

**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, 2020, 2021

**Article1
NAME & AFFILIATION**

Section 1.1 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 1.2 AFFILIATION

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

Section 1.3 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 2
PURPOSE**

The Chapter, as a non-profit organization, 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 3
FISCAL YEAR**

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

**Article 4
MEMBERSHIP**

Section 4.1 QUALIFICATIONS FOR MEMBERSHIP

- a. The qualifications for membership in the Chapter shall be as stated in sub-sections 4.3 through 4.9 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.
- b. 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, sexual orientation, 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 – 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 and have at least (3) years of experience at his/her level of teaching.
4. Are full-time consultants with at least three (3) years of experience, as a practitioner, 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.

Section 4.5 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.

Section 4.6 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 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.

Section 4.6.1 STUDENT CHAPTERS RELATIONSHIP

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.

Each Student Chapter is a separate legal entity from the Chapter. The Student Chapters shall have autonomy regarding 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

Section 4.7 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.

Section 4.8 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.

Section 4.9 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 Board deliberations.

Section 4.10 APPLICATIONS FOR MEMBERSHIP

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

Section 4.11 VOTING

Each Professional or General members of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc committee appointed by the Board of Directors.

Section 4.12 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.
- d. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

Section 4.13 Membership Discipline

The Chapter will follow the membership discipline procedure established in Article II Section 5A and 5B of SHRM Bylaws.

Article 5 MEMBER MEETINGS

Section 5.1 Chapter Meetings

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

Section 5.1.2 Special Meetings

Special meetings of members shall be held on call of the President of the Board of Directors.

Section 5.1.3 Notice of Meetings

Notice of annual meeting or special meetings shall be given to all members at least ten (10) days prior to the meeting.

Regular meetings of the members will be held every month or as otherwise determined by the Board of Directors, as a series of programmed events with professional development components as well as networking events. Members are responsible for any costs associated with regular meetings. The Board of Directors can allow non-member attendance to regular meetings in order to encourage non-member interest toward chapter membership, the Board is also allowed to designate a separate fee for non-member attendance.

Section 5.1.4 Quorum General Assembly or Special Meetings

To conduct the General Assembly or any special meeting, a minimum of one-fourth (1/4) of the eligible voting membership shall constitute quorum at the first call. 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 5.2 Board of Directors Meetings

The Board of Directors meetings shall be held at least every other month.

Section 5.2.1 Minutes

Minutes shall be taken by the Secretary/Treasurer at all board meetings to provide a record of the business transacted. The minutes will be made available for review by any Professional Member.

Article 6

BOARD OF DIRECTORS

Section 6.1 Power and Duties

The Chapter's 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. The Chapter will be governed by one Board of Directors.

Section 6.2 Officers

The Board of Directors will be comprised of a minimum of 9 voting members; the President of the Board, the Vice President, the Secretary/Treasurer, the Membership Directors, (2), the Professional Development Director, the Strategic Advisory Council Director, the Government Affairs and Labor Relations Director, and the College Relations Director.

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 the following Ad Hoc positions; the Technology Director, and the Representative of the Student Chapter. Those positions will be appointed by the President and duly endorsed by the Board of Directors. The Administrative Director of Administration will also be part of the Board. Those positions will have voice but not vote on Board deliberations

Section 6.4 Qualifications

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. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of 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.

To qualify as Vice President of the Board a detailed selection criterion 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 6.5 Election – Term of Office

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, the Membership Directors and the Professional Development Director. All these officers will have a voice and vote in all Board deliberations.

No later than two (2) months before the Chapter's Annual Conference or Annual General Assembly, whichever occurs first, the Strategic Advisory Council will support the Board of Directors in the identification and evaluation of candidates for the established election procedure and deadlines.

The position of College Relations Director, the Government Affairs and Labor Relations Director, and the Strategic Advisory Council Director will be appointed by the President of the Board. The College Relations Director and the Government Affairs and Labor Relations Director will serve a (1) one-year term. The Advisory Council Director will serve a (3) three-year term. He/she will be the Chairperson of the Advisory Council. They will have voice and vote in all Board deliberations.

Elected and appointed members shall officially take office on January 1 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 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** – Appointed by the President of 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. **Membership Director** – Every two (2) years
- e. **Professional Development Director** –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. The Strategic Advisory Council Director will hold the same office for a three-year term.

Section 6.6 Vacancies

Unexpired terms of office left vacant for whatever reason may 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 appointed by the Board of Directors.

Section 6.7 Quorum Board of Directors Meetings

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.

Section 6.8 Board of Director's Responsibilities.

a. 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. monthly.
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 SHRM-PR Ethics Committee to determine status of members who demonstrate undesirable conduct or serve as the Review Committee 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 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, Membership 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. The Board of Directors will review and approve all operational procedures, after which, they will be submitted as part of the Constitution and Bylaws of the Chapter.
11. Generate sufficient income through the marketing and sales of products and services to advance the HR practice 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.

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 appointed.

Section 6.9 Removal of Director and Officer

Any Director or Officer may be removed from office, with cause, upon an affirmative vote of two-thirds (2/3) of the then entire number of voting Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed. He/She may have an opportunity to present his/her case before the directors.

Elected and / or appointed officer 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.

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 Administrative Director and distributed to the board of directors at the beginning of their office term. The position descriptions are subject to change as deemed necessary by the President and or the Board of Directors.

Section 7.1 The President

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 Strategic Advisory Council

Section 7.2 THE VICE PRESIDENT (President Elect)

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 serve as assistant to the President, is in charge of becoming familiar with all of chapter's functions and activities in anticipation of succeeding to the presidency; supporting other officers and performing other specific responsibilities, which are directly related to the Chapter operations, programs and services as determined by the President of the Board of Directors. In the absence of the Board of Director's President, he/she will serve as the official representative and a liaison with SHRM, and as the Ethic's Officer of the Chapter.

SECTION 7.3 THE SECRETARY / TREASURER

The Secretary/ Treasurer shall be responsible for planning, directing, coordinating, and administering the financial affairs of the Chapter including reporting of financials, required tax filing, audit, budget preparation and administration. 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. 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. The Secretary shall keep accurate attendance and record minutes of board meetings. He/she shall also perform such other duties as the President may determine.

SECTION 7.4 MEMBERSHIP DIRECTORS

The Membership Director will lead the Chapter's overall effort to recruit, retain and engage membership. As such, they are expected to disseminate Chapter information, promote its programs and services, increase number of new members, and generally advance the Board of Directors' membership goals and objectives in their respective areas. He/she will develop programs, initiatives, and policies designated to increase membership, such as: attending local events and networking, as well as, building a business relationship with local businesses. They will perform such other duties as the Board of Directors may determine.

SECTION 7.5 PROFESSIONAL DEVELOPMENT DIRECTOR

The Professional Development Director shall have the responsibility for the planning, designing, and execution of the educational program and activities for the growth and professional development of the Chapter members. He/she is accountable for presenting detailed results at the end of the year. He/she will perform such other duties as the Board of Directors may determine.

SECTION 7.6 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 7.7 GOVERNMENT AFFAIRS AND LABOR RELATIONS DIRECTOR

Oversee legislative activities affecting the human resources profession and coordinate legislative activities throughout lobbying, providing speakers, and organizes campaigns designated to initiate legislative input from SHRM-PR members. Communicate the status of federal and local legislative issues to SHRM-PR members throughout newsletters articles and SHRM_PR website. Maintain and nurture the relationship with government, associate authorities, and all committees, legislatively represent and protect Chapter interests.

SECTION 7.8 THE ADMINISTRATIVE DIRECTOR

The Administrative Director is a paid staff position that will manage all 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 7.9 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 7.9.1 Technology Director

The Technology director shall have the responsibility of researching, developing, and facilitating the sourcing of new ideas and concepts for using technological innovation to deliver enhanced services to members. He/She is accountable for presenting detailed results at the end of the year. He/she will perform such other duties as the board may determine.

Section 7.9.2 Representative Student Chapter

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.

Section 7.10 Strategic Advisory Council Director

A former President appointed by the President of the Board, for a three (3) year term. He/she will be the Chairperson of the Strategic Advisory Council.

Section 7.10.1 Strategic Advisory Council

Composition, Structure and Term

The Strategic Advisory Council (SAC) will be composed of three members in good standing of the Chapter: at least two of those ex-presidents (Past Chair Life Members) of the Chapter and one a subject matter expert (SME) on the strategic topic, as necessary. During the first year this SME will support the SAC in preparing the three-year strategic plan for the Chapter. During the second year of installing this SAC, the SAC will decide on inviting a third ex-president or inviting another SME depending on the specific targets to be defined.

The SAC will be composed of three members: an odd number of members. Two of them, will be appointed by the President of the Board of Directors for three years term, the third member (either an ex-president or a SME) will be appointed by the SAC for a one-year period that can be extended if necessary. This position can be a rotating nomination on a yearly basis subject to the issues at hand on the SAC and the expertise needed. If not

a SME, then a third ex-president is appointed for one year. This provides flow to the SAC. It is desirable that the term of the SAC members shall be staggered as nearly as is practical so that all members are not serving concurrent terms, however the achievement of equally staggered term is not mandatory. The two-members appointed by the President, normally will hold the same office for a three-year term, but exceptions may be approved by the majority of the members of the Board of Directors upon satisfactory review of the officer's performance.

All three members have voice and vote on the SAC deliberations. Depending on the topics at hand, the SAC may consider inviting other individual members for short term participation. Those will be also appointed by the SAC and will only have voice as their roles may be more oriented toward providing information or advice in specific topics.

The SAC will elect a Chairperson for a three-year term. This Chairperson will participate in the Board of Directors as a member with voice and vote, serving as a liaison for continuing the strategic planning and organizational development efforts of the Chapter. Any SAC member may be removed by the Board of Directors majority vote for actions deemed to be not in the best interest of the Chapter.

The SAC is not a separate legal entity, but a critical and important component of the Chapter functionality. It will not have a separate budget but will submit to the Secretary Treasurer to include any request necessary as part of the Chapter budget for approval, as per current practice.

Section 7.10.2 Purpose and Responsibilities

The purpose of the Strategic Advisory Council (SAC) shall be to provide strategic long-term direction to the Chapter, including expert advice on how to grow and sustain the Chapter operations, develop organizational development strategies, review, and implement policies and procedures for the Chapter, and maintain a succession plan for ensuring continuity of the Chapter's voluntary leadership. Its main role is to ensure anticipating and confronting future challenges of the Chapter.

In summary, the SAC will design, implement, and provide follow-up to strategic long-term areas of the Chapter in areas such as Succession, Policies, Brand recognition, Investment, and Bylaws. The SAC will support the Annual Operational and Tactical Plan preparation and monitor it in those aspects relevant from the strategic point of view. In this way, the SAC will ensure continuation of efforts in those strategic topics fundamental to the Chapter.

Depending on specific targets, the SAC may create subcommittees that will support achieving these responsibilities in a timely manner. For example, it will create a Committee for handling nomination/succession plan on a yearly basis.

In no way the SAC will disrupt the current administrative structure of the Chapter or formal committees already established. However, those elements will need to include or

consider the critical role of the SAC from a long-term perspective. The Investment Committee procedure may include that one of the members be from the SAC. Besides ensuring the continuity of the Strategic Plans each year, the SAC will facilitate and support the President of the Board of Directors as part of its board.

Section 7.10.3 Succession Planning

The Strategic Advisory Council 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 Strategic Advisory Council establishes a Nominating Committee. 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 Nominating Committee will create and develop a succession chart, outlining the most likely successor(s) to the incumbent for each of the elected and appointed positions. The Nominating Committee will use the succession chart to formulate the Chapter's candidate slate to fill vacant positions. The succession plan should be updated on an annual basis.

Section 7.10.4 Meetings

The SAC may schedule three to four meetings on a yearly basis, or as needed.

Section 7.10.5 Reporting

The SAC has the authority on long term strategy, succession, and policies issues of the chapter and supports the Board of Directors in achieving its plan.

The SAC reports to the General Assembly, presenting its three-year plan, and reporting annual progress toward its long-term goals.

Article 8 COMMITTEES

Section 8.1 Committees

The establishment of both standing and ad-hoc committees shall be the right of any member of the Board of Directors or the Strategic Advisory Council.

The Committee shall provide functional subject matter expertise and shall be responsible for implementing the policies of the Chapter and/or the president as assigned.

Section 8.2 Committee Organization

Committees are established by resolutions of the Board of Director or the Strategic Advisory Council as applicable.

Section 8.3 Committee Functions

The Board of Directors shall develop, maintain, evaluate, and revise, as necessary, duties and responsibilities of each of the committees of the Chapter.

Section 8.4 Meetings and Reports

Committees shall meet as often as necessary to perform their functions. The chairperson of each committee will report to the board of Directors or the Strategic Advisory Council, as applicable for the life of the committee and attend Board meetings as a non- voting member.

Article 9 Electronic Voting

Electronic voting may be used when decisions need to be made prior to a scheduled meeting of the Chapter. In addition to voting in person, the Chapter reserve the right to conduct a vote by electronic means. Mail or electronic ballots can be used for the election of Directors.

Article 10 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 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 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 13
CHAPTER 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 section 501 (c) (3) of the internal Revenue Code and with similar objectives.

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, 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.

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.

Note: THE REVISED BYLAWS ARE NOT EFFECTIVE UNTIL APPROVED AND SIGNED BY SHRM CEO OR DESIGNEE.

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

Ratified by the Membership of Chapter and signed by:

Chapter President: Ethay Surmai

Date: 7/29/21

Approved by:

SHRM President/CEO or President/CEO Designee: M. O. P. L. H.

Date: 7/22/2021