

# Bylaws of NCHRStrategies, Inc.

## ARTICLE I

### A. Name

The name of the corporation shall be the NCHRStrategies, Inc. (hereinafter referred to as "NCHRS").

### B. Organization

NCHRS is a non-profit corporation organized under the laws of the State of North Carolina and exempt from taxation under Section 501(c) (6) of the Internal Revenue Code. No part of the net earnings of NCHRS Strategies shall inure to the benefit of any member or individual. The duration of the corporation shall be perpetual.

### C. Affiliation and Relationships

NCHRS is affiliated as noted herein with The North Carolina Society for Human Resource Management Council (hereinafter referred to as "NCSHRM"). NCHRS is a separate legal entity from NCSHRM.

### D. Purposes

- To assist NCSHRM and its member chapters in the planning, development, administration, promotion and execution of events, principally in the form of an annual educational conference for the benefit of HR professionals in North Carolina ;
- To assist in providing professional development opportunities related to human resources related matters and current issues for NCSHRM members, guests, and non-member business professionals;
- To encourage, promote and affect the voluntary interchange among NCHSRM members and human resources professional of data, information, experience, ideas and knowledge about methods, processes and techniques relating to the profession of human resources both within NCSHRM and to its external audience; and
- To recognize, promote and generally enhance the human resources profession by communicating the activities and accomplishments of NCSHRM and its members to the business community.
- NCHRS herein explicitly supports the vision, mission and value propositions of NCSHRM:
  - To be THE human resource voice in North Carolina;
  - To enrich and inspire the HR profession and stakeholders by providing leadership, connections, development, advocacy and resources; and
  - To be inclusive, collaborative, transparent, authentic, and respectful

## ARTICLE II. FISCAL YEAR

The fiscal year of NCHRS shall be the calendar year.

### **ARTICLE III. MEMBERSHIP**

NCHRS is hereby established as a sole membership corporation, with NCSHRM being the solely authorized member. There shall be no other forms of membership established or permitted unless these bylaws are modified to allow such additions and approved by the NCHRS Board of Directors and sole member.

NCHRS shall require that in order to qualify as the sole member of the corporation, that NCSHRM shall continuously maintain its status as a state council organization, chartered by and in good standing with the Society for Human Resource Management (hereinafter referred to as "SHRM").

### **ARTICLE IV. MEETINGS OF THE MEMBERSHIP**

#### **A. Regular Meetings**

The Sole Member herein declares that the Board of Directors of NCHRS shall meet, at a minimum, at least three times per calendar year and preferably in conjunction with all regularly scheduled meetings of the NCSHRM State Council, except that NCHRS shall always convene as a separate legal entity and maintain separate copies of minutes and other corporate records. The NCHRS Board of Directors may vote to change a meeting date or add additional meeting dates or times due to special circumstances with a simple majority vote, provided that advance notice is provided to the Sole Member.

#### **B. Annual Business Meeting**

The NCHRS Board of Directors shall designate one meeting as the Annual Business Meeting.

#### **C. Notice of Meetings**

Notice of all regular, special and annual meetings shall be communicated to the sole member no fewer than ten (10) days prior to the meetings.

#### **D. Parliamentary Procedure**

NCHRS meetings 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 North Carolina General Statutes and these Bylaws.

### **ARTICLE V. DUES**

Unless otherwise approved by the NCHRS Board of Directors and the sole member, NCHRS shall not require the payment of any dues as a qualification of membership by its Sole Member.

### **ARTICLE VI. OFFICERS AND BOARD OF DIRECTORS**

#### **A. Officers and Board of Directors**

1. **Power and Duties** - the NCHRS Board of Directors (also referred to as the "Board") shall serve as the governing body for NCHRS and manage and control the property, transact business and affairs of NCHRS and in general exercise all reasonable powers of NCHRS in accordance with the provisions of the North Carolina Non Profit Corporation Act G.S.§55A-8-01 and any other applicable regulations.
2. **Qualifications and Responsibilities** - each Director and Officer shall discharge his/her duties at a minimum in accordance with the standards of conduct as delineated in the North Carolina Non Profit Corporation Act G.S.§55A-8-30 and any other applicable regulations. All Officers and members of the Board of Directors must be members of a local NCSHRM professional chapter in good standing at the time of nomination or appointment and for their complete term of office.
3. **Board of Directors** - shall consist of the following two classes of members – Class A and Class B. The designation of Class A and Class B is solely for classification purposes and each Class member has identical voting rights, power, duties and fiduciary responsibilities as noted in VI.A.1 and VI.A.2 above. It is further noted that a board member may not hold a Class A and Class B appointment concurrently.

***Class A: Representing the Sole Member (3 members):***

- The current NCSHRM Director
- The current NCSHRM Director-Elect (see VI.A.10)
- The current NCSHRM Treasurer

***Class B: Representing NCSHRM Constituencies (8 members):***

- One (1) member of the local NCHSRM chapter sponsor state conference committee from the immediate past calendar year
  - One (1) member of the local NCSHRM state conference committee from the current calendar year
  - One (1) member of the local NCSHRM chapter sponsor state conference committee from the immediate next calendar year.
  - One (1) member from each NCSHRM District, as appointed by the District Director. (Note; the District Director is not precluded from appointing him/herself to the role.
4. **Officers** – shall be elected from the Class B Directors and shall consist of a President, Secretary and a Treasurer, and any other officers as may be required by North Carolina law or deemed appropriate from time to time by the Board. A person may hold more than one office simultaneously, except that no person may hold the office of President and Secretary at the same time.
  5. **Meetings** – the Board of Directors shall meet not less than quarterly in person or via audio or videoconference means. Any member of the Board or the sole members request the President to place on the agenda of the next regular Board meeting any action for consideration by the Board of Directors.
  6. **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 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 requires a greater number. In addition, the Board may act by unanimous written consent action of all voting members, or by other electronic means, including **electronic** mail that permits the intent of individual board members to be recorded and verified.

7. **Term of Office** - the Officers together with all Class A and Class B members of the Board of Directors will serve for a period of one (1) or two (2) years, from January through December of the calendar year, depending upon the office to which they are elected or designated.
8. **Term Limitations**
  - Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position, unless this restriction would cause a vacancy in an officer position specifically required by North Carolina law.
  - Nothing in this provision shall prohibit any Board member from serving in an ad hoc capacity on any committee without right of vote during this term limitation time period.
9. **Vacancies** - in any Board position or office shall be filled by a majority vote of the remaining members of the Board and with final approval of the sole member. The person so elected shall serve only for the balance of the term to which (s)he shall be elected.

**B. Nomination and Election:**

1. **Initial Organizing Board** - The initial organizing Board of Directors and Officers shall be appointed by majority vote of the NCSHRM State Council Executive Committee and shall serve until such time as their successors are duly elected in accordance with these bylaws.
2. **Nominating Committee** – The Sole Member shall determine the mechanism for appointing successor board members, in accordance with the requirements of VI.A.4 above.
3. **Election** - Officers and at-large members of the Board of Directors shall be elected by a simple majority of the members who vote. The Secretary shall record the results of the election in the minutes of the Annual Business Meeting.

**C. Removal of Officer or Board Member**

Any Officer or Board member may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire NCHRS Board of Directors at any duly constituted meeting of the Board or by the sole member at any time.

**ARTICLE VII. COMMITTEES AND OTHER ADVISORY BODIES**

- A. **Committees** - the establishment of both standing and ad-hoc committees shall be the right of the Board of Directors. The President is authorized to appoint other special committees as needed for any purpose.
- B. **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 Chapter needs.

- C. **Executive Committee** – due to the makeup of the NCHRS Board, the Board shall function as a committee of the whole and shall not appoint a separate Executive Committee to act on its behalf.

**ARTICLE IX. AMENDMENTS TO BYLAWS**

The initial form and content of these bylaws have been ratified by the Executive Committee of NCSHRM, acting on behalf of the sole member, and shall be deemed as the initial bylaws of NCHRS. Thereafter, bylaws and associated amendment(s) shall be recommend by the NCHRS Board of Directors and approved by the sole member.

**ARTICLE XI. DISSOLUTION OF NCHRS**

In the event of NCHRS' dissolution, any remaining funds in the treasury or any other assets owned by NCHRS after all known expenses and financial obligations have been satisfied, will be distributed to NCSHRM or to any eligible organization(s) as agreed upon by the Board of Directors or the sole member at the time of the dissolution in accordance with applicable laws and regulations as permitted under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XII. 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.

This document represents the entire codification of the Bylaws of NCHRStrategies, Inc. and by ratification revises and replaces all former declarations of same.

**I certify that these bylaws have been ratified and hereunto set my seal:**

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***Larry Valenti, SHRM-SCP, SPHR, GPHR – Sole Incorporator & NCSHRM Director-Elect***

Date: \_\_\_\_\_

**Accepted by NCSHRM:**

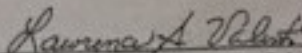
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***Jeff Luttrell, SHRM-SCP, SPHR – NCSHRM Director***

Date: \_\_\_\_\_

This document represents the entire codification of the Bylaws of NCHRS Strategies, Inc. and by ratification constitutes the entire original declarations of same.

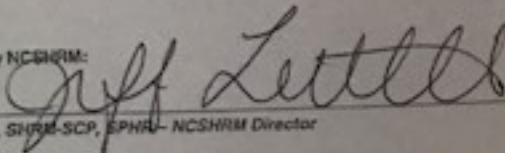
I certify that these bylaws have been ratified and hereunto set my seal:



Lawrence S. Valent, SHRM-SCP, SPHR, GPHR – Sole Incorporator & NCSHRM Director-Elect

Date: February 24, 2017

Accepted by NCSHRM:



Jeff Luttrell, SHRM-SCP, SPHR – NCSHRM Director

Date: February 24, 2017