



BYLAWS OF CHARLOTTE AREA SHRM



A Chapter of the Society for Human Resource Management

ARTICLE I

A. Name

The name of the Chapter shall be the Charlotte Area SHRM (hereinafter referred to as "CASHRM" or "the Chapter"). To avoid potential confusion, the Chapter will refer to itself as Charlotte Area SHRM and not as SHRM or the Society for Human Resource Management.

B. Organization

CASHRM is a non-profit corporation organized under the laws of the State of North Carolina and exempt from taxation under Section 501(c)(6) of the Internal Revenue Code.

C. Affiliation and Relationships

The Chapter is affiliated with the Society for Human Resource Management (hereinafter referred to as "National SHRM"). The Chapter is a separate legal entity from National SHRM. It shall not be deemed to be an agency or instrumentality of National SHRM or of a National SHRM State Council, and National 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 National SHRM without express written consent of National SHRM. The Chapter shall not contract in the name of National SHRM without the express written consent of National SHRM.

D. Purposes

1. To encourage, promote and affect the voluntary interchange among CASHRM 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.
4. To provide professional development opportunities related to Human Resources related matters and current issues for CASHRM members, guests, and non-member business professionals.
5. To recognize, promote and generally enhance the Human Resources profession by communicating the activities and accomplishments of CASHRM and its members to the business community.
6. To support designated college/university SHRM Student Chapter(s) in the form of financial, scholarship, programming and mentoring to Student Chapter members.

7. 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.
8. CASHRM explicitly supports the purposes of the Society for Human Resource Management ("National 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.

ARTICLE II.

FISCAL YEAR

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

ARTICLE III.

MEMBERSHIP

A. Eligibility and Classification

Any Human Resources professional may apply for membership under guidelines set forth below. Membership will be granted without regard to race, creed, color, national origin, sex, age, disability, sexual orientation, or Vietnam Era Veteran status.

1. Professional Membership

Professional members may vote and hold office in the chapter and shall be limited to those individuals who are engaged as one or more of the following:

- (a) practitioners of human resource management at the exempt level for at least three (3) years;
- (b) currently certified by the HR 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, including any designated SHRM Student Chapter Faculty Advisor(s);
- (d) full-time consultants with at least three years experience practicing in the field of human resource management and whose primary job responsibilities involve the delivery of a human resources functional service on behalf of a client(s); 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.

2. **Associate Membership:**

Associate members may not vote or hold office in the Chapter and will include those individuals engaged as one of more of the following:

(a) Individuals in non-exempt human resource management positions;

(b) consultants practicing in the field of human resources management whose primary job responsibilities involve sales, marketing and/or business development functions on behalf of their organizations; and/or

(c) any other professional who does not meet the qualifications of the other classes of Chapter membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. This interest must be demonstrated to the satisfaction of the CASHRM Board of Directors through review of the individual's education, experience, and professional certification.

3. **Lifetime Membership**

All Professional Members (not Associate members) with twenty-five (25) or more years of active membership in CASHRM who retire from the active human resources profession may be designated as Lifetime Members by the Board of Directors. All Past Presidents of CASHRM shall automatically qualify for Lifetime Membership status.

4. **Non-transferability**

Chapter membership is conferred upon an individual and not the individual's employer or sponsoring organization. An individual membership is neither transferable nor assignable.

5. **Other Membership Considerations**

(a) Although the Chapter does not designate a Student Member status, active student members of designated SHRM Student Chapters will be encouraged to participate in CASHRM meetings and events during the academic year. CASHRM may provide for Student Members to attend meetings and events at CASHRM expense or at a reduced rate based upon the Chapter's current financial condition.

(b) CASHRM will encourage its members to join National SHRM and may provide for reduced dues or other member benefits for those who are current members of National SHRM.

(c) Notwithstanding the above, any Professional or Associate Chapter member who is active at the time of adoption of these bylaws revisions, shall be grandfathered into his/her current membership classification (Professional or Associate), regardless of the qualifications herein listed, until such time as the member elects to apply for membership under a different classification.

B. Application and Acceptance

The Board of Directors shall authorize a Membership Committee to examine the qualifications for membership of all applicants and approve or reject applications for membership in accordance with the guidelines set forth above in Article II A. Applicants will be so advised of their application decision in writing or electronic mail. Candidates failing to meet membership requirements will notified of the reason(s).

ARTICLE IV. MEETINGS OF THE MEMBERSHIP

A. Regular Meetings

Unless otherwise provided for in accordance with Article IV.C below, the membership of CASHRM shall meet monthly at a designated time and place, except for the month of December. The Board of Directors may vote to change a meeting date or time due to special circumstances with a simple majority vote, provided that adequate notice is provided to the members.

B. Annual Business Meeting

The regularly scheduled membership meeting in October of each year shall be designated as the CASHRM Annual Business Meeting.

C. Special Meetings

Special meetings of the membership may be approved by the President or a majority vote of the Board of Directors, provided that adequate notice is provided to the members.

ARTICLE V. DUES

A. Amount

The annual dues of CASHRM will be recommended by the Board of Directors and fixed from time to time by a simple majority vote of the membership. Payment of dues will cover membership in CASHRM for the next immediate twelve (12) calendar months. Any changes in the dues may be approved by a simple majority vote of the members who vote at the next Annual Business Meeting.

B. Initiation and Re-Activation Fees

In addition to the dues specified above, all new members and/or inactive or expired members may be required to pay an initiation or re-activation fee, which will be fixed from time to time by a simple majority vote of the Board of Directors.

C. Timely Payment of Dues Required

Timely payment of dues and any other required financial obligations is a requirement of active membership in the Chapter. Failure to pay outstanding amounts due and payable from current or prior periods will result in the member being removed from the active membership roll. Active membership will be re-instated with full payment of all dues outstanding, including any re-activation fees or other valid invoices. The CASHRM Treasurer or designee will the sole arbiter in regards to fulfillment of Chapter financial obligations.

D. Exemption from Dues Payment

The following shall be exempt from the annual dues requirements of the Chapter:

1. CASHRM officers and members of the Board of Directors, during the term(s) which they serve on the CASHRM Board of Directors.
2. Lifetime Members, including all CASHRM Past Presidents, as defined in III.A.3 above.
3. Dues for designated SHRM Student Chapter Faculty Advisor(s) may be waived as approved by the Board of Directors and based upon the Chapter's current financial condition
4. National SHRM board officers, who also designate CASHRM as their home chapter, during the term(s) which they serve on National SHRM Board or affiliated committees.
5. Notwithstanding the above, any member exempt from payment of dues under these provisions may still be required to satisfy any other outstanding financial obligations to the Chapter and may be required to pay the Professional Member rate for any CASHRM sponsored activity that is not covered by the annual dues.

ARTICLE VI. OFFICERS AND BOARD OF DIRECTORS

A. Officers and Board of Directors

1. **Power and Duties** - the Board of Directors (also referred to as the "Board") shall serve as the governing body for the Chapter and manage and control the property, transact business and affairs of the Chapter and in general exercise all powers of the Chapter.
2. **Qualifications and Responsibilities** - all candidates for the Board of Directors and 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. The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and subject to change as deemed necessary by the President and/or the Chapter Board.
3. **Officers** - shall consist of a President, Vice-President(s), Secretary and a Treasurer, and any other such officers as may be deemed appropriate from time to time by the Board. A person may hold more than one office simultaneously, except that no person may hold the office of President and Secretary at the same time.
4. **Board of Directors** - shall consist of the current Officers, the immediate Past President and any other at-large directors as may be determined from time to time by the Board.
5. **Core Leadership Areas** – the Officers and at-large Board members shall be assigned programmatic responsibilities that correspond as closely as possible to current National SHRM Core Leadership Areas (CLAs). The responsibility includes initiatives in the particular CLA as determined by the President and the Board, including the authority to appoint committees to plan and implement the activities associated with the CLA.

6. **Meetings** – the Board of Directors shall meet not less than quarterly. Any 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 of Directors.
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 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 action of all voting members.
8. **Term of Office** - the Officers together with all at-large members of the Board of Directors will serve for a period of one (1) year, January through December of the calendar year for which they are elected.
9. **Term Limitation** - Officers and at-large members of the Board of Directors are eligible to be elected to successive terms of office up to a maximum of six (6) continuous years. At the end of any six (6) year period of continuous service, the Officer or at large member must rotate off the Board for at least eighteen (18) consecutive calendar months before being eligible for re-election to subsequent term(s).

Notwithstanding the above, the immediate Past President may be exempt from this term limitation if his or her term as the Past President would cause the incumbent to exceed six (6) continuous years of service on the Board of Directors.

Notwithstanding this provision, an Officer or member of the Board at the time of adoption of these bylaws revisions, shall be exempt from this Term Limitation provision, until such time as that Board member rotates off the Board.

Nothing in this provision shall prohibit any Board member from serving in an ad hoc capacity on any committee without right of vote during this term limitation time period.

10. **Vacancies** - in any Board position shall be filled by a majority vote of the remaining members of the Board. The person so elected shall serve only for the balance of the term to which (s)he shall be elected.
11. **National SHRM Membership Requirements** - in accordance with National SHRM Bylaws, the President shall be a current member in good standing with National SHRM throughout the duration of his/her term. At its discretion, the Board may approve payment of the President's annual national SHRM dues, based upon the chapter's financial position. To the extent possible, all officers and members of the CASHRM Board shall maintain active membership in National SHRM and hold current certification(s) as may be appropriate from the HR Certification Institute (HRCI).

B. Nomination and Election

1. The President shall appoint a Nominating Committee composed of three (3) active members, at least one of whom must be the Past President.
2. The Nominating Committee will make its first report at the regularly scheduled membership meeting in September of each year.

3. The Nominating Committee will make its final report at the Annual Business Meeting in October of each year, at which time the election of the officers and at-large members of the Board of Directors shall take place. Only active Professional Members in good standing will be eligible to vote. Active Professional Members unable to vote in person may request to vote by absentee ballot, provided that the request for absentee ballot is submitted in writing or via electronic mail to the Secretary and that the completed ballot is submitted to the Secretary prior to the Annual Business Meeting.
4. Officers and at-large members of the Board of Directors shall be elected by a simple majority of the members who vote.

C. Removal of Officer or Board Member

Any Officer or Board member may be removed from office, with cause, upon an affirmative vote of two-thirds or the entire Board of Directors at any duly constituted meeting of the Board.

ARTICLE VII. COMMITTEES AND OTHER ADVISORY BODIES

- A. **Committees** - the establishment of both standing and ad-hoc committees shall be the right of the Board of Directors. The President is authorized to appoint other special committees as needed for any purpose.
- B. **Committee Organization** - Committees in addition to the Nominating Committee as noted in VI.B above shall be established by resolution of the Board of Directors
- C. **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.
- D. **CASHRM Advisory Council** - the purpose of the CASHRM Advisory Council is to provide assistance and guidance to the officers, board of directors and chapter members of Charlotte Area SHRM. Membership of the CASHRM Advisory Council shall consist of all Past Presidents of CASHRM/CAPA who have an interest in serving in this capacity and supporting the ongoing work of CASHRM. The current President of CASHRM or his/her designee may serve as an ex-officio member of the CASHRM Advisory Council.

ARTICLE IX. STAFFING MANAGEMENT ASSOCIATION SPECIAL INTEREST GROUP

The Chapter herein recognizes SMA™/Charlotte/A Special Interest Group of Charlotte Area SHRM, as its designated staffing management affiliate, and will support the activities of the SIG in the form of administrative, financial and programming support, based upon the chapter's financial position.

ARTICLE X. AMENDMENTS TO BYLAWS

- A. These bylaws and associated amendment(s) have been ratified by the Chapter membership as noted below.
- B. Whenever appropriate, but not less than once every three (3) calendar years, the President shall appoint a committee, comprised of at least three (3) active members, at least one of whom must be a current officer, to review the bylaws. The designated officer will serve as the chairperson of the committee. Any proposed amendments to the bylaws must first be submitted to National SHRM for review and approval, prior to

submitting to the CASHRM membership for vote.

- C. A copy of any proposed amendment(s) shall be made available to all Professional Members at least fifteen (15) calendar days prior to any regularly scheduled meeting date. Any change(s) require approval by a majority of those who vote.
- D. 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 XI. STATEMENT OF ETHICS

The Chapter adopts herein by reference National 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 and only in accordance with approved meeting sponsorship policies.

ARTICLE XII. DISSOLUTION OF CHAPTER

In the event of the Chapter's dissolution, any remaining funds in the treasury or any other assets owned by CASHRM and after all known Chapter expenses and financial obligations have been satisfied, will be distributed to any eligible organization(s) as agreed upon by the Board of Directors at the time of the dissolution in accordance with applicable laws and regulations as permitted under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE XIII. WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEO of National SHRM or his/her designee as a representative of the National SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of National 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 National 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 National SHRM Board of Directors, it is subject to immediate disaffiliation by National SHRM. After withdrawal of Chapter status, the National SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of National SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

ARTICLE XIV. 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.

This document represents the entire codification of the Bylaws of Charlotte Area SHRM and by ratification revises and replaces all former declarations of same.

I certify that these bylaws have been ratified by the membership of the Chapter and hereunto set my seal:

Lawrence S. Valenti, Lawrence S. Valenti, SPHR, GPHR - President

Date: 10-13-08

Dwinda A. Franks, Dwinda Franks, PHR - Secretary

Date: 10-13-08

Approved by SHRM:

Paula J. J., Title: CHIEF MEMBERSHIP OFFICER

Date: 9/3/08