership must be a current member in good standing of SHRM throughout the duration of his/her term of office.

ARTICLE 8
FINANCIAL MANAGEMENT

Section 8.1: Spending Power. The President, in conjunction with the Treasurer, may approve and expend Chapter funds for ordinary expenses up to, but not in excess of, $1,500 per occurrence. Any amount exceeding $1,500 must be approved by the Board of Directors.

ARTICLE 9
COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 8.2: Committee Organization. Committees, in addition to the Nominating Committee, are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in Committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

Section 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/ Public Relations, etc.

ARTICLE 10
ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year, except to the extent that applicable state law may have different requirements.

ARTICLE 11
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 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 Board of Directors. No member shall actively solicit business from any other member at Chapter meetings without the approval from the Board of Directors.

ARTICLE 12
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 13
AMENDMENT OF BYLAWS

Any amendment to the Bylaws shall be approved by the Board of Directors and submitted in writing to the Chapter's membership with a minimum of 30 days' notice prior to a vote. 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
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 15
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 16
TERMS USED

As used in these Bylaws, feminine or 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.

NOTE: 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 Signature:
Printed name:
Date:
Chapter mailing address:

Chapter primary email address (if applicable):
President's email: _____
President's phone: _____

Approved by:
SHRM President/CEO or President/CEO Designee: _____
Printed name: _____
Date: _____