



**Bylaws of
The North Carolina
Society for Human Resource Management
State Council**



ARTICLE I

A. Name:

The name of the State Council shall be The North Carolina Society for Human Resource Management State Council (hereinafter referred to as "the North Carolina State Council" or "State Council" or "NCSHRM"). The State Council will refer to itself as the "The North Carolina Society for Human Resource Management State Council" and not as "SHRM" or the "Society for Human Resource Management."

B. Organization and Offices:

NCSHRM is a non-profit corporation organized under the laws of the State of North Carolina and exempt from taxation under Section 501(c) (6) of the Internal Revenue Code. No part of the net earnings of NCSHRM shall inure to the benefit of any member or individual. The duration of the corporation shall be perpetual.

The principal office of NCSHRM shall be located at such place as shall be determined by the Governing Body. NCSHRM may also have offices at such other places as the Governing Body may from time to time determine.

C. Purposes:

The purposes of the North Carolina State Council shall be to promote the educational and other purposes of the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in the State of North Carolina (hereinafter referred to as "the state"), to consult together concerning the affairs, activities, needs and problems of SHRM in the state and to adopt programs which will promote the progress and welfare of SHRM and the human resources profession as a whole, including, without limitation, the provision of channels of communications between chapters, the State Council, and the appropriate SHRM Regional Council, provision of services to all members of the human resource profession within the state, and provision of leadership training at the state level.

ARTICLE II FISCAL YEAR

The fiscal year of NCSHRM shall be the calendar year.

ARTICLE III MEMBERS

NCSHRM is not a membership corporation and, therefore, shall have no permanent members.

ARTICLE IV GOVERNING BODY AND GOVERNANCE

A. Power and Duties:

The State Council shall serve as the governing body for the corporation and manage and control the property, assets, transact business and affairs of NCSHRM and, in general, exercise all reasonable powers of the Chapter in accordance with the provisions of the North Carolina Non Profit Corporation Act G.S.§55A-8-01 and any other applicable regulations.

B. Officers:

The following shall constitute the officers of NCSHRM, all of whom shall have voting privileges:

- President (formerly State Director)
- Past-President (formerly State Director-Emeritus)
- President-Elect (formerly State Director-Elect)
- Secretary
- Treasurer
- Any additional officers as may be required by North Carolina law or deemed appropriate and elected by the State Council.
- A person may hold more than one office simultaneously, except that no person may hold the office of President and Secretary at the same time.

C. Additional State Council Members:

- The following shall constitute additional **voting** members of the State Council:
 - The President of each North Carolina SHRM chapter in good standing in North Carolina
 - The District Directors as may be appointed from time to time by the NCSHRM President
 - Directors assigned programmatic responsibilities that correspond in whole or in part to current SHRM Core Leadership Areas (CLAs).
 - Other Directors assigned programmatic responsibilities that are deemed necessary from time to time to support the purposes of NCSHRM.
- **Non-voting** members: The President may appoint other non-voting members to the State Council who are deemed necessary from time to time to support the purpose of the State Council.

D. Qualifications and Responsibilities:

Each member of the State Council shall discharge his/her duties, at a minimum, in accordance with the standards of conduct as delineated in the North Carolina Non Profit Corporation Act G.S. §55A-8-30 and any other applicable regulations. All Officers and voting members of the State Council must be SHRM members in good standing throughout their respective terms of service on the State Council.

E. Election of Officers:

The NCSHRM Officers shall be elected by a simple majority of the voting members of the State Council in the fall of each year and in accordance with the terms and term limitations specified in Articles IV.F and IV.G below. The Secretary may accept other means of absentee electronic voting that permits the intent of the individual Professional Member to be recorded and verified. When electronic voting is utilized, a majority of all voting members is required unless otherwise stated in these bylaws or provided for under North Carolina law. Electronic communications such as but not limited to e-mail, computerized voting, and communication by a vendor under contract with the State Council or a vendor explicitly directed to do so by the State Council can be used for the election of officers.

Unless otherwise specified in these bylaws, North Carolina law or any other situation caused by the resignation or removal from office, it is expressly understood that the President-Elect shall serve consecutive two-year terms as the President and Past-President, and that the President shall serve a two-year term as the Past-President without need for re-election to his/her subsequent terms.

F. Terms of Office:

The specified terms of office are as follows, and which may be further specified by election policies that may be adopted from time to time by NCSHRM:

- **President-Elect, President and Past President:** will each serve a two-year term beginning January 1 of the even-numbered calendar year and ending December 31 of the immediate following odd-numbered year.
- **Secretary:** will serve a two-year term beginning January 1, which shall, to the extent possible, be on a two-year term cycle that is one year offset from the Treasurer's term of office.
- **Treasurer:** will serve a two-year term beginning January 1, which shall, to the extent possible, be on a two-year term cycle that is one year offset from the Secretary's term of office.

- If the offices of the Secretary and Treasurer are combined, then the appointment will be for a two-year term beginning January 1 of the even-numbered year immediately following their appointment and ending December 31 of the immediate following odd-numbered year.
- **District Directors:** will serve two-year terms according to the following term cycles:
 - Terms of District Directors in odd-numbered districts will begin January 1 of the odd-numbered year immediately following their appointment and ending December 31 of the immediate following even-numbered year.
 - Terms of District Directors in even-numbered districts will begin January 1 of the even-numbered year immediately following their appointment and ending December 31 of the immediate following odd-numbered year.
- **All other Directors:** will serve for a period of one (1) or two (2) years, from January through December of the calendar year following appointment, at the pleasure of the President and the State Council.

G. Term Limitations:

- Voting members of the State Council may not be elected or appointed to serve more than three (3) consecutive terms in the same position, unless this restriction would cause a vacancy in an officer position specifically required by North Carolina law. At the end of any six (6) year period of continuous service, the officer or voting member must rotate off the State Council for a minimum of twelve (12) consecutive calendar months before being eligible for re-election or re-appointment to subsequent term(s).
- Notwithstanding the above, the Officers so designated in Article IV.B above and the District Directors so designated in Article IV.C above are exempt from these term limitations for the balance of their terms as Officer or District Director.
- Nothing in this provision shall prohibit any State Council member from serving in any other capacity or on any committee without right of vote during this term limitation time period.

H. Removal:

Any members of the Governing Body may be removed for actions contrary to the best interests of the State Council or SHRM upon a two-thirds (2/3) vote of the total voting members of the Governing Body; after the person(s) so identified for removal have been given an opportunity for an informal hearing before the Governing Body. Local chapter presidents shall be deemed as removed whenever they vacate or are removed from their position as president of their respective local chapter.

I. Vacancies:

- In the event that the President shall resign, be removed from office, or in any other respect be unwilling or unable to complete his/her term of office, and upon certification by the Secretary that the office of President is vacant, the President-Elect shall immediately assume the office of President, to serve for the balance of the term to which the President had been elected. In this instance, the newly vacant President-Elect position shall be filled by a special election of the voting members of the State Council at the next regularly scheduled State Council meeting, and the person so elected will serve the balance of the term to which (s)he is replacing had been elected.
- The office of Past-President may be left vacant without replacement if the incumbent resigns, is removed from office, or is unwilling or unable to complete his/her term of office.
- Any vacancy in any other position on the State Council other than local chapter president shall be filled by appointment by the President and with the advice and consent of the State Council, and the person so elected will serve the balance of the term to which (s)he is replacing had been elected or appointed.
- Any vacancy in the local chapter president voting membership shall be filled by the respective local chapter in accordance with their chapter bylaws.

J. Financial Audit:

At his/her discretion, the incoming President may call for an independent audit of the financial and banking records maintained by the Secretary/Treasurer. The State Council may also request an independent audit of financial and banking records at any time. Results of any such audit shall be reported in whole to the State Council at the next meeting following completion of the audit.

ARTICLE V MEETINGS

A. Regular Meetings:

The Governing Body shall meet at least three (3) times each year, at times and places specified by the Secretary. The first meeting shall occur before March 31 of each calendar year. At least two of these meetings shall be conducted in-person.

B. Special Meetings:

Special meetings of the Governing Body may be called by the State Director, or in the case of the absence or disability of the State Director, by the State Council Director-Elect, Secretary and/or Treasurer. A special meeting shall be called upon written request and/or electronic communications (such as but not limited to email, computerized voting, and communication by a vendor under contract with the State Council or a vendor explicitly directed to do so by the State Council) of a majority of the voting members of the Governing Body.

C. Notice:

Written and/or electronic communications (such as but not limited to email, computerized voting, and communication by a vendor under contract with the State Council or a vendor explicitly directed to do so by the State Council), notice of each Governing Body meeting shall be sent or mailed to each member at least fifteen (15) days before such meeting.

D. Quorum:

One-half (1/2) plus one of the total current voting members of the Governing Body shall constitute a quorum for the transaction of business. The act of a majority of voting members present (or attending by phone or video conference) at any meeting at which there is a quorum shall be the act of the Governing Body, except to the extent that the Bylaws or state law may require a greater number. In addition, the Governing Body may act by majority written and/or electronic communications (such as but not limited to e-mail, computerized voting, and communication by a vendor under contract with the State Council or a vendor explicitly directed to do so by the State Council), consent of all voting members unless otherwise stated in these Bylaws.

E. Presiding Member:

At all meetings of the Governing Body, the President shall preside. In the absence of the President, the President-Elect shall preside. In the absence of both the President and President-Elect, a chairperson for the meeting shall be elected by the majority of voting members present.

F. Parliamentary Procedure:

Meetings of the State Council shall be governed by the rules contained in the most current version of Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the North Carolina Non Profit Corporation Act G.S.§55A-8-30 and these Bylaws.

ARTICLE VI NCHRSTRATEGIES, INC.

The State Council herein recognizes that it is the sole member of NCHRStrategies, Inc., (hereinafter referred to as NCHRS), a 501(c) (6) non-profit corporation organized under the laws of the State of North Carolina to assist NCSHRM and its member chapters in the planning, development, administration, promotion and execution of events and professional development opportunities for HR professionals in the state.

NCSHRM is a separate legal entity from NCHRS.

To the extent possible, NCSHRM will actively support and promote the operations of NCHRS, including, but not limited to, the approval of officers and directors of NCHRS and the consideration of proposals and recommendations for investment in NCHRS business operations and activities.

ARTICLE VII COMMITTEES

A. Committees:

The establishment of both standing and ad-hoc committees shall be the right of the President or the State Council. The President is authorized to appoint other special committees or task forces as needed for any reasonable business or governance purpose.

B. Committee Chairpersons:

Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson so appointed and the President will seek interested persons to participate in committee activities.

C. Executive Committee:

An Executive Committee shall be composed of:

- All NCSHRM Officers;
- All NCSHRM District Directors;
- All NCSHRM Membership Director(s); and
- The President of NCHRStrategies, Inc.

The NCSHRM President-Elect shall serve as the chair of the Executive Committee. The powers of the Executive Committee shall be to act on behalf of the State Council to conduct the business affairs of NCSHRM between regularly scheduled meetings of the State Council, except to the extent prohibited the North Carolina Non-Profit Corporation Act G.S.§55A-8-01 and any other applicable regulations. All actions taken by the Executive Committee shall be reported in full to State Council at its next regularly scheduled meeting and any actions taken may be adopted, amended or rescinded in whole or in part by a majority vote of the State Council.

ARTICLE VIII WITHDRAWAL OF STATE COUNCIL STATUS

State Council status may be withdrawn by a two-thirds (2/3) vote of the voting members of the SHRM Board of Directors upon finding that the activities of the State Council are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the State Council 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. After withdrawal of State Council status, the SHRM Board of Directors may cause a new state council to be created, or, upon affirmative vote of two-thirds (2/3) of the then entire number of voting SHRM Board of Directors and the consent of the body which has had State Council status withdrawn, may re-confer State Council status upon such body.

ARTICLE X RELATIONSHIP BETWEEN NCSHRM AND SHRM

The State Council is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another State Council, and SHRM shall not be deemed to be an agency or instrumentality of the State Council. The State Council shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The State Council shall not contract in the name of SHRM without the express written consent of SHRM. The relationship of the State Council and SHRM is also governed by the terms and conditions of the State Council Charter granted by SHRM to State Council and accepted by State Council.

ARTICLE XI NCSHRM DISSOLUTION

In the event of the State Council's dissolution, the remaining monies in the treasury, after all debts and obligations of the State Council have been satisfied, will be contributed to a non-profit organization(s) determined upon by a majority vote of the State Council at the time of dissolution and consistent with the above stated purposes of NCSHRM.

ARTICLE XII STATEMENT OF ETHICS

The State Council adopts SHRM's Code of Ethical Standards for the HR Profession for members of the State Council in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the State Council and SHRM.

ARTICLE XIII BYLAWS AMENDMENTS

The Bylaws of the State Council may be amended by a two-thirds (2/3) vote of the Governing Body's voting members present at a meeting at which a quorum exists, provided such proposed amendment is circulated in writing at least fifteen (15) days prior to such meeting and provided such amendments have been pre-approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of SHRM and not in conflict with the Society's bylaws.

ARTICLE XIV 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.

This document represents the entire codification of the Bylaws of NCSHRM and by ratification revises and replaces all former declarations of same.

I certify that these bylaws have been ratified and hereunto set my seal:

Jeff Luttrell
State Director / President - NCSHRM

Date: 11/22/17

Michelle Prendergast
Secretary - NCSHRM

Date: 12/1/17

Approved by SHRM:

Chris Coburn (Signature)

Vice President of Membership (Title)

Date: 10/30/17