



**Human Resource Management
Association of Greensboro**

BY-LAWS

AFFILIATE OF



SOCIETY FOR HUMAN
RESOURCE MANAGEMENT

Last Revision Date: 6/6/2013

ARTICLE I

Identification

1.1 Name: The name of this association shall be the Human Resource Management Association of Greensboro (herein referred to as "association"). To avoid potential confusion, the association will refer to itself as HRMAG.

1.2 Affiliation: The Human Resource Management Association of Greensboro shall be affiliated with the National Society for Human Resource Management (otherwise known as "SHRM"). HRMAG's SHRM Affiliation number is 0120.

1.3 Relationships: The Human Resource Management Association of Greensboro is not organized for profit or to engage in any activity normally carried on for profit and will operate within the meaning of Section 501 © (6) of the Internal Revenue Code. This association is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of the Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2

PURPOSE

The Human Resource Management Association of Greensboro seeks to promote the professionalism of the Human Resource Management field by offering members a wide variety of professional development opportunities and a common forum in which to share ideas and experiences.

The purposes of this Chapter, as a non-profit organization, are:

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. to provide a focus for legislative attention to state and national human resource management issues;
- vi. to provide valuable information gathering and dissemination channels;
- vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- viii. to serve as an important vehicle for introducing human resource management professionals to SHRM; ix. to serve as a source of new members for SHRM; and
- x. to serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to establish, monitor and update standards for the profession.

All association policies, practices, activities and actions shall be free from discrimination on the basis of race, color, religion, gender, age, national origin, disability or veteran status.

ARTICLE 3

FISCAL YEAR

The fiscal year of the Association shall be January 1 through December 31. Prior to the fiscal year, the President-Elect shall call for a financial audit acceptable to the Board.

ARTICLE 4

MEMBERSHIP

4.1 Qualifications for Membership. 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.

4.2 Requirement for Membership. Effective January 1, 2014 active SHRM Membership is a requirement for HRMAG membership qualification and continuation of membership.

4.3: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

4.4: Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

4.5 Membership Classifications: The Board of Directors, through the Membership Chairperson shall have the authority to determine each member's classification according to the guidelines set forth in the following sections:

(a) **Professional Membership** – Persons in professional employment and primary career interest are in Human Resources. Faculty members or program administrators with responsibilities related to HR. Full time consultants, HR service providers or labor attorney's with three (3) years experience in the HR field. Recent college graduates pursuing a position in HR and HR professionals actively seeking employment will be granted membership for one year or until employment is found. Professionals who show bona fide interest in the HR field and show commitment to strengthening the chapter.

(b) **Honorary Membership** – An individual who has retired from the profession and has made outstanding contributions in the field of Human Resource Management and has been with an SHRM affiliated chapter for at least ten (10) years will be eligible for selection to this category. Potential Honorary Members will be brought before the Board for approval by the Membership Chairperson. The HRMAG Board waives payment of dues for Honorary Members and Honorary Members have no voting privileges. This designation is a lifetime designation.

4.6 Application for Membership

(a) Application for membership shall be made by completing a written or online application.

(b) The Membership Chairperson will review the application and determine if he/she meets the requirements for membership and at which level and will seek guidance from the board if needed. The Membership Chairperson shall notify the applicant of rejection or approval.

4.7 Guests - Guests may attend regular meetings when accompanied by a member. The cost for guests shall be determined by the Board of Directors and billed to the host member.

4.8 Voting - Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors or President.

4.9 Dues

The annual dues for membership shall be determined by the Board of Directors prior to November 20th of each year. Dues are payable on or before each member's anniversary date.

(a) **New Members** - New members who join HRMAG after the start of the financial year will have the same annual dues but will be on a renewal date basis for payment. Dues will therefore become due upon their anniversary date each year for the upcoming year. Dues for new members will be payable within sixty days from the date billed.

(b) **Succeeding Members** - Membership status is for the individual approved for membership and not employer specific. Membership cannot be transferred to a coworker or other individual. Therefore, Membership Dues payments transfer with the individual should he/she change jobs, become unemployed, or go on a sabbatical.

(c) **Honorary Members** - Honorary Members are exempt from the payment of dues.

4.10 Termination of Membership

An individual's membership in the Association may be terminated for good cause by a two-thirds vote of the Board of Directors. Any member who fails to pay his/her dues (or any other financial obligation) within sixty days of expiration of his/her present membership may be dropped from the membership of the Association by action of the Board of Directors.

Members may not engage in solicitation of business during any HRMAG function, nor may they utilize the membership roster for business solicitation. If a member is found soliciting, or forwarding membership roster information to non-members, the Board of Directors will review the issue and determine the appropriate course of action, which could include termination of membership.

Any member may petition the Board of Directors for revocation of any other member's Association membership for violation of these By-laws.

ARTICLE 5

MEMBER MEETINGS

5.1 Regular Meetings. Regular meetings shall be held at such times and places designated by the Board of Directors.

5.2 Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in September or at such other time as determined by the Board of Directors.

5.3 Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

5.4 Notice of Meetings. A written notice of all meetings shall be sent to all members at least fourteen days (14) prior to the meeting.

5.5 Quorum. The majority of eligible members present at any regular or special Association meeting shall constitute a quorum for votes taken by acclamation. Such meetings shall be announced at least fourteen days in advance. The total number of written ballots received from the eligible members shall constitute the quorum for written votes.

5.6 Board Meetings. The President shall call and conduct regular meetings of the Board of Directors.

5.7 Attendance of Board Members. To remain an active Board member, all members of the Board shall attend no less than six (6) Board meetings and six (6) Chapter meetings per year. Exceptions may be granted by a majority vote of the President, first Vice President, second Vice President, or their designees in circumstances as they deem fit.

ARTICLE 6

Elections and Balloting

6.1 Election of Officers. Election of officers shall be conducted in accordance with the following procedures:

- (a) **Nominating Committee.** The Nominating Committee shall be appointed by the President. It shall consist of no less than a designated chairperson and three (3) other members. The Committee shall convene no earlier than August.

- (b) The Committee will select one nominee for each office and present a written list of the candidate's names to the membership no later than fourteen days (14) prior to the regular November Association meeting but not prior to the September meeting.
- (c) Nominees will be presented to the members no later than the November meeting but no before the September meeting for voting. The newly elected Officers shall be installed at the December meeting. Newly elected officers will assume their office on January 1st.
- (d) The President shall approve the appointment of Committee Chairpersons.

ARTICLE 7

BOARD OF DIRECTORS

7.1 Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

7.2 Officers. The direction of the Association's affairs shall be managed and controlled by a Board composed of the President, First Vice President, Second Vice President, Treasurer, Secretary, four Directors at Large (Directors at Large serve two year terms, two elected each year) and the Immediate Past President. Each member of the Board has equal voting privileges.

7.3 Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall all include Core Leadership Area Directors. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

7.4 Qualifications. All candidates for the Board of Directors must be Association Regular members in good standing at the time of nomination and appointment.

7.5 Election/Term of Office. All elected officers shall be chosen as provided in these By-laws. The First Vice President shall be the President Elect automatically succeeding to the Presidency and the Second Vice President shall automatically succeed to the first Vice Presidency. The Secretary and the Treasurer may succeed themselves only once.

7.6 Vacancies. A vacancy in the Board shall be filled by appointment of the President subject to the concurrence of the Board. A vacancy in the office of Immediate Past President shall not be filled and the duties of that office shall revert to the President. A vacancy in the Office of President shall be filled by the First Vice President.

7.7 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 of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

7.8 Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these By-laws or other governing instruments of the Chapter. A Professional member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

7.9 Removal of Director and Officer. Any Director or officer may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting.

ARTICLE 8

DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the President and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board. As elected representatives of the membership, Board Officers assume a special trust in ensuring that the Association is managed in a responsible, efficient and responsive manner. In addition to the specific duties listed below, all officers are individually and collectively responsible for the reasonable and prudent management and safekeeping of Association funds through compliance with Association's financial control systems. Board Members are responsible for providing support and direction to those Committee Chairpersons and Committee Members in their area of responsibility. All actions should be taken with the best interests of the membership in mind.

8.1 President. The President is responsible for providing leadership and direction to the Association, directing and supporting the efforts of fellow Board Members, presiding over the Association meetings, scheduling and managing Board meetings, serving as liaison to SHRM National and the general public, ensuring that the Association By-laws are followed and facilitating the development of future Association leaders. In addition, the President has final responsibility for the reasonable and prudent management of the Association's finances.

This Officer approves the appointment of standing Committee Chairpersons except for those specifically identified in these By-laws. The President must be a member in good standing with SHRM throughout the duration of his/her term of office.

8.2 First Vice President (President Elect). The First Vice President shall have the responsibility of the monthly program and will ensure that the Association's programs are secured, arranged and properly administered in addition to other duties assigned by the President. The First Vice President shall perform all duties ordinarily performed by the President when it is necessary for any reason for the President to be out of the chair. The First Vice President shall be the President Elect.

8.3 Second Vice President. The Second Vice President shall assist the President and the First Vice President in the direction of the Association's affairs. The Second Vice President shall be responsible for making physical meeting arrangements, ensuring that social sponsors are secure, and providing liaison with all parties to ensure that meetings function smoothly, in addition to other duties assigned by the President. The Second Vice President shall automatically succeed to the office of First Vice President.

8.4 Treasurer. The Treasurer shall prepare and mail statements of dues, receive dues and accounts, deposit all receipts and pay all bills authorized by the Board. The Treasurer must receive and present to the Board of Directors for approval any requests for the extension of dues. The Treasurer shall also issue a monthly financial report to the Board of Directors. In the absence of the Secretary, the Treasurer shall perform the Secretary's duties listed in 7.5.

8.5 Secretary. The Secretary shall keep the minutes of regular meetings and the Board meeting, carry on the organization's correspondence, maintain the membership roster, see that members are notified of the meetings and make reservations at the place of the meeting. In absence of the Treasurer, the Secretary shall perform the Treasurer's duties as listed in 7.6 including signing of the Association checks.

8.6 Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year.

8.7: Past President. The Past President serves as an advisor to the President, and fulfills such duties as requested by the President and/or Board of Directors. The chapter requires the Past President to be a current member in good standing of SHRM during his/her entire term of office.

ARTICLE 9

COMMITTEES

9.1 Committees. The President shall approve the appointment of Committee Chairpersons unless otherwise specified in these By-laws, Committee Chairpersons shall submit such reports as may be requested by the Board of Directors.

9.2 Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the President and/or Board of Directors.

9.3 Committee Chairpersons. Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

9.4 Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

9.5 Membership Committee. The Membership Committee will report to the Board of Directors and be responsible for recruiting and recommending to the Board of Directors prospective members meeting eligibility requirements. When approved the Membership Chairperson will liaise with the Treasurer and the Secretary to make sure dues and membership roster are updated.

9.6 Nominating Committee. The Nominating Committee shall be appointed by the President. It shall consist of no less than a designated chairperson and three (3) other members. The Committee shall convene in September of each year. It shall be the responsibility of this Committee to nominate members of the Association for any vacancy on the Board of Directors. The names of the nominees will be emailed to the members of the Association with the notice of the November meeting for voting. The newly elected Directors shall take office on January 1.

9.7 Student Chapter Committee. The Student Chapter Committee shall establish liaison with local colleges and promote the establishment of student chapters who will become affiliated with SHRM. The Committee shall act as advisor, attending student chapter meetings and as a liaison to HRMAG members at meetings.

9.8 Legislative Liaison Committee. The Legislative Liaison Committee shall establish contact with local, county and state governmental units to make them aware of HRMAG activities. The Legislative Committee shall provide Association Members with information on current legislative and regulatory issues that affect the Human Resource Management field. This Committee also conducts lobbying activities as authorized by the Board.

9.9 Publicity Relations Committee. The Public Relations Committee is responsible for developing media contacts to publicize Association events and promote the Human Resource profession.

9.10 Education Committee. The Education Committee coordinates the Association's activities in support of the Business\Education Partnership program and other educational programs.

9.11 Newsletter Committee. The Newsletter Committee shall prepare a newsletter and other publicity information.

9.12 Professional Development Committee. The Professional Development Committee shall establish seminars, workshops, etc. to encourage the continued development and improvement of the human resource profession within the Association.

9.13 Other Committees. Other Committees may be appointed by the President, subject to Board approval.

ARTICLE 10

ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors or any business deemed necessary and when permissible by law, provided the chapter has had at least one in-person meeting that year.

ARTICLE 11

STATEMENT OF ETHICS AND CODE OR PROFESSIONAL RESPONSIBILITY

The Chapter adopts 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.

HRMAG Members agree to abide by the following Code of Professional Responsibility.

As a Member of the Human Resource Management Association of Greensboro (HRMAG), I pledge to:

- Endeavor to make my employer successful through the support and encouragement of effective Human Resource Practices.
- Maintain the highest standards of professional and personal conduct.
- Strive for professional growth in the field of Human Resource Management.
- Support the Association's goals and objectives for developing the Human Resource Management profession.
- To pursue work force diversity, and the fair and equitable treatment of all employees.

- Instill in employees and the public a sense of confidence in the conduct and intentions of my employer.
- Refrain from using my Association membership or volunteer position to solicit business or secure special privilege for myself or my employer.
- Maintain the confidentiality of privileged information.
- Provide objective, informed human resource counsel to my employer.
- Improve public understanding of the role of Human Resource Management.

The Code of Professional Responsibility for members of the Human Resource Association of Greensboro has been adopted to promote and maintain the highest standards of personal and professional conduct among its members. Adherence to this Code is required for membership in the Association and serves to assure public confidence in the integrity and service of Human Resource professionals.

ARTICLE 12

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 By-laws of the Chapter.

ARTICLE 13

AMENDMENT OF BY LAWS

The by-laws may be amended by a majority vote of the Board of Directors 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 SHRM and not in conflict with SHRM by-laws. 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 14

CHAPTER DISSOLUTION

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

ARTICLE 15

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 re-confer Chapter status upon such body.

ARTICLE 16

TERMS USED

As used in these By-laws, 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 These revised bylaws are not effective until approved and signed by SHRM CEO or designee*

Ratified by the Membership of Chapter and signed by:

Chapter President Melissa Mills Date 6/12/13

Approved by:

SHRM President/CEO or President/CEO Designee Lauren M. D'Arco Date 6/6/13

BY-LAWS HISTORY

The Human Resource Association Management of Greensboro was organized on September 10, 1946, (formally known as PAGA).

History of Revisions of By-Laws:

First Revision	6/2/49	Eleventh Revision	
Second Revision	9/6/51	Twelfth Revision	12/00
Third Revision	5/1/53	Thirteenth Revision	11/03/2005
Fourth Revision	3/7/57		<i>*HRMAG Board Approval - 10/28/2005</i>
Fifth Revision	1/7/65		<i>* SHRM Approval - 11/03/2005</i>
Sixth Revision	12/17/69	Fourteenth Revision	May 8, 2006
Seventh Revision	1/8/81	Fifteenth Revision	September 2007
Eighth Revision	4/3/86	Sixteenth Revision	December 12, 2007
Ninth Revision	3/3/88	Seventeenth Revision	XXXXXX, 2013
Tenth Revision	6/1/92		