

Winston-Salem Society for Human Resource Management Bylaws
Revision Date: October 2016

ARTICLE 1
NAME AND AFFILIATION

Section 1.1: Name The name of the Chapter is WINSTON-SALEM SOCIETY FOR HUMAN RESOURCE MANAGEMENT (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as WINSTON-SALEM SHRM (Chapter name) 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:

- i. 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;
- ii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iii. to provide an opportunity to focus on current human resource management issues of importance to our members;
- iv. to provide a focus for legislative attention to state and national human resource management issues;
- v. to provide valuable information gathering and dissemination channels;
- vi. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- vii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- viii. to serve as a source of new members for SHRM;
- ix. to serve as part of the two-way channel of communications between SHRM and the individual members; and
- x. to serve as a resource of information and support regarding professional accreditation.

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.

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 Sections 4.3, 4.4, 4.5, 4.6, 4.7, 4.8, 4.9, 4.10, 4.11, and 4.12 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, sexual orientation, gender, genetic information, age, national origin, disability, veteran's status, or any other legally protected class.

Note: Using membership in the Chapter as a means to solicit business is strictly prohibited. Distribution of the Chapter's membership roster for purposes outside of Chapter business will require Board of Director Approval. Failure to honor this policy will warrant a review by the Board of Directors and could lead to termination of membership.

Section 4.2: Non-transferability of Membership Individual Membership (as defined in Section 4.3) in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Memberships Membership in the Chapter is held in the name of an individual. An individual membership is not listed with the organization with which the member is affiliated.

Section 4.4: Professional Members Professional membership shall be limited to those individuals who are engaged in the field of HR management as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by SHRM or 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 with at least three years experience practicing in the field of human resource management; 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. Professional members may vote and hold office in the chapter.

Section 4.5: Jr. Professional Members - Jr. Professional Members are individuals in non-exempt human resources positions or who have less than 3 years of exempt HR experience, such that they do not meet the years of experience requirement for the Professional level. Jr. Professional members may vote and hold designated offices in the chapter upon Board approval.

Section 4.6: Associate Members - Individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and whose employment is in keeping with the mission of the Chapter shall be considered for Associate Membership. Associate membership should not exceed 25% of total membership. Associate Members may vote, but cannot occupy more than 5 seats on the Board of Directors. It is required that Associate Members maintain membership in the Society for Human Resource Management throughout their duration as a member of the Chapter and designate WSSHHRM as their primary chapter.

Note: Professional, Jr. Professional and Associate active members are eligible for one (1) year of transitional membership in WSSHHRM should they become unemployed prior to his or her membership expiration date. The member must be unemployed at the time he or she applies for a transitioning membership. No refunds will be given for renewals already paid and processed. All benefits ascribed to professional or associate membership, whatever the case of the individual, remain intact throughout the transitional membership year. Transitioning members must reinstate their professional or associate membership status as soon as possible after gaining employment by paying the WSSHHRM annual membership fee.

Section 4.7: Honorary Members The Chapter may choose to allow a member to retain his/her membership in an honorary status upon Board nomination and approval. Honorary members may not vote and will not be allowed to hold office. Honorary Members are not charged membership dues and his/her approval as an honorary member is for a term of one year.

Section 4.8: Lifetime "Emeritus" Members The Board of Directors can award Lifetime "Emeritus" membership to any retired member who has made a significant contribution to the Chapter. Lifetime members may not vote and will not be allowed to hold office. Lifetime Members are not charged membership dues.

Section 4.9: Student Members Students who are members of a SHRM-affiliated Student Chapter sponsored by this Chapter can become members of the Chapter. Additionally, students from other area or online 2 or 4-year accredited colleges/universities who exhibit a bona fide interest in human

resource management and the mission of the Chapter either through providing (a) verification of a demonstrated emphasis in human resource management subjects and/or (b) verification of the college or university's human resources or related degree program may join the Chapter only after they have obtained membership in national SHRM. Student members may not vote and will not be allowed to hold office. Student members who meet the above criteria will not be charged membership dues. October 2016

Section 4.10: Application for Membership Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership (as designated by the Board of Directors) and if necessary, the Vice President of Membership will recommend members to the President for final approval. If the President determines approval is questionable, he/she will present to the Board of Directors for consideration. New members shall be afforded full membership rights upon receipt of dues and approval by the Board of Directors or their designee.

Section 4.11: Voting Each Professional and Associate member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Honorary, Lifetime and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.12: Dues Annual membership dues shall be established for the next year by the Board of Directors no later than October 31st. Dues are payable on or before each member's anniversary date. Members shall be notified of their dues renewal 60 days in advance of their due date. Dues include membership in the Chapter and meal costs for general meetings.

The Chapter will not charge an additional fee when a member issues a request to the Vice President of Membership at least 5 business days prior to the meeting that he wishes to bring a prospective member of the Chapter as his guest. Members bringing more than one guest per meeting or bringing a guest who has attended a previous meeting as a guest may be asked to pay a fee as determined by the Board to cover meal costs.

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 of Directors. Regular Chapter meetings will consist of a social time, a meal, Chapter business (if applicable) and a speaker. Meetings shall normally adjourn within 2 hours. Meetings shall be ordinarily held at a central location in Winston-Salem, where a meal can be conveniently served. Meetings may be arranged from time-to-time at other various facilities as otherwise determined by the Board of Directors. Members will normally be notified of a change in meeting date and/or location at least one month in advance. Whenever possible SHRM/HRCI credits will be applied for and awarded for appropriate sessions related to the HR Body of Knowledge.

Section 5.2: Annual Meetings: Meetings will be held for nine months of the calendar year. The remaining three months will be dedicated to professional development events unless otherwise determined by the Board of Directors. (Whenever possible SHRM/HRCI credits will be applied for and awarded for appropriate sessions). The annual meeting of the members for electing Directors and Officers shall be held in October or at such other time as determined by the Board of Directors. The annual meeting of the members to witness installation of the Directors and Officers shall be held at the December meeting. Whenever possible the installation of Directors and Officers shall be conducted by the State Council Director or the District Director.

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 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.

The Chapter intends to comply with the CAN SPAM Act of 2003 which became effective January 1, 2004. As such, Chapter e-mails which apply under this Act are to advise members of opportunities (meetings/conferences), and occasionally ask for volunteers in securing sponsors or door prizes. Under NO circumstances would Chapter members e-mail addresses be sold to anyone. If members do not wish to receive e-mails from the Chapter, a response to an e-mail and request to remove the member's e-mail address from the Chapter e-mail roster will be honored. Otherwise, the Chapter will assume that the member is receptive to receiving Chapter e-mails.

Section 5.5: Quorum Members holding one-tenth of the votes entitled to be cast represented in person 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 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. October 2016

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 Programs, Vice President of Membership, Secretary and Treasurer.

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 the Past President, Core Leadership Area (CLA) Directors, Certification and Recognition Director, Communications Director, Hospitality Director, and Sponsorship Director. Up to two Board Members at Large and a State Conference Director will be members of the Board as deemed necessary by the President and voted on by the Board. 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 voting 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. **An Associate member, chosen as an Officer candidate by the Nominating Committee, must receive Board of Director Approval prior to being presented for election.** (NOTE: The Chapter also requires that each Board member 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 October meeting of the membership (or at such other time as determined by the Board of Directors) from the proposed slate of the nominating committee appointed by the Board of Directors. Prior to the meeting, the slate of Officers and Directors will be presented to all members via newsletter and/or e-mail at least 5 days prior to the October meeting. Each elected Officer and Director shall assume office on January 1 following his/her election. For Board positions that require shadowing in order to be prepared to take office on January 1 (see Board job descriptions for specific positions), a shadowing is strongly preferred from October through December prior to taking office on January 1. The President, President-Elect and Past President shall hold office for 1 year or until his/her successor is elected and takes office. The Vice President of Membership, Treasurer, and Secretary shall hold office for 2 years and shall be eligible to succeed themselves for one additional 2 year term. All other Officers shall hold office for 1 year or until his/her successor is elected and takes office, and may succeed themselves for one additional 1-year term 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 of Directors.

Section 6.7: Quorum: A quorum shall consist of a majority of the elected Board of Directors present at a regular monthly Board meeting 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 or Associate member of the Board in good standing may request the President to place an item on the agenda for consideration at the next regular Board of Directors' Meeting.

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 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 7 DUTIES AND RESPONSIBILITIES

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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. 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 throughout the duration of his/her term of office. The President is strongly encouraged to attend the annual SHRM Volunteer Leader Summit, the SHRM National Conference and the NCSHRM State Conference. The President is also expected to attend quarterly NCSHRM State Council meetings or designate someone to attend in his/her absence.

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 strongly encouraged to attend the annual SHRM Volunteer Leader Summit and the NCSHRM State Council meetings. 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: The Vice President of Membership - The Vice President of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall be responsible for membership billing. He/she 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 his/her entire term of office.

Section 7.4: The Treasurer - The Treasurer shall be responsible for the financial affairs of the Chapter, including all required 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. He/she shall also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: The Secretary - The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall coordinate with the Webmaster to make all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's Lending Library. The chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.6: Core Leadership Area (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. He/she 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 his/her term of office.

Section 7.7: Past President - The Past President shall serve as an advisor to the President, compile the SHAPE (SHRM Affiliate Program for Excellence) for the year he/she served as 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 his/her term of office.

Section 7.8: Communications Director - The Communications Director shall serve as the information source for the chapter and be responsible for external and internal chapter communications. The Communications Director will work closely with the VP of Programs and VP of Membership to ensure chapter information is communicated accurately. The Communications Director will also be responsible for maintaining and updating the chapter website. The chapter

requires the Communications Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.9: Hospitality Director - The Hospitality Director shall assist the VP of Programs and VP of Membership with planning chapter meetings and events. The Hospitality Director will be the direct liaison communicating with venues for chapter meetings and other activities. The Hospitality Director will ensure that the chapter stays within budget for all meetings and other hospitality socials. The chapter requires the Hospitality Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.10: Sponsorship Director - The Sponsorship Director shall obtain and secure businesses to financially support chapter programming, monthly meetings and summer seminars. The Sponsorship Director shall also be the direct liaison between the business and the chapter to ensure sponsors attend the correct meeting, provide logos and information for websites and to ensure sponsors receive all benefits given as a sponsor. The chapter requires the Sponsorship Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.11: Member-At-Large - The Member-At-Large (MAL) shall be a liaison between the general membership and the Board of Directors. The MAL reports all comments, complaints and suggestions of the general membership. The MAL also assumes other duties as assigned by the President and President-Elect. The chapter requires the MAL to be a current member in good standing of SHRM throughout the duration of his/her 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 and Audit 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. 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, and Communications.

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.

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

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. October 2016

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

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 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 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 (s).

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

Ratified by the Membership of Chapter and signed by:

Chapter President _____  Date 11/15/16

Approved by:

SHRM President/CEO or President/CEO Designee _____  Date 11/7/16

Revision Dates for Winston-Salem Society for Human
Resource Management Bylaws:

- May 16, 1979
- September 11, 1985
- January 20, 1988
- October 16, 1991
- December 14, 1993
- May 17, 1994
- January 1, 1995
- June 1, 1999
- November 20, 2001
- September 1, 2002
- December 16, 2003
- March 16, 2004
- September 1, 2005
- September 1, 2006
- October 31, 2011
- February 10, 2014
- October 12, 2016