

Greater Monadnock Society for Human Resource Management By-Laws and Policies

ARTICLE I – NAME AND AFFILIATION

Section 1.1: NAME. The name of the chapter is Greater Monadnock Society for Human Resource Management (herein referred to as “the Chapter”).

Section 1.2: AFFILIATION. The Chapter is affiliated with the Society for Human Resource Management (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 the express written consent of SHRM.

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 provide an opportunity to focus on current human resource management issues of importance to its 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.

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, 4, and 5 of this Article. There shall be no discrimination in individual memberships because of race, color, religion, gender, age, national origin, marital status, sexual orientation, disability, veteran status, gender identity, or any other legally protected class. Membership in the Chapter is held in the individual's name and not in an organization in which the member is affiliated. Membership is not transferrable 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: Associate Members

Individuals who do not meet the qualifications of other classes of membership, but who demonstrate a bona fide interest in Human Resource Management and the mission of the Chapter are eligible for Associate Membership status. Associate members are limited to being Members at Large on the Board of Directors; however, they may be voting members of the Board of Directors and committees.

Section 4: 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.

Student membership fee will be waived if the individual meets the following criteria:

- 1) Matriculated college student with a major/minor in Business Management, Psychology, or applicable human resources related degree
- 2) Actively participate on one of the chapter's committees
- 3) Share feedback regarding their chapter experience

Section 5: Members in Transition

Members who become unemployed may have their renewal dues waived, at the discretion of the Board. The Board will review this waiver on an annual basis. Members in Transition may serve as a voting member on the Board of Directors.

Section 6: Application for Membership

Application for membership shall be made either on-line through the Chapter's website or by downloading the application form from the Chapter's website or picking up a form at a Chapter meeting or by contacting the Chapter's treasurer. Applications must be accompanied by full payment of dues, either by check or via credit card using the Chapter website. Dues are for the calendar year. Individuals who join the Chapter for the first time in the months of November and December will not need to pay dues in the upcoming January membership renewal; their membership will carry forward into the new year.

Section 7: Voting

Each Professional member, Associate member and Member in Transition 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. Representation by anyone other than the actual member is not allowed. 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.

Section 8: Dues

The Board of Directors shall establish annual membership dues for the next year prior to August 31st. Membership renewals are payable by January 1, or upon renewal, for the ensuing calendar year.

Section 9: Lifetime Membership

The Chapter may, at the discretion of the Board of Directors, grant Lifetime Membership status to an individual who is retired following active service in Human Resources and to this organization. Lifetime Members shall have the same rights as Professional Members.

Section 10: Termination of Membership

Membership in the Chapter may be terminated for cause by a two-thirds vote of the Board of Directors, or automatically for non-payment of annual dues.

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 all regular, special and annual meetings shall be given to all members prior to the meeting. Meeting notices should be sent seven days prior to the meeting absent extenuating circumstances. Electronic mail may be used for notification.

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 most members which constitutes a quorum shall be necessary for the adoption of any matter voted on by the members.

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 be 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

All candidates for officer positions on the Board of Directors must be members of the Chapter, in good standing, at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing with National SHRM, in addition to the local chapter. As part of the Chapter requirements, all other Officers must become a member in good standing with National SHRM within the first year of their first term.

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 his/her election and shall hold office for two years or until his/her 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 shall be the act of the Board of Directors.

Section 7: Responsibilities

The Board of Directors shall transact all business 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.

Section 9: Removal of Directors and Officers

Any Director or Officer 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.

Section 10: Meetings

Regular meetings of the Board of Directors will be called by the President and may be conducted by teleconference. At least four regular meetings each year shall be conducted with members present in person. 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. Such meeting may be held by means of a conference call or email, which allows all persons participating in the meeting to communicate with each other. Such participation shall constitute presence at the meeting. Notice of any such special telephone/email meeting shall be given in writing or by telephone or electronic mail. Participation by a majority of the Board of Directors shall constitute a quorum.

All meetings will be conducted in the spirit with Robert's Rules of Order, allowing sufficient time for respectful discussion and decision by consensus.

Section 11: Conflict of Interest

Members of the Chapter's Board of Directors must avoid any possible conflict of interest with their duties and responsibilities related to the Chapter. Prior to accepting office or initiating duties with the Chapter Board of Directors, members shall disclose any material interest or affiliation of theirs that may present a conflict of interest, of their immediate family members, or of any persons acting on their behalf. Such disclosure shall be provided in writing to the President of the Chapter for submission to the Board of Directors.

Section 12: 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 13: 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

Section 1: The President

The President shall preside over the chapter meetings and the Board of Director meetings. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. He/she shall maintain liaison with and be a current member in good standing with SHRM, as well as participate on the NH State Council. When the President's term is complete, he/she will remain on the board as Member At Large to help transition the new President for a minimum of 1 year.

Section 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 Board of Directors, or the President may determine. He/she shall be a current member in good standing with SHRM within his/her first term in office. The Vice President will assume the President Elect role and will automatically move into the Presidency at the end of the President's term.

Section 3: The Treasurer

The Treasurer shall be responsible for the financial affairs of the Chapter. 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. The Treasurer, in conjunction with the Membership Committee, will be responsible for membership billing. 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 checks/mail from the Chapter post office box. He/she shall be a current member in good standing with SHRM within his/her first term in office.

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. He/she shall be a current member in good standing with SHRM within his/her first term in office.

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 3: Committee Activity

Committees are established to provide the Chapter with special on-going services. Standing committees include:

- Program Committee – Coordinate meetings and ensure diversified programs of interest for the Chapter.
- Membership Committee – Solicit and review applications for new members, update the membership roster and introduce new members at Chapter meetings.
- Communications Committee – Promote and maintain Chapter website and other social media outlets and send timely meeting notifications.

ARTICLE IX – 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.

ARTICLE X – STATEMENT OF ETHICS

Chapter adopts SHRM's Code of Ethics 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 SHRM. 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 the Chapter meetings or through the use of information provided to him/her as a member of Chapter without the approval of the Board of Directors.

Members are not to be openly solicited for business during meetings, except as allowed for organizations who pay to sponsor meetings.

This means that:

- Members are not to introduce themselves for the purpose of selling their products or services during the GMSHRM meetings;
- Members are not to leave promotional materials on tables or openly distribute such during GMSHRM meetings;
- It is permissible for a member to discuss their services or provide additional information to a prospective client or member upon specific invitation/inquiry during the GMSHRM meetings.
- The membership directory is not to be used as a solicitation tool. No member shall undertake a mass-mailing, phone or email campaign using the membership directory to sell his/her products or services.
- This policy applies to visitors or guests as well as members of the GMSHRM. Members are requested to advise their guests of this policy prior to attending a meeting.

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

ARTICLE XI – 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.

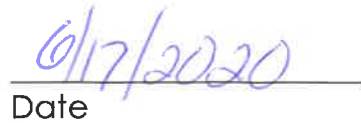
ARTICLE XII – WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated Chapter status may be withdrawn by SHRM 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 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 for the 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.

Ratified by the Membership of the Chapter and signed by:



 Chapter President



 Date

Approved by:



5-22-20

SHRM Designee

Date