

IREDELL HUMAN RESOURCE ASSOCIATION

BY-LAWS

ARTICLE I NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Iredell Human Resources Association (IHRA). (Herein referred to as the "Chapter".) To avoid potential confusion, Iredell Human Resource Association will refer to itself as the Chapter and not as SHRM.

Section 1.2: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.2a: As a SHRM affiliated Chapter, the Chapter is also a member of the North Carolina State Council, serving on the Board of the State Council and abiding by State Council governance process

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.

Section 1.4: Use of SHRM Domain, Logo and Brand. The use of SHRM's Domain, Logo and Brand, or the requirement of using an "Affiliate of SHRM" logo, must be consistent with SHRM policies, procedures and practices. Any deviation from such policies, procedures and practices requires written approval from SHRM's CEO/President or designee.

Section 1.5: Starting or affiliating with other groups. The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) before the Chapter legally affiliates through the governance process with other groups or starts other groups or subchapters while affiliated with SHRM.

Section 1.5a: The Chapter may initiate, facilitate or engage in mutually beneficial business relationships that further the Chapter's business or mission objectives to the extent these business relationships are not in conflict with Section 1.5.

Section 1.6: Approved Service Area. The approved 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 i) members and ii) event activity. Chapters may only hold physical events within their approved service area unless the Chapter obtains written approval of SHRM's CEO/President or designee.

Section 1.7: Member Service Area. The Chapter is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) prior to the Chapter starting a new Chapter, sub-chapter, or adding a Member Service Area ("MSA") to an approved service area, while affiliated with SHRM.

Section 1.8: Approved Service Area Modifications. Should the Chapter wish to request a modification to the Approved 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 written approval from SHRM’s CEO/President or designee.

ARTICLE II OBJECTIVES

The purposes of this Chapter, as a non-profit (or not-for-profit) organization, are:

1. To grow dual membership: members who are both Chapter and SHRM members;
2. To provide a forum for the personal and professional development of members;
3. To provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
4. To provide an opportunity to interact and develop individuals new to the profession; student chapters in the area, etc;
5. To provide an arena for the development of trust relationships where common problems may be discussed and deliberated;
6. To provide an opportunity to focus on current human resource management issues of importance to members;
7. To provide a forum and advocacy focus on state and national workplace issues;
8. To provide valuable information gathering and dissemination channels;
9. To provide a pool of human resource professional leaders for succession of the Chapter, State Council and of SHRM;
10. To serve as an important vehicle for introducing human resource professionals to SHRM;
11. To serve as a source of new members for SHRM; and
12. To serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource practices in the profession and:

1. To be a recognized world leader in human resource management;
2. To provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
3. To be the voice of the profession on human resource management issues;
4. To facilitate the development and guide the direction of the human resource profession; and
5. To establish, monitor and update standards for the profession.

ARTICLE III FISCAL YEAR

The fiscal year of the Chapter shall be from January 1 through December 31.

ARTICLE IV 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, and 4.7 of this Article.

To achieve the mission of 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 classes under federal, state or local laws.

Section 4.2: Non-transferability of Membership. Membership in the Chapter is only transferable within the employer upon completion of an application and approval by the Board of Directors to a succeeding Human Resources professional.

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

Section 4.4: Terms and Classes.

Professional Member. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- i. Possess at least three (3) years of human resource management experience.
- ii. Hold an HR certification recognized by SHRM.
- iii. Are faculty members holding assistant, associate or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.
- iv. Are full-time consultants with at least three (3) years of experience as a practitioner in human resource management.
- v. Are full-time attorneys with at least three (3) years of experience in counseling and advising clients on matters relating to the human resource profession. Professional Members may vote and hold office in the Chapter.

Life Member: Individuals may be granted membership through a unanimous vote of the Board of Directors. Such membership will be given to former members of the Chapter or to others whose contribution has been made to the field of Human Resources Management. A Life Member will not have any voting privileges, be required to pay annual dues or be able to hold any Board of Directors position.

Partnership Member: Individuals may be granted partnership membership through a unanimous vote of the Board of Directors. Such membership will be made on a reciprocal basis where both organizations have the ability to benefit from the allegiance. An example of a Partnership Membership would be with a local Economic Development Board or a local Chamber of Commerce. A Partnership Membership will not have any voting privileges, be required to pay annual dues or be able to hold any Board of Directors position.

Section 4.5: Application for Membership. The Board of Directors of the Chapter shall be empowered to approve applications for membership and may specify or modify any reasonable application procedure. Applications for membership shall be made on the Chapter's webpage which provides access to an online application form. A completed application shall be forwarded to the Membership Chair who shall present applications, in a timely manner, to the Board of Directors. Applicants will be notified by the Membership Chair and Treasurer regarding their membership application approval and instructions on how to remit payment.

Section 4.6: 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. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.7: Dues. The amount of dues shall be approved by the Board of Directors. Life Members shall be exempt from the payment of dues. Annual membership dues are payable in advance to the Treasurer no later than February 28 each year. SHRM members will receive a discount off the annual IHRA dues. New members joining for part of a year will be charged on a prorated basis for each month remaining in the year. Renewal notices will be sent each January.

Section 4.8: Resignation. Any member may resign at any time by written notice of resignation filed with the Secretary of the Chapter. The Secretary shall present resignations to the Board of Directors in a timely manner.

Section 4.9: Termination of Membership. Any member may be removed from membership, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. Prior to the vote the member shall be entitled to respond to the allegations deemed to constitute cause for removal from membership. If a member's dues are more than two months in arrears, membership shall automatically be terminated. The remaining months of dues are not reimbursable.

Section 4.10: Solicitation. Members may not use their membership in the IHRA to solicit other members by mail, telephone, fax, email, and personal visits or by any other means for the promotion of business services.

Section 4.11: Gifts. From time to time the Board may approve and distribute gifts to members as a "thank you" for their support and involvement. If this should occur, Members must be an active member throughout the year to be eligible for any gifts from the Chapter.

ARTICLE V MEETINGS

Section 5.1: Regular Meetings. Regular meetings shall be held on the third Wednesday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Notice of Meetings. The membership shall be notified of such change in regular meetings at least one meeting in advance.

There will be nine or more meetings per year scheduled at such times and places as the Board of Directors may designate. The Board will determine which months the Chapter will not meet, and the membership will normally be notified of the months of the Chapter will not meet at least one month prior.

Section 5.3: Special Meetings. The President, with approval of the Board of Directors, may call special meetings as deemed necessary. A change in the time of the meeting and place of the meeting may be made if agreed upon by the membership.

Section 5.4: Quorum. A quorum shall consist of the majority of the members present. The membership will be notified as part of the regular meeting notice as to the business to be voted upon at the next meeting whenever possible. Whenever it is not possible to notify the membership, the officers will determine whether said business may be voted upon.

Section 5.5: Guests/Visitors/Substitutes. Guests and/or visitors are welcome to attend one Chapter meeting at no cost. Guests of members may attend additional regular meetings and will be billed for the cost of the meal as

designated by the Board of Directors. Substitutes from the same organization may attend provided they meet the membership requirements. All guests attending the meeting must be approved of by a member.

ARTICLE VI BOARD OF DIRECTORS

Section 6.1: Members of the Board of Directors/Officers. The Board of Directors shall be composed of seven (7) positions. The following Board of Director positions are President, President-Elect, Secretary, Treasurer, Co-Treasurer, Membership and the immediate Past President. The past president shall automatically serve a term on the Board following their year as president.

Section 6.2: 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 6.3: Qualifications for non-100% Chapters. All candidates for the Board of Directors must be Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws as a Chapter affiliated with SHRM, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The Vice President/Director of Membership must be a current member in good standing of SHRM throughout the duration of his/her term of office. If the Chapter has a designated Certification Director role, the person holding this role must be a current member in good standing of SHRM and SHRM certified. All board members and Officers shall abide by SHRM's Bylaws and Conflict of interest Policies.

Section 6.4: Filling a Vacancy. In the event an Officer is unable to serve a full term, the remaining Board members may appoint an individual from the membership to fill the vacancy during the interim.

Section 6.5: Election and Installation. The election of the Board of Directors will be held during a fourth quarter meeting. Installation will be at the December meeting. Newly elected Board members will shadow the incumbent during the remainder of the incumbent's term and begin their duties in January.

Section 6.6: Succession Plan. A succession plan has been established for the positions of President, President-Elect, Secretary and Treasurer. A person must hold a Board position for one year to be eligible to serve as the President-Elect, or President. All officers may hold office for no more than three consecutive terms.

Section 6.7: 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 Board of Directors present at any meeting at which there is a quorum, either in person or virtual, 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 and fiduciary responsibilities of the Chapter except as prescribed otherwise in these Bylaws 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 6.9: Removal of any elected or appointed Chapter leaders (Director, Officer, Committee Chair, Committee Member, or other). Any Chapter leader 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. Prior to the vote, the Chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from elected or appointed role. SHRM reserves the right to remove any elected or appointed

Chapter Leader (*Director, Officer, Committee Chair, Committee Member, or other*) from office who has demonstrated actions that are inconsistent with the chapter bylaws, the chapter charter or operating guidelines.

ARTICLE VII DUTIES AND RESPONSIBILITIES

The responsibilities of each Board member are outlined in more detail 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 Chapter Board. 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 7.1: The President. The President shall preside at the meetings of the members and act as business head of the Chapter. The President shall appoint all committees and act as discussion leader when the need arises. The President is responsible for the Chapter staying in compliance with SHRM affiliate requirements and guidelines maintain liaison with SHRM and the State Council throughout the duration of his/her term of office. Per SHRM bylaws, the President must be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.2: The President-Elect. The duties of the President-Elect shall be those of the President in their absence. The President-Elect shall be responsible for special events and monthly programs. The President-Elect will also be responsible for the introduction of the program at each meeting. The chapter requires the President-Elect to be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.3: The Treasurer and Co-Treasurer. The Treasurer and Co-Treasurer shall be responsible for all financial affairs as needed by the, including all local, state, Federal, and other jurisdictional 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 be responsible for membership billing and receivables. The financial report shall be given at a minimum, at the first and last meeting of the year. The Treasurer and Co-Treasurer position shall be elected every two (2) years. The Treasurer and Co-Treasurer shall preside at any meeting in which it is necessary that the other three officers be absent. The chapter requires the Treasurer and Co-Treasurer to be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.4: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, greet members at the meetings; and provide a list of guests and substitutes to the Treasurer or Co-Treasurer each month. The Secretary shall preside at any meeting at which it is necessary for the President and President-Elect to be absent. The Secretary shall be elected every two (2) years. The chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of their term of office.

Section 7.5: Past President. The Past President shall serve as an advisor to the 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 their term of office.

Section 7.6: Membership Director. The Membership Director shall respond to requests for information about membership through telephone calls, personal contacts and correspondence. The Membership Director shall maintain an up-to-date list of active Chapter members and applications for membership. The Chapter requires the Membership Director to be a current member in good standing of SHRM throughout the duration of their term of office.

ARTICLE VIII COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the President with resolution of the Board of Directors.

Section 8.2: Committee Organization. Committees are established to provide the Chapter with special ongoing services. The President-Elect serves as the chairperson of committees, such as the Scholarship and Holiday Event. Other committees may be voted on by the Board of Directors throughout the year. The Chairperson and the President will seek interested members to participate in committee activities.

Section 8.3: Nominating Committees. The Board of Directors will serve as the official nominating body for the Chapter.

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

ARTICLE IX 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. Each Chapter Board Member and Officer shall attest that they abide by SHRM's Code of Ethics.

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 or through the use of information provided to them as a member of the Chapter without the approval from the Board of Directors.

ARTICLE X PRIVACY POLICY

Your privacy is important to us. The Chapter collects and maintains membership information as part of servicing our membership. Member names and contact information are listed on our website in the members only section secured with an individual identification and password. We restrict access to other nonpublic personal information about members to SHRM, the Chapter Board, and the Chair and Committee members with a reason to know this information.

The chapter may share mailing lists (names, mailing addresses, and e-mail addresses) of our members to selected human resources affiliates and service providers as authorized in advance by the Board of Directors. Independent contractors and outside companies who perform work for IHRA are required to adhere to strict privacy standards through their contracts with us.

ARTICLE XI 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 their designee as being in furtherance of the purposes of the

SHRM 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 XII VOTING

Only Professional members are eligible to vote. Mail or electronic ballots may be used for the election of Directors provided the Chapter has had at least one in-person meeting that year unless there are extenuating circumstances where the Chapter cannot meet in person.

ARTICLE XIII 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 501(c) organization in alignment with the purposes of the Chapter). Should a Chapter become an MSA of another chapter (host), the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be transferred to the host chapter (successor). Funds should be transferred within 180 days or as soon as reasonably practical.

ARTICLE XIV 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 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 his/her designee with a written response to such a proposal within a (30) thirty-day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM President/CEO or his/her designee, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM President/CEO or his/her designee may cause a new Chapter to be created, or may re-confer Chapter status upon such body.

ARTICLE XV 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.

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 Signature: _____

Printed name: Jenny M. Yovitz

Date: 1/7/2025

Chapter mailing address: PO Box 5664 Statesville NC 28687

Chapter primary email address (if applicable): iredellhrassociation@gmail.com

President's email: pmj42000@yahoo.com

President's phone: 704-966-8408

Approved by:

SHRM President/CEO or President/CEO Designee:

Printed name:

Date:



Michael P Arthur

2/5/2025