

Raleigh-Wake Human Resource Management Association Chapter Bylaws

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Raleigh-Wake Human Resource Management Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Raleigh-Wake or RWHRMA (Chapter name) and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

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 of a State Council and SHRM shall not 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.

ARTICLE 2 PURPOSE

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, NC State Council 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 and continued members for SHRM;
- x. to serve as part of the two-way channel of communications between SHRM and the individual members; and
- xi. to provide outreach to the general and business community.

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:

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

ARTICLE 3 FISCAL YEAR

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

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, 4.5 and 4.6 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. To achieve the mission of the Chapter there shall be no discrimination in membership because of race, religion, sex, age, national origin, disability, veteran's status, sexual orientation or any other legally protected class.

Section 4.2: Types of Membership.

Individual Membership – Professional, General, Associate, Student, and Honorary

Section 4.3: Non-transferability of Membership.

Individual Membership – Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated. Membership in the Chapter is neither transferable nor assignable.

Section 4.4: Membership Categories.

Professional Members. Professional membership is an individual membership and shall be limited to those individuals who are engaged as one or more of the following: (a) the profession of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (c) 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; (d) full-time consultants with at least three years' experience practicing in the field of human resource management; and/or (e) full-time

attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the Chapter. Professional members must be members in good standing of SHRM.

General Members. General membership is an individual membership for individuals engaged in the profession of human resource management in an exempt position but do not meet the requirements of Professional Membership. General members may vote but not hold an elected office on the board of directors. General members must be members in good standing of SHRM.

Associate Members. Associate membership is an individual membership for those 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. This category includes business owner/operators who are responsible for the HR function within a business. Associate members may not vote nor hold office in the Chapter. Associate members must be members in good standing of SHRM.

Student Members. Student membership is for individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours (c) enrolled in a four-year or graduate institution and/or consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote nor hold office in the Chapter. Student members must be members in good standing of SHRM.

Honorary Membership. Honorary membership is available to any person who either retires while an active professional RWHRMA member or serves as President of RWHRMA. Any active Professional Member who has served as RWHRMA Chapter President may apply for the Honorary Membership effective 2009 membership year. Honorary members will have voting privileges and will not pay Chapter Membership Dues. Honorary members must be members in good standing of SHRM.

Section 4.5: Invitation to Membership. Invitation to membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership or their designee and approved according to established criteria. New members shall be

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afforded full membership rights from the date of application approval by the Vice President of Membership or their designee.

Section 4.6: Voting. Each Professional, General, Past President and Honorary member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors or via an electronic balloting process.

Section 4.7: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the notification of renewal notices.

Section 4.8: Termination of Membership. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held monthly or as otherwise determined by the Board of Directors.

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

Section 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.

Section 5.4: Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast represented in person or by facsimile shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or by facsimile, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number. Electronic votes may be conducted where all voting members are sent an electronic ballot link via recorded email address.

ARTICLE 6 BOARD OF DIRECTORS

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Section 6.1: 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. The Board Operations Manual is a guide that outlines the governance structures for the Chapter’s Board of Directors. It is a means for which operational policies are collected and list the basic responsibilities of the Board as a collective entity and those individual Board members.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Vice President of Programs, Vice President of Membership, Treasurer, and Secretary.

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 include the Immediate Past President, Vice President of Communications, Vice President of Community, and two At-Large members as appointed by the President. These shall constitute the governing body of the Chapter.

Section 6.4: Qualifications. All candidates for the Officer positions must be Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of 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. Appointed Directors and At-Large Board members must be either Professional or General members of the Chapter in good standing at the time of nomination or appointment and for their full term of office. The Chapter also requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5: Election – Term of Office. Officers shall be elected by the members at (or afterwards, if using electronic balloting) the October monthly meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Appointed Director or At-Large Board member shall assume office on January 1 following his/her election/appointment and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position, except when voted on by the Board of Directors.

Section 6.6: Vacancies. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors. In the event that the President, his/her designee or another member of the Executive Committee are not able to fulfill the responsibilities of their position, a quorum of the Board of Directors shall identify a successor.

Section 6.7: 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

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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.

Section 6.8: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws 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.

Section 6.9: Removal of Director and Officer. Any Officer or Director 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. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

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 Secretary and distributed to the Chapter Board. The position descriptions are not inclusive of all duties and responsibilities and are subject to change as deemed necessary by the President and/or the Chapter Board.

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM during his/her entire term of office.

Section 7.2: The President-Elect. The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. The President-Elect is encouraged to attend the annual SHRM Leadership Conference. The Chapter requires the President-Elect to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.3: The Vice President of Programs. He/she shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all Chapter meetings of the members, and any workshops and/or seminars sponsored by the Chapter 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 program year. He/she shall have such other powers and perform such other duties as the President may determine. The Chapter requires the Vice President of Programs to be a current member in good standing of SHRM during his/her entire term of office.

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Section 7.4: The Vice President of Membership. He/she shall serve as Chair of the Membership committee. This responsibility includes the direction and coordination of all membership recruitment and retention, as well as all membership benefits and services of the Chapter. He/she shall have authority to appoint sub-committees to plan and implement the activities associated with chapter membership. He/she shall have such other powers and perform such other duties as the President may determine. The Chapter requires the Vice President of Membership to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.5: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter including all required filings. He/she is responsible for managing all financial transactions of the organization, including expense and income budgeting, auditing, preparation of monthly reports, and the day-to-day maintenance of the chapter's checking/savings accounts and investments. He/she provides timely monthly reports on the financial status of the organization and is responsible for scheduling an independent audit of Chapter financial records. He/she shall also perform such other duties as the President may determine. The Chapter requires the Treasurer to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.6: The Secretary. The Secretary shall be responsible for recording and distributing the minutes of all meetings of the Chapter, for making all members aware of such meetings, be responsible for creating and maintaining the Chapter calendar, maintaining and distributing the current Board Operations Manual and maintaining and distributing a roster of all Board members and their contact information. The Chapter requires the Secretary to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.7: Vice President of Communications. The Vice President of Communications shall be responsible for collecting and disseminating Chapter information through various channels. This may include information from SHRM and NC State Council. He/she shall perform liaison duties as the President may determine. The responsibility includes awareness sessions and initiatives related to communications. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the communication function. The Chapter requires that the Vice President of Communications be a current member in good standing of SHRM during his/her entire term of office.

Section 7.8: Vice President of Community. The Vice President of Community shall be responsible for managing the community service function of the Chapter. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the community function for the year. The Chapter requires that the Vice President of Community be a current member in good standing of SHRM during his/her entire term of office.

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Section 7.9: Immediate Past President. The Immediate 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 Immediate Past President to be a current member in good standing of SHRM during his/her entire term of office.

Section 7.10: Board Members At-Large. Board Members At-Large represent the membership by serving as advisors to the Board and are responsible for managing any relevant initiative(s) as needed by the Chapter. He/she shall have such power to perform such duties as the President may determine. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the function or committee for the year. The Chapter requires each Board Member At-Large to be a current member in good standing of SHRM during his/her entire term of office.

ARTICLE 8 COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 8.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. Appointment of Directors to act as Chairpersons to committees is the sole responsibility of the President. The Director 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.

Section 8.4: Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

ARTICLE 9 ELECTRONIC VOTING

Mail or electronic ballots via email or facsimile can be used for the election of Officers or voting on Chapter business provided the Chapter has had at least one in-person meeting that year.

ARTICLE 10 AWARDS

The Chapter may choose to award members for their service to the Chapter, profession, community or for any other category that is in direct support of the Chapter's mission.

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ARTICLE 11 STATEMENT OF ETHICS

The Chapter adopts the SHRM 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 12 PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

ARTICLE 13 AMENDMENT OF 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 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 organization(s) 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.

ARTICLE 16
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* 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 _____

Date: _____

SHRM President/CEO or President/CEO Designee:

Lisa O'Brien

