

**THE NORTH CAROLINA SOCIETY
FOR
HUMAN RESOURCE MANAGEMENT STATE COUNCIL
BYLAWS**

ARTICLE I

NAME

The name of the State Council shall be "The North Carolina Society for Human Resource Management State Council" (also referred to as the North Carolina State Council of SHRM and hereinafter referred to as "the North Carolina State Council" or "the State Council" or "NCSHRM"). To avoid potential confusion, the State Council will refer to itself as the "The North Carolina Society for Human Resource Management State Council," and not as "SHRM" or the "Society for Human Resource Management."

ARTICLE II

OFFICES

The principal office of the North Carolina State Council shall be located at such place as shall be determined by the Governing Body. The North Carolina State Council may also have offices at such other places as the Governing Body may from time to time determine.

ARTICLE III

PURPOSES

The purposes of the North Carolina State Council shall be on a non-profit basis to promote the educational and other nonprofit purposes of the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in the State of North Carolina (hereinafter referred to as "the "State") to consult together concerning the affairs, activities, needs and problems of SHRM in the state and to adopt programs which will promote the progress and welfare of SHRM in the human resources profession as a whole, including, without limitation, the provision of channels of communications between Chapters, the State Council, and the appropriate Regional Council, provision of services to all members of the human resource profession within the State, and the provision of leadership training at the State level.

ARTICLE IV

FISCAL YEAR

The fiscal year of the State Council shall be the calendar year.

ARTICLE V

NO MEMBERS

The State Council shall have no permanent members.

ARTICLE VI

GOVERNING BODY

A. Powers and Duties. The North Carolina State Council shall consist of the Governing Body. The Governing Body of the State Council shall manage and control the property, business and affairs of the North Carolina State Council and in general exercise all powers of the North Carolina State Council.

B. Number and Privileges.

1. The following shall be voting members of the Governing Body: one (1) State Director; one (1) Immediate Past State Director; one (1) State Director-Elect; one (1) Secretary; one (1) Treasurer [unless both positions are held by one person than total number of votes is one (1)]; one (1) Director for each Core Leadership Area (CLA) established by SHRM as many Chapter Presidents as there are regular SHRM Chapters within the State; as many District and At-Large Directors as deemed necessary by the State Director to meet The State Council's needs (maximum number not to exceed 50 percent of the SHRM Chapters in the state); In no event shall the aggregate District Directors and At-Large Directors exceed one-third of the total number of voting members of the Governing Body.
2. The Governing Body shall contain as many non-voting members as the State Director deems necessary and appropriate to perform the functions of the North Carolina State Council.

C. Qualifications. All members of the Governing Body, both voting members and non-voting members, must be SHRM members in good standing throughout the duration of participation on the Governing Body. Non-voting members shall be drawn from such positions as the State Director feels should participate in the North Carolina State Council in the best interests of The State Council and SHRM.

D. Election and Appointment – Term Office.

1. The State Director-Elect will be elected from the current year's Governing Body every other year to serve a two-year term by its voting members no later than November for the upcoming year. The President of each SHRM Chapter within the State shall be an ex-officio Chapter President on the State Council with full voting rights. District Directors, At-Large Director(s), and Core Leadership Area (CLA) Directors shall be appointed by the State Director and will have full voting rights. The Secretary and Treasurer shall be

nominated by the State Director and elected by a majority vote of the Governing Body upon which such Secretary and Treasurer will serve a two-year term and will have full voting rights. It is the discretion of the State Director to combine the Secretary and Treasurer positions into one position prior to the election.

2. Non-voting members of the Governing Body shall be appointed by the State Director with the prior concurrence of the Governing Body upon which such non-voting members will serve.
3. Leaders filling all positions on the Governing Body, both voting and non-voting, must be SHRM members in good standing within the State throughout the duration of participation on the Governing Body.
4. All members of the Governing Body unless outlined differently above shall be elected or appointed to a one-year term beginning January 1 and ending December 31. The State Director and State Director-Elect shall each serve a two-year term with the State Director-Elect accending to the State Director position at the end of the Director's two-year term. The Secretary/Treasurer shall be elected to a two-year term and may serve an additional term. All others may serve in the same position for not more than two additional consecutive years.

E. Removal. Any members of the Governing Body may be removed for actions contrary to the best interests of The State Council or SHRM upon a two-thirds (2/3) vote of the entire voting members of the Governing Body, after having been given an opportunity for an informal hearing before the Governing Body. In addition to removal for cause pursuant to the previous sentence, Chapter Presidents shall be removed to the extent they vacate or are removed from their position as President of their respective SHRM Chapter.

F. Vacancies. Any vacancy in the State Director position shall be filled for the unexpired term by the State Director-Elect, or if such position does not exist, by vote of a majority of the Governing Body in attendance at and duly constituted meeting. Any vacancy in any other position on the Governing Body other than Chapter President shall be filled by appointment by the State Director with the concurrence of that person or body which must concur in the original appointment of such position. Any vacancy in the Chapter President position shall be filled as and when the respective SHRM Chapter elects to or appoints a new President.

G. Governing Body Meetings. The Governing Body shall meet at least three (3) times each year, the first of such meetings before March 31. At least two of these meetings will be in person meetings.

H. Special Meetings of the Governing Body. Special meetings of the Governing Body may be called by the State Director, or in the case of the absence or disability of the State Director, by the State Council Director-Elect, Secretary and/or Treasurer. A special meeting shall be called upon written and/or electronic communications such as but not limited to email, computerized voting, and communication by a vendor under contract with the State Council or a vendor explicitly directed to do so by the State Council, requests of a majority of the voting members of the Governing Body.

I. Notice of Meetings. Written and/or electronic communications (such as but not limited to email, computerized voting, and communication by a vendor under contract with the State Council or a vendor

explicitly directed to do so by the State Council), notice of each Governing Body meeting shall be sent or mailed to each member at least fifteen (15) days before such meeting.

J. Quorum: Governing Body Action. One-half (1/2) of the entire number of voting members of the Governing Body shall constitute a quorum for the transaction of business. The act of a majority of voting members present at any meeting at which there is a quorum shall be the act of the Governing Body, except to the extent that the Bylaws or state law may require a greater number. In addition the Governing Body may act by unanimous written and/or electronic communications (such as but not limited to email, computerized voting, and communication by a vendor under contract with the State Council or a vendor explicitly directed to do so by the State Council), consent of all voting members.

K. Presiding Member. At all meetings of the Governing Body, the State Director shall preside. In the absence of the State Director, the Associate State Council Director shall preside. In the absence of both the State Director and State Director-Elect, a chairperson shall be elected by the majority of voting members present.

L. Financial Audit. The incoming State Director shall call for an independent audit of the financial and banking records maintained by the Secretary/Treasurer. Results shall be published to The State Council no later than the second meeting of the State Director's term.

ARTICLE VII

OFFICERS

The State Director shall serve, ex-officio, as President of The State Council, but shall be referred to as State Director. The State Council Director-Elect and the Secretary/Treasurer shall serve in those roles respectively on The State Council.

ARTICLE VIII

RESPONSIBILITIES OF PARTICULAR GOVERNING BODY MEMBERS

The responsibilities of each of the Governing Body members shall be as outlined in the position descriptions maintained by the Secretary and distributed to the members. The position descriptions are subject to change as deemed necessary by the State Director and/or the Governing Body.

ARTICLE IX

COMMITTEES

Committees of the Governing Body may be appointed by the State Director, subject to such conditions or limitations as may be specified by the Governing Body. Such Committees may include, without limitation, an Executive Committee consisting of the State Director, the State

Director -Elect, the Membership Director if such exists, the Secretary, the Treasurer, and any other voting member of the Governing Body appointed to the Executive Committee by the Governing Body, which Executive Committee shall have the authority to act on behalf of the Governing Body in between meetings of the Governing Body on any matter except for dissolution, merger, sale of all or substantially all assets of the State Council, amendment of the articles of incorporation, bylaws or similar documents, or any other matters which applicable state law or resolution of the Governing Body prohibits such Executive Committee from taking action upon.

ARTICLE X **ELECTRONIC VOTING**

Electronic communications such as but not limited to email, computerized voting, and communication by a vendor under contract with the State Council or a vendor explicitly directed to do so by the State Council can be used for the election of officers provided the State Council has had at least one in-person meeting that year.

ARTICLE XI **WITHDRAWAL OF STATE COUNCIL STATUS**

State Council status may be withdrawn by a two-thirds (2/3) vote of the then entire number of voting members of the SHRM Board of Directors upon finding that the activities of The State Council are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the State Council 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. After withdrawal of State Council status, the SHRM Board of Directors may cause a new state council to be created, or, upon affirmative vote of two-thirds (2/3) of the then entire number of voting SHRM Board of Directors and the consent of the body which has had State Council status withdrawn, may re-confer State Council status upon such body.

ARTICLE XII **RELATIONSHIPS**

The State Council is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another State Council, and SHRM shall not be deemed to be any agency or instrumentality of the State Council. The State Council shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The State Council shall not contract in the name of SHRM without the express written consent of SHRM. The relationship of the State Council and SHRM is also governed by the terms and conditions of the State Council Charter granted by SHRM to State Council and accepted by State Council.

ARTICLE XIII **COUNCIL DISSOLUTION**

In the event of the State Council's dissolution, the remaining monies in the treasury, after Council expenses have been paid, will be contributed to organization(s) decided upon by The State Council at the time of dissolution (e.g., the SHRM Foundation, an endowment fund at a university, or other such organization in keeping with the purposes of this State Council).

**ARTICLE XIV
STATEMENT OF ETHICS**

The State Council adopts SHRM's Code of Ethical Standards for the HR Profession for members of The State Council in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the State Council and SHRM.

**ARTICLE XV
PARLIAMENTARY PROCEDURE**

Meetings of the State Council 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 State Council.

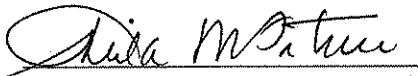
**ARTICLE XVI
BYLAW AMENDMENTS**

The Bylaws of the State Council may be amended by a two-thirds (2/3) vote of the Governing Body voting members present at a meeting at which a quorum exists, provided such proposed amendment is circulated in writing at least fifteen (15) days prior to such meeting and provided such amendments have been pre-approved by the SHRM President/CEO or his/her designee, as being in furtherance of the purposes of SHRM and not in conflict with the Society's Bylaws.

**ARTICLE XVII
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.


Sheila Fetner, PHR
State Council Director


State Council Director (Signature)

10/2/06
Date


Approved SHRM President/CEO (or designee)

9/25/06
Date

OK

9/21/06