

**WESTERN COLORADO HUMAN RESOURCE ASSOCIATION
BYLAWS**

**ARTICLE 1
NAME AND AFFILIATION**

THESE BYLAWS of WESTERN COLORADO HUMAN RESOURCE ASSOCIATION, a Colorado nonprofit corporation (“WCHRA” or the “Chapter”), are effective this fifteenth day of December, 2008, and are adopted pursuant to the Colorado Revised Nonprofit Corporation Act (the “Act”).

Section 1.1: Name.

The name of the Chapter is WESTERN COLORADO HUMAN RESOURCE ASSOCIATION (herein referred to as the “Chapter” “WCHRA”, or the “Association”). To avoid potential confusion, the Chapter will refer to itself as WCHRA and not as “SHRM” or the Society for Human Resource Management.

Section 1.2: Affiliation.

The Chapter is affiliated with the Society for Human Resource Management (herein referred to as “SHRM”).

Section 1.3: Relationships.

The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agent or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

**ARTICLE 2
MISSION AND PURPOSES**

The mission of WCHRA is to provide a functional network for human resource professionals and to support individuals whose roles within their organizations include human resource-related tasks.

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

- a. to provide a forum for the personal and professional development of the members;
- b. to provide an opportunity to develop leadership, managerial, public-speaking and group decision-making skills;
- c. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- d. to provide an opportunity to focus on current human resource management issues of importance to the members;

- e. to provide a focus for legislative attention to state and national human resource management issues;
- f. to provide valuable information-gathering and dissemination channels;
- g. to provide a pool of human resource management leaders for perpetuation of the professional association;
- h. to serve as an important point of introducing human resource management professionals to SHRM;
- i. to serve as a source of new members for SHRM; and
- j. to serve as part of the two-way channel of communication between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to establish, monitor and update standards for the profession.

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year. The fiscal year for the term of the Board of Directors will begin on April 1 and end on March 31 of each year.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership.

To achieve the mission and purposes of WCHRA, there shall be no discrimination in membership because of race, religion, gender, age, national origin, veteran's status, sexual orientation, or disability or any other legally protected class.

Section 4.2: Transferability of Membership.

Membership in the Chapter is transferable only in cases of employment replacement when dues were paid by the organization. A transfer fee may be charged to cover incidental costs.

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 4.3.1: SHRM Members.

SHRM Membership is available to those persons who meet the criteria established by SHRM for Professional, General, or Associate membership. SHRM membership requires payment of SHRM-established dues. Admittance to full membership of individuals who do not strictly meet the established membership guidelines may be approved at the discretion of the SHRM board of directors. SHRM members are eligible to vote and hold office in the chapter.

Section 4.3.2: Local Members.

Local Membership is available to practicing human resource professionals; faculty members teaching at the college level in a human resource field; or individuals who serve as the primary authority within their organization for human resource-related issues. Human resource-related issues include but are not limited to employment, compensation, labor relations, training, organizational development, and employee relations. Local membership dues are required. Local membership status does not confer SHRM membership status and benefits. Local members are eligible to vote and hold office in the chapter.

Section 4.3.3: Student Members.

Student Membership is available to individuals who are enrolled as fulltime students in a four year or graduate institution with a demonstrated emphasis in human resource or related degree program and are current members of a student SHRM chapter. Membership dues are waived and student members may not vote or hold office in the Chapter except as a Student Liaison who is eligible to vote. Luncheon membership meeting fees are reduced by 50% and registration fees for the Chapter conferences may be discounted.

Section 4.3.4: Affiliate Membership.

Affiliate membership is available to individuals who do not meet the requirements listed in sections 4.3.1, 4.3.2, or 4.3.3. Affiliate members are required to pay full dues, cannot vote or hold office.

Section 4.3.5: Honorary Membership.

Any member in good standing at the time of their retirement from any firm, organization or institution may become an honorary member of the Chapter. Honorary members are not required to pay dues, but are required to pay for membership meeting luncheon fees, cannot vote, and cannot hold office in the Chapter.

Section 4.4: Application for Membership.

Applications for local membership shall be on the Chapter application form. All applications will be reviewed and approved by the Director of Membership. If a candidate's application warrants further review, such review shall be conducted by the Board of Directors.

Section 4.5: Voting.

Each SHRM and Local member of the Chapter and the Student Liaison who is eligible to vote shall have the right to cast one vote on each matter brought before a vote of the members.

Affiliate, Student and Honorary Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.6: Termination of Membership.

Membership may be terminated for good cause by a two-thirds (2/3) vote of the Board of Directors. Membership shall be terminated automatically for nonpayment of annual dues.

Section 4.7: Dues.

Local membership dues of WCHRA shall be established by the Board of Directors annually prior to the end of the current fiscal year. Membership dues will not be refunded. SHRM Membership dues are established by SHRM.

**ARTICLE 5
MEMBER MEETINGS**

Section 5.1: Regular Meetings.

Regular meetings of the members shall be held on the third 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 January during a regular membership meeting or as determined by the Board of Directors,

Section 5.3: Special Meetings.

Special meetings of the members may be called from time to time by the President or a majority of the Board of Directors, and shall be called if the President receives one or more written demands for the meeting, stating the purpose or purposes for which it is to be held, signed and dated by members holding at least thirty percent (30%) of all the votes entitled pursuant to these Bylaws to be cast on any issue proposed to be considered at the meeting. Notice of the meeting shall be given in accordance with Section 5.5 and shall state the purpose or purposes of such meeting. No other business shall be conducted other than that business specified in the notice of the meeting.

Section 5.4: Place of Meeting.

The Board of Directors shall designate any place, within or without the State of Colorado, as the location for any members' meeting; except, however, a special meeting called pursuant to Section 5.3 shall be at a location in Colorado specified in such request.

Section 5.5: Notice of Meetings.

Written notice stating the date, time and place of the annual and regular meetings shall be delivered personally, by mail, or by wire or wireless communication to the members no fewer than seven (7) days, or if mailed other than by first class or registered mail, no fewer than thirty (30) days, nor more than sixty (60) days in any case, before the meeting date.

Section 5.5.1

Notice of any meeting at which matters requiring membership approval are to be considered shall include a description of such matters.

Section 5.5.2

If any members' meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time, or place is announced at the meeting before adjournment.

Section 5.6: Quorum.

Members holding one-tenth of the votes entitled to be cast, represented in person 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 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.

Section 5.7: Proxy.

Members are entitled to vote at any members' meeting in person, or by written proxy, properly signed by the member or a duly authorized attorney-in-fact. Proxies shall be filed with the Secretary before or at the time of the meeting. A proxy shall terminate eleven (11) months after its date, unless it provides otherwise.

Section 5.8: Action by Ballot.

Any action that may be taken at any members' meeting may be taken without a meeting if the Chapter delivers a written or electronic ballot (in the manner provided in Section 5.4) to every member entitled to vote on the matter. The ballot shall set forth each proposed action and provide an opportunity to vote on such proposed action. Approval by ballot shall only be valid when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. If there are more than two (2) choices or candidates, and the quorum requirements are met, the choice or candidate receiving a plurality of votes, whether or not a majority of the total votes cast by ballot, shall be the prevailing choice or candidate.

Section 5.8.1

Solicitations for votes by written or electronic ballot may not be revoked, and shall:

- a. indicate the number of responses needed to meet the quorum requirements;
- b. state the percentage of approvals necessary to approve each matter, unless there are more than two (2) choices or candidates;
- c. specify the time by which the ballot must be received by the Chapter in order to be counted; and

- d. be accompanied by written information sufficient to permit each member voting to reach an informed decision on the matter.

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. Additionally, it shall be the duty of the Board to develop strategic plans to fulfill the mission of WCHRA; set objectives and measure progress; and develop and approve the administrative and functional policies of the organization.

Section 6.2: Officers.

The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, Vice President, Treasurer, and Secretary.

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 Programming Director, Membership Director, Communications Director, Director of College Relations, PR/Marketing Director, Webmaster, Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area 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 be established by SHRM.

Section 6.4: Number of the Board of Directors.

The number of directors shall be not less than seven (7) nor more than fifteen (15) and shall include officers, and Core Leader Area Directors

Section 6.5: Qualifications.

All candidates for the Board of Directors must be SHRM or Local 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 the term of office.

Section 6.6: Election - Term of Office.

Officers and 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. Each elected Officer and Director shall assume office on April 1 following election in January and shall hold office for one year. While the Chapter does not limit terms, it is expected that each Officer or Director annually evaluate their participation on the board to ensure that the established code of conduct is being maintained.

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 the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written or electronic consent of all voting members.

Section 6.9: Resignation.

A Director of the Board may resign at any time by giving written notice of resignation to the Chapter. Such resignation is effective when the notice is received by the Chapter, unless the notice specifies a later date.

Section 6.10: 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 SHRM or Local 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 6.11: Removal of a Director and 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. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

Section 6.12: Meetings.

The Board of Directors shall meet on a regular basis upon the call of the President. The Board of Directors may provide, by resolution, for additional regular meetings.

Section 6.13: Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by the President or by a majority of the directors.

Section 6-14: Time and Place of Meetings.

All meetings of the Board of Directors shall be held at a time and place to be designated by the President or, if called by directors, at such time and place designated by those directors. Upon prior approval of the Board, one or more directors may participate in any meeting of the Board by any means of communication by which all persons participating in the meeting can hear one another simultaneously. Such participation shall constitute presence in person at the meeting.

Section 6.15: Notice of Meetings.

Meetings of the Board of Directors shall be held only after delivering, at least two (2) days in advance of such meeting to each director personally or by wire or wireless communication, or mailing at least seven (7) days in advance to each director at the director's last known address, a written notice of such meeting, giving the time and date of the meeting.

Section 6.16: Proxies.

A director may be deemed present at a meeting if, prior to the meeting, the director grants and delivers a written proxy to another director who is present in person at the meeting. The proxy must direct a vote to be cast with respect to a particular proposal that is described with reasonable specificity in the proxy. No other proxies by directors shall be allowed.

Section 6.17: Compensation of Directors.

No director shall receive compensation for attendance at meetings of the Board of Directors. However, upon a vote of the directors a director may be reimbursed for actual expenses incurred in performance of the director's duties. The compensation allowed to directors shall be changed only by action of the members. This Bylaw may only be amended by the members.

**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.

Section 7.1: The President.

The President shall preside at the meetings of the members and of the Board. She/he 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 shall maintain liaison and be a current member in good standing of SHRM throughout the duration of the term of office. The President serves as a member of the COSHRM board and serves as the Chair of the WCHRA Executive Committee.

Section 7.2: The Vice-President.

The Vice President, at the request of the President or in the President's absence or disability, may perform any of the duties of the President. The Vice President accepts the position with the intention of succeeding to the position of the next President. The Vice President shall have such other powers and perform such other liaison duties as the Board or the President may determine. She/he shall serve as Project Manager for the SHRM Chapter Achievement Plan, and serves as a member of the Executive Committee.

Section 7.3: The Secretary.

The Secretary shall be responsible for recording and distributing the minutes of all board and official meetings of the Chapter. The Secretary, or designee, shall be responsible for making all

members aware of such meetings. The Secretary shall be custodian of the Chapter records, shall authenticate Chapter documents, and serves as a member of the Executive Committee.

Section 7.4: 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. The Treasurer serves as a member of the Executive Committee.

Section 7.5: Past President.

The Past President shall serve as an advisor to the President, as the Chapter Historian, and fulfill such duties as requested by the President and/or Board of Directors.

Section 7.6: Core Leadership Area (CLA) Directors.

Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. She/he shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year.

Section 7.7: Position Descriptions.

The Board of Directors shall prepare and provide written descriptions of the powers and duties of the officials and directors.

ARTICLE 8 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.

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 9
ELECTRONIC VOTING**

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

**ARTICLE 10
STATEMENT OF ETHICS**

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards 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 11
PARLIAMENTARY PROCEDURE**

Meetings of the Chapter may be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

**ARTICLE 12
AMENDMENT OF BYLAWS**

The Board of Directors shall have the power to make, amend, and repeal these bylaws, 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 SHRM and not in conflict with SHRM bylaws, at any regular meeting of the Board or at any special meeting called for that purpose, unless otherwise provided by these bylaws.. If a bylaw can only be amended by the members, such amendment may be approved only by the vote of at least two-thirds (2/3) of the eligible voting Chapter members present. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

**ARTICLE 13
DISSOLUTION**

Section 13.1: Authorization.

To authorize the dissolution of the Chapter, the Board of Directors shall adopt and recommend a proposal to dissolve to the members, which shall be approved upon the affirmative vote of at least two-thirds (2/3) of the members entitled to vote. If the Board of Directors determines that it should make no recommendation, because of conflict of interest or other special circumstances, and communicates the basis for its determination to the members, dissolution may be approved without such recommendation upon the affirmative vote of at least two-thirds (2/3) of the members entitled to vote. The Board of Directors may condition the effectiveness of the dissolution, and the members may condition their approval of the dissolution, on any basis.

Section 13.2: Notice.

The Association shall give notice to members entitled to vote of the members' meeting at which the proposal to dissolve will be voted on.

Section 13.3: Articles of Dissolution.

After dissolution is authorized, the Association shall dissolve by delivering to the Colorado Secretary of State for filing articles of dissolution setting forth (1) the Association's name; (2) the address of its principal office or a statement that no such principal office shall be maintained and an address for service of process; (3) the date dissolution was authorized; and

(4) a statement that the number of votes cast for the proposal to dissolve by each voting group entitled to vote separately on the proposal was sufficient for approval by that voting group.

Section 13.4: Revocation.

The Association may revoke its dissolution within 120 days after the effective date of the dissolution by the same action that authorized its dissolution pursuant to Section 13.1. After the revocation of dissolution is authorized, the Association shall revoke the dissolution by delivering to the Colorado Secretary of State for filing, within 120 days after the effective date of dissolution, articles of revocation of dissolution, together with its articles of dissolution, that set forth the Association's name, the date of the dissolution, the date the revocation of dissolution was authorized, and a statement that the number of votes cast for revocation of dissolution by each voting group entitled to vote separately on the proposal to dissolve was sufficient for approval by that voting group.

Section 13.5. Remaining Monies in Treasury.

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 chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Association).

**ARTICLE 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

Ratified by the Membership of Chapter and signed by:

Chapter President

Date

Approved by:

SHRM President/CEO or President/CEO Designee

Date