



Bylaws of LakeNormanHR, Inc.



A Chapter of the Society for Human Resource Management

ARTICLE I

A. Name

The name of the Chapter shall be the LakeNormanHR, Inc. (hereinafter referred to as "LKNHR" or "the Chapter"). To avoid potential confusion, the Chapter will refer to itself as LKNHR or LakeNormanHR and not as SHRM or the Society for Human Resource Management.

B. Organization

LKNHR 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 LKNHR shall inure to the benefit of any member or individual. The duration of the corporation shall be perpetual.

C. Affiliation and Relationships

LKNR is a local chapter affiliated with the Society for Human Resource Management (hereinafter referred to as "SHRM"). The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of the NCSHRM State Council, and neither SHRM nor the NCSHRM State Council shall be deemed to be an 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.

D. Purposes

1. to provide an opportunity to focus on current human resources management issues of importance to our members;
2. to provide professional development opportunities related to human resources related matters and current issues for LKNHR members, guests, and non-member business professionals;
3. to encourage, promote and affect the voluntary interchange among LKNHR members of data, information, experience, ideas and knowledge about methods, processes and techniques relating to the profession of human resources;
4. to provide a focus for legislative attention to state and national human resource management issues;
5. to observe ethical and professional standards of work and to foster and encourage observance of the same for all practitioners of human resources;
6. to provide a pool of human resource management leaders for perpetuation of LKNHR; and
7. to recognize, promote and generally enhance the human resources profession by communicating the activities and accomplishments of LKNHR and its members to the business community.

8. LKNHR explicitly supports the purposes of the Society for Human Resource Management (“SHRM”), which are to promote the use of sound and ethical human resource management practices in the profession and:
- to be a recognized world leader in human resource management;
 - to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
 - to be the voice of the profession on human resource management issues;
 - to facilitate the development and guide the direction of the human resource profession;
 - to establish, monitor and update standards for the profession; and
 - to support designated college/university SHRM student chapter(s) in the form of financial, scholarship, programming and mentoring to student chapter members.

ARTICLE II. FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year.

ARTICLE III. MEMBERSHIP

A. Eligibility and Classification

Any Human Resources professional may apply for membership under guidelines set forth below. Membership will be granted without regard to race, creed, color, national origin, sex, age, disability, sexual orientation, or Vietnam Era Veteran status.

1. **Professional Membership:** Professional members may vote and hold office in the Chapter and shall be limited to those individuals who are engaged as one or more of the following:
 - practitioners of human resource management at the exempt level for at least three (3) years;
 - currently certified by SHRM or the HR Certification Institute;
 - faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching, including any designated SHRM Student Chapter Faculty Advisor(s);
 - full-time consultants with at least three years of experience practicing in the field of human resource management and whose primary job responsibilities involve the delivery of a human resources functional service on behalf of a client(s); and/or
 - full-time attorneys with at least three years of experience in counseling and advising clients on matters relating to the human resource profession.

2. Associate Membership:

- Individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter.
- Associate members may not vote or hold office in the Chapter.

3. Student Membership:

Although the Chapter does not designate a Student Member status, active student members of designated SHRM Student Chapters will be encouraged to participate in LKNHR meetings and events during the academic year. LKNHR may provide for students to attend meetings and events at LKNHR expense or at a reduced rate based upon the Chapter's current financial position.

4. Lifetime Membership:

All Past Presidents of LKNHR shall qualify for Lifetime Membership status. Professional Members (not Associate members) with twenty-five (25) or more years of active membership in LKNHR who retire from the active human resources profession may be designated as Lifetime Members by the Board of Directors.

5. Other Membership Considerations:

LKNHR will encourage its members to join SHRM and may provide for reduced dues or other member benefits for those who are current members of SHRM.

6. Non-transferability:

Chapter membership is conferred upon an individual and not the individual's employer or sponsoring organization. An individual membership is neither transferable nor assignable.

B. Application and Acceptance

The Board of Directors shall establish a process to examine the qualifications for membership of all applicants and approve or reject applications for membership status in accordance with the guidelines set forth above in Article III.A. Applicants will be so advised of their application decision in writing or electronic mail. Candidates failing to meet membership requirements will notified of the reason(s).

ARTICLE IV. MEETINGS OF THE MEMBERSHIP

A. Regular Meetings

Unless otherwise provided for in accordance with Article IV.C below, the membership of LKNHR shall meet on a regularly scheduled basis, no less than six times per year, and at designated times and places as determined by the Board of Directors. The Board of Directors may vote to change a meeting date or time due to special circumstances with a simple majority vote, provided that advance notice is provided to the members.

B. Annual Business Meeting

The regularly scheduled membership meeting in October of each year shall be designated as the LKNHR Annual Business Meeting.

C. Special Meetings

Special meetings of the membership may be approved by the President or a majority vote of the Board of Directors, provided that adequate notice is provided to the members.

D. Notice of Meetings

Notice of all regular, special and annual meetings shall be given to all members no fewer than ten (10) days prior to the meetings.

D. 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 North Carolina General Statutes and these Bylaws.

ARTICLE V. DUES

A. Amount

The annual dues of LKNHR will be recommended by the Board of Directors and established from time to time by a simple majority vote of the membership. Payment of dues will cover membership in LKNHR for the next immediate twelve (12) calendar months. Any changes in the dues shall be approved by a simple majority vote of the members who vote at the next Annual Business Meeting.

B. Timely Payment of Dues Required

Timely payment of dues and any other required financial obligations is a requirement of active membership in the Chapter. Failure to pay outstanding amounts due and payable from current or prior periods will result in the member being removed from the active membership roll. Active membership will be re-instated with full payment of all dues outstanding, including any re-activation penalties that may be imposed, along with any other valid invoices.

D. Exemption from Dues Payment

The following may be exempt from the annual dues requirements of the Chapter, based upon approval by the Board of Directors from time to time, and based upon the Chapter's current financial position:

1. LKNHR officers and members of the Board of Directors, during the term(s) which they serve on the LKNHR Board of Directors.
2. Lifetime Members, as defined in III.A.4 above.

3. Designated SHRM Student Chapter Faculty Advisor(s) may be waived.
4. SHRM board officers, who also designate LKNHR as their home Chapter, during the term(s) which they serve on SHRM Board of Directors or affiliated committees.
5. Notwithstanding the above, any member exempt from payment of dues under these provisions may still be required to satisfy any other outstanding financial obligations to the Chapter and may be required to pay the Professional Member rate for any LKNHR sponsored activity that is not covered by the annual dues.

ARTICLE VI. OFFICERS AND BOARD OF DIRECTORS

A. Officers and Board of Directors

1. **Power and Duties** - the Board of Directors (also referred to as the "Board") shall serve as the governing body for the Chapter and manage and control the property, transact business and affairs of the Chapter 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.
2. **Qualifications and Responsibilities** - each Director and Officer 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 members of 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 of office. The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and subject to change as deemed necessary by the President and/or the Chapter Board.
3. **Officers** - shall consist of a President, Secretary and a Treasurer, and any other such Vice-President(s) or officers as may be required by North Carolina law or deemed appropriate from time to time by the Board. 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.
4. **Board of Directors** - shall consist of the current Officers, the immediate Past President and any other at-large directors as may be determined from time to time by the Board.
5. **Core Leadership Areas** – the Officers and at-large Board members shall be assigned programmatic responsibilities that correspond as closely as possible to current SHRM Core Leadership Areas (CLAs). The responsibility includes initiatives in the particular CLA as determined by the President and the Board, including the authority to appoint committees to plan and implement the activities associated with the CLA.
6. **Meetings** – the Board of Directors shall meet not less than quarterly in person or via audio or videoconference means. Any Professional Member in good standing may request the President to place on the agenda of the next regular Board meeting any action for consideration by the Board of Directors.
7. **Quorum** - a simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board present at any meeting at which there is a

quorum, either in person or by conference call, shall be the act of the governing body, except to the extent that applicable state law requires a greater number. In addition, the Board may act by unanimous written consent action of all voting members, or by other electronic means, including **electronic** mail that permits the intent of individual board members to be recorded and verified.

8. **Term of Office** - the Officers together with all at-large members of the Board of Directors will serve for a period of one (1) or two (2) years, from January through December of the calendar year, depending upon the office to which they are elected.
9. **Term Limitations**
 - Officers and at-large voting members of the Board of Directors are eligible to be elected to successive terms of office up to a maximum of five (5) consecutive years. At the end of any five (5) year period of continuous service, the officer or at large member must rotate off the Board for at least eighteen (18) consecutive calendar months before being eligible for re-election to subsequent term(s).
 - Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position, unless this restriction would cause a vacancy in an officer position specifically required by North Carolina law.
 - Notwithstanding the above, the immediate Past President may be exempt from this term limitation if his or her term as the Past President would cause the incumbent to exceed five (5) continuous years of service on the Board of Directors.
 - Nothing in this provision shall prohibit any Board member from serving in an ad hoc capacity on any committee without right of vote during this term limitation time period.
10. **Vacancies** - in any Board position shall be filled by a majority vote of the remaining members of the Board. The person so elected shall serve only for the balance of the term to which (s)he shall be elected.

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 immediate Past President shall immediately assume the office of President, to serve for the balance of the term to which the President had been elected.

In the event that there is no immediate Past President to assume the office of President, or if the immediate Past President is unwilling or unable to assume the office of President, then the remaining members of the Board of Directors shall convene as a committee of the whole and elect by majority vote from amongst the remaining members of the Board a person to serve as President for the balance of the term being filled, provided that no person may hold the office of President and Secretary at the same time, in accordance with Article VI.A.3 of these bylaws.

11. **SHRM Membership Requirements** - in accordance with SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term. At its discretion, the Board may approve payment of the President's annual SHRM dues, based upon the Chapter's current financial position. To the extent possible, all officers and members of the LKNHR Board shall maintain active membership in SHRM and shall be encouraged to hold current certification(s) as may be appropriate from SHRM or the HR Certification Institute (HRCI).

B. Nomination and Election:

1. **Initial Organizing Board** - The initial organizing Board of Directors and Officers shall be appointed by majority vote of the NCSHRM State Council Executive Committee and shall serve until such time as their successors are duly elected in accordance with these bylaws.
2. **Nominating Committee** - Thereafter, annually, the President shall appoint a Nominating Committee composed of three (3) active Professional members, at least one of whom must be the Past President. The Past President of LKNHR will be designated as the Chairperson of the Nominating Committee, unless (s)he is unwilling or unable to perform that duty, in which case the Past President next in historical recency shall assume the role of Chairperson. If no Past President is available to serve as Chairperson, then the President shall appoint a Chairperson from the active Professional membership to fulfill this role.
3. **Report to the Membership** - The Nominating Committee will make its recommendation for slate of directors and offices at the Annual Business Meeting, at which time the election of the officers and at-large members of the Board of Directors shall take place. Only active Professional Members in good standing will be eligible to vote. Active Professional Members unable to vote in person may request to vote by absentee ballot, provided that the request for absentee ballot is submitted in writing or via electronic mail to the Secretary and that the completed ballot is submitted to the Secretary prior to the Annual Business Meeting. The Secretary may also accept other means of absentee electronic voting that permits the intent of the individual Professional Member to be recorded and verified.
4. **Election** - Officers and at-large members of the Board of Directors shall be elected by a simple majority of the members who vote. The Secretary shall record the results of the election in the minutes of the Annual Business Meeting.

C. Removal of Officer or Board Member

Any Officer or Board member may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at any duly constituted meeting of the Board.

ARTICLE VII. COMMITTEES AND OTHER ADVISORY BODIES

- A. **Committees** - the establishment of both standing and ad-hoc committees shall be the right of the Board of Directors. The President is authorized to appoint other special committees as needed for any purpose.
- B. **Committee Authorization** - Committees in addition to the Nominating Committee as noted in VI.B above shall be established by resolution of the Board of Directors
- C. **Committee Chairpersons** - appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.
- D. **LKNHR Advisory Council** - the purpose of the LKNHR Advisory Council is to provide assistance and guidance to the officers, board of directors and Chapter members of LKNHR. Membership of the LKNHR Advisory Council shall consist of all Past Presidents of LKNHR, the current NCSHRM District Director and/or

other members of the NCSHRM State Council, who have an interest in serving in this capacity and supporting the ongoing work of LKNHR. The Past President of LKNHR will be designated as the Chairperson of the LKNHR Advisory Council, unless (s)he is unwilling or unable to perform that duty, in which case the Past President next in historical recency shall assume the role of Chairperson. The current President of LKNHR or his/her designee may serve as an ex-officio member of the LKNHR Advisory Council.

- E. **Executive Committee** – an Executive Committee shall be composed of the Officers and the Chairperson of the LKNHR Advisory Council. The powers of the Executive Committee shall be to act on behalf of the Board of Directors to conduct the business affairs of the Chapter between regularly scheduled meetings of the Board 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 the Board of Directors 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 Board of Directors.

ARTICLE IX. AFFILIATED SATELLITES AND SPECIAL INTEREST GROUPS

The Board may from time to time establish or manage other satellite or Special Interest HR professional group(s) as deemed appropriate to the mission of LKNHR, and will support the activities of same in the form of administrative, financial and programming support, based upon the Chapter's current financial position.

ARTICLE X. AMENDMENTS TO BYLAWS

- A. The initial form and content of these bylaws have been ratified by the Executive Committee of the NCSHRM State Council and shall be deemed as the initial bylaws of LKNHR.
- B. Thereafter, bylaws and associated amendment(s) shall be ratified by the Chapter membership as noted below.

Whenever appropriate, but not less than every five years, the President shall appoint a committee, comprised of at least three (3) active Professional members, at least one of whom must be a current officer, to review the bylaws. The designated officer will serve as the chairperson of the committee. Any proposed amendments to the bylaws must first be submitted to SHRM for review and approval, prior to submitting to the LKNHR membership for vote at the Annual Business Meeting. A copy of any proposed amendment(s) shall be made available to all Professional Members at least ten (10) calendar days prior to any regularly scheduled meeting date. Any change(s) require approval by a majority of those who vote. 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 XI. STATEMENT OF ETHICS

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

The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member at Chapter meetings without the approval from the Board of Directors.

ARTICLE XII. DISSOLUTION OF CHAPTER

In the event of the organization's dissolution, any remaining funds in the treasury or any other assets owned by LKNHR after all known expenses and financial obligations have been satisfied, will be distributed to any eligible organization(s) as agreed upon by the Board of Directors at the time of the dissolution in accordance with applicable laws and regulations as permitted under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIII. 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. This includes but is not limited to maintaining the minimum required SHRM membership number and composition on its active roster (currently at least 25 SHRM members and 51% of total chapter members maintaining SHRM membership, as to be determined from time to time 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 re-confer Chapter status upon such body.

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 LakeNormanHR, Inc. and by ratification revises and replaces all former declarations of same.

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

Larry Valenti, SHRM-SCP, SPHR, GPHR – Sole Incorporator

Date: _____

Beatrice Runyan, SHRM-CP, PHR – NCSHRM State Council Director

Date: _____

Accepted on behalf of LakeNormanHR, Inc. by:

Beth Burlison – President, LakeNormanHR

Date: _____

Dorothy Sullivan – Secretary, LakeNormanHR

Date: _____

Approved by SHRM:

_____ (Signature)

_____ (Title)

Date: _____