

**ANNE ARUNDEL SOCIETY OF HUMAN RESOURCE
MANAGEMENT BYLAWS**

Revised: July 2026

ARTICLE 1 – Name and Affiliation

Section 1.1: Name

The name of the Chapter is the Anne Arundel SHRM (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Anne Arundel SHRM, d/b/a ASHRM, 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 100% Affiliated chapter. As a SHRM affiliated chapter, the Chapter is also a member of the Maryland SHRM State Council, Inc., 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 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 members and event activity. Chapters may only hold physical events within their 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: Chapter Purpose

The purpose of the Chapter, a non-profit organization, shall be:

- To provide an opportunity for connection, learning and interaction with other human resource professionals primarily on a local level.
- To promote, engage, and retain a diverse membership through continuous recruitment and welcoming of new members.
- To be a recognized, respected authority and voice in human resource management and in coordination with the SHRM Maryland and SHRM.
- To facilitate and promote the highest standards of human resources practices and ethical conduct.
- To provide personal and professional development through high-quality, dynamic and responsive programs focused on issues of importance to members.
- To support SHRM and its efforts to establish, monitor and provide two-way communication channels, standards, and goals for the profession.

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:

1. be a recognized world leader in human resource management;
2. provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
3. be the voice of the profession on human resource management issues;
4. facilitate the development and guide the direction of the human resource profession; and
5. 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 stated in this article. The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM in order to then be a Chapter member.

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 under federal, state or local laws.

Section 4.2: Non-transferability of Membership

Membership in SHRM and the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership

Membership in SHRM and the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Membership Categories

- General – Membership is intended for individuals who are engaged as one or more of the following:
(a) current responsibilities in the area of human resource management at either an exempt or non-exempt level; (b) positions required to exercise discretion in the establishment and/or implementation of human resource policies and practices; (c) hold an HR certification recognized by SHRM; (d) faculty members teaching human resource management or any of its specialized functions at an accredited college or university; (e) consultants with experience practicing in the field of human resource management; (f) individuals who demonstrate a bona fide interest in human resource management and the mission of the Chapter and/or (g) attorneys with experience in counseling and advising clients on matters relating to the human resource profession. General members may vote and hold office in the chapter.
- Professional – *Not applicable to this Chapter*. Professional membership requirements shall be the same as SHRM professional member requirements. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:
 - Possess at least three (3) years of exempt-level human resource management experience.
 - Hold an HR certification recognized by SHRM.
 - Are faculty members holding assistant, associate or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.
 - Are full-time consultants with at least three (3) years of experience as a practitioner in human resource management.
 - Are full-time attorneys with at least three (3) years of experience in counseling and advising clients on matters relating to the human resource profession.
 - Professional Members may vote and hold office in the Chapter.

- Associate Members – *Not applicable to this Chapter.* Associate membership requirements shall be the same as SHRM Associate member requirements. Individuals in non-exempt human resource management positions, plus persons who do not meet the qualifications of the other classes of membership, but who are interested in the field of human resource management. Associate Members have no vote and may not hold office in the Chapter.
- Student – Student membership requirements shall be the same as SHRM. Individuals may be granted student membership provided they meet the criteria as outlined below.
 - Student is currently enrolled in a degree-seeking program. Student shall provide proof of enrollment in a college or university to qualify for student membership.
 - Student's coursework, taken or planned, supports an interest in Human Resource Management or a related degree program.
 - Student membership will be limited to six (6) years from initial start date. A full-time student enrolled in a graduate degree program may apply for an additional (2) years of student membership. A student member cannot have previously held professional membership. Upon graduation or academic withdrawal, student member must convert to professional membership during the next renewal cycle.
 - Student members may vote or hold office in the Chapter.
- Retiree – Retiree membership requirements shall be the same as SHRM retiree member requirements. A current Chapter member, in the Professional, General, or Special Expertise class of membership, who has retired from active full-time employment may apply to the Chapter for Retired Membership. Retiree members may vote or hold office in the Chapter.

Section 4.5: Voting

All members of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. The majority vote of the members that are present at a meeting, at which a quorum is present, shall be necessary for the adoption of any matter voted on by the members. Voting may be conducted in-person, by mail, or electronically.

Section 4.6: Dues

Annual membership dues for the chapter shall be established for the next year by the Board of Directors. The Chapter is a 100% membership chapter requiring paid dues for both the local chapter and SHRM national. Any applicable the Chapter dues will be prorated based on the number of months remaining in a current SHRM national membership. Future dues renewal is completed by one dual transaction. Additional invoicing may be applicable and necessary in certain circumstances. The President, after approval from the Board of Directors and due consideration for the long-term budgetary impact, may establish discounted dues structure(s) when necessary for the purpose of increasing or retaining membership. Dues shall be used to help the chapter meet its authorized expenses at the board's discretion.

Section 4.7: 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. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter. This applies to all members, Chapter paid staff, as well as volunteer and elected leaders.

ARTICLE 5 – Member and Board Meetings

Section 5.1: Regular Chapter Meetings

Regular meetings shall be held on the dates determined by the Board of Directors and are subject to change.

Section 5.2: Annual Business Meetings

The annual meeting of the members for electing officers and conducting other appropriate business shall be held on a date determined by the Board of Directors and are subject to change.

Section 5.3: Notice of Meetings

Notice of all meetings shall be given at least seven days prior to the meeting.

Section 5.4: Special Meetings

Special meetings may be called by the President or the Board of Directors, as deemed necessary, with seven days' notice, and with quorum presence to conduct business.

Section 5.5: Board Meetings (Frequency and Attendance)

The Board of Directors shall meet on a regular basis, at least quarterly, either in person or by conference call. All Board Directors or their designees shall attend Board of Directors meetings. At the President's discretion, a written report may be accepted in lieu of attendance.

Section 5.6: Speaker Guidelines for Chapter Meetings

All presenters at chapter meetings shall have the primary objective of providing an educational opportunity for the professional development of the Chapter members. Presentations shall not include an overt solicitation on behalf of any individual, vendor, product, or commercial activity.

Section 5.7: Meeting 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 that are 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 5.8: Meeting costs

The Board will periodically review meeting costs and adjust those costs, as necessary.

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, Membership, 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 shall also include 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: Qualifications

All candidates for the Board of Directors must be current members of the Chapter and SHRM. The chapter requires that candidates must remain in good standing at the time of nomination or appointment and throughout the duration of term of office.

Section 6.5: Election-Term of Office

In the fourth quarter, the chapter will analyze open upcoming board terms, vacancies, and solicit interest to all members, except that of the President (if the President-Elect role is assuming the Presidency). The Board of Directors and any voting members shall elect those serving in office. Each elected Board member shall assume office on January 1st following the election and shall hold office for a term of two years, or until their successor is elected and takes office. An officer or director may not serve more than two (2) consecutive terms in the same position, unless no other candidate interest in the position has been received and upon recommendation of the Nominating Committee and approval of the Board.

The President-Elect shall automatically succeed to the office of President upon expiration or vacancy of the President's term, and the outgoing President shall serve as Past President, subject to continued eligibility.

Section 6.6: Vacancies

Any vacancy on the Board may be filled, for the unexpired term, by a member nominated by the President, with the consent of the Board of Directors.

Section 6.7: Board 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. Board members must be present to vote, or voting may be conducted electronically, if there has been discussion during at least one previous Board Meeting on the issue to be voted upon. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.8: 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. Any 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 6.9: Removal of any elected or appointed Chapter leaders (Director, Officer, Committee Chair, Committee Member, or other)

Any Chapter leader 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. Prior to the vote, the Chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from elected or appointed role. SHRM reserves the right to remove any elected or appointed Chapter leader (*Director, Officer, Committee Chair, Committee Member, or other*) from office who has demonstrated actions that are inconsistent with the Chapter bylaws, the Chapter bylaws, charter or operating guidelines.

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. All Officer and Board members are required to be a member of SHRM in good standing and then of the Chapter. The Chapter is required to have at least one Board of Directors Member (“Volunteer Leader”) attend SHRM’s Volunteer Leader Business Meeting each year.

Section 7.1: President

The President shall preside at the meetings of the members of the Board. They shall direct the Chapter and have charge and supervision of the affairs and business of ASHRM. The President must attend SHRM Maryland meetings or send a chapter board designee in their absence. The President shall attend the annual SHRM Leadership Conference (VLBM), and the MD State SHRM Conference. The President must remain a member in good standing of the Chapter and SHRM during their entire term of office.

Section 7.2: President-Elect

The Vice President, at the request of the President, or in their absence or disability, may perform any of the duties of the President. This position assumes the role of President upon conclusion of their President-Elect term. They shall have other responsibilities and perform liaison duties as the Board or President determines. They should attend SHRM Maryland meetings in the absence of the President and the MD State SHRM Conference, when possible. They shall remain a member in good standing of the Chapter and SHRM during the entire term of office.

Section 7.3: Membership

The Membership chair shall encourage and promote Chapter and SHRM membership growth through communications and activities. This position maintains the official dual membership roster of the Chapter and performs any necessary reconciliation or audits. They shall perform other duties as the President may determine. The chapter requires the Membership chair to be a current member in good standing of the Chapter and SHRM during the entire term of office.

Section 7.4: Treasurer

The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include preparing financial reports for the Board of Directors, coordinating joint membership billing, processing authorized payments and reimbursements, coordinating the annual financial review or audit of the Chapter's accounts as required by the Board of Directors, and preparing the Chapter's tax filings. The Treasurer shall ensure that expenditures and disbursements from Chapter accounts are authorized in accordance with Board-approved financial policies and that checks requiring multiple signatures are signed by the appropriate authorized officers. The Treasurer shall perform such other duties as the President or Board of Directors may determine. The Treasurer shall be a current member in good standing of both the Chapter and SHRM throughout the duration of the term of office.

Section 7.5: Secretary

The Secretary shall be responsible for recording the minutes of all meetings of the chapter, shall be responsible for making members aware of meetings, and shall be responsible for coordinating the activities related to retention and delivery of chapter communications. The Secretary will also assist the Board of Directors with administrative duties as needed. The chapter requires the Secretary to be a current member in good standing of the Chapter and SHRM throughout the duration of the term of office.

Section 7.6: Core Leadership Area Directors

Core Leadership Area (CLA) 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 CLA as determined by the President and the Board. Each shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year, upon receiving approval by the President. CLA Directors must seek prior authorization for costs/funds from the Chapter by the President or Board of Directors. The chapter requires each CLA Director to be a current member in good standing of the Chapter and SHRM throughout the duration of the term of office. The CLA for Certification Director must also maintain active SHRM Certification.

Section 7.7: 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 of Directors. The chapter requires the Past President to be a current member in good standing of the Chapter and SHRM throughout the duration of the term of office.

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

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 Chapter needs. Chairperson should routinely attend board meetings to provide committee updates.

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 may be used for the election of Directors provided the Chapter has had at least one in-person meeting that year unless extenuating circumstances prevent such meeting, subject to applicable law.

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 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. All presenters at chapter meetings have the primary objective of providing an educational opportunity for the professional development of the Chapter members. Presentations shall not include an overt solicitation on behalf of any individual, vendor, product, or commercial activity. The Chapter affiliation and membership may not be used to secure special privilege, gain or benefits for the board/CLA's, members, employers, or the Association.

ARTICLE 11 – 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 12 – Amendment of 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 unless and until approved by the SHRM President/CEO or by their designee as being in 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 their designee.

ARTICLE 13 – 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). Should a Chapter become an MSA of another chapter (host), the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be transferred to the host chapter (successor). Funds should be transferred within 180 days or as soon as reasonably practical.

ARTICLE 14 – Withdrawal of Affiliated Chapter Status

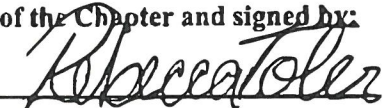
Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM President/CEO or his/her designee 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 President/CEO or his/her designee, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM President/CEO or his/her designee may cause a new Chapter to be created or may re-confer Chapter status upon such body.

ARTICLE 15 -- Terms Used

As used in these Bylaws, feminine or neuter 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.

Ratified by the Membership of the Chapter and signed by:

Chapter President Signature:



Printed name:

Rebecca Toler

Date:

7/9/26

Chapter mailing address:

P.O. Box 373

Severna Park, MD 21146

Chapter primary email address (if applicable): anne.arundelshrm@gmail.com

President's email:

rebecca.toler108@gmail.com

President's phone:

(410) 660-0897

Approved by:

SHRM President/CEO or President/CEO Designee:



Printed name:

Michael P Aitken

Date:

7.27.2026