



**North Country Human Resources Association, Inc. Chapter #0559
By-Laws**

Article 1

Name and Affiliation

Section 1.1: The name of the Chapter is The North Country Human Resources Association, Inc (herein referred to as the "Association"). To avoid potential confusion, the Chapter will refer to itself as NCHRA and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation. The organization is affiliated with and is a chapter, #0559, of The Society for Human Resource Management (SHRM).

Section 1.3: Relationships. The Association 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 Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM

Article 2

Mission Statement

Section 2.1: Mission: The mission of The North Country Human Resources Association (NCHRA) is:

- 2.1.a to provide opportunities of education, comparisons, cooperative research, and exchange of information among members.
- 2.1.b to raise the standards of performance in all aspects of human resource management and personnel administration.
- 2.1.c to provide a forum for the personal and professional development of our members;

- 2.1.d to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- 2.1.e to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- 2.1.f to provide an opportunity to focus on current human resource management issues of importance to our members;
- 2.1.g to provide a focus for legislative attention to state and national human resource management issues;
- 2.1.h to provide valuable information gathering and dissemination channels.

Section 2.2: Support of SHRM: The Association supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- 2.2.a to be a recognized world leader in human resource management;
- 2.2.b to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- 2.2.c to be the voice of the profession on human resource management issues;
- 2.2.d to facilitate the development and guide the direction of the human resource profession; and
- 2.2.e to establish, monitor and update standards for the profession.

Article 3

Fiscal Year

The fiscal year of the Association shall be the calendar year, January 1 through December 31.

Article 4

Membership

Section 4.1: Qualifications for Membership: The qualification for membership in the Association shall be as stated in Sections 3, 4, 5, and 6 of this Article. To achieve the purpose of the Association there shall be no discrimination in individual memberships because of race, religion, sex, sexual orientation, age, national origin, disability, veteran status or marital status. All forms of memberships are individual and are not transferable to other individuals.

Section 4.2: Non-transferability of Membership: Membership in the Association is neither transferable nor assignable.

Section 4.3: Individual Membership: Membership in the Association is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members: Professional members shall be limited to (a) those individuals engaged in Human Resources or Industrial Relations functions; (b) certified by the Society for Human Resource Management (SHRM) or the Human Resource Certification Institute (HRCI); (c) the teaching, administration or management of Human Resources; (d) individuals who previously served in those positions; (e) full-time consultants with at least three years experience practicing in the field of human resource management; and/or (f) 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 Association.

Section 4.5: 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 the mission of the Association. Associate members may not vote or hold office in the Association.

Section 4.6: Student Members: Individuals who are actively enrolled in Human Resources or related programs at the college or university level. Student members shall be entitled to full membership without the payment of dues but will not have the right to vote or hold office.

Section 4.7: Honorary Members: Any active member at the time of retirement from any firm, organization, or institution may be elected to honorary membership in the North Country Human Resources Association by the Board of Directors. Honorary members shall be entitled to full membership without the payment of dues but will not have the right to vote or hold office.

Section 4.8: Application for Membership: Application for membership shall be on The North Country Human Resources Association application form. All applications shall be reviewed and approved by the Board of Directors. The North Country Human Resources Association's Board of Directors shall afford new members full membership rights from the date of application approval.

Section 4.9: Voting: Each Professional member of the Association shall have the right to cast one vote on each matter brought before a vote of the members. Associate members, student members and honorary members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.10: Dues: Annual membership dues shall be payable prior to or at the first meeting of the meeting year. The amount of dues shall be determined each year by the Board of Directors prior to the due date. The membership will be notified thereof.

Article 5

Meeting of Members

Section 5.1: Regular Meetings: The meeting year begins in January and concludes with the meeting in December. Regular meetings of the membership shall be held each month, except July and August, or as determined by the Board of Directors.

Section 5.2: Annual Meeting: The annual meeting of the members for election of board members and officers and conducting other appropriate business shall be held at such time as determined by the Board of Directors.

Section 5.3: Special Meetings: Special meeting of the members shall be held on call of the President, the Board of Directors, or special committees, or by any members having one-quarter 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 whenever possible. Notice of regular meetings shall be given to all members at least seven days prior to the meeting whenever possible. Notice of Board of Director meetings shall be given to all board members at least seven days prior to the meeting whenever possible.

Section 5.5: Quorum: At any meeting of members, members holding one-fifth of the votes entitled to be cast, represented in person, or by proxy, shall constitute a quorum. The vote of the majority of the members present or represented by proxy at a meeting at which a quorum is present shall be necessary of the adoption of any matter voted on by members.

Section 5.6: Meeting Reservation Policy: The NCHRA Board of Directors will make every effort to cancel an RSVP if given reasonable notice of cancellation. If the NCHRA is charged for the meal, then the member will be responsible to pay for the meal, whether the RSVP was for the member or a guest. The Board of Directors will have the authority to charge / not charge a member for any no show that was due to uncontrollable circumstances after reviewing the information.

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 Association and in general exercise all powers of the Association.

Section 6.2: Officers: The following shall be members of the Board of Directors and the officers of the Association: President, Vice-President, Secretary and Treasurer.

Section 6.3: Composition: Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall be composed of not fewer than ten (10) nor more than fifteen (15) members elected from the eligible professional membership as members of the Board of

Directors. The number of Board of Directors may change at any time as determined by the Board of Directors.

Section 6.4: Qualifications: All candidates for the Board of Directors must be professional members of the Association at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.5: Elections -Term of Office: Board members, consisting of Board Officers and Directors, shall be elected at the annual meeting of the membership. Each elected board member shall assume office January 1st, following his/her election. The Past President shall serve a one year term. All other Board members shall serve two-year terms. Board members may not be elected to serve more than two consecutive terms in the same position.

Section 6.6: Nominating Procedure: Election of board members and officers shall be conducted by vote in accordance with the following procedure:

The nominating committee, composed of at least one board member, and at least one professional member of the Association's professional membership shall prepare and submit to the President the list of nominees for the office(s) to be filled. The President may appoint a board member to head the nominating committee.

Section 6.7: Vacancies: Any board member vacancies may be filled for the unexpired term by the President with the consent of the Board of Directors.

Section 6.8: Quorum: A simple majority of the total Board of Directors shall constitute a quorum of 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 6.9: Board of Directors' Responsibilities: The Board of Directors shall transact all business of the Association except as prescribed otherwise in these Bylaws or other governing instruments of the Association. 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 6.10: 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.

Section 6.11: Conflict of Interest Policy: Any potential conflict of interest which could result in a direct or indirect financial or personal benefit to a director or officer must be disclosed on good faith or known to the board, and must be resolved pursuant to the Conflict of Interest Policy adopted by the Association.

Definitions and disclosure and procedural requirements pertaining to conflicts of interest and/or related party transactions are set forth in the Associations Conflict of Interest Policy.

Article 7

Duties and Responsibilities

Section 7.1: The President: The President shall preside at the meetings of the members and of the Board. He/She shall direct the Association and have charge and supervision of the affairs and the business of the Association. He/She shall maintain liaison with The Society of Human Resource Management (SHRM). He/She must be a current SHRM member during his/her term of office. The Association will pay for the President's SHRM membership during the term of office.

Section 7.2: The Vice-President: The Vice-President, 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 Association or the President determine. The Vice President succeeds the President.

Section 7.3: Treasurer: The Treasurer shall be responsible for the financial affairs of the Association. These responsibilities shall include membership billing and arrangements of the annual examination audit of the accounts as may be required by the Board. He/She shall be responsible for the membership directory and shall also perform other duties as the President may determine.

Section 7.4: Secretary: The Secretary shall be responsible for recording the minutes of all meetings of the Association. He/She shall be responsible for the monthly Association newsletter and shall also perform other duties as the President may determine.

Section 7.5: Board Members: Board members shall be responsible to attend board meetings, monthly member meetings, and serve on committees. Board members may also be required to perform other duties as the officers may determine.

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: 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 Association needs.

Section 8.4: Committee Activity: Committees are established to provide the Association with special ongoing services, such as Membership, Programs, Professional Development, Accreditation, Communications, Marketing/Public Relations, etc.

Article 9

Electronic Voting

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

Article 10

Statement of Ethics

The Association 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 Association and of SHRM.

The Association 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 Association meetings without the approval from the Board of Directors.

Article 11

Parliamentary Procedure

Meetings of the Association 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 Association.

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.

Article 13

Association Dissolution

In the event of the Association's dissolution, the remaining monies in the Treasury, after Association 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 Association).

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 Association are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association 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 Association 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 or substitutions. Note: *These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

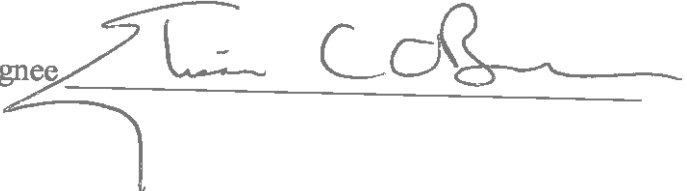
Ratified by the Membership of Association and signed by:

Association President _____

Date _____

Approved by:

SHRM President/CEO or President/CEO Designee



Date 4/25/16

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