

Gaston HR BY-LAWS

ARTICLE I. PURPOSE

A. Name

The name shall be Gaston HR (herein referred to as the “Chapter”). To avoid potential confusion, the Chapter will refer to itself as Gaston HR and not as SHRM or the Society for Human Resource Management.

B. Affiliation

This Chapter shall be an affiliate of the Society for Human Resource Management, hereinafter “SHRM”. All members shall be required to be SHRM members except where that requirement is specifically waived by the Board. Under no circumstances, however, will there ever be fewer than 25 SHRM members and more than half of all members must be SHRM members.

C. 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.

D. Goal and Objectives

1. To encourage, promote and effect the voluntary interchange among Gaston area Chapter members of data, information, experience, ideas and knowledge about methods, processes and techniques relating to the profession of Human Resources and Industrial or Labor Relations.
2. To observe ethical and professional standards of work and to foster and encourage observance of the same for all practitioners of Human Resources and Industrial or Labor Relations.
3. To hold seminars and meetings on Human Resources related matters and current issues for Chapter members, guests, and nonmember business professionals.
4. To recognize, promote and generally enhance the Human Resources profession by communicating the activities and accomplishments of Chapter and its members to the business community.

5. To make the communities we live in and the organization we serve better places as a result of our combined efforts in the practice and promotion of Human Resources professionalism.

ARTICLE II. MEMBERSHIP

A. Eligibility

1. Members and Associate Members must be salaried, exempt under the Fair Labor Standards Act, or be salaried non-exempt under the FLSA but meet the executive or professional exemption under the FLSA or be performing exempt level work under the FLSA.
2. Eligibility is dependent without regard to race, creed, color, national origin, sex, age, disability, sexual orientation, or Vietnam Era Veteran status.

B. Member

1. Managers or Professionals currently employed primarily in Human Resources, Industrial or Labor Relations including Safety and Health.
2. Associate Member
 - a. Higher Educational Professionals who teach human resources or related courses.
 - b. Individuals whose organization is engaged in the business of selling goods or services that are routinely purchased by the Human Resources department of a business. Examples: employment law attorneys, staffing companies, health care benefits providers, financial consultants and human resources consultants.
3. Associate Members will be governed by the following guidelines:
 - a. Associate members are allowed to vote.
 - b. No more than 3 Associate members can serve on the Board.
 - c. Only one associate member is allowed to join per firm or one member per location.
 - d. Solicitation -Associate members will be allowed to sponsor Gaston HR meetings, seminars and events. In return, sponsors will be allowed to set-up a six-foot table, in the rear of the meeting room, to display product literature and samples. Sponsors may solicit individuals who approach their display table and inquire about their product or service. Associate members may not use the meetings of the Association to market their goods or services to other members, except to the extent and under such guidelines as may be authorized by the Board.
 - e. Associate members may serve on the Board and on all committees.
 - f. The Board may revoke an associate membership at any time for any reason.

- g. Associate members may bring a guest from their own companies, or send a substitute from own companies, to no more than 2 regular meetings per year in total.
 - h. No more than 4 professionals in a particular type of vendor service may be represented in the membership of the Association in any capacity.
4. 2005-2006 Members and Associate Members will be grandfathered in if they do not qualify according to the eligibility policy above.
 5. Student Member
 - 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 four-year or graduate institution and/or a 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 college or university's human resources or related degree program.
 - e. Student members may not vote or hold office in the Chapter.

C. Application and Acceptance

1. Any Human Resources professional may apply for membership under guidelines set forth above in Article II.
2. A candidate for membership shall make written application therefore and shall be endorsed by a member in good standing.
3. It shall be the Board's duty, upon the examination of qualifications and subsequent recommendation of the Membership Committee, to approve or reject applications for membership in accordance with the guidelines set forth above in Article II, by a simple majority vote.
4. Approved candidates will be so advised in writing by the Secretary, with a copy of the Chapter Bylaws mailed to them at that time.

D. Members' Rights

1. Active, full members shall have all rights and privileges of the Organization. Including privileges of the floor, the right to vote and the right to hold office.
2. Associate members' rights and privileges are spelled out in Article II, Section A, Paragraph 3.

ARTICLE III. ADMINISTRATION

- A. The fiscal year of this organization shall be from September 1 of a given year through August 31 of the following year.
- B. Annual dues will be determined by the Board of Directors before the first business meeting of each year and will be presented to the general membership for approval.
- C. Membership in the Chapter shall lapse if dues are in arrears three (3) months. Reinstatement may be affected upon payment of dues in arrears.
- D. Members, active or otherwise, who make reservations and do not attend the meeting will be charged the price of the meal, after exhausting two (2) non-attendance graces (members may send a substitute rather than exhausting a grace).
- E. All individuals are required to pay Chapter dues as a member of the Chapter.
- F. The Chapter dues are transferrable. If a member leaves his or her company, the company may nominate a replacement member, subject to the Board's approval. If the company has already paid the chapter dues for the year, no additional chapter dues will be levied for that year.
- G. SHRM membership itself is not transferable or assignable.

ARTICLE IV. GOVERNING BODY

- A. The government of the Organization shall be vested in a Board of Directors of ten (10) members.
- B. The Board of Directors shall have control and management of all properties of the Organization.
- C. Any activity or project must be submitted to the Board of Directors for approval before formal presentation to membership for vote.
- D. Funds of the Organization shall be withdrawn from the bank or banks with which they are on deposit as provides for in the By-Laws.
- E. Vacancy on Board of Directors or of an Officer shall be filled by appointment of President with the approval of the Board of Directors. Appointee shall serve for the duration of the term of the individual whose position it was appointed to fill.
- F. A member of the Board may be removed for cause upon a vote of two thirds of the other members of the Board.

ARTICLE V. NOMINATION AND ELECTION OF OFFICERS AND DIRECTORS

- A. Organization shall nominate and elect all Officers and Directors as herein prescribed, at the annual Business meeting.
- B. Nominations for Officers and Directors shall be placed before the Organization by a nominating committee appointed by the President, and approved by the Board of Directors, at which time nominations may also be made from the floor.
- C. The nominating committee will be selected no later than the first meeting of the Associational year (September) to observe and submit names for candidates for election the following Associational year. Names of eligible members for election should be submitted to the Board of Directors by the third week in June, prior to the general business meeting and election held in August.
- D. The organization shall select nominees for each expiring Directorship to serve for a two (2) year term and each officership for a one (1) year term.
- E. At the above stated election there shall be elected a President, a President-elect, a Secretary, a Treasurer, a Vice President-Membership, and Past President all of whom shall constitute the officers of Organization and who, upon election, become Directors.
- F. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.
- G. No officer, other than Treasurer, shall be eligible for same office for more than two (2) consecutive or successive terms.
- H. In addition to the Officers as Directors, there shall be five (5) Directors, two (2) of whom shall be elected at each annual election for a term of two (2) years.
- I. Voting shall be by members only, and no member shall cast more than one (1) ballot.
- J. Officers and Directors shall take office at the Business meeting.
- K. The only office which is automatically filled will be that of President. No other Officers and/or Directors are automatically moved up.
- L. The past President will remain on the Board of Directors the succeeding year.
- M. 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 VI. MEETINGS

- A. The Business meeting of the Organization shall be held prior to the end of each business year.
- B. Monthly meetings shall be held each month, on a day that is deemed acceptable by the Organization.
- C. Special meetings shall be called by the President, sanctioned by the Board of Directors.
- D. Meeting of the Board of Directors will be called as needed by the President of the Gaston County Personnel Association.
- E. At all meetings of the Board of Directors, six (6) Directors shall constitute a quorum.

ARTICLE VII. DUTIES OF OFFICERS AND DIRECTORS

- A. All officers' duties shall be such as ordinarily pertain to and are indicated by the titles of their offices, except as to the Secretary and Treasurer, all of which will hereinafter more fully appear.
- B. The President shall direct and supervise the affairs of the Organization and shall make an Annual Report thereon to the members at the final meeting of the membership year.
- C. The Secretary shall give notice of all meetings and shall keep the minutes of all meetings. He/she shall be the custodian of the official records of the Organization and comply with any and all duties placed upon said officers from time to time by the Board of Directors.
- D. The Treasurer shall give a detailed report at the final meeting of the year, all sums received and expended, all outstanding obligations, and other such items as may be deemed proper. Checks drawn on Organization funds shall be signed by the Treasurer or the President.

ARTICLE VIII. COMMITTEES

- A. The Board of Directors shall decide upon committees deemed proper and necessary to fulfill the objects and purposes of the Organization.

- B. All committee chairpersons, vice-chairpersons and members shall be appointed by the President, the appointment of chairperson being subject to the approval of the Board of Directors.

ARTICLE IX. PROCEDURAL GUIDELINES

- A. Roberts Rules of Order shall govern proceedings of all general, special, and regular meetings of the Organization and its constituent parts, except as provided in these By-Laws.

ARTICLE X. SPECIAL DELEGATIONS

- A. Delegations of committees shall be appointed by the President, subject to the approval of the Board of Directors, to represent the Organization at any convention, meetings, or assembly as may be necessary. They shall have no authority to bind or obligate the Organization to any expense, or to concur in any action contrary to the expressed policy of the Organization. The President shall act as Chairman of such delegations, but in the event of his/her absence, he/she shall appoint a member to serve in his/her place.

ARTICLE XI. AMENDMENTS

- A. Any amendment to these By-Laws will first be forwarded to SHRM for approval before the amendment is offered to the membership for consideration. The By-Laws may be amended by a simple majority vote at any meeting which a quorum is present, provided that the members have been given at least 10 calendar days notice of the proposed amendment. No 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 XII. STATEMENT OF ETHICS AND NON-DISCRIMINATION POLICY STATEMENT

- A. In order to promote the highest standards of ethics and professionalism, this chapter adopts the SHRM Code of Ethical Standards for its members. Each member shall honor, support, and advance the purposes of SHRM and this chapter.
- B. No member shall actively solicit business from any other member at Association meetings or through the use of information provided to them as a member of the Association without the approval of the Board of Directors.
- C. The Chapter is an Equal Opportunity Organization without regard to race, color, religion, national origin, age, disability, or veteran status in connection with, but not limited, to, membership, committee appointments, and candidates for office.

ARTICLE XIII. CHAPTER DISSOLUTION

- A. 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, and HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

ARTICLE XIV. WITHDRAWAL OF AFFILIATED CHAPTER STATUS

- A. 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 the withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for 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 XIV. INTENT OF BY-LAWS

- A. These by-laws are to be read, construed, and applied in a manner consistent with the requirements imposed by SHRM on its chapters. Should any portion of these By-Laws appear to conflict with any SHRM requirement, then the SHRM requirement will supersede these By-Laws and will be controlling.

Ratified by the Membership of Chapter and signed by:

Chapter President: _____ Date: _____

Approved by:

SHRM President/CEO or President/CEO Designee: _____

Date: _____