

**BYLAWS – Society for Human Resource Management
Puerto Rico Chapter SHRM-PR Inc.**

Approved in 1974; Amended in 1975, 76, 79, 82, 85, 86, 89, 90, 92, 94, 97, 99, 2003,
04, 06, 07, 08, 09, 11, 13, 14, 17, 20

**Article I
NAME & AFFILIATION**

Section 1- NAME

The legal name of the organization is Society for Human Resource Management, Puerto Rico Chapter (*Sociedad para la Gerencia de Recursos Humanos – Capítulo de Puerto Rico*, SHRM-PR, Inc.), hereinafter referred to as “the Chapter” or “SHRM-PR” or The “SHRM Puerto Rico Chapter”. To avoid potential confusion, the Chapter will refer to itself as SHRM-Puerto Rico and not as SHRM or the Society for Human Resource Management.

Section 2- AFFILIATION

The Chapter is a fiscally and operationally autonomous organization, officially affiliated with the Society for Human Resource Management.

**Article II
PURPOSE**

The Chapter shall promote the highest degree of knowledge, practice, and ethics in human resources management by disseminating and updating a professional body of knowledge; using the most effective practices and ethical principles of administration; certifying all practitioners as professionals; applying the leadership required to promote the best interest of our profession; and effectively influencing all processes and decisions that affect human resources in our territory.

**Article III
FISCAL YEAR**

The Chapter’s Fiscal Year shall be the calendar year from January to December.

Article IV
MEMBERSHIP

Section 1 – QUALIFICATIONS

- a. The qualifications for membership in the Chapter shall be as stated in subsections b through f of this Article. The Chapter is a 100% chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. Members in good standing will be either SHRM professional or global internet members. Nonresident members of the Chapter are eligible for SHRM professional memberships only.

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.

- b. **Professional Members** – Individuals who are engaged in the profession of human resources management and who meet one of the following criteria:

1. Possess at least three (3) years of human resources management experience.
2. Possess the SHRM-CP, SHRM-SCP certification or holds an HR Certification recognized by SHRM and/or SHRM- PR.
3. Are faculty members holding assistant, associate or full professional rank in human resources management or any of its specialized functions at an accredited college or university.
4. Are full-time consultants with at least three (3) years of experience in human resources management.
5. Full-time attorneys with a minimum of three (3) years' experience in counseling and advising clients on matters relating to the human resources profession.
6. Professional members may vote and hold office in the Chapter.

- c. **General Members** –Individuals who do not meet the qualifications for professional members, but who can demonstrate to the satisfaction of the Chapter a *bona fide* interest in human resource management and in the objectives of the Chapter. General Members will have vote and may not hold office in the Chapter.

d. Student Members – Individuals who are students and *bona fide* members of any of the active and certified Student Chapters in Puerto Rico's universities may also hold the rank of student member in the professional organization upon payment of the discounted membership fee. Student members shall be entitled to all member privileges, but will not have a vote in Chapter matters and may not hold an elective office within the Chapter. Since the student dues rate is subsidized by SHRM-PR, the SHRM-PR Board of Directors has established qualifications for acceptance as a student member. The student is eligible for membership if he/she meets all of the following criteria:

- Is an active student member of SHRM national or student at large member; and
- Is enrolled in the equivalent of at least six (6) credit hours per term in a degree-seeking program; and
- The academic curriculum, taken or planned, supports an interest in Human Resources Management; and
- Does not hold any full-time job at the time of enrollment or renewal.
- Students holding any form of a current SHRM Professional, Retired, or General Membership are not eligible to convert to student membership.

d. Lifetime Honorary Membership- By majority vote, the Board of Directors may grant Lifetime Honorary Membership to members in good standing who have provided a significant contribution to the human resources management field, who are retired from employment as human resources management professionals, and have been active Chapter Members for a minimum of fifteen (15) years prior to retirement. These persons shall also be entitled to all member privileges including the right to vote. They will be exempt from the payment of dues to the Puerto Rico Chapter. These special members are not considered either professional or general members, and are not part of the official membership list as this is a courtesy to them to participate in the local Chapter activities.

e. Past Presidents Lifetime Membership – All former Presidents will be exempt of payment of the portion of dues corresponding to the Puerto Rico Chapter, but will pay the Global or full National dues (as per his/her individual choice) as long as they comply with the Code of Ethics, and will have all the privileges of professional members. Once retired from the profession, their membership in the Chapter will be considered a Lifetime Honorary Membership.

f. Special Expertise Members- Individuals, (including the Ad Hoc Positions, which are appointed by the President and duly endorsed by the Board of Directors), whose unique expertise, credentials, and experiences have or can contribute directly or indirectly to the advancement of the profession its standards, and the chapter's business plan, which are determined by the Board of Directors to be

beneficial to the Society. Special Expertise Members may hold office in the Society, but shall not have a vote in Boards Deliberations.

Section 2 – APPLICATIONS

Application for membership must be submitted and approved pursuant to the established application procedure.

Section 3 - Dues

- a. The Chapter dues and fee structure will be periodically reviewed and amended in accordance with established procedures. The SHRM dues structure will be determined by SHRM.
- b. Under agreement with SHRM, the Chapter will invoice new and renewal dual memberships and remit the SHRM membership portion to SHRM on behalf of the member.
- c. Non-resident chapter members will be invoiced for chapter dues only. They will be responsible to pay SHRM directly for their national dues. Failure to pay the SHRM membership dues to SHRM will result in the cancellation of the non-resident member's chapter membership.

Article V MEMBERSHIP DISCIPLINE

Section 1: MEMBERSHIP DISCIPLINE

GROUND. Any member may be disciplined in accordance with the procedures herein for actions which discredit or embarrass the profession or the Society (SHRM and /or SHRM-PR), violate the Society Bylaws, or are otherwise not in the best interests of the Society.

A member remains subject to discipline under this Article V, Section 1 even after resignation, expiration or other termination of Society membership, if he or she was a member when they were first notified of a complaint having been made against them under this Article V, Section 1.

To constitute grounds for membership discipline under these bylaws, the action must have occurred while the person in question was a member of the Society and have either: (i) occurred within three (3) years of the matter being referred to the Board of Directors and Director of Policy, Administration and Succession, acting as the Ethics Officer or (ii) resulted in a criminal conviction or civil judgment entered within two (2) years of the matter being referred to the Director of Policy, Administration and Succession in his/her role as Board of Directors Ethics Officer.

a. The Ethics Officer is the staff person responsible for administration of these member discipline procedures. The Ethics Officer is not charged with seeking out member misconduct; rather the Ethics Officer is charged with responding to information concerning member misconduct when such information is brought or comes to his/her attention, and doing so in accordance with these member discipline procedures.

Section 2: MEMBER COMPLAINT AND INITIAL REVIEW

a. All complaints requesting member discipline must be made by a SHRM-PR member (unless initiated by the Ethics Officer on the basis of public information under Section 1d) below), and shall be referred to the Ethics Officer.

b. The Ethics Officer shall determine initially whether the complaint is eligible to be considered under these procedures as specified in Section 1(a) above.

- i. If the complaint is not so eligible the Ethics Officer shall within 30 days of receipt of the complaint dismiss the complaint with written notice to complainant and copy to the President of the Board;
- ii. If the complaint is determined to be eligible for consideration, the Ethics Officer shall attempt informal resolution of the matter by interviewing the complainant and the respondent within 30 days of receipt of the complaint. Any informal resolution by the Ethics Officer shall be subject to approval by the President and Vice President of the Board;
- iii. If within such 30 day period the Ethics Officer is unable to resolve the matter he/she shall within 10 days of the close of such 30 day period either (a) dismiss the matter on the basis that even if true, the complaint would not merit consideration of member discipline, in which event he/she shall notify any complainant and the respondent of such action, or (b) he/she shall refer the matter to the Nomination's and Ethics Committee with a written report indicating his/her view that if true the matter would merit consideration of member discipline. The Ethics Officer shall develop, for review and approval by the Nomination's Committee, President and Counsel if applicable a list of objective criteria to be used in determining whether a member complaint, if true, would or would not merit consideration of member discipline.

Section 3: REVIEW OF PUBLIC INFORMATION COMING TO ATTENTION OF ETHICS OFFICER

Within 30 days of receiving from public sources information which the Ethics Officer believes if true would merit consideration of member discipline, the Ethics Officer shall attempt informal resolution of the matter by interviewing the respondent. Any informal resolution by the Ethics Officer shall be subject to approval by the President and Vice President of the Board

If the Ethics Officer is unable to resolve the matter with the complainant within such 30-day period, and still believes that if true the matter would merit consideration of member discipline, the Ethics Officer shall within 10 days of the close of such 30 day period refer the matter to the Nomination's and Ethics Committee with a written report indicating his/her view that if true the matter would merit consideration of member discipline. The composition of the Nomination's Committee is described in Art. VIII, General Administration and Responsibilities, Sec. 2, Succession Planning, herein.

Section 4: PROBABLE CAUSE DETERMINATION BY DIRECTOR OF POLICY, ADMINISTRATION AND SUCCESSION

i. Upon receipt of a report from the Ethics Officer under subsection (c) or (d) above that a matter if true would merit consideration of member discipline, the Nomination's and Ethics Committee shall determine whether probable cause exists that the actions in question merit discipline. As part of this process the Nomination's and Ethics Committee may gather additional information and/or make further attempts to resolve the matter with respondent and any complainant, and it may ask the BOD counsel to assist the Nomination's and Ethics Committee in this task. In determining whether probable cause exists, consideration will be given to, among other things, whether the respondent has taken or agreed to take corrective measures.

ii. If probable cause is not found, the Nomination's and Ethics Committee shall dismiss the complaint and notify the complainant and respondent in writing. If probable cause is found and the matter is not otherwise resolved by the Nomination's and Ethics Committee shall deliberate the matter and shall copy the President and Vice President of the Board on such report.

iii. The Nomination's and Ethics Committee shall issue its probable cause determination within sixty (60) days of the date when it received the request therefore;

Section 5: HEARING

Upon receipt from the Nomination's and Ethics Committee of a written finding of probable cause, the Committee shall conduct a hearing at which the respondent will have the right to be present with or without counsel. Respondent shall be given at least fifteen (15) days' notice of the hearing. The Hearing shall be conducted within sixty (60) days of the receipt of a written finding of probable cause. The Board of Directors Counsel, or in his/her absence such other counsel as may be appointed by the President, shall attend the hearing to assist the Nomination's and Ethics Committee, but shall not be a member of such Committee.

Section 6: DECISION

After the hearing, the Nomination's and Ethics Committee shall either dismiss the complaint or impose discipline; and written notice of such decision shall be given to the complainant and the respondent within 30 days after the conclusion of the hearing. In

determining the appropriate penalty, which may include but not be limited to suspension, expulsion or restitution, the Nomination's and Ethics Committee shall consider factors such as whether any criminal actions or dishonesty are involved; whether the actions consist of a repeated course of conduct as opposed to a single event; whether the Society, Chapter or third parties were harmed; whether the member has taken or has agreed to take corrective action; and whether the member has been suspended or otherwise disciplined by the Society or Chapter in the past.

Notwithstanding anything to the contrary above, all Chapter Members are subject to SHRM By Laws. As such the membership of any SHRM-PR Member may be terminated by the Society(SHRM) Board of Directors without regard to the provisions in Article II, Section 5A(a-h), for actions which discredit or embarrass the Society(SHRM /SHRM PR), violate the Society(SHRM /SHRM PR) Bylaws or are otherwise not in the best interests of the Society(SHRM /SHRM PR), and (bb) the membership of any Honorary Life Member, General Member or Professional Life Member, or may be terminated by the Board of Directors(SHRM /SHRM-PR).

Section 7: SHRM Certificant Sanctions

All SHRM Certification holders, (i.e., SHRM-CP or SHRM-SCP), hereafter a "Certificant," shall be subject to sanction and processes approved by the SHRM Certification Commission. These are included in Article II, Section 5B procedures of SHRM By Laws.

Section 8: *Removal of Directors and Officers.*

Any Director or officer other than the President may be removed from office, with or without cause, upon an affirmative vote of two-thirds (2/3) of the then entire number of voting Directors taken at a duly constituted Board of Directors meeting. The President may be removed by majority vote of the then entire number of voting Directors.

Article V **GENERAL CHAPTER ORGANIZATION**

Section 1 – ORGANIZATIONAL CHART

The Chapter will be governed throughout the island of Puerto Rico by one Board of Directors which, in turn, will serve three (3) regions: Metropolitan/Northern, Eastern and South/Western.

Section 2 – THE REGIONS

The Chapter will be subdivided into three (3) regions: Metropolitan/Northern, Eastern and South/Western. The geographical areas that compose these regions will be as follows:

Metropolitan/Northern Region: San Juan, Cataño, Bayamón, Guaynabo, Carolina, Trujillo Alto, Dorado, Toa Alta, Toa Baja, Quebradillas, Hatillo, Camuy, Lares, Arecibo, Utuado, Barceloneta, Florida, Manatí, Ciales, Vega Baja, Morovis, Vega Alta, Corozal, Naranjito, Comerío, Barranquitas.

Eastern Region: Loíza, Canóvanas, Río Grande, Luquillo, Fajardo, Ceiba, Naguabo, Humacao, Las Piedras, Juncos, Gurabo, Caguas, Cayey, Cidra, Aguas Buenas, San Lorenzo, Yabucoa, Vieques, Cidra.

South/Western Region: Maunabo, Patillas, Arroyo, Guayama, Salinas, Aibonito, Coamo, Santa Isabel, Juana Díaz, Villalba, Orocovis, Ponce, Jayuya, Adjuntas, Peñuelas, Guayanilla, Yauco, Isabela, Aguadilla, Moca, Aguada, Rincón, Añasco, San Sebastián, Las Marías, Maricao, Mayagüez, Hormigueros, Cabo Rojo, San Germán, Sabana Grande, Lajas, Guánica.

Section 2A – THE ADDITION OF REGIONS

As the strategic arm of the Chapter, the Board of Directors will establish, from time to time, a process for evaluating and determining the creation or elimination of Chapter Regions.

In both situations, the decision will be based on significant changes in a particular geographic area, as well as on the results of a careful assessment of the needs of these members and the Chapter's capacity to meet them.

Section 3 – REGIONAL MEMBERS

Regional members will normally consist of those Chapter members working within the region's geographical limits. Members will be free to determine the regional activities in which they wish to participate.

Members who are officially registered and active in a region will be eligible to hold the position of Regional Director, the region's representative on the Chapter Board of Directors.

Article VI
BOARD OF DIRECTORS

Section 1 – GOVERNING BODY

The Chapter's Board of Directors, whose purpose is to advise and oversee the operation of the Chapter, will be comprised of a minimum of 9 voting members, the President of the Board, the Vice President, the Secretary/Treasurer, (3) Regional Directors, the Strategic Planning and OD Director, the Policies, Administration and Succession Planning Director (who also serves as the Ethics Officer) and the Conference Director. All candidates for the Board of Directors must be Professional members of the chapter in good standing at the time of nomination or appointment and for their complete term office. All board members are required to be in good standing with SHRM and SHRM-PR throughout the duration of his/her term of office.

- a. **President of the Board** – At the end of the first (1) year term, the Vice President will become the President of the Board. His or her duties as a voting member and chief elected officer are to serve one-year term beginning the first day of January and ending the last day of December of the year following his/her election. The Nomination Committee could propose a second-year term as President of the Board if any operational reason is identified by them, and this term extension must be approved by the Board of Directors. The President of the Board (or his designee) will be the official representative and liaison with SHRM.
- b. **Vice President-** Individual appointed by the President of the Board, and whose selection is amongst the candidates identified and proposed by the Nomination Committee for a one (1) year term. The appointment must be approved by the Board of Directors. He/She shall assist the President in conducting the affairs of the Chapter and preside over the Board of Directors in the President's absence or upon vacancy of the Presidency, which he/she will otherwise assume at the end of the President's term office. The Vice President will represent the entire Local Chapter membership through the Regional Directors and account for their performance in servicing their corresponding Regions. He/she will lead and supervise the deliverance of services to members inducing adherence to a minimum number of member services and offerings across all Regions. He/she shall lead all efforts for the selection of the Manuel Laborde, Lifetime Achievement awards and any other award as delegated by the President of the Board of Directors. He/She will have voice and vote on Board deliberations. He/she will become a President of the Board at the end of his/her original term.
- c. **Secretary/Treasurer-** Will participate in all Board of Director's deliberations and decisions and will serve as Secretary to the Board of Directors. He/She is responsible for the overall financial administration of the Chapter, which includes, but is not limited to, overseeing the financial investment portfolio, the budgeting

and the accounting functions. He/She will indirectly supervise the Accounting services; and ensure the proper application of accounting principles and standards in the filing and administrative compliance with local and /or federal regulations, as applicable. He/She will have voice and vote on Board deliberations.

- d. **Regional Director**– Will participate in all Board of Director's deliberations and decisions. He/she will coordinate the execution and deliverance of services to members in Region; and must adhere to a minimum number of member services and offerings established by the President and Vice President. He/She will create a region committee to provide support to his/her regional director activities. He/She will have voice and vote on Board deliberations.
- e. **Functional Positions** – Two (2) former Presidents of SHRM-PR will assume functional roles: one as Strategic Planning and Organizational Development Director, and the other as Policies, Administration and Succession Planning Director. The latter will also serve as the Ethics Officer for first level response and channeling of all matters pertaining to Membership Discipline. Both will have a voice and vote in Board deliberations.
- f. **Annual Conference Director**- A position appointed by the President of the Board of Directors, for the term of one (1) year. He/she will have voice and vote in Board deliberations.
- g. **College Relations Director** – A position appointed by the President of the Board, for the term of one (1) year. He/She will have voice and no vote on Board deliberations. Main role and objective is to serve as a liaison between the Board of Directors and the Student Chapters, supporting the development of the student chapters by serving as a mentor in all matters pertaining to the profession.
- h. **Administrative Director of Administration** – This is an in house staff position who serves as the Operational Officer to the Board, and will have a voice but no vote on Board's deliberations. His/her role provides the link with the administrative services rendered through the Chapter offices.
- i. **Ad Hoc Positions** - position appointed by the President and duly endorsed by the Board of Directors; the appointee does not necessarily have to be a former President. He/She will have a voice but no vote on Board's deliberations. Ad Hoc positions will consider the roles that enable a proper Chapter execution, performance and governance as per SHRM Bylaws and Guidelines for Core Leadership Areas (CLAS). For example:

- i. **Financial Advisor** – appointed in conjunction with the Secretary/Treasurer.
- ii. **Government Affairs Coordinator**- appointed by the President for one (1) year term May serve as appointed counsel to support the Nomination's and Ethics Committee in the handling of any Membership Discipline hearing, as required in Article V, Section 1(c-g).
- iii. **Labor Relations Committee Coordinator (CAL)** - appointed by the President for one (1) year term. May serve as the appointed Ethics Officer as required in Article V, Section 1(b).

k. Representative of the Student Chapters – Ad Hoc role appointed by the President of the Chapter with the support of the College Relations Director. He /She will have a voice but no vote on Board's deliberations. The Student Chapter Representative will be responsible for disseminating and promoting Chapter programs, events, and services for all Student Chapters on the island, as well as for the process of re-chartering each student chapter.

l. Nominations and Ethics Committee- Appointed by the Administration, Policies and Succession Planning Director. Composed of a minimum of (3) and a maximum of five (5) Past Presidents, which are available to assume this role. For additional Ethics Committee accountabilities, refer to Article V, Membership Discipline.

Section 2 – QUALIFICATIONS

All positions are restricted to members in good standing at SHRM and SHRM PR and the ex-officio members mentioned herein.

In order to qualify as Vice President of the Board a detailed selection criteria must be adhered to as follows:

- (a) Minimum of three (3) years as an active member of the Chapter.
- (b) Minimum of two(2) years as an active volunteer of the Chapter. Consecutive volunteer tenure is desirable.
- (c) Minimum of ten (10) years of experience in the HR field, five (5) of which must denote a leadership and strategic role in the profession.
- (d) The nominee should be duly sponsored and receive a written endorsement by his/her company top management. In lieu of this, if the nominee is a Consultant, he/she must provide equivalent written professional recommendations.

Section 3 – DUTIES AND RESPONSIBILITIES

It shall be the responsibility of the outgoing President of the Board to swear in the incoming President as soon as he/she is appointed, and to render a report on the past term's performance at the new Board's first meeting.

It shall be the responsibility of the incoming President of the Board to:

- a. Appoint and confirm the new Board members based on the provisions of Section 1 before the last day of December.
- b. Assemble the new Board of Directors at least thirty (30) days after he/she is elected.

The Board of Directors general responsibilities are the following:

1. Support the development and implementation of SHRM policy strategies and objectives in Puerto Rico. Establish long-range priorities and objectives. Review accomplishments and development of sound organizational structures.
2. Review and approve the operating budget of the Chapter no later than the last day of February of each year; and review the finances and operations of the Chapter at least once a year.
3. Provide guidance and counseling to the members of the Board and support the efforts of the Vice President and Administrative Director on key issues, as needed.
4. Serving as the Ethics Committee to determine status of members who demonstrate undesirable conduct, or serve as the Court of Appeals for any group or individual in the Chapter who may be in conflict.
5. Develop and promote professional development opportunities for Chapter members by creating and delivering the appropriate programs and services, as well as facilitating local access to SHRM's vast resources.
6. Implement an effective public affairs program in order to influence public policy in the areas of labor and human resources.
7. Support and facilitate the professional accreditation of members and nonmember practitioners.
8. Encourage student chapters and student members to actively participate in Chapter and SHRM's programs and activities through the active leadership of the College Relations Director, Regional Directors and the Administrative Director.

9. Support the Administrative Director in the administration and maintaining the physical facilities of the Chapter so that they serve the best interests of the members and the profession in general.
10. Generate sufficient income through the marketing and sales of products and services to advance the HR practice so as to guarantee the continued stability and growth of the Chapter and its members. All sustained efforts invested towards the profitability of the Chapter are based on its non-for profit nature, whereas members are the main recipients of the acquired wealth.

Section 3A - THE PRESIDENT OF THE BOARD

The President of the Board is the official spokesperson of the Chapter. The President shall:

- a. Be responsible and accountable for Chapter affairs carried out by the Administrative Director and for the overall administration of the office.
- b. Prepare and submit the Chapter's annual budget in coordination with the Secretary/Treasurer and the Financial Advisor for the Board of Director's approval no later than the February meeting each year.
- c. Approve all extraordinary and/ or out of approved budget Chapter expenditures with joint approval from the Secretary/Treasurer and the Vice President.
- d. Guide and direct the Administrative Director in the ongoing management of the Chapter's operations.
- e. Be the official representative, and liaison with SHRM. This function can be delegated to an authorized representative.
- f. Be responsible for the development, approval, and implementation of SHRM-PR's Strategic Plan and monitoring its execution during his/her elected term is to be carried out in coordination with the Director of Strategic Planning and Organizational Development.

Section 3B - THE VICE PRESIDENT

The Vice President of the Board shall assist the President in conducting the affairs of the Chapter and preside over the Board of Directors in the President's absence, or upon vacancy of the Presidency. The Vice President of the Board will also assume other specific responsibilities, as delegated by the President of the Board, which are directly related to the Chapter's operations, programs and services, such as leading the

Regional Directors planning and deliverance of services in the region as well as leading the Annual Awards selection process. He/she is responsible for submitting to the Board of Directors and the Chapter members, a program of objectives for the upcoming year at the beginning of each year, ongoing feedback, and a full report of accomplishments at the end of the year. In the absence of the Board of Directors' President, he/she will serve as the official representative and a liaison with SHRM.

SECTION 3C- THE SECRETARY / TREASURER

The Secretary/Treasurer oversees the preparation and administration of the Chapter's budget, ensures the accurate recording of minutes and important Chapter business reports, and provides quarterly updates and yearly summaries of the Chapter's financial affairs. He/she shall approve the Chapter's expenditures and serve as Secretary to the Board of Directors.

SECTION 3E- REGIONAL DIRECTORS

The Regional Directors will be the official representatives of the Chapter within a designated geographical area. As such, they are expected to disseminate Chapter information, promote its programs and services, recruit new members, and generally advance the Board of Directors' goals and objectives in their respective geographic areas. He/she will advance the profession through the coordination of educational programs to be delivered throughout the year, promoting the latest trends in our profession and by supporting mentoring and community involvement in the region.

It will be the responsibility of each Regional Director to recruit a voluntary committee of trusted and committed Chapter members of the region to help fulfill assigned duties.

SECTION 3F- DIRECTOR OF STRATEGIC PLANNING AND ORGANIZATIONAL DEVELOPMENT

The Director of Strategic Planning and Organizational Development must oversee the preparation of an Annual Operational and Tactical Plan, in support of the established Chapter's Strategic Plan. As a consequence, the different functional areas will align their respective objectives for the upcoming year and support such SHRM-PR Strategic Plan.

SECTION 3G- ADMINISTRATION, POLICIES AND SUCCESSION PLANNING DIRECTOR

Responsible for the development of revisions and/or implementation of Administrative Policies and Procedures for the Chapter's operations. He / She is also responsible for the implementation of the Succession Plan, and for coordinating the establishment and execution of the Nominating / Succession Committee role.

SECTION 3H- COLLEGE RELATIONS DIRECTOR

Directs and promotes Student Chapters activities. Responsible to be a liaison with Human Resources professionals and students. Acts as a mentor to college students seeking a career in human resources. Participates in the development and implementation of short-term and long-term strategic planning for the chapter.

SECTION 3I- ANNUAL CONFERENCE DIRECTOR

Plans, designs, directs, and executes a successful Annual Conference. Responsible for managing the assigned budget adequately. He/she is accountable for presenting detailed results at the end of the year.

SECTION 3J- THE ADMINISTRATIVE DIRECTOR

The Administrative Director is a paid staff position that will manage all the day-to-day operations of the Chapter, and shall:

- a. Serve as the Board Liaison with the Administration and contracted Staff, having a voice but no vote.
- b. Be accountable to the President of the Board for the execution of the Chapter's annual action plan and daily office operations, and have joint responsibility for the quality of products, services, and performance.
- c. Share the official duties of representing and speaking on behalf of the SHRM-PR with the President of the Board.
- d. Be responsible for the Chapter's ongoing fund-raising and development plans in coordination with the assigned administrative staff.
- e. Supervise the performance of all contracted and hired staff. He /She ensures their continued professional development.
- f. In absence of an appointed Administrative Director, the foregoing shall become the responsibility of the Chapter's President of the Board or his/her designee.

SECTION 3K- AD HOC Positions

Selected and appointed by the President to support the Board of Directors' overall strategic tactical objectives and responsibilities. The incumbent will perform duties as assigned and under the direction of the President of the Board.

SECTION 3L- NOMINATING / SUCESSION COMMITTEE

Selected and appointed by the Administration, Policies and Succession Planning Director. The main accountability is to ensure leadership continuity by identifying members and non-members of the Chapter who possess the necessary leadership potential to assume elected positions on the Board of Directors and /or Voluntary Committees. Serves as an active member of the Succession Committee in deliberation and handling the Chapter's Code of Ethics.

Article VII General Administration and Responsibilities

Section 1- TERMS AND ELECTIONS

The following members of the Board of Directors shall be elected by secret ballot by the general membership for the term of two calendar years: Secretary /Treasurer and the Regional Directors. All these officers will have a voice and vote in Board deliberations.

No later than two (2) months previous to the Chapter's Annual Conference or Annual General Assembly, whichever occurs first, the Board of Directors will support the Administration, Policies and Succession Planning Director in the identification and evaluation of candidates for the established election procedure and deadlines.

The position of Planning, Strategy and Organizational Development Director, the Administration, Policies and Succession Planning Director, and the Annual Conference Director will not be elected positions. These will not have a defined term, although their renewed participation must be confirmed by the incoming President on an annual basis. Finally, they will have a voice and vote in all Board deliberations.

Elected members shall officially take office in January of each year.

The Chapter's Board of Directors will run for election in a staggered manner, to ensure stability and continuity of the objectives and plans from one year to the next. Positions will be left vacant for elections in the following order:

- a. **President** – Appointed by the Board of Directors immediately after having successfully served and completed one year term as Vice-President of the Board. **He/she may be re-appointed to serve one (1) additional year term.**
- b. **Vice President** – Elected by the Board of Directors every year and become President of the Board at the end of his/her original term for one (1) additional year. **He/She may be re-appointed for up to an additional one (1) year term.**
- c. **Secretary/Treasurer** - Every two (2) years
- d. **Regional Directors** - Every two (2) years

Officers normally will not hold the same office for more than two years, but exceptions may be approved by the majority of the members of the Board of Directors upon satisfactory review of the officer's performance, and for a maximum of one (1) additional term.

Unexpired terms of office left vacant for whatever reason shall be filled by members appointed by the Board of Directors except the Presidency, which will be filled interim by the Vice President, who will assume the position until a new President is elected by the Board of Directors.

Section 2 - SUCCESSION PLANNING

The Board of Directors is responsible for maintaining continuity in the Chapter's voluntary leadership. Creating a career path for leaders is a strong incentive for retaining voluntary participation in the Chapter. At the same time, establishing a career path benefits the organization by forming the foundation for succession planning. To develop a succession plan, the Board (through the Administration, Policies and Succession Planning Director) establishes a Nominating Committee comprised of a minimum of three (3) and up to five (5) most recent past Presidents of the Chapter. This Nominating Committee will ensure leadership continuity by identifying members of the Chapter who possess the necessary leadership potential to assume elected positions on the Board of Directors and /or Voluntary Committees. Based on this, the Administration, Policies and Succession Planning Director will create and develop a succession chart, outlining the most likely successor(s) to the incumbent for each of the elected positions. The Nominating Committee will use the succession chart to formulate the Chapter's candidate slate to fill elected positions. The succession plan should be updated on an annual basis after the election process is completed.

Article VII STUDENT CHAPTERS

The Chapter will encourage and support the SHRM Student Chapter Program created by SHRM. Student leaders in the human resource management field at the different accredited universities/colleges will be assisted in the organization and development of their SHRM Student Chapters.

Section 1 - STUDENT CHAPTERS RELATIONSHIP

- Each Student Chapter is a separate legal entity from the Chapter. The Student Chapters shall have autonomy in regards to all phases of its operations, including their financial condition. The Student Chapters shall not be deemed to be agencies, representatives or instrumentalities of the Chapter, nor shall the

Chapter be deemed to be an agency, representative or instrumentality of the Student Chapters. The Student Chapters shall not hold themselves to the public as agents or representatives of the Chapter. The Student Chapters shall not contract or assume any liability or obligation in the name of the Chapter, nor shall the Student Chapters use any property or resources of the Chapter without the express written consent of the Chapter. The Chapter, its directors, officers, staff, agents, employees, and volunteers shall not be liable for any unauthorized acts of the Student Chapters.

- The Chapter, its directors, officers, staff, agents, employees, and volunteers shall not be responsible for claims, expenses, damages, and liability for personal injury or damage to property, real or personal, directly or indirectly arising from the negligent or wrongful acts of the Student Chapters, its members, representatives, employees, staff, agents, officers, or directors. The Chapter, its directors, officers, staff, agents, employees, and volunteers shall not be responsible or liable for any negligent, wrongful, or any act or omission incurred by the Student Chapters, its members, representatives, employees, staff, agents, officers, or directors.

Article VIII MEETINGS AND QUORUM

Section 1 – BOARD OF DIRECTORS

The Board of Directors meetings shall be held at least every other month. Quorum will be one half (1/2) of the voting members in the first call for the transaction of business. If there is no quorum in the first call, the meeting can be rescheduled during a second call ten (10) minutes after the first meeting was scheduled, with any number of the voting members of the Board that are present constituting quorum, as long as the President of the Board is presiding and the Administrative Director is in attendance. The President of the Board will preside at all Board meetings or, if absent; the Vice President is designated to act as the President of the Board.

Article IX CHAPTER MEETINGS AND AMENDMENTS TO THE BYLAWS

Section 1 - CHAPTER MEETINGS

The Board of Directors will convene all Chapter members to a general meeting at least once a year.

To conduct any official Chapter business, a simple majority vote of regular members who are present will be required. A minimum of one-fourth (1/4) of the eligible voting membership shall constitute quorum at the first call in a General Assembly. If there is

no quorum at the first call, the meeting can be rescheduled for fifteen (15) minutes later, with any number of regular members present, as long as the President of the Board of Directors is presiding.

Section 2 - AMENDMENTS TO THE 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 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.

Article X TERMINATION OF MEMBERSHIP

Any member charged with unprofessional demeanor or with conduct that is detrimental to the purposes and interests of the Chapter shall have the matter reviewed by the Director of Administration, Policies and Succession in his/her role as Ethics Officer. Any matter that is not resolved at this level, will be brought forth to the Nomination Committee who will present a recommended course of action to the Board of Directors in its role as the Chapter's Ethics Committee. The President of the Board may exercise discretion to safeguard and protect the Chapter's best interest and regard to the established operational commitments. In the event that charges are deemed valid and appropriate, a written notice of said charges will be sent to the accused member with reasonable time to reply. If upon final review the charge is deemed to be in order, the Board of Directors shall proceed, by a majority vote, to request resignation, suspension, expulsion, or censure of the member, according to the seriousness of the matter.

Article XI PROCEDURES MANUAL

All approved procedures will be reviewed by the Board of Directors prior to implementation, after which, they will be considered to be part of the Constitution and Bylaws of the Chapter.

Article XII SUBSTITUTION OF ELECTED OFFICERS

Elected and / or appointed members may be substituted with just cause if their performance does not meet the requirements of the position for which they were elected or appointed and for any non-conformance with our Code of Ethics. Private discussion of the matter with the individual in question must take place before a final decision is made. The Board of Directors, upon a majority vote endorsement, may proceed to carry out the substitution of elected members. For appointed members, the President of the Board of Directors may exercise his/her discretion to carry out the substitution. The membership may be informed of the change, but the reasons for it will be kept strictly confidential.

Article XIII **STATEMENT OF ETHICS**

A Code of Ethics for members of the Chapter has been adopted to promote and maintain the highest standards of personal conduct, and professional standards among its members. Adherence to the code is required for membership in SHRM-PR and serves to gain public confidence in the integrity, and service of human resource management professionals.

In addition to the Code of Ethics, all members of the Board of Directors, elected or appointed should sign an Ethics and Confidentiality Agreement before they start to hold office. This agreement includes the following commitments:

1. Compliance with SHRM Code of Ethics.
2. Maintain confidentiality in all chapter matters discussed and approved during ordinary and extraordinary SHRM PR Board of Directors meetings.
3. While in office, do not promote in any way, manner or form, the products and services of the Company that each officer represents, when exercising duties or representing SHRM-PR as an officer of the Board of Directors.
4. Abstain from and/or giving the impression of using the SHRM-PR officer role and position to make a profit, obtaining benefits, privileges or take advantage for business or personal related matters.
5. Uphold the commitment to prevent anyone representing the company, organization or entity where the individual officer is employed, to use the SHRM-PR position to advance any particular business interest.
6. Acknowledgement that incurring in any conduct that is contrary to what is herein established, during the official tenure, will be undertaken as just cause for the incumbent's removal from office and in conformance to Chapter procedures and ethical standards.

ARTICLE XIV
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 XV
RELATIONSHIPS

The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another Chapter/ State Council, and SHRM shall not be deemed to be any 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. The relationship of the Chapter and SHRM is also governed by the terms and conditions of the Chapter Charter granted by SHRM to Chapter, and accepted by Chapter.

Article XVI
DISSOLUTION


The SHRM-PR Chapter was created for an indefinite term. The dissolution of the Chapter may be carried out as permitted by Puerto Rico Corporations Act. At the time of dissolution, any remaining assets left after paying all obligations will be distributed to other non-profit organizations that qualified under 501(c)(3) of the Internal Revenue Code with similar objectives.

Article XVII
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 reconfirm Chapter status upon such body.

Ratified by the Membership of Chapter and signed by:

Chapter President: Dianelly Torres 

Date: 11/19/2020

Approved by:

SHRM President/CEO or President/CEO Designee: 

Date: 11/10/2020