

Greater Monadnock Society for Human Resource Management By-Laws

ARTICLE I – NAME AND AFFILIATION

Section 1: Name

The name of the chapter is Greater Monadnock Society for Human Resource Management (herein referred to as “the Chapter”). To avoid potential confusion, the Chapter will refer to itself as Greater Monadnock Society for Human Resource Management and not as SHRM or the Society for Human Resource Management.

Section 2: Affiliation

The Chapter is affiliated with the Society for Human Resource Management (herein referred to as “SHRM”) as a 100% Affiliated chapter.

Section 2.a: Affiliation with State Council

As a SHRM affiliated chapter, the chapter is also a member of the HR State Council of New Hampshire, serving on the Board of the State Council, and is an integral part of the State Council governance process and structure.

Section 3: Relationships

The Chapter is a separate legal entity from SHRM and the HR State Council of New Hampshire (herein referred to as “State Council”) (who is also a separate legal entity from SHRM). The Chapter shall not be deemed to be an agency or instrument of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrument of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without the express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM, or in the name of the State Council without the express written consent of the State Council.

Section 4: Domain Use, Logo, Use of SHRM Resources & Brand, Requirement of using “Affiliate of SHRM” Logo

The Chapter agrees to follow SHRM Guidelines and be consistent with SHRM in its use of any/all electronic, printed, verbal, and all other types of media, including but not limited to, SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others.

Section 5: Starting or affiliating with other groups

Should the chapter decide to legally affiliate through the governance process with other groups or start other groups or subchapters while affiliated with SHRM, the Chapter is required to obtain approval of SHRM's CEO/President or designee, which includes the approval of all governing documents associated with these organizations.

Section 6: Zip Code Ranges

The 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 members and event activity. Chapters may only hold events within their service area unless the chapter obtains approval of SHRM's CEO/President or designee.

Section 7: Service Area Modifications

Should the Chapter wish to request a modification to the 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 approval from SHRM.

Section 8: Creation of a New Chapter or Sub-Chapter

Should the Chapter desire to start a new chapter, sub-chapter, or add a Member Service Area ("MSA"), while affiliated with SHRM, the Chapter is required to have the express written consent of SHRM's CEO/President or designee, which includes the approval of all governing documents associated these organizations.

ARTICLE II: PURPOSE

The purposes for which The Chapter is established are as follows:

The Chapter is organized exclusively as a Business League, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended ("the Code"), and shall not carry out any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under 501(a) of the Code as a corporation described in Sections 501(c)(6) of the Code, or by a corresponding section of any future federal tax code.

The Chapter shall be a non-profit corporation organized pursuant to the New Hampshire Revised Statutes Annotated Chapter 292.

In furtherance of the foregoing general purposes, the specific activities and purposes to be conducted, promoted and carried out by the Chapter are as follows:

- To grow Dual Membership – members who are both SHRM Chapter and SHRM members;

- To provide an opportunity to focus on current human resource management issues of importance to members;
- To provide a focus for legislative attention to state and national human resource management issues;
- To provide opportunities for conferences, research and exchange of knowledge and experience among members;
- To provide a forum for the personal and professional development of its members;
- To provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills;
- To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- To provide a pool of leaders for perpetuation of the chapter and of the Society of Human Resource Management;
- To provide valuable information-gathering and dissemination channels; and the Chapter is not organized for profit and no part of the net earnings will benefit any private shareholder or individual.

The Chapter supports SHRM's Purpose, Mission, and Vision:

- To be a recognized world leader in human resource management;
- To provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- To be the voice of the profession on human resource management issues;
- To facilitate the development, education, and guide the direction of the human resource profession;
- To provide development, educational, and volunteer leadership training to members; and
- To establish, monitor, and update standards for the profession.

All actions of the chapter and that of members shall be in accordance with [SHRM's Bylaws & Code of Ethics](#).

ARTICLE III – FISCAL YEAR

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

ARTICLE IV - MEMBERSHIP

Section 1: Qualifications for Membership

The qualifications for membership in the Chapter shall be as stated in Sections 2, 3, and 4 of this Article. The Chapter is a 100% Affiliated Chapter of SHRM, and all chapter members are required to be members in good standing of SHRM in order to then be a chapter member. To achieve the mission of SHRM and the Chapter, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class. Membership in

SHRM and the Chapter is held in the individual's name and not in an organization in which the member is affiliated. Membership is not transferrable nor assignable to another individual. Members are required to be listed in the directory and to be on the Chapter distribution list.

Section 2: Professional Members

Professional Membership is intended for (a) those individuals actively engaged in bona fide human resources administration at the exempt level, who devote more than 50% of their time to personnel or human resources management; and (b) faculty members holding an assistant, associate or full professor rank in personnel or human resources at an accredited college or university; (c) Attorneys who specialize in counseling and advising clients on matters of labor and employment law and other matters directly related to the Human Resources profession, or (d) individuals engaged in occupations with a primary focus in human resources consulting, support and/or outsourced functions and who provide satisfactory proof of membership of SHRM (national); (d) Individuals who demonstrate a bona fide interest in Human Resource Management and the mission of the Chapter. Professional Members may vote and hold office in the chapter.

Section 3: Student Members

Individuals who are actively enrolled in a human resources degree or applicable business program, concentration or certificate program at the college or university level may qualify for student membership. Student members may serve on committees but may not vote or serve on the Board of Directors. Since the chapter is a 100% Affiliated chapter, student members must be SHRM student members in good standing to then be a chapter student member.

In support of the Chapter's College Relations initiative, the Chapter may waive guest fees for students to attend monthly chapter meetings, at the discretion of the Board.

Section 4: Application for Membership

Application for membership in the chapter shall be determined by the SHRM and chapter application process.

Section 5: 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. Student members are not eligible to vote. When necessary, votes shall be judged by an Ad Hoc Committee appointed by the Board of Directors.

Section 6: Dues

Chapter annual membership dues shall be established for the next year by the Board of Directors.

Section 7: Lifetime Meeting Guest Status

The Chapter may, at the discretion of the Board of Directors, grant Lifetime Meeting Guest status to an individual who is retired following active service in Human Resources and to this organization. Lifetime Meeting Guests are exempt from paying guest fees and Chapter membership dues.

Section 8: Discipline and Termination of Membership

Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

Any member 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 member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership.

This applies to all members, as well as volunteer and elected leaders.

ARTICLE V – MEETINGS OF MEMBERS

Section 1: Regular Meetings

Regular meetings of the Chapter shall be held on the 2nd Wednesday of the month except for July and August, or as otherwise determined by the Board of Directors. Non-member guests may attend for a guest fee, or otherwise as approved by the Chapter President.

Section 2: Annual Meetings

The annual meeting of the members for electing Officers and Directors and conducting other appropriate business shall be held in June, or at such other time as determined by the Board of Directors.

Section 3: Special Meetings

Special meetings of members shall be held on the call of the President, or the Board of Directors, or in writing by members having at least one-twentieth of the votes entitled to be cast at such meeting. At the discretion of the Board of Directors, joint meetings with other groups may be arranged for discussion of any subject or other activity that may be of mutual benefit and interest.

Section 4: Notice of Meetings

Notice of regular, special and annual meetings shall be given to all members at least seven days prior to the meeting. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the board.

Section 5: Membership Quorum

Members holding one-fifth of the votes of the current membership entitled to be cast shall constitute a quorum. Proxy voting, or representation by anyone other than the actual member, is not allowed. The vote of a majority of the members which constitutes 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 VI – BOARD OF DIRECTORS

Section 1: Number

The Board of Directors shall consist of a minimum of 9, not to exceed 11 persons. The following shall be members of the Board of Directors, and act as the Officers of the Chapter: President, Vice President, Treasurer, and Secretary. A minimum of five, not to exceed seven additional members shall be elected from among the eligible membership as Members at Large with voting rights of the Board of Directors.

Section 2: Qualifications

Since the chapter is a 100% Affiliated chapter, all chapter members are required to be members in good standing of SHRM, and of the chapter at all times. The Certification Director, as applicable, is required to be SHRM-certified or in the process of achieving SHRM certification.

Section 3: Election and Term of Office

The Chapter members shall elect Officers and Directors each year by June 30th. The Board of Directors shall nominate members for election. Each elected Officer and Director shall assume office on July 1 following their election and shall hold office for two years, or until their successor is elected and takes office.

Section 4: Term Limits

Officer and Directors terms are two years. In the event a successor is not available to an Officer or Director, the current Officer or Director will have the option to serve additional terms until a successor is identified.

Section 5: Vacancies

The President may appoint an eligible member to fill a vacant Board position for a term to be determined based on chapter needs, with the consent of the Board of Directors.

Section 6: Board of Directors 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 Directors present at any meeting at which there is a quorum, either in-person or virtual, shall be the act of the Board of Directors, except to the extent that applicable state/local law may require a greater number. In addition, the Board may act by unanimous written or email consent of all voting members.

Section 7: Responsibilities

The Board of Directors shall transact all business and fiduciary responsibilities of the Chapter, as prescribed by these By-Laws 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 8: Voting

Proxy voting, or representation by anyone other than the actual member of the Board of Directors, is not allowed. If a Special Meeting is called which requires a vote, the Board may vote in-person, virtually, by teleconference, or email.

Section 9: Removal of any elected or appointed chapter leaders

Any elected or appointed chapter leader may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from office.

Section 10: Meetings

Regular meetings of the Board of Directors will be called by the President and may be conducted in-person, virtually or by teleconference. A Special Meeting of the Board of Directors may be called by the President or by any two members of the Board of Directors, for decision-making on urgent or time-constrained issues.

All meetings will be conducted in the spirit with Robert's Rules of Order Newly Revised, allowing sufficient time for respectful discussion and a majority vote.

Section 11: Dual Representation

Not more than two individuals from the same company shall serve on the Board of Directors concurrently, unless approved by the entire Board of Directors. Any number of committee members can be from the same company.

Section 12: Attendance

Members of the Board of Directors are expected to attend Board meetings, actively participate in Chapter initiatives, and are encouraged to attend the general meetings. Members of the Board who fail to actively participate in Board activities and contribute to the success of the chapter, may be subject to removal from the Board.

ARTICLE VII – BOARD OF DIRECTORS 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. All Officer and Board members are required to be a member of SHRM in good standing and then of the Chapter. The Chapter is strongly encouraged to have at least one Board of Directors Member (“Volunteer Leader”) attend SHRM's Volunteer Leader Business Meeting each year.

Section 1: The President

The President shall preside over the chapter meetings and the Board of Director meetings. 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 is responsible for the chapter staying in compliance with SHRM affiliate guidelines. They shall maintain liaison with SHRM and the State Council throughout the duration of their term of office. When the President's term is complete, they will remain on the board as a Member At Large for a minimum of one year to help transition the new President.

Section 2: The President-Elect

The President-Elect, at the request of the President, or in their absence for whatever reason, may perform any of the duties of the President. They shall have such other powers and perform such other liaison duties as the Board of Directors, or the President may determine. The President-Elect will assume the President-Elect role and will automatically move into the Presidency at the end of the President's term. The president-elect is encouraged to attend the annual SHRM Volunteer Leader Business Meeting.

Section 3: The Treasurer

The Treasurer shall be responsible for the financial affairs of the Chapter, including all local, state, Federal, and other jurisdictional required filings. These responsibilities shall

include providing financial reports to the Board of Directors, filing required tax returns, and deciding for the annual examination audit of the accounts as may be required by the Board of Directors. Two Officers shall approve disbursement of funds in excess of \$500 for non-budgeted items. The Treasurer, or designee appointed by the Board, shall have sole responsibility for collecting mail from the Chapter post office box.

Section 4: The Secretary

The Secretary shall be responsible for recording and distributing the minutes of all meetings of the Chapter and shall be responsible for coordinating general activities related to Chapter news information. Minutes should be distributed within 2 weeks of the meeting, absent extenuating circumstances.

ARTICLE VIII – COMMITTEES

Section 1: Committees

The establishment of both standing and ad-hoc standing committees will be the right of the Board of Directors. The President will approve chairpersons in conjunction with the Board of Directors. The Chairperson and Board of Directors will seek interested members to participate in committee activities. Special committees or task forces may be organized by the Board of Directors to meet the Chapter's needs. Members of all committees shall have voting privileges within their committees, regardless of their voting status within Chapter.

Section 2: Committee Activity

Committees are established to provide the Chapter with special on-going services, such as Membership, SHRM Foundation initiatives, Programs, Professional Development, Communications, Diversity, Equity and Inclusion, Workforce Readiness, Students/Emerging Professionals, Certification, etc.

ARTICLE IX – ELECTRONIC VOTING

Mail or electronic ballots may be used for the election of Directors provided the Chapter has held at least one in-person meeting that year unless there are extenuating circumstances where the chapter cannot meet in person.

ARTICLE X - AMENDMENT OF BYLAWS

The By-Laws 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 President as being in furtherance of the Chapter and not in conflict with SHRM By-Laws. 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 XI – STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect, and support the purpose of the Chapter, and of SHRM.

Outside of paid sponsorships, members and their guests are advised to not actively solicit business from other chapter members and guests at chapter events or via other communication methods without consent of the member(s) or the Board of Directors.

Strict adherence to these guidelines will provide a comfortable, professional, pleasant, and intimidation-free environment for the Chapter members and guests.

ARTICLE XII – CHAPTER DISSOLUTION

In the event of the Chapter's dissolution, the remaining monies in the Treasury, after the Chapter expenses have been paid, will be contributed to the SHRM Foundation or such other tax-exempt organization as shall be decided by a vote of the eligible Members. Should the Chapter become an MSA of another chapter, the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be paid to the Chapter serving as host Chapter.

ARTICLE XIII – 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 the 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 President/CEO or their 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 for the by the SHRM President/CEO or their designee, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM President/CEO or their designee 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 the Chapter status withdrawn, may re-confer Chapter status upon such body.

Ratified by the Membership of Chapter and signed by:

Chapter President or designee:

Amy Wright

Printed Name:

Amy Wright

Date:

2/27/2024

Approved by:

SHRM President/CEO or designee:

Michael P Aitken

Printed Name:

Michael P Aitken

Date:

2-7-24

Chapter Contact Information

Chapter Mailing Address:

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n/a

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