

Tennessee Valley Human Resource Association

*Doing business as
Tennessee Valley Personnel Association*

Constitution and Bylaws

Adopted

April 25, 1963

Amended

January 13, 1976

Amended

March 8, 1977

Proposed

March 1, 1978

Amended

August 11, 1981

Amended

August 14, 1984

Amended

June 14, 1988

Amended

October 8, 1991

Amended

November 18, 1994

Amended

July 14, 1998

Amended

October 12, 2004

Amended

September 12, 2006

Amended

March 28, 2018

Amended

November 10, 2020

Tennessee Valley Human Resource Association

CONSTITUTION AND BYLAWS

ARTICLE 1 NAME AND AFFILIATION

Section 1.1 Name

The Chapter shall be known as the Tennessee Valley Human Resource Association (TVHRA), doing business as the Tennessee Valley Personnel Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Tennessee Valley Human Resource Association or TVHRA 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 an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without the express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2 PURPOSE

The Tennessee Valley Human Resource Association is a non-profit, non-political organization.

In the belief that it is a fundamental function of human resource managers to promote between management and employees a feeling of trust and a desire for cooperation toward a common goal of efficient and mutually profitable service to the community and the nation, the purposes of this Chapter are:

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- 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;
- ix. to serve as part of the two-way channel of communications between SHRM and the individual members;
- x. to provide an opportunity for Chapter members to network and exchange information on human resource policies and practices; and

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- xi. to encourage the adherence to high standards of ethics, enhance the professional growth of Chapter members and to be a constructive influence in the field of human resource management.

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:

- i. to be a recognized world leader in human resource management;
- ii. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- iii. to be the voice of the profession on human resource management issues;
- iv. to facilitate the development and guide the direction of the human resource profession; and
- v. to 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, veteran status, disability, 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 individuals, who at the time of election, are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level with at least three years of experience ; (b) hold an HR certification recognized by SHRM; (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; (d) full-time consultants with at least three years' experience practicing in the field of human resource management; 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 hold office in the Chapter.

Section 4.5 Associate Members

Individuals, who at the time of the election, in non-exempt human resource management positions as well as those individuals who do not meet qualifications of the other classes of membership, but who

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demonstrate a bona fide interest in human resource management and the Board of Directors (herein referred to as "the Board") acknowledges they would add value to the mission and goals/objectives of the Chapter. Associate members may not hold office in the Chapter.

The number of Associate Members may be limited in order to maintain SHRM membership affiliation requirements.

Section 4.6 Student Members

Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not hold elected office in the Chapter. Once student status is relinquished, student members must re-apply for regular membership.

The number of Student Members may be limited in order to maintain SHRM membership affiliation requirements.

Section 4.7 Honorary Life Members

The Board may nominate and elect as honorary life members of the Chapter individuals who are (a) retired and deemed to have made significant contributions through service and accomplishments in the fields of human resource management; OR (b) served in good standing as President and Past President; recognized by the Chapter for making improvements for the betterment of the Chapter and/or the human resource profession during their time in office; continued to make professional contributions after their time as President; is a current Chapter member in good standing at time of nomination and has been out of the President role for a minimum of three (3) years. There shall be no annual dues applicable to these members. Honorary Life Members may hold office in the Chapter.

Section 4.8 Application for Membership

Application for membership shall be on the Chapter application form. All applications shall be reviewed and recommended by the Vice President of Membership and approved by the Board. New members shall be afforded full membership rights effective from the date of application approval by the Board or their designee

Section 4.9 Membership Dues

Annual membership dues and deadlines for the next membership year shall be established and announced by the Board prior to renewal notification to Chapter members. Annual payment of membership dues is a requirement of maintaining membership in good standing status.

Section 4.10 Change or Termination of Membership

A Chapter member's category of membership will be changed in the event he/she no longer meets the requirements for his/her current membership category. Individuals wishing to change their membership status for any reason must re-apply.

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Should an individual's membership be terminated, he/she must reapply. Any member who fails to maintain membership requirements will forfeit his/her membership in the Chapter.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1 Board of Directors' Responsibilities

The Board 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 meeting any action for consideration by the Board.

Section 5.2 Powers and Duties

The Board shall manage and control the property, business and affairs of the Chapter and in general exercise all the powers of the Chapter subject to the provisions of the Constitution and Bylaws.

Section 5.3 Officers

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

Section 5.4 Composition of the Board of Directors

Along with the Officers listed in Section 5.3 of this Article, the Board shall also include Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. As the need arises, additional Core Leadership Area Directors and/or Directors of other functions or activities shall be nominated by the President, with Board consent, and elected from among the eligible membership as members of the Board.

Section 5.5 Qualifications

All candidates for the Board must be Professional or Honorary Life members of the Chapter, in good standing at the time of nomination or appointment and have been a member of the Chapter for a minimum of one year before holding office. The Chapter also requires that each Board member be a current member in good standing throughout the duration of his/her term of office. Per SHRM Bylaws, the Chapter President must be a current member in good standing of SHRM throughout his/her term of office.

Section 5.6 Election -Term of Office

Officers and Directors shall be elected by members at an annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board at the beginning of each election year. Each elected Officer and Director shall assume office on January 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may be elected to serve more than one term (consecutive or otherwise) by unanimous vote of the members present at the annual membership meeting. All elected and appointed leaders may serve in the same position for not more than a total of two (2) consecutive years.

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Section 5.7 Vacancies

Any vacancy on the Board may be filled for the unexpired term by appointment of the President with the consent of the Board. No officer shall be deemed to have served in that office unless he or she has completed a full year of service.

Section 5.8 Quorum

A simple majority of the total Board shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at any meeting at which there is a quorum, either in person, by conference/video call or electronic voting, shall be the act of the Board. In addition, the Board may act by unanimous written/electronic consent of all voting members.

Section 5.9 Removal of Officer or Director

Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board at a duly constituted meeting of the Board. The Officer or Director shall be entitled to a due process hearing prior to any removal action being imposed.

ARTICLE 6 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 Board. The position descriptions are subject to change as deemed necessary by the President and/or the Board.

Section 6.1 President

The President shall preside at all 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. He/she shall also serve as liaison to, and be a current member in good standing of SHRM throughout the duration of his/her term of office. If for any reason the office of President shall become vacant, the President-Elect shall succeed to the office. If the President is unable to attend a scheduled meeting, the President-Elect or immediate Past-President may preside.

Section 6.2 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 will also be delegated such other duties as determined by the President or the Board. The President-Elect is required to be a current member in good standing of SHRM throughout the duration of his/her term in office.

Section 6.3 Vice President of Membership

The Vice President of Membership shall encourage Chapter and SHRM membership growth, administer the application and membership process, and maintain the membership list for the Chapter. The Vice President of Membership is required to be a current member in good standing of SHRM throughout the duration of his/her term in office. He/she shall serve as Chair of a Membership Committee as necessary and appropriate. He/she will also be delegated such other duties as determined by the President or the Board.

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Section 6.4 Vice President of Programs

The Vice President of Programs shall be responsible for the programs conducted at all membership meetings, any workshops and seminars sponsored by the Chapter as determined by the President and the Board. The Vice President of Programs is required to be a current member in good standing of SHRM throughout the duration of his/her term in office. He/she shall serve as Chair of a Program Committee as necessary and appropriate. He/she will also be delegated such other duties as determined by the President or the Board.

Section 6.5 Treasurer

The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities include providing financial reports to the Board, payment of bills, collection of all membership dues and other funds paid to the Chapter and have charge of the accounts of the Chapter. The Treasurer will arrange for the annual examination audit of the finances by an independent third party as directed by the Board. He/she will also be delegated such other duties as determined by the President or the Board.

Section 6.6 Secretary

The Secretary shall be responsible for recording the minutes of all meetings, making meeting reservations, disseminating notices concerning the activities of the Chapter, and performing all other duties as are inherent in the office of Secretary. He/she will also be delegated such other duties as determined by the President or the Board.

Section 6.7 Core Leadership Area (CLA) Directors

Core Leadership Area Directors (CLA) shall have such powers and perform such liaison duties as the President or the Board may determine. His/her responsibilities include initiatives and activities to promote their respective leadership areas or functions. The person in the position of Certification Chair shall be a current member of SHRM in good standing and hold an HR certification recognized by SHRM throughout the duration of his/her term of office.

Section 6.8 Past President

The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board. The Chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

ARTICLE 7 MEMBER MEETINGS

Section 7.1 Regular Meetings

Regular meetings of the members shall be held monthly during the year. Such monthly meetings shall be held whenever possible on the second Tuesday of each month. The Board shall determine the location of the meeting and if the meeting will be held in person or virtually.

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Section 7.2 Annual Meeting

The annual meeting of the members for electing Officers and Directors, and conducting other appropriate business, shall be held in September, October or November, or at such other time as determined by the Board.

Section 7.3 Special Meetings

Special meetings of members shall be called by the President, the Board or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 7.4 Notice of Meetings

Notice of regular meetings will be announced to all members at least seven (7) days prior to the meetings. Notice of annual and special meetings shall be announced to all members at least ten (10) days prior to the meeting.

Section 7.5 Voting

Each Professional and Honorary Life member in good standing shall be eligible to vote. Student and Associate Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee or designee appointed by the President or the Board. Mail or electronic ballots may be used for the election of Officers and Directors provided the Chapter has had at least one regular membership meeting during the year.

Section 7.6 Quorum

Twenty-five members eligible to vote shall constitute a quorum at any monthly or special meeting. The vote of the majority of the members present or represented by a proxy, at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

ARTICLE 8 COMMITTEES

Section 8.1 Committees

The establishment of either standing or ad-hoc committees are established by the President or the Board.

Section 8.2 Committee Organization

Committees in addition to the Nominating Committee are established by resolution of the President or the Board.

Section 8.3 Committee Chairpersons

Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and President or designee 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. The appointed Chairpersons may attend and participate in Board meetings, but may not vote on issues acted on by the Board.

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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 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 10 STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect, and support the purposes of this Chapter and SHRM.

The Chapter shall not be represented as advocating or endorsing any issue or event unless expressly approved by the Board. No member shall actively solicit business from any other member at Chapter meetings, or with information provided to him/her as a member of the Chapter, without approval from the Board. Any member violating this requirement will forfeit his/her membership in the Chapter.

ARTICLE 11 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 at the time of dissolution. Such organizations may include, but is not limited to, the SHRM Foundation, a state college or university, the state council, a student chapter or scholarship program, or other such organization or charity with purposes consistent with those of the Chapter.

ARTICLE 12 RIGHTS AND LIABILITIES OF OFFICERS AND DIRECTORS

Section 12.1 Property Interest of Officers

No Officer shall have any right, title or interest in or to any property or assets of the Chapter either prior to or at the time of dissolution.

Section 12.2 Non-liability for Debts

The personal property of the Officers shall be exempt from execution or other liability for any debts of the Chapter and no Officer shall be liable or responsible for any debts or liabilities of the Chapter.

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**ARTICLE 13
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 until it has been reviewed and approved by SHRM and is not in conflict with the SHRM Bylaws.

**ARTICLE 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/Chief Executive Officer (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 status 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 that has had Chapter status withdrawn may re-confer Chapter status upon such body.

**ARTICLE 15
TERMS USED**

As used in these Bylaws, feminine or gender-neutral pronouns shall be substituted for those of the masculine form, and plurals shall be substituted for the singular number in any place where the context may require such substitution(s).

Ratified by the Membership of the Chapter and signed by:

Kent E. Samuels
Chapter President

11/10/2020
Date

Approved by:

[Signature]
SHRM President/CEO or Designee

10/28/2020
Date