

# BYLAWS OF CHAPTER #0522 FAYETTEVILLE AREA SOCIETY FOR HUMAN RESOURCE MANAGEMENT

## ARTICLE 1 - NAME AND AFFILIATION

### *Section 1.1: Name*

The name of the Chapter is Fayetteville Area Society for Human Resource Management (hereafter referred to as "the Chapter"). To avoid potential confusion, the Chapter will refer to itself as FASHRM 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:

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

- 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; and
- 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 Section 4.3, 4.4, 4.5 and 4.6 of this Article. 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.

#### *Section 4.2: Non-Transferability of Membership*

Membership in the Chapter is neither transferable nor assignable.

#### *Section 4.3: Terms and Classes*

Persons possessing the necessary membership qualifications may, upon approval, be admitted to or, if applicable, allow to retain membership in the Chapter in one of the following:

- a. Regular Membership: Persons who are actually engaged in the field of Human Resource Management or are a member in good standing with SHRM and are employed by their respective employers in a managerial, supervisory, or professional human resource capacity; persons who serve in a general management capacity and have ultimate responsibility for the Human Resource Function for their respective employers; or persons who are employed as faculty members or program administrators with responsibilities relative to human resource management for an accredited technical school, college or university. The rights and privileges of Regular Members include the right to vote and hold office in the Chapter with the limitation that nominees for elected offices must have been Regular Members in good standing for one or more years.
- b. Associate/Student Membership; Associate/Student Membership is available to individuals who have a professional interest in joining the Chapter but do not meet the requirements for Regular Membership; persons who have shown a commitment to the field of Human Resource by way of educational background or previous employment and who currently may be in transition, attending college or seeking employment in the Human Resources Field; or persons who practice Human Resources Management as management consultants, labor attorneys, or human resource management contract individuals. Associate/Student Membership category cannot exceed 25% of total membership, does not have voting privileges and may not hold an elected office in the Chapter, they may be appointed as a Committee Chair. The Secretary and Treasurer should monitor and advise the Board of Directors when the 25% has been reached.
- c. Honorary Members: Honorary Membership is available to any person who retires while an active member, Honorary Members will not have voting privileges and will not pay local dues, but will pay for any required charges for meetings attended.
- d. Charter Members: Members in good standing with FASHRM at the time of its original chartering by SHRM shall be considered a "charter member" and will be designated in the records as such.

- e. Membership is open to managerial representatives of placement or employment agencies as described in Section 4.3a or 4.3b when the role for their employer includes the ultimate responsibility for the human resources function within their organization.
- f. Membership is open to all branches of the active duty military as described in Section 4.3a or 4.3b.

*Section 4.4: Member Solicitation*

Using membership in the Chapter as a means to solicit business is strictly prohibited. Failure to honor this policy will warrant a review of solicitation activity by the Board where termination of membership may result.

*Section 4.5: Application for Membership*

Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors for approval. If the Board is not available then the President of the Chapter may approve applications for membership. New members shall be afforded full membership rights from the date of application approval.

*Section 4.6: Voting*

Each "Regular" Professional 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.

*Section 4.7: Dues*

Annual membership dues shall be established for the next year by the Board prior to the mailing of renewal notices.

- a. dues are payable upon approval of membership or can be attached with the application for membership when submitted;
- b. renewal notices shall be sent each November;
- c. dues paid with membership applications that are received in September through December will apply to the next calendar year; and
- d. Chapter membership shall lapse if dues are in arrears three months from receipt of dues invoicing (reinstatement may be effected upon payment of dues).

*Section 4.8: SHRM Membership Requirement*

SHRM requires that the Chapter maintain 30% of their membership as SHRM members.

**ARTICLE 5 - MEMBER MEETINGS**

*Section 5.1: Regular Meetings*

Regular meetings of the members shall be held on the third Tuesday of each month or as otherwise determined by the Board. This is subject to change as determined by the Board of Directors.

*Section 5.2: Annual Meetings*

The annual meeting of the members for electing Officers and conducting other appropriate business shall be held in November 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 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, electronically via e-mail or by conference call, 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, electronically via e-mail or by conference call, 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.

**ARTICLE 6 - BOARD OF DIRECTORS**

*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.

*Section 6.2: Officers*

The following shall be members of the Board and shall be Officers of the Chapter: President, Vice President, 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 shall also include Core Leadership Area Directors (SHRM and/or State Council), Directors of the Chapter Committee's and the Past President. 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.

*Section 6.4: Qualifications*

All candidates for the Board 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. The Chapter also encourages, but does not require, each Board member to 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 and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board at the beginning of each election year.

- a. each elected Officer and Directors shall assume office on January 1st following his/her election;

- b. each elected Officer and Director shall hold office for two (2) years or until his/her successor is elected and takes office; and
- c. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

*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.

*Section 6.7: Quorum*

A simple majority of the total Board 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, electronically via e-mail 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.

*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 meeting any action for consideration by the Board.

*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 at a duly constituted Board 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 – Here is your version and SHRM's version of the positions:**

The responsibilities of each member of the Board shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Chapter Board. The position descriptions 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 and FASHRM throughout the duration of his/her term of office.

*Section 7.2: The Vice-President*

The Vice President shall perform all duties normally performed by the President in his/her absence, He/she shall have such powers and perform duties as the President or the Board determine. Primary responsibility will be to ensure all four committee Chairpersons are developing, implementing and providing information to the Chapter members. FASHRM requires the Vice President to be a current member in good standing with FASHRM.

*Section 7.3: The Secretary*

The Secretary shall keep the minutes, conduct the chapter's correspondence and notify all members of all meetings (unless the President elects to perform this function). FASHRM requires the Secretary to be a

current member in good standing with FASHRM.

*Section 7.4: The Treasurer*

The Treasurer shall collect all dues, pay all bills, render financial statements as needed or requested and develop Annual Budget at the beginning of the year. FASHRM requires the Treasurer to be a current member in good standing with FASHRM.

*Section 7.5: The Core Leadership Area 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. The Core Leadership Areas are the following: HRCI Certification, Governmental Affairs, Workforce Readiness, SHRM Foundation, College Relations, Diversity and Membership.

*Section 7.6: The Past President*

The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board.

**ARTICLE 8 - COMMITTEES**

*Section 8.1: Committees*

The establishment of both standing and ad-hoc committees shall be the right of the Board of the Chapter,

*Section 8.2: Committee Organization*

Committees in addition to the Nominating Committee are established by resolution of the Board.

*Section 8.3: Committee Directors*

Appointment of Directors to committees is the sole responsibility of the President. The President or his/her designated representative<sup>^</sup>) will seek interested members to participate in committee activities. Special committees or task forces may be organized by the President or his/her designated representative(s) to meet particular Chapter needs. Committee Directors shall attend scheduled Board meetings, present a report at all Chapter meetings and notify all members of information deemed necessary regarding their area of responsibility. FASHRM requires each Director to be a current member in good standing.

*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

*Section 8.5: FASHRM Committees*

The Directors shall be the Chairpersons of the following four (4) committees for the Chapter:

- a. Membership/Bylaws;
- b. Programs/News;
- c. Compensation/Benefits/Diversity/Ethics; and

d. Legislative/Education

*Section 8.6: Committee Director Meeting*

The Board shall make every effort to meet in-person at least once quarterly. All other meetings may be held in-person or electronically as Chapter business deems necessary.

**ARTICLE 9 - ELECTIONS**

Election of Officers shall be held at the monthly meeting in November of every other year.

- a. Board members are volunteers or appointed by the President.
- b. Nominations for Officers shall be placed before the Chapter by a Nominating Committee or by the President at the October meeting. Communication for nominations may be done at an in-person meeting or electronically as deemed necessary by the Board of Directors. Nominations may also be made from the floor. Permission shall be obtained from all nominees prior to their names being placed in nomination.
- c. The Nominating Committee shall be appointed by the Board or the President.
- d. No one may be nominated for an elected office or one of the committees of the Chapter unless he/she is a member in good standing.
- e. The Nominating Committee is required to furnish at least two names of Chapter members for each position of office. In the absence of two valid candidates for each position, one name will be accepted. The President, Vice President, Treasurer and Secretary shall be elected every two (2) years.
- f. In the case where no interested parties for Officer positions are able to be secured, communication to the Chapter membership may be done electronically or in-person for volunteers for these positions, If all options have not been successful the President shall have discretionary authority to appoint nominees. The incumbent President may not appoint themselves as a nominee for the position of President

**ARTICLE 10 - ELECTRONIC VOTING**

Mail or electronic ballots can be used for the election of Officers and Directors provided the Chapter has had at least one in-person meeting that year.

**ARTICLE 11 – SCHOLARSHIPS**

It is in the best interest of the Chapter and our profession to continue the education of human resources locally and nationally. Below is our standardized process for yearly scholarships:

- a. SHRM Foundation: Contingent upon the Chapter's financial status, the Chapter will award the SHRM Foundation an amount yearly of \$100.00. This process may be reviewed periodically by the Chapter and is subject to change without amendment to the bylaws.
- b. Local Scholarship: Contingent upon the Chapter's financial status, the Chapter will award a scholarship yearly to a local institution having a program in human resource management or a program in business administration with a concentration in human resources. A vote will be

held yearly regarding the institution to receive and amount of the award. This process may be reviewed periodically by the Chapter and is subject to change without amendment to the bylaws.

#### **ARTICLE 12 - STATEMENT OF ETHICS**

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter 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 13 - PARLIMENTARY PROCEDURE**

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

#### **ARTICLE 14 - 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 15 - CHAPTER DISSOLUTION**

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be equally divided and contributed to Fayetteville State University, Fayetteville Technical Community College, Methodist College Scholarship Fund and to the SHRM Foundation.

#### **ARTICLE 16 - 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 17 - 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.

Ratified by the Membership of Chapter and signed by:

Chapter President *Audwin Lindsay*

Date *12 Feb 2011*

Approved by:

SHRM President/CEO or President/CEO Designee *[Signature]*

Date *12/10/10*