

Restated Bylaws of Metro Milwaukee SHRM, Inc.

(Approved– March 23, 2009)

Article I NAME

1.1 *Name.* The name of the Corporation is Metro Milwaukee SHRM, Inc. (herein referred to as the “Corporation”). To avoid potential confusion, the Corporation will refer to itself as Metro Milwaukee SHRM, and not as SHRM or the Society for Human Resource Management.

1.2 *Affiliation.* The Corporation is affiliated with the Society for Human Resource Management, herein referred to as SHRM.

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

Article II MISSION

The mission and purpose of the Corporation shall be as stated in the Articles of Incorporation.

Article III MEMBERSHIP

3.1 *Classes of Members.* There shall be three classes of members as follows:

a) *Professional Members.* Only members of the Corporation meeting the professional membership criteria may vote on Corporation business or hold office. Eligibility for professional membership include:

- Individuals currently employed or seeking reemployment in a human resources related capacity.
- Human resource consultants, human resource faculty and Society for Human Resource Management (SHRM) professional members.

Professional members may vote and hold office in the Corporation.

- b) *Lifetime Members.* A professional member in good standing for five or more years immediately preceding retirement may apply in writing for lifetime membership status. Lifetime members shall not be required to pay annual dues and shall be entitled to all the benefits and privileges of professional membership, except they may not hold elective office in the Corporation.
- Past-Presidents of the Corporation will automatically receive lifetime member status upon completion of their terms as presidents of the Corporation. They may continue to vote as professional members or hold office until retirement from the human resource profession.
- c) *Student Members.* Students who are active members in a campus SHRM chapter or meet the SHRM National definition of a student member. Student members cannot vote or hold office.

3.2 *Condition for Membership.* In addition to voluntary membership termination, a member whose dues remain unpaid two months after the start of his or her anniversary date, will be dropped from membership. A member may be dropped from membership with a vote of three-fourths of the Directors.

Article IV FISCAL PROVISIONS

4.1 *Fiscal Year.* The fiscal year of the Corporation shall begin on July 1st and end on June 30th of the following year.

4.2 *Amount of Dues.* The annual dues for members will be determined annually by the Board of Directors prior to the beginning of the new fiscal year.

Article V MEETINGS OF THE ASSOCIATION

5.1 *Annual Meeting.* The May meeting of each year shall be designated the Annual Meeting of the Corporation for the purpose of installation of Directors and Officers. These Directors and Officers will formally take on their new roles on July 1.

5.2 *Quorum.* A quorum at any meeting at which business requiring the action of the entire membership shall be ten percent of the voting members. Any action requiring a vote of the membership may be taken upon a vote of the majority of members present at a meeting in which a quorum is reached.

Article VI ELECTIONS

6.1 *Nominations.* The President shall appoint a nominating committee of at least three professional members not less than sixty days prior to the Annual Meeting to nominate a slate of candidates for Board positions. Candidates will be solicited from the membership at large and committees.

6.2 *Candidate Slate.* The slate of candidates will be presented to the current Board for approval.

6.3 *Board Presentation.* The new Board will be presented to the general membership at the Annual Meeting.

Article VII BOARD OF DIRECTORS

7.1 *General Powers.* The affairs of the Corporation shall be managed by its Board of Directors. Any action required or permitted by law, the Articles of Incorporation or Bylaws may be taken by the Board at a meeting or by resolution with a two-thirds vote of the Board of Directors.

7.2 *Number, Classification and Tenure.* The Board of Directors shall consist of not less than eight members of the Corporation, configured from three classes:

Class I - Elected Officers - President, President Elect, and Executive Secretary

Class II - Immediate Past President/Treasurer

Class III - Four or more elected directors, two-year terms

7.3 *Regular Board Meetings.* The Board of Directors will determine when regular and special meetings may be held with or without notice. Regular Board meetings will be held at a minimum frequency of one per quarter of the fiscal year.

7.4 *Quorum.* A majority of the number of elected Directors will constitute a quorum for the transaction of business at any meeting of the Board of Directors.

7.5 *Manner of Acting.* Action taken by a majority of the Directors present at a meeting at which a quorum exists shall be the act of the Board of Directors.

7.6 *Vacancies.* A vacancy occurring on the Board of Directors subsequent to annual elections may be filled by a majority vote of incumbent Directors for the unexpired portion of the term.

7.7 *Removal.* Any Director may be removed for cause by the affirmative vote of two-thirds of all other incumbent Directors.

7.8 *Qualifications.* All candidates for the Board of Directors must be Professional members of the Corporation 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.

7.9 *Staggered Terms – For Terms Beginning July 1, 2009.* Effective June 30, 2009, all terms of the then current Board of Directors shall expire. One half of the Board of Directors shall be elected to one-year terms and one-half of the Board of Directors shall be elected to two-year terms so as to create a staggering of terms, wherein one-half of the Board of Directors would be elected in each subsequent year. Terms in subsequent years shall be subject to the provisions in Section 7.10.

7.10 *Terms.* Directors shall serve for a period of two (2) years, commencing on July 1 of the year in which elected.

7.11 *Term Limits.* For all terms beginning July 1, 2010 and thereafter, Directors shall be eligible to be elected to a maximum of two (2) consecutive terms. To maintain continuity, Current Officers shall be exempt from this term limit.

7.12 *Eligibility for Additional Service.* Having been elected to two (2) consecutive terms, a period of not less than two (2) years must pass before any Director is eligible for additional Board service (whether by election or appointment). Similarly, having completed his/her term of office, a period of not less than two (2) years must pass before the Immediate Past President is eligible for additional Board service (whether by election or appointment).

Article VIII OFFICERS

8.1 *Principal Officer Positions.* Principal Officer positions of the Corporation shall be the President, President Elect, Executive Secretary, Immediate Past President/Treasurer and other officers as determined by the Board of Directors.

8.2 *Executive Committee.* The Executive Committee will be composed of the Principal Officers and the Executive Director. Their responsibility is to set the strategy for the Board of Directors and the Corporation.

8.3 *Election and Term of Office.* The Principal Officers of the Corporation shall be elected annually by the Board of Directors from the current Board members prior to the Annual Meeting. The Principal Officers shall serve for a term of one (1) year commencing on July 1 of the year in which elected. Principal Officers may serve a maximum of two (2) consecutive terms in the same office. The President Elect will succeed the President, and the Executive Secretary will succeed as President Elect.

8.4 *Removal.* Any officer may be removed from office with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The officer/director shall be entitled to a due process hearing prior to any termination action being imposed.

8.5 *Vacancies.* Except for the office of President, which if vacant shall be filled by the President-Elect, a vacancy in any position shall be filled by a majority vote of Directors for the unexpired portion of the term.

Article IX AMENDMENTS

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by the Board of Directors by affirmative vote of a two-thirds majority of the number of Directors present at any meeting in which a quorum is in attendance. Notice of such meeting shall have stated Bylaws consideration and a written copy of the section under consideration shall have accompanied the meeting notice. No such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in the 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/her designee.

Article X INDEMNIFICATION

Current and former Officers and Directors of the Corporation shall be indemnified by the Corporation against all costs, damages and expenses incurred in connection with his or her having been an Officer or Director of the Corporation, except in matters in which he or she had been found guilty of fraud or illegal activity in the performance of his/her duty as such Officer or Director.

Article XI CORPORATION DISSOLUTION

In the event of the Corporation's dissolution, the remaining monies in the treasury, after Corporation expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of the 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 Corporation.)

Article XII 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 the 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 time 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 Board of Directors:

Joanne Krueger, President

March 10, 2009

Approved by:

SHRM President/CEO or
President/CEO Designee

Date