

BYLAWS OF UNION COUNTY HUMAN RESOURCES ASSOCIATION

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is **Union County Human Resources Association** (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the **Union County Human Resources Association or UCHRA** 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 SHRM affiliated chapter, the chapter is also a member of the North Carolina State Council, serving on the Board of the State Council and abiding by the State Council governance process.

Section 1.4: Use of SHRM Domain, Logo and Brand. The use of SHRM's Domain, Logo and Brand, or the requirement of using an "Affiliate of SHRM" logo, must be consistent with SHRM policies, procedures and practices. Any deviation from such policies, procedures and practices requires written approval from SHRM's CEO/President or designee.

Section 1.5: Starting or affiliating with other groups. The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) before the Chapter legally affiliates through the governance process with other groups or starts other groups or subchapters while affiliated with SHRM.

Section 1.5a: The Chapter may initiate, facilitate, or engage in mutually beneficial business relationships that further the Chapter's business or mission objectives to the extent these business relationships are not in conflict with Section 1.5.

Section 1.6: Approved Service Area. The approved service area (zip code ranges) for the Chapter is listed in the Chapter Charter ("Affiliation Agreement") and subsequent addendums, as appropriate. The service areas reference where the Chapter is allowed to overtly solicit for i) members and ii) event activity. Chapters may only hold physical events within their approved service area unless the Chapter obtains written approval of SHRM's CEO/President or designee.

Section 1.7: Member Service Area. The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) prior to the Chapter starting a new Chapter, sub-chapter, or adding a Member Service Area ("MSA") to an approved service area, while affiliated with SHRM.

Section 1.8: Approved Service Area Modifications. Should the Chapter wish to request a modification to the Approved Service Area, request consideration to become a Member Service Area ("MSA") or have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain written approval from SHRM's CEO/President or designee.

ARTICLE 2 PURPOSE

The purposes of this Chapter, as a non-profit organization, are:

1. To grow dual membership – members who are both chapter and SHRM members;
2. To provide a forum for the personal and professional development of our members;
3. To provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills;
4. To provide an opportunity to interact and develop individuals new to the profession; student chapters in the area, etc.
5. To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
6. To provide an opportunity to focus on current human resource management issues of importance to our members;
7. To provide a focus for public policy attention to state and national workplace issues;
8. To provide a focus for legislative attention to state and national human resources management issues;
9. To provide valuable information gathering and dissemination channels;
10. To provide a pool of human resource management leaders for the perpetuation of the Chapter and of SHRM;
11. To serve as an important vehicle for introducing human resource management professionals to SHRM
12. To serve as a source of new members for SHRM; and
13. 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;

1. To be recognized world leader in human resource management;
2. To provide high-quality, dynamic, and responsive programs and services to our customers with interests in human resource management;
3. To be the voice of the profession on human resource management issues;
4. To facilitate the development and guide the direction of the human resource profession;
and
5. 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. 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. Membership is limited to those who meet the aforementioned sections.

To achieve the mission of the Chapter, there shall be no discrimination in individual memberships because of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, military 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: Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4 Professional Members. Professional membership requirements shall be the same as SHRM professional member requirements. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- i. Possess at least three (3) years of exempt-level human resource management experience.
- ii. Hold an HR certification recognized by SHRM.
- iii. Are faculty members holding assistant, associate, or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.
- iv. Are full-time consultants with at least three (3) years of experience as a practitioner in human resource management.
- v. Are full-time attorneys with at least three (3) years of experience in counseling and advising clients on matters relating to the human resource profession. Professional Members may vote and hold office in the Chapter.

Section 4.5: Associate Members. Associate membership requirements shall be the same as SHRM Associate member requirements. Individuals in non-exempt human resource management positions, plus persons who do not meet the qualifications of the other classes of membership, but who are interested in the field of human resource management. Associate Members have no vote and may not hold office in the chapter.

Section 4.6: Student Members. Individuals may be granted student membership provided they meet the criteria as outlined below. They shall have no vote and may not hold office in the Chapter.

- i. Student is currently enrolled in a degree-seeking program. Student shall provide proof of enrollment in a college or university to qualify for student membership.

- ii. A student's coursework, taken or planned, supports an interest in Human Resource Management or a related degree program.
- iii. Student membership will be limited to six (6) years from the initial start date. A full-time student enrolled in a graduate degree program may apply for an additional (2) years of student membership. A student member cannot have previously held professional membership. Upon graduation or academic withdrawal, student members must convert to professional membership during the next renewal cycle.

Section 4.7: Application for Membership. Application for membership shall be on the Chapter application form or via an online application. All applications shall be reviewed and approved by the Vice President of Membership or the Board of Directors. Any applications that concern the Vice President of Membership will be presented to the Board of Directors or their designee. New members shall be afforded full membership rights from the date of application approval by the Vice President of Membership or the Board of Directors.

Section 4.8: 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. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad-Hoc Committee appointed by the Board of Directors.

Section 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the distribution of renewal notices.

Section 4.10: Discipline and Termination of Membership. Any member may be removed from membership, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership. This applies to all members of the chapter.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held in person or virtually as determined by the Board of Directors.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers and conducting other appropriate business shall be held in November or at such other time(s) as determined by the Board of Directors. Such meeting may be held in person or virtually.

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 as such meeting or via electronic voting methods for virtual meetings.

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. In the event an emergency board meeting is required, notice shall be given at least 48 hours prior to the meeting.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person, virtually or by conference call, shall constitute a quorum. The vote of the majority of the members present at any meeting at which there is a quorum, either in person, virtually 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 of Directors and shall be Officers of the Chapter: President, President-Elect, Vice President of Membership, Vice President of Programs & Certification, 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 also include core Leadership Area Directors 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 of Directors must be Professional members of the chapter, if available, 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 their term of office. If Professional Members are not available, an Associate Member may serve, by appointment of the President with the consent of the Board of Directors, in no more than 40% of Board vacancies.

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 of Directors by October 15th of each election year. Each elected Officer and Director shall assume office on January 1, following their election. Officers shall hold office for two years or until their successor is elected and takes office. Officers may not be elected to serve more than two (2) consecutive terms in the same position. Directors shall hold office for one year or until their successor is elected and takes office.

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.

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 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 any elected or appointed Chapter leaders (Director, Officer, Committee Chair, Committee Member, or other). Any Chapter leader 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. Prior to the vote, the Chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from elected or appointed role. SHRM reserves the right to remove any elected or appointed Chapter Leader (Director, Officer, Committee Chair, Committee Member, or other) from office who has demonstrated actions that are inconsistent with the Chapter bylaws, the Chapter charter, or operating guidelines.

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 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. They 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. The President shall create and maintain a positive image of the Chapter by (a) keeping membership informed of Chapter projects, activities, and upcoming meetings, and (b) disseminating relevant professional information viewed as beneficial to the members. They shall maintain liaison and be a current member in good standing of SHRM throughout the duration of their 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. He/she shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, 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. 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 throughout the duration of his/her term of office.

Section 7.3: Vice President of Programs & Certification. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and /or seminars sponsored by the Chapter as determined by the President and the Board. They are responsible for obtaining SHRM precertification for all chapter programs that meet certification criteria. They shall have the authority to appoint sub- committees to plan and implement the activities associated with the program year. Per SHRM standards, whoever is in charge of certification must be SHRM-certified and in good standing. The chapter requires the Vice President of Program & Certification to be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.4: The Vice President of Membership. The Vice President of Membership shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. They 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 their entire term of office.

Section 7.5: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all local, state, Federal and other required jurisdictional filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. They shall be responsible for membership billing. They shall also perform such other duties as the President may determine and serve as the chapter's SHRM Foundation Chair. The Chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.6: The Secretary. The Secretary shall be responsible for recording the minutes of all Board meetings of the Chapter and shall be responsible for making all members aware of such meetings. The Chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.7: Core Leadership Areas (CLA) 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. They shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. The Chapter requires each CLA Director to be a current member in good standing of SHRM throughout the duration of their term of office. If there is a dedicated Certification CLA lead, this lead must be SHRM certified.

Section 7.8: 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. The Chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of their 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. Appointments 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.

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, Inclusion, Member Engagement, etc.

ARTICLE 9 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 unless there are extenuating circumstances where the chapter cannot meet in person.

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 the Chapter and of SHRM,

The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. Members are advised not to actively solicit business from any other member at Chapter meetings without the approval of the Board of Directors. Further, should a member actively solicit business from chapter members where consent is not present, the chapter may reserve the right to terminate the member's membership in the chapter.

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

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 their designee as being in furtherance of the purposes of 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 their designee.

ARTICLE 13 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 a non-profit 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, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter). Should a chapter become an MSA of another chapter (host), the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be transferred to the host chapter (successor).

ARTICLE 14 WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated Chapter status may be withdrawn by the President/CEO of SHRM or their 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 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 the 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 15 NET EARNINGS PROVISION

No part of the net earnings of the Chapter shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in its bylaws and articles of incorporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of those articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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 the SHRM President/CEO or designee.

Union County Human Resources Association (UCHRA) Bylaws Ratified by the Membership of Chapter and signed by:

Chapter President Signature: Brenda Robb

Date: 9/19/2024

Printed name: Brenda Robbins

Chapter mailing address: UCHRA
PO Box 2487
Monroe, NC 28111

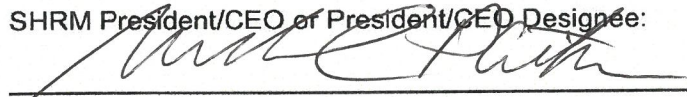
Chapter primary email address (if applicable): unionchra@gmail.com

President's email: Drendasrobbins@gmail.com

President's phone: 970-580-0031

Approved by:

SHRM President/CEO or President/CEO Designee:



Date: 10-29-24

Printed name: Michael P Arthen