

BY-LAWS

ST. CROIX VALLEY EMPLOYERS' ASSOCIATION, INC.

I NAME

The name of this organization shall be the St. Croix Valley Employers' Association, Inc herein referred to as "the Association". To avoid potential confusion, the Association will refer to itself as SCVEA and not as SHRM or the Society for Human Resource Management. The private use of the Association's name, its various publications and/or its sponsored activities in connection with the sponsorship or promotion of any private business enterprise, activity or interest is prohibited. The Association's president may, however, with the advice or consent of one other Association officer, authorize such use in instances where they believe the purposes of the Association are thereby served.

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

II PURPOSE

The purpose of the Association shall be as follows:

- A. Promote the progress and prosperity of business and the welfare of those depending upon it in the St. Croix Valley and its surrounding communities by encouraging, promoting and fostering fair and proper wage standards, working conditions and other employer/employee relationships, and to oppose unfair dealings between employers and employees.
- B. Promote scholarship and professionalism in the fields of Human Resources and industrial relations through Association program development, continuing education and exchange of information and ideas among those engaged in personnel administration activities.
- C. Serve as a medium through which employees, employers and others may cooperate for the improvement of employment relations and promotion and maintenance of industrial peace.
- D. Gather, collate and publish for employers and employees useful economic and industrial statistics and other information from local, sectional and national sources.
- E. Promote fellowship and communication between Association members and those whose related professional expertise is of value to their management personnel and industrial relations professionals.
- F. Actively encourage the development of enlightened personnel policies, procedures and practices.

III **MEMBERSHIP**

Membership in this Association shall be restricted to organizations and individuals residing or engaging in business or service within the St. Croix Valley and its surrounding communities or is actively enrolled in a related education program with membership in the affiliated SHRM student chapter.

Application for membership shall be made in writing on application forms furnished by the Association for this purpose. While such applications may be received by any member of the Association, they must be submitted to the Association's Membership Chair for action. The Membership Chair, subject to the Board of Directors' review, shall approve or reject the application for membership in the Association. Each applicant will be advised of acceptance or rejection for membership in the Association. Membership in this corporation is not transferable or assignable.

Members who have been found by the Association's Board of Directors to have engaged in any activity which is prohibited by Article I of the Association's by-laws, including the unauthorized use of Association directories and/or the unauthorized direct solicitation of business at any of its meetings, shall be subject to actions deemed appropriate by the Association's Board of Directors, which may include expulsion from the Association.

Each organization or individual shall be entitled to one vote in all matters brought before the general membership, provided they are approved members and have paid their dues for the year

No membership certificates shall be issued. Membership in the association shall be reflected in the books of the association.

Each organization shall be entitled to designate one person to be a representative at meetings for voting purposes and to hold offices on their behalf.

IV **DUES**

The fiscal year for the Association shall be from August 01 through July 31. Dues shall be payable through submission of new or renewal application sent to each member or association organization.

The minimum active membership dues, payable in advance upon joining and upon annual renewal of membership, shall be as established by action of the Board of Directors.

Members actively serving as an association officer or as a Director on the Board will have individual / comparable corporate portion of dues waived in recognition of volunteering while in service; effective with the 2010-2011 Association year and going forward.

Members shall be eligible for waiver of a maximum of one year's dues in a lifetime in the event such member is in a career transition period as approved by the Board of Directors.

Members have the right to withdraw from the Association upon written notice to the Secretary of the Association of their intent to do so, and thereupon all dues and accrued indebtedness to the Association shall become due and payable.

Should any member refuse or fail to comply with the obligations of membership in the Association, the Board or Directors shall have the power to suspend their membership until the next annual, regular or special meeting of the members.

V

OFFICERS - ELECTION - TERM OF OFFICE

ELIGIBILITY: Any member of the Association in good standing shall be entitled to hold an elective office, except that no person or representative of a member may be a director on the Board of Directors for more than three consecutive terms, and all officers shall be limited to two consecutive terms. One term in office shall constitute a two-year period for the Past President, President, Vice President, Secretary, and Treasurer. The Vice President shall then automatically become President for the following term, and the retiring President shall become a Board member for one term. One term in office for all Board members shall constitute a two-year period. The term of office for officers and Board members shall be coincident with the Association's fiscal year, which is August 1 through July 31. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

NOMINATIONS: At least 60 days before the annual election, the Past President shall lead a nominating committee consisting of not less than three members of the Association or representatives of members. Thirty days before the annual election, the committee shall prepare for presentation to the Board of Directors of the Association a list of nominees, which will be known as the membership ticket.

ADDITIONAL NOMINEES: Additional names of nominees shall be filed no later than twenty days prior to the annual election with the Association's Secretary, who shall immediately put such names on the membership ticket. A notice of election, together with a list of all nominees, shall be communicated to each member at least ten days before the election.

BALLOTS: A ballot shall be prepared in accordance with the provisions of the preceding sections.

VOTING: A member may cast his/her vote personally, by mail, or electronically and the secrecy of a ballot shall be carefully guarded. In casting votes, the members shall not be confined to the names of the persons nominated but may vote for any eligible member.

CANVASS OF VOTES: The Past President or Nominating Chair designee shall certify the results of the ballots to the President, who shall issue a certification of election to successful nominees.

MEETING: There shall be one annual meeting and at least three general meetings of all members during each program year. The place of the annual and general meetings shall be determined by the President. Meetings may be held monthly between January and December, unless set differently by the Board of Directors. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, electronically, or by mail, to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the President, or the Secretary/Treasurer, or the officers or persons calling the meeting. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail.

QUORUM: A quorum for any meeting of the membership shall be twenty-five percent of the total voting members present in person or by proxy. A majority vote of the quorum shall be needed to carry issues.

VI **DUTIES OF OFFICERS**

The officers of the Association shall be: (1) the Past President; (2) the President; (3) the Vice President; (4) the Secretary, and (5) the Treasurer.

PRESIDENT: The President shall preside at all meetings of the members of the Association, the Board of Directors and the Executive Committee. The President shall perform all normal duties incident to his/her office and shall discharge such other duties as may be imposed upon the Board of Directors. The President shall be bonded at the expense of the Association and authorized to countersign checks issued by the Association; shall have general charge and supervision of all the affairs of the Association and shall perform such other duties as are usually associated with that office; and shall appoint all standing committee chairpersons and all special committees.

PAST PRESIDENT: The Past President shall act as advisor to chapter board of directors regarding past practices and operations in accordance with chapter's bylaws. Upon request, assist officers in performing their responsibilities. The Past President will also serve as chair of the Bylaws and Nominating Committees. Additionally, the Past President will prepare submissions for chapter Pinnacle Award nominations, if applicable.

VICE PRESIDENT: The Vice President, in the absence of the President or upon request, shall perform the duties of the President and shall perform such related duties as are assigned by the President of the Board of Directors. The Vice President shall serve as chair of the membership committee and be charged with maintaining an accurate list of current association members.

TREASURER: The Treasurer, to be bonded at the expense of the Association, shall be responsible for the collection and disposition of all funds due to, or collected by, the Association; shall sign checks and, subject to counter signature or approval by President, or Vice President in absence of President, pay promptly all financial obligations; shall cause to be kept an accurate and complete record of all receipts and disbursements and render a financial report to the Board of Directors monthly; shall submit to the Board of Directors a complete financial statement at the close of the fiscal year; and shall perform all such other duties as are incidental to this office.

SECRETARY: The Secretary shall be charged with preparing and maintaining minutes of all Board and Executive Committee meetings, ensuring that Association members are notified of meetings and ensuring that all legal filing occur on a timely basis.

VII **BOARD OF DIRECTORS**

The Board of Directors shall consist of ten members and officers elected by the general membership in the same manner and at the same time as the officers are elected each year. Additional members may be elected to the Board of Directors to serve as chair persons of a SHRM designated Core Leadership Area

(CLA) as adopted by a majority vote of the full board. All Directors shall serve for a term of two years, or until resignation or removal. An Officer or Director may be removed for failure to properly discharge the duties of office by a two-thirds vote of the outstanding Board taken at a meeting called for that purpose. An Officer or Director may resign at any time by filing written resignation with the President or Vice President of the association.

Any vacancy created by resignation or removal of an Officer or Director shall be filled by the affirmative vote of a majority of the Directors then in office. The newly appointed Officer or Director shall fill the balance of the term to which the individual was appointed.

The Board of Directors shall have full and complete charge of all operations, finances and procedures of the Association not otherwise reserved to members by these by-laws. The Board of Directors may hire a paid Executive Director as they deem proper and necessary for the operations of the Association. The powers and duties of the Executive Director shall be as assigned or as delegated to be assigned by the Board of Directors. The Board shall approve all applications for membership and in general supervise all affairs of the Association. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority are present, the meeting may be adjourned from time to time without further notice.

The Board of Directors shall meet at times as they shall decide. Special meetings may be called by the President or any two Directors thereof.

The act of a majority of Directors present at a meeting at which a quorum is present should be the act of the Board of Directors, except where otherwise provided by law.

VIII COMMITTEES

The President of the Association, with the approval of the Association's Board of Directors, shall have the authority to appoint committees from among the Association's membership and to name their chairpersons. Each committee shall meet at the call of its chairperson, or at the request of the President, for the purpose of discharging its responsibilities to the Board of Directors.

The Board of Directors shall have an executive committee consisting of five members, including the President, Vice-President, Secretary, Treasurer, and Past President. The executive committee shall serve to provide leadership and guidance to the Board of Directors. The executive committee shall meet at times as they decide.

IX 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.

X
AMENDMENTS TO BY-LAWS

These bylaws may be amended if such amendments are approved by the Board of Directors following proper notification of each individual member of the Association by mail of the amendment(s) of the bylaws) under consideration.

Proper notification shall constitute proposed changes sent to each member 15 (fifteen) days prior to the Board meeting at which the amendments shall be acted on.

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.

XI
EQUAL OPPORTUNITY

This Association adheres to the principle that all persons shall have equal opportunity and access to all Association activities, including the holding of office, without regard to race, religion, creed, color, marital status, sex, sexual orientation, age, handicap, national original, or any other protected class.

XII
FINANCIAL DISCLOSURE

The financial records of the Association shall be open to inspection by any member at a mutually agreeable time and location, upon request to the Association President.

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of all proceedings and should keep at its registered office a record giving the names and addresses of the members entitled to vote thereon.

XIII
PERSONAL LIABILITY/INDEMNIFICATION

There shall be no personal liability of the members, directors or officers to the Association for the Association obligations.

Pursuant to Wis. Stat. § 181.0873, every member of the Board of Directors, officer or employee of the Association may be indemnified by the corporation against all expenses and liabilities, including attorneys fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending or completed action, suite, or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the association, or any settlement thereof, unless adjudged therein to be liable for the negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as

being in the best interest of the Association. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such members of the Board, officer or employee is entitled.

**XIV
WAIVER AND NOTICE**

Whenever notice is required to be given by the provisions of the Wisconsin Non-Stock Corporation Act, the Articles of Incorporation or by-laws, a waiver thereof, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent to giving such notice.

**XV
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).

**XVI
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 Janne Jackson Date 01-19-2010

Approved by:

SHRM President/CEO or President/CEO Designee Paula Date 12/2/09