

THE ALAMANCE COUNTY HUMAN RESOURCES ASSOCIATION CONSTITUTION AND BY-LAWS

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is The Alamance County Human Resources Association (herein referred to as the "Chapter" or "ACHRA"). To avoid potential confusion, the Chapter will refer to itself as the Alamance County Human Resources Association 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. As a condition of SHRM affiliation a minimum of 30% of ACHRA members shall be SHRM members at all times.

ARTICLE 2 PURPOSE

(Revised 11/28/01, 9/09/03, 3/01/06, 4/11/06, 1/29/09, 5/1/2011)

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, supplemented by outside speakers;
- 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, religion, sex, age, creed, national origin, disability veteran's status, or any other legally protected class.

ARTICLE 3 **FISCAL YEAR** *(Revised 1/7/09)*

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

ARTICLE 4 **Membership** *(Revised 2/08/00, 9/09/03, 3/01/06, 1/29/09, 5/1/2011)*

Section 4.1: Qualifications of Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.3 and 4.4 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, creed, 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. Membership in the Chapter is held in the individual name, not an organization with which the member is affiliated.

Section 4.3: Professional Members. Professional membership shall be limited to those individuals who are: (a) practitioners of human resource management; (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 and/or HR service providers with at least three years experience practicing in the field of human resource management; (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession; (f) Recent, within one (1) year, college graduates pursuing a position in HR; (g) HR professionals' actively seeking employment who have been unemployed less than one (1) year; and/or (g) Professionals that show bona fide commitment to the HR Profession and are approved with a unanimous board approval. Professional members may vote and hold office in the chapter.

Section 4.4: Honorary Members. Members upon their retirement or promotion to a position that removes them from eligibility for membership, individuals who have made outstanding contributions in the field of human resources or personnel management, and/or served as an eligible officer during their tenure with the Association will be eligible for selection to Honorary Membership of the Association by the vote of

the Board of Directors. Honorary Members shall be entitled to full membership without payment of dues, but will not have the right to vote or hold office.

Section 4.5: Application for Membership. Applications for membership shall be made in writing or online on a form provided by the Association and submitted to the First Vice President who serves as Membership Chairperson. The First Vice President will present the applications for membership to the Board of Directors for approval. Following approval of new members, the President shall write a letter welcoming the new member and shall provide the member a new membership packet. Candidates who are not approved for membership will be notified by the President or President's designee.

Section 4.6: 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. Honorary Members are not eligible to vote. Votes shall be tallied by the Chapter's Secretary or an Ad Hoc Committee appointed by the Board of Directors.

Section 4.7: Guests.

- (a) Human Resources Professionals or someone meeting the guidelines for a Professional Membership to the organization shall be allowed to attend one meeting at no cost to the professional or his/her organization.
- (b) Guests may attend regular meetings when accompanied by a member. The cost for guests shall be determined by the Board of Directors.

Section 4.8: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of the renewal notices.

- (a) New Members who join during the year will be billed for dues on a pro-rated basis.
- (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 goes on a sabbatical.
- (c) Honorary Members – Honorary Members are exempt from payment of annual dues.

Section 4.9: Termination of Membership.

- (a) An individual's membership in the Association may be terminated for good cause by a two-thirds vote of the Board of Directors.
- (b) 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.
- (c) Members may not engage in solicitation of business during any ACHRA function, nor may they utilize the membership roster for business solicitation without the approval of the Board of Directors. If a member engages in solicitation practice the Board of Directors will investigate the severity of the violation. Membership can be suspended or terminated at the discretion of the Board of Directors.

ARTICLE 5 MEMBER MEETINGS (Revised 9/09/03)

Section 5.1: Regular Meetings. Meetings shall be held at least monthly unless otherwise agreed by the Board, or unless a different time is requested by the Second Vice President and the Program Committee to facilitate the presentation of a program. The President may, at his/her discretion, call special meetings.

Section 5.2: Attendance. While no specific attendance requirement is set forth herein, all members are strongly encouraged to attend meetings. The strength of the Association is in its members and only through regular participation shall the Association continue to serve its purpose.

Section 5.3: Quorum: A quorum shall consist of fifty percent of the total membership plus one. No business requiring voting shall be transacted without a quorum.

ARTICLE 6 BOARD OF DIRECTORS (Revised: 5/1/2011)

Section 6.1: Power and Duties. There shall be a Board of Directors (herein referred to also as the "Board") which shall consist of nine (9) officers. Any vacancies shall be filled by appointment of the President. The Board shall meet as necessary and at a time and place designated by the President. The Board of Directors shall act as a steering committee to pass upon proposals for the Association and to present them at meetings in motion form or as notices of what has been done in the name of the Association.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, Legislative Liaison, and two (2) Directors at Large

Section 6.3: Qualifications. All candidates for 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. All members of the Board who are SHRM members must designate ACHRA as their primary Chapter with SHRM during their elected position. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term office. To ensure this, the Chapter will pay the President's SHRM dues for the President's term (one year).

Section 6.4: Election- Term of Office. Nominees shall be selected by a nominating committee of not less than five (5) Professional members. This committee will be appointed by the President and will include the President Elect. A proposed Board of Directors list should be supplied to the membership prior to the November election for voting. Officers will be elected at a meeting in November or through electronic ballots during the month of November and will service for the next calendar year beginning January 1st. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.5: 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.

Section 6.6: 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 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.

Section 6.7: Board of Directors' Responsibilities. The Board 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 6.8: Presiding Order. In the absence of the President and First Vice President, the order of the presiding shall be: Second Vice President, Treasurer, Secretary, and Immediate Past President.

Section 6.9: Removal of Director and/or Officer. Any director or officer may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire remaining Board of Directors at a duly constituted Board of Directors meeting.

ARTICLE 7

DUTIES AND RESPONSIBILITIES

(Revised 2/08/00, 11/28/01, 9/09/03, 4/11/06, 1/29/09, 5/1/2011)

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 subject to change as deemed necessary by the President and/or the Chapter Board. As elected representatives of the membership, Board Officers and Directors 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 safe keeping of Association funds through compliance with the Association's financial control systems. Board Officers and Directors are responsible for providing support and direction to those Committee Chairpersons and Committee Members in their area of responsibility. All actions at all times should be taken with the best interests of the membership in mind.

Section 7.1: President. The duties of President shall be to preside at meetings and to act as business head of the organization. He/she shall follow parliamentary procedures so far as practical, shall appoint all standing and special committees, and shall act as discussion leader or designate someone to act as discussion leader.

Section 7.2: First Vice President. The duties of First Vice President shall be to serve as Membership Chairperson and to perform all duties ordinarily performed by the President in the absence of the President, or when the President wishes to step down from the chair for any reason. He/she shall also serve as official representative of the Association at the Community Council and any other civic organization that the President deems suitable for representation. He/she shall succeed to the office of the President unless action to alter this succession is deemed necessary by the membership, the Board, or the Individual.

Section 7.3: Second Vice President. The duties of the Second Vice President shall be to act as Program Chairperson, and along with the committee selected, to plan programs which relate to Human Resource functions or which are of special interest. A copy of the information sheet containing the proposed programs scheduled for the year shall be made available to the membership within the first quarter of the calendar year. The Board of Directors may authorize reasonable funds to be expended to defray the travel expenses of a speaker.

He/she shall succeed to the office of First Vice President unless action to alter this succession is deemed necessary by the membership, the Board, or the Individual.

Section 7.4: Secretary. The Secretary shall record and transcribe minutes of the Board meetings; turn a copy of these minutes over to each member of the Board of Directors no later than the first of the next month after each meeting. Additionally, the Secretary shall carry on all necessary correspondence and notify members of upcoming meetings.

Section 7.5: Treasurer. The duties of the Treasurer shall be to collect all dues, pay all bills due and prepare a financial statement. An audit of the books shall be made by the incoming Treasurer and incoming President and their report will be a part of the Treasurer's report in January.

Section 7.6: Immediate 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 of Directors.

Section 7.8: Legislative Liaison. The duties of the Legislative Liaison shall be to update the membership at monthly meetings or through Chapter communications concerning state and federal legislation that might impact the HR profession. In order to be effective in this role, SHRM membership is required. Therefore, SHRM dues are waived for the incumbent for the year served.

Section 7.9: Directors at Large. The duties of the Directors at Large positions shall be determined by the President and the Board and assigned by the President. Director at Large positions can support other Board of Directors, Committee Chairs or Chapter initiatives.

ARTICLE 8 COMMITTEES (Revised: 5/1/2011)

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 Chairpersons to committees is the sole responsibility of the President. Chairperson and the President will seek and approve interested committee members to participate in committee activities.

Section 8.4. Core Leadership Area (CLA) Chairs. Core Leadership Area Chairs provide the Chapter with special ongoing services and programs that bring value to the Chapter by advancing the professional and the profession. ACHRA's Core Leadership Areas may include Diversity, Workforce Readiness, College Relations, SHRM Foundation, Advancing the Profession and/or other initiatives areas that will support the Chapter or the mission of SHRM. Core Leadership Area Chairs 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. Core Leadership Area Chairs do not have voting rights as it pertains to the Board of Directors.

ARTICLE 9 VOTING

Section 9.1 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 President or the Board of Directors.

Section 9.2 Electronic Voting. Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

ARTICLE 10

STATEMENT OF ETHICS

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.

ARTICLE 11

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 Bylaws of the Chapter.

ARTICLE 12

AMENDMENT OF BYLAWS

(Revised: 5/1/2011)

The Bylaws may be amended by majority vote of the members present at any meeting or by email in which a quorum (votes cast equal 50% of membership plus one (1)) 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 bylaws. The Secretary shall tabulate the ballots and report the results to the Association. 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 13

CHAPTER DISSOLUTION

In the event of the chapter's dissolution, the remaining financial assets in the treasury, after chapter expenses have been paid, will be contributed to the ACHRA Scholarship Fund with the Alamance Foundation. The Scholarship Fund should remain and continue to grant scholarships based on established

practice to the extent that the principal in the fund is not disbursed. The Alamance Foundation will continue to administer this program according to its original charter.

ARTICLE 14 WITHDRAWAL OF AFFILIATED CHAPTER STATUS

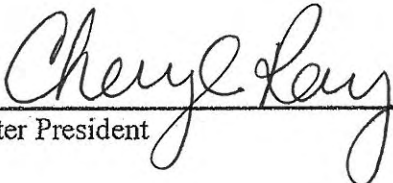
Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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 of 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 15 TERMS USED

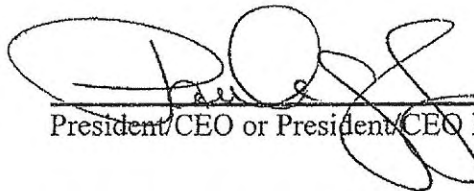
As used in these Bylaws feminine or neutral pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee

Ratified by the Membership of the Chapter and signed by:

 _____ Chapter President	8/10/2011 _____ Date
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Approved by:

 _____ President/CEO or President/CEO Designee	7/23/10 _____ Date	SHRM
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