

Introduction

This Board Operations Manual (BOM) is a guide that outlines the governance structures for the Board of Directors (herein referred to as “Board”) the Human Resource Management Association of Greensboro (herein referred to as “HRMAG”). It is a means by which operational policies are collected and lists the basic responsibilities of the Board as a collective entity and those of individual Board members.

This Board of Directors is fundamentally responsible for determining HRMAG’s mission and what it strives to accomplish. The first step to effective board service is to ensure that HRMAG has an up-to-date statement defining what the Association does, why it does it, and whom it serves. The written statement of mission and purpose will serve as a guide to the Association’s planning, decision making, volunteer initiatives, and establishing priorities for resources. The Board will continually assess program activities against the mission and strategic plan to ensure that the Association remains focused on its original intent and purposes.

Statement of Mission

The Human Resources Management Association of Greensboro is a premiere professional organization of diverse people committed to human resources and an affiliate chapter of the Society for Human Resource Management (herein referred to as “SHRM”). Through innovative educational and professional development opportunities, networking activities, influence on legislation and community outreach, the chapter advances the profession by engaging members to lead the future of human resources.

Code of Conduct

This Code of Conduct has been adopted to promote and maintain the highest standards of professional and personal conduct among HRMAG members. By joining this Chapter, members indicate their support for upholding this Code and understanding of their individual responsibility to act in accordance with the following items, thereby assuring that all Chapter activities support the development, networking, and educational intents of this professional organization.

As a member of HRMAG, members pledge to:

- Maintain the highest standards of professional and personal conduct.
- Strive for personal growth in the field of human resource management.
- Support SHRM's goals and objectives for developing the human resource management profession.
- Instill in the public and other HRMAG members a sense of confidence about my conduct and intentions.
- Uphold all laws and regulations relating to my activities.
- Refrain from using my official position(s), either regular or volunteer, to secure special privilege, gain or benefit for myself.
- Maintain the confidentiality of privileged information.
- Recognize that HRMAG meetings, events, and/or any other HRMAG activities are times for networking and development, not times for sales contacts or self-promotion.

I. Orientation to the Association

a. The origin, development and present structure

Founded in 1946, HRMAG serves human resource professionals in the Greensboro, North Carolina, Guilford County and surrounding areas, including students and human resource service providers and others interested in the advancement of the profession. The Association is committed to promoting the value of human capital, effective human resource management practices, development of human resource professionals and advancing the profession.

Members are encouraged to attend monthly meetings, workshops and annual conferences at all levels including local, state and national meetings to benefit from the educational opportunities and to hear discussions on basic and pressing human resource topics.

Members also are encouraged to learn about human resource relevant judicial, regulatory, and legislative issues.

Finally, members are encouraged to participate in annual surveys; order available studies on compensation and benefits trends; and invest in the many books, white papers, periodicals, and other media offered by the SHRM bookstore to help human resource professionals achieve their goals.

b. By Laws, Policies, and Procedures

By Laws, policies, and procedures document the processes or practices of an organization. They support both operation and governance by providing the parameters within which actions and activities of the organization may take place.

(For a current copy of HRMAG's By Laws, see Appendix IX, Part A.)

By Laws

Fundamental rules or laws of an organization, for example, reason for existence, membership, and conditions under which it will meet and conduct business.

By Laws may be amended only by action of full membership.

Policies

Policies are principles which elaborate and explain By Laws and provide guidance for reaching subsequent decisions.

Policies may be amended by the Board.

Procedures

Procedures are methods for carrying out policies.

Procedures may be amended by the Board.

Policy Development

1. Establishment of Policy Objectives
 - i. Determine what the policy should achieve through Board discussion
2. Formulation of Policy
 - i. Policy Committee drafts policy statement
 - ii. Board approves or requests modification
3. Application of Policy
 - i. Execute policy through actions and activities of the Association
4. Evaluation of Policy
 - i. Policy Committee regularly reviews existing policies in light of current practices.

c. Use of the HRMAG Name or Logo

The HRMAG name and logo act as a visual representation of HRMAG's identity and image. The HRMAG name and logo should be used any time HRMAG or its products or programs are being identified. For instance, any promotional materials, marketing brochures, publications, correspondence, or other mailings to the membership, as well as, workshop and meeting signs, should bear the HRMAG logo.

1. Use of the name and logo by others - The HRMAG name and logo may not be used by any other organization without prior knowledge and approval in writing from the Board. The HRMAG name and logo shall remain the exclusive property of HRMAG.
2. Use of the logo in conjunction with other logos - When the HRMAG logo appears in conjunction with other logos, it must be of equal size and proportion to all other logos in relation to level of support.
3. The logo should serve as an identifying entity for HRMAG. For that reason, it should always be sized and positioned in such a way that promotes the organization first and foremost.
4. Use of the name "HRMAG" - The name "HRMAG" may be used in the following situations:
 - i. when used in a proper title, such as for a workshop, publication or meeting announcement;
 - ii. on order forms, check imprints, or mailing instructions with a return address;
 - iii. anytime the Association is mentioned within text, such as in letters, magazine articles, books, and marketing brochures; and

- iv. in concurrence with the provisions of a duly executed agreement with HRMAG.

In all the cases mentioned above, the acronym must appear in the same point size and typestyle as all other surrounding typography. The HRMAG registered marks, as well as, other names, seals, logos, and other symbols and marks that are representative of HRMAG, may be used solely with HRMAG's permission. Items offered for sale to the public bearing HRMAG's name and marks must be approved in accordance with this manual.

d. **Membership**

HRMAG is an equal opportunity organization without regard to race, creed, color, gender, religion, national origin, disability, veteran status, marital status, sexual orientation, genetic information, or age in connection with, but not limited to, membership, committee appointments, and candidates for office.

There are many benefits to joining HRMAG, one of the SHRM-affiliated chapters in North Carolina. Among those benefits are:

- Affiliation with SHRM, the world's largest association devoted to human resource management.
- Professional development opportunities.
- Monthly professional meetings, with high-quality local and national speakers.
- Discounted rates on all HRMAG-sponsored events (many provided to members at no cost).
- Seminars and volunteer opportunities to award credit toward HRCI re-certification.
- Opportunity for involvement in Legislative efforts.
- HRCI certification study groups.
- Access to job postings in our "Member's Only" section of the website.
- Tuition Assistance and Certification Scholarships.
- Awards for excellence in HR and the community.
- Networking with HR professionals.
- Participation in community involvement/workforce readiness efforts.

1. **Types of Membership** - Membership requirements are set out in Article Four (4) of the By Laws of HRMAG. Members are persons possessing the necessary qualifications who, upon approval of the Board, are admitted to or, if applicable, allowed to retain membership in the Association in one of the following classes: (1) Professional and (2) Honorary.

- i. **Professional** - Persons whose professional employment and primary career interest are in Human Resources. Faculty members or program administrators with responsibilities related to HR. Full time consultants, HR service providers or labor attorneys with three (3) years experience in the HR field. Recent college graduates pursuing a position in HR and HR professionals actively seeking employment will be granted membership for one year or until employment is found. Professionals must show a bona fide interest in the HR field and show commitment to strengthening the chapter.
- ii. **Honorary** – A retired individual who has made outstanding contributions in the field of Human Resource Management and has been an active member of HRMAG for at least ten (10) years will be eligible for selection to this category. Potential Honorary Members will be brought before the Board for approval by the Membership Chairperson. The HRMAG Board waives payment of dues for Honorary Members and Honorary Members have no voting privileges.

In addition, HRMAG offers Student Membership to qualified students. Student members do not pay dues, nor are they eligible for all of the benefits of full membership.

(See Student Chapter Guides/Information in Appendix IX for further details.)

2. **Dues**

Dues for the following year shall be established by the Board during the last quarter of the year.

- i. **Membership Dues** - Annual local dues shall be required by the Association as established by the Board. New member dues are payable upon submission of their membership application. Continuing members shall be sent renewal notices on the month of their membership anniversary.
 - ii. **Non-Payment of Dues** - Membership shall lapse if dues are in arrears three months. Re-instatement may be effected upon payment of dues.
3. **Member in Good Standing** - Members considered in good standing with the organization are eligible to run for elected offices and serve on the Board in appointed positions. They are also allowed to pre-register for monthly programs and attend free membership events/programs.

4. **Expulsion from the Association** – A member may present to the Board another member to be in default of this status based on the following criteria:

- Unresolved debt to the organization, or
- Inappropriate action at a HRMAG-sponsored event.

Each instance brought to the Board of Directors will be considered on a case-by-case basis. A change in status will be determined based on a two-thirds vote of the Board of Directors at any Board meeting, or at any special Board Meeting called for that purpose. No refunds of dues shall be made.

5. **Resignation** - Any member may resign at any time in writing to the President. Upon the receipt by the President of such notice of resignation, the membership of the person shall terminate. No refunds of dues shall be made. Non-payment of dues after three months following the dues renewal date will be an assumed resignation of membership.

e. **Partner Organizations**

HRMAG may elect, by Board approval, to partner with organizations to offer services or programs to the Association's members that aim to achieve the Association's mission. This may be a limited partnership or ongoing partnership as determined by the Board. It may also be one in which the Association partners to sponsor an event where a monetary sponsorship is included. All organizations with which the Association partners, whether in name only or in monetary sponsorship, are considered partner organizations. The Association will forward the appropriate communication of that partner organization to promote the partnership or corresponding event, to the Association's membership, in the form in which the Board deems most appropriate.

f. **Student Chapter**

HRMAG has developed and promoted the Student Chapters of HRMAG to accomplish four goals -

1. To foster communication and support for students interested in a career in human resources.
2. To outline what HRMAG is committed to providing students in terms of financial assistance and support, while setting expectations for Student Chapters.

3. To establish a liaison with local colleges/universities and promote the establishment of student chapters who will become affiliated with SHRM.
4. To establish a benchmark to allow HRMAG to evaluate ourselves each year against what we have done in previous years and to serve as a benchmark to other chapters who have or who are considering sponsoring a Student Chapter.

(See Student Chapter Guides/Information in Appendix IX, Part B.)

g. Regular Meetings

The HRMAG membership meetings are generally held on the first Thursday of each month varying between breakfast, lunch and dinner meetings. This includes networking, announcements and approximately one hour for a speaker, Q&A session or other program(s). This time may be altered depending on the number of announcements or the available certification credit of the program.

The schedule below is intended only as an example:

April Meeting:

- Joint Triad Meeting

August Meeting(s):

- Summer Seminars

November Meeting:

- General Membership will vote on vacant Board positions

December meeting:

- Induction of Officers
- Presentation of “*HR Professional of the Year Award*” by President
- Presentation of the *President’s Award* by 1st Vice President

Spring/Fall

- HRMAG PHR/SPHR Certification Classes

Each year in November the current 1st Vice President, in conjunction with the incoming 1st Vice President, will present to the Board a recommendation for the location, time, program content and cost of the Association meetings for approval. This ensures the annual evaluation of the Association’s meeting location, time, program content and cost to ensure its return on investment to the Association’s members.

At the December meeting, the immediate Past President will recognize the current Board by asking them to rise and be recognized. The immediate Past President will recognize the incoming Board by calling each member to the front for a swearing in ceremony followed by a group picture and individual Board member pictures, as appropriate.

h. Joint Meetings / Conferences

Joint meetings or conferences may be held in partnership with other SHRM affiliated chapters subject to board action. The board will appoint a representative to the joint committee who will report regularly to the board on committee planning. Any financial or contractual obligation by the chapter for a joint event must be approved in advance by the board.

i. Awards

1. NC State Council Awards

The NCSHRM State Council supports our local HR chapters in a variety of ways, one of which is through the following awards. HRMAG will strive to compete for these awards based on the required criteria as established by the NCSHRM State Council. Go to the NCSHRM website for details at <http://www.ncshrm.org>.

- i. Richard ‘Dick’ Peoples HR Professional of the Year
- ii. Distinguished Professional Chapter(s) of the Year
- iii. Crown Awards – Advance the Profession and Serve the Profession
- iv. Student Chapter Awards

(See NC “HR Professional of the Year” Nomination Form in Appendix IX, Part C.)

2. HRMAG’s “HR Professional of the Year” Award

Each year HRMAG acknowledges an outstanding professional of the year in our local chapter. The “*HR Professional of the Year*” Award, which is presented by the President, was initiated to honor and recognize an individual for their many services to the human resources profession and to the community. Nominees for the “*HR Professional of the Year*” should exemplify the following characteristics. The Recognition Chair must request nominations to be voted on by the Board of Directors. This distinguished award will be presented at the December monthly meeting. The Board will determine the selected individual based on:

- i. Service to the association (in years and content);

- ii. Dedication to the profession exemplified through experience, certification, development of other human resource professionals, etc.; and
- iii. Contributions to the community.

(See Appendix II for Nomination form and criteria.)

II. Board Operations

a. Board Operations Manual (BOM) - General Information

1. **Application of the BOM** - The regulations, procedures, and policies included in this BOM are the guidelines by which the Board operates.
2. **Authority** - The Board shall be empowered to establish and publish procedures and policies for the Association, including this BOM.
3. **Precedence** - In the event that conflicts arise between this document and the By Laws, the Board shall arbitrate the conflict. In cases of conflict between this document and either the Board or the general membership, the Board or the membership shall have precedence over this document. This document shall have authority over all other Association operations, procedures and policies (unless explicitly stated herein). This BOM supersedes all previous administrative rules, procedures, and policies.
4. **Purpose** - This BOM is intended to disseminate the general administration policy and governance structure to the Board, Association members and other interested parties.
5. **Authority for Changes and Updates** - The Board must approve changes to this manual. Changes shall take effect following Board approval, or at such later date as agreed to at the time of approval.
6. **Annual Review** – The Board will conduct an annual review of this BOM each year during the Board’s Annual Planning Meeting and will make suggested changes to be incorporated.

b. Maintenance of the BOM

The Past President is responsible for publication and dissemination of the BOM. However, each Board member shall have designated responsibility for the particular BOM section that pertains to their Board area and to which questions may be addressed. It is incumbent upon each Board member to review policies addressing information related to their Board area to ensure that the related sections are accurate, updated properly, and issued promptly when the Board adopts new revised policy.

For the preparation of new sections of the BOM, the originator shall be responsible for the preparation of a written policy. They will prepare the draft sections. The draft sections must be clear, consistent, and comprehensive

before they are submitted to the Board; otherwise, the Past President will not circulate for approval. The Board will review the draft sections for approval. Upon approval, the new written policy will be incorporated into this manual and disseminated within two weeks of the date of Board approval.

1. **Change Pages** - The Past President is responsible for publication and distribution of change pages to the HRMAG BOM. The change pages shall be issued to members of the Board by the next regularly scheduled Board meeting.
2. **Change Page Master List** - The Past President is responsible for maintenance and circulation as necessary of a master list of all change pages to the HRMAG BOM.
3. **New Version** - The Past President is responsible for publishing a new version of the BOM whenever changes are adopted by the Board. The new manual shall be dated with month, date, and year and published under a new version number.
4. **Situations Not Covered** - In the case of a situation not addressed in this document or the By Laws, the President shall bring before the Board the situation for review and to take action as required, but within the intent and scope of the BOM and Association By Laws. Once approved, proposed amendments to the BOM will be made and voted on to include this type of situation in the future as necessary.

c. **Board of Directors Responsibilities**

- Know the Association’s Mission (herein referred to as “Mission”) and coordinate duties in conjunction with that mission.
- Communicate the Mission and Purpose frequently in meetings and other gatherings with members and those the Association serves and partners.
- Periodically review the Mission to ensure your individual duties are in alignment with the Mission.
- Review the Association’s annual plan on an annual basis to ensure its alignment with the Mission and your personal accountability for its fulfillment.
- Review, edit and recommend changes/updates to the BOM once a year at the annual review to ensure continued appropriateness of the entire manual.
- Make suggested changes/updates of sections that apply directly to your role to the Board as necessary.
- Conduct an environmental scan to assess Association needs and minimize any ambiguities or environmental threats of any kind that may confront the Association.
- Support the President.
- Ensure adequate resources are identified and allocated to support Board and organizational priorities.

- Ensure that resources are cost-effectively managed in support of Association's annual plan and within the parameters of the Budget.
- Determine, monitor, and strengthen the organization's public image and standing.
- Ensure legal and ethical integrity and maintain accountability.
- Recruit and orient new Board members and assess Board performance.
- Support the President, Board and Association publicly.
- Support the Board by preparing for and attending monthly Board meetings;
- Attending Association activities or events; suggesting agenda items; asking appropriate, timely and substantive questions; supporting majority decisions on issues decided by the Board; and serving in leadership positions and undertaking special assignments when asked to do so.
- Serve as fiduciary to the Association and its resources.
- Represent the membership.

d. **Governance**

1. Officers/Executive Committee

i. Composition

The direction of the Association's affairs shall be managed and controlled by an Executive Committee composed of the five (5) officers (President, First Vice President, Second Vice President, Treasurer, Secretary), four Directors at Large (Directors at Large serve two year terms, two elected each year) and the Immediate Past President. Each member of the Board has equal voting privileges. The President may call a special meeting of the Executive Committee to vote on Board action that cannot wait for a full Board meeting.

ii. Duties of Officers

- A. **President** - The President is responsible for providing leadership and direction to the Association, directing and supporting the efforts of fellow Board Members, presiding over the Association meetings, scheduling and managing Board meetings, serving as liaison to SHRM National and the general public, ensuring that the Association By Laws are followed and facilitating the development of future Association leaders. In addition, the President has final responsibility for the reasonable and prudent management of the Association's finances. This Officer approves the appointment of standing Committee Chairpersons except for those specifically identified in these By Laws. The President must be a member in good standing with SHRM throughout the duration of his/her term of office.

- B. 1st Vice President (President Elect) - The 1st Vice President shall have the responsibility of the monthly program and will ensure that the Association's programs are secured, arranged and properly administered in addition to other duties assigned by the President. The 1st Vice President shall perform all duties ordinarily performed by the President when it is necessary for any reason for the President to be out of the chair. The 1st Vice President shall be the President Elect.
- C. 2nd Vice President - The 2nd Vice President shall assist the President and the 1st Vice President in the direction of the Association's affairs. The 2nd Vice President shall be responsible for making physical meeting arrangements, ensuring that sponsors are secured, and providing liaison with all parties to ensure that meetings function smoothly, in addition to other duties assigned by the President. The 2nd Vice President shall automatically succeed to the office of 1st Vice President.
- D. Treasurer - The Treasurer shall prepare and mail statements of dues, receive dues and accounts, deposit all receipts and pay all bills authorized by the Board. The Treasurer must receive and present to the Board of Directors for approval any requests for the extension of dues. The Treasurer shall also issue a monthly financial report to the Board of Directors. In the absence of the Secretary, the Treasurer shall perform the Secretary's duties listed.
- E. Secretary - The Secretary shall keep the minutes of regular meetings and the Board meeting, carry on the organization's correspondence, maintain the membership roster and see that members are notified of the meetings.
- F. Board Members At Large - The Board Members at Large serve as advisors to fellow officers and directors and execute special projects at the discretion of the President and the board.
- G. Core Leadership Areas (CLA's) (Committee Chairs) - Along with the Officers, the Board of Directors shall include Core Leadership Area Directors.. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be appointed by the President from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.
- H. Past President - The Past President serves as an advisor to the President, and fulfills 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 during his/her entire term of office. The Past President is also responsible for submitting the previous year's SHRM Affiliate Program for Excellence (SHAPE) to National SHRM for Superior Merit Award. The Past President is also responsible for maintaining the Board Operations Manual (BOM) and updates.

2. The Board of Directors (Board), Core Leadership Areas (CLA's) and Committee Chairs.

i. Composition

The direction of the Association's affairs shall be managed and controlled by a Board composed of the President, First Vice President, 2nd Vice President, Treasurer, Secretary, four (4) Directors at Large (Directors at Large serve two year terms, two elected each year) and the Immediate Past President. Each member of the Board has equal voting privileges. Committee Chairs do not serve as part of the Board of Directors and serve as representation of Committee(s).

Directors are required to attend all Board meetings.

Current appointed Board Positions are:

- Membership
- Government Affairs (Legislative)
- Communications
- Diversity
- Members in Transition
- HRCI / Professional Development
- SHRM Foundation
- Workforce Readiness / Community Relations
- College Relations

ii. Duties of the Positions

- Membership - The Membership Committee Chair(s) will report to the Board of Directors and be responsible for recruiting and recommending to the Board of Directors prospective members meeting eligibility requirements. When approved the Membership Chairperson(s) will liaise with the Treasurer and the Secretary to make sure dues and membership roster are updated.
- Government Affairs (Legislative) - The Governmental Affairs position shall establish contact with local, county and state governmental units to make them aware of HRMAG activities. The Legislative Committee shall provide Association Members with information on current legislative and regulatory issues that affect the human resource management field. This Committee also conducts lobbying activities as authorized by the Board.
- Communications - The Public Relations Committee is responsible for developing media contacts to publicize Association events and promote the human resource profession.

- Diversity - This Director promotes diversity in the organization by developing chapter diversity initiatives, planning diversity programs, and spearheading the effort to increase diversity among HRMAG's membership and leadership. They will work with the 1st Vice President to ensure that at least one (1) monthly program focuses on this core area.

- HRCI / Professional Development - The Professional Development Committee shall establish seminars, workshops, etc. to encourage the continued development and improvement of the human resource profession within the Association. This Director(s) plans and implements the chapter's certification study groups. They are also responsible for educating members regarding HRCI certification, promoting certification/re-certification, and recognizing newly certified members.

- SHRM Foundation - This position works with the NC State Council SHRM Foundation Chair(s) to promote the SHRM Foundation which plays a unique role in helping practitioners expand their expertise. Responsible for promoting the Foundation's Regional Scholarship Program and fundraising events.

- Workforce Readiness / Community Relations - This Director serves as an advocate and program coordinator for workforce readiness chapter activities. They identify and evaluate local workforce readiness issues and community activities and plans and encourages chapter involvement in activities that support that area.

- College Relations - This position acts as a liaison between area Student Chapters and the Association.

3. Board Operations.

i. Elections and Nominations

A slate of Officers and Board Members At Large are presented by the Nominating Committee to the Board at the October Board meeting. The Nominating Committee shall be appointed by the President. It shall consist of no less than a designated chairperson and three (3) other members. Each year the President presents a list

of vacant positions to the Nominating Committee in August. The Committee shall convene in August of each year. It shall be the responsibility of this Committee to nominate members of the Association for any vacancy on the Board of Directors. The names of the nominees will be emailed to the members of the Association with the notice of the November meeting for voting. The newly elected Board members shall take office on January 1st of each year. The First Vice President has the ultimate authority to appoint CLA Directors to the Board.

ii. Powers

The Board is the governing body of the Association and manages its affairs. The Board operates using parliamentary procedure for nominating and approving actions to be taken by the Board. Any item of action that is not a part of the daily operations of the Association or previously approved in the Association's financial budget, must be motioned for and approved for action. The President may put forth a motion, but it must be seconded and approved by a quorum vote. The President may not dismiss a motion nor veto a quorum vote of the Board.

iii. Quorum

At any regular or special meeting of the Board, a majority of the members of the Board including at least three members of the Executive Committee constitute a quorum. Unless otherwise specified, action at a meeting of the Board is by majority of the quorum. All members of the Board have the right to vote.

iv. Signature of the President

Only the President can sign any contract or contractual type of arrangement that obligates the Association for any type of financial or performance commitment. In order to constitute a valid and legal commitment by the Association, signatures of the parties to the contract or arrangement will be accomplished prior to the commencement of any work under the terms of the contractual arrangement.

v. Board of Directors Meetings

The Board will conduct business, including the timing and format of meetings and voting procedures.

A. Meetings - The primary purposes of Board meetings are:

1. To carry out overall responsibilities of Board members.
2. To introduce issues and make decisions.
3. To set policies and procedures.
4. To allocate resources.
5. To assess proposals from Committees, members, State Council, and the National Association, weighing opportunities and risks.

Each Board meeting should have a specific focus. The schedule below is intended only as an example and may be changed by the President.

January Meeting:

- Both past and new Board members can attend
- Approve committee goals and objectives
- Budget review and approval, if possible and complete
- Review of annual membership survey
- Approve committee goals and objectives

April Meeting:

- Joint Triad Meeting

August Meeting(s):

- Summer Seminars

September:

- Nominating Committee will meet

October Meeting:

- President will send, via email, nominations and recommendation for vacant Board positions to general members

November Meeting:

- General membership will vote on vacant Board positions

December meeting:

- Final budget presented by Treasurer
- Induction of Officers

B. Board Meeting Minutes

The Secretary (or substitute in the Secretary's absence) shall take minutes of all Board meetings. Minutes shall be sent to all Board members for review and the Board shall confirm approval of the minutes at the following Board meeting.

C. Board Agenda

Board members shall submit any agenda items and attachment to be included as business to the President via email by the 20th day of each month.

An agenda shall be prepared by the President and is circulated five business days in advance of the meeting so that Board members can review agenda items and attachments before the monthly meetings.

All agenda items must be identified with an expected outcome and a timeframe for discussion. The specific format for reports and proposals for Board consideration should include: background; recommended outcome; timeframe; pros and cons; and financial and workload impact.

Board members are expected to familiarize themselves with the content of written reports in advance of the meeting, so that meeting time can be devoted to discussion and questions of clarification.

The President will allow verbal status updates to be made on an exception basis only.

vi. **Annual Planning Meeting**

In December or January the current President will host an Annual Planning meeting. The purpose of this meeting will be to welcome and introduce new Board members, discuss roles and responsibilities of each Board member, communicate recommendations for the Association's goals for the upcoming year from the outgoing Board, and to establish Board goals for the upcoming year. It will also include a review of the BOM, Strategic Plan, and Budget structure. The incoming President may also add any additional items that require planning for the upcoming year. This meeting may be a half-day or full-day meeting as planned by the incoming President.

vii. **Special Meetings**

Special meetings of the Board are held at any time at the call of the President or any of the other three officers of the Board.

viii. **Recognition of Board**

Each year, in December, the President will recognize the current Board and thank and recognize Board members for all their hard work over the past year. The 1st Vice President will also recognize the President by presentation of a plaque and gavel. The President will also present the “*HR Professional of the Year*” Award.

ix. **Vacancies**

If an officer position becomes vacant, other than the office of President, in which case it would be filled by the President-Elect or 1st Vice President [one and the same], the President will recommend a member in good standing to the Board for a majority approval to office. This elected member will fulfill the remaining term. The President has the authority to appoint replacements to vacant Director(s), Board Members At Large or Committee Chair(s) without Board approval as long as the member is in good standing with the organization.

x. **Presumption of Assent**

A member of the Board who is present at a meeting of the Board at which action on any matter is taken is presumed to have assented to the action taken unless that member's contrary vote is recorded or that member's dissent is otherwise entered in the minutes of the meeting, or unless that member files a written dissent to such action with the person acting as the chair of the meeting before the adjournment thereof. The right to file a written dissent does not apply to a member who voted in favor of such action.

xi. **Removal of a Board Member** -The Board of Directors shall be allowed to remove any non-elected Board member as they deem necessary.

4. Committees

- i. **Types of Committees** - The Association currently provides for two types of committees:
 - a. Standing Committee – performs a continuing function and operates indefinitely.

- b. Ad Hoc Committee/Task Force – Organized to focus on a specific objective or to solve a problem and disbanded when work is completed. Ad hoc committee members are appointed by the President.

2. **Composition** – Each Committee will have:

- a. A representative(s) to coordinate and support logistics and liaison with the Board.
- b. A charge and specific goals & responsibilities.
- c. Clear reporting relationship and procedure.

3. **Committee Member Responsibility**

- a. Provides leadership for the direction and outcomes of the committee.
 - b. Post formal and periodic committee reports to the Board .
 - c. Works with the President for logistical support as necessary.
 - d. Be interested or knowledgeable in the area of committee activity
 - e. Know or learn the history of the issues.
 - f. Be familiar with the Association’s practices, policies, and procedures.
 - g. Actively contribute and participate in the work of the committee.
4. **Attendance** - Once membership is established on a HRMAG committee, attendance at committee meetings is expected.
5. **Board Intervention** – The HRMAG Board reserves the right to intervene in committee operations in cases of major transgression of policies, procedures, or Board directives.
6. **Individual Committee Meetings** - Each Board member should ensure a positive environment and promote their role and that of the Chapter. All meetings must adhere to the principles of good meeting management. They should:
- Be announced in advance to ensure maximum participation.
 - Be supported by well-prepared materials supplied in advance for member review.
 - Include an agenda.
 - Have minutes or notes prepared during the course of the meeting for reporting purposes.

III. Financial Handbook

All members of the Board have a fiduciary responsibility to assure that the assets of the Association are used for legitimate and authorized purposes. The financial responsibilities listed below will be grounded in the governance of the Association's Board of Directors:

- Review and approve the annual budget and the Association's investment manual and practices.
- Create and approve necessary policies and operating procedures to ensure the fiscal accountability and responsibility of the Association.
- Review of plans and provision of ideas on the content of budgets for assuring that the Association operates on sound fiscal principles.
- Periodic reporting on the Association's financial status.

a. Budget & Finance Committee

The objective of this committee is to advise the Board on overall budget development and the ongoing monitoring of the Association's financial state or condition.

The charge for this standing committee is to:

1. Prepare the annual budget recommendation to the Board;
2. Review the annual audit and management letter, make appropriate recommendations to the Board;
3. Work with the Treasurer and President to monitor the ongoing financial condition of the Association; and
4. Recommend policies, procedures and practices related to management of the Association's financial resources.

The Committee(s) shall present the Board with its annual budget recommendation at the January meeting. The Board of Directors will have the opportunity at this meeting to appeal any deviations of its original budget submission.

- i. **Activities** – The Board of Directors will establish and conduct a systematic process to frequently review the Association's financial activities to ensure its financial viability.
- ii. **Budget Considerations** - The budget reflects Board decisions by appropriating the Association's financial resources to those activities and programs that will enable the Association to best achieve strategic goals. A major factor in HRMAG's budgeting process is to tie each budget request and allocation to the strategic goals of the Association.

HRMAG's budget goal should be a balanced budget in which assets and liabilities total the same figure. However, the Board has the responsibility

to weigh the strategic and tactical needs and goals of the membership in determining how to allocate financial resources from year- to-year. The Association has a fund balance that is carried forward from year-to-year. The fund balance is the aggregate total of the financial margin (excess of actual income over actual expense) generated each calendar year.

- iii. **Budget Calendar** – The Board of Directors each year approves a budget. The Association operates on a fiscal year which shall be from January 1 through December 31.

iv. Budget Process

In addition to the calendar below, a monthly financial statement is provided to all Board members each month.

December or January	<p>The Treasurer orients and reviews the budgeting process with the incoming Board of Directors at the Annual Planning meeting. The Board reviews and updates the Strategic Plan and establishes strategic priorities for the upcoming calendar year.</p> <p>The Treasurer presents the Budget to the Board for approval. Adjustments are made by the Board if necessary. The approved budget is disseminated to all Board members.</p>
July	A periodic external audit is performed if Board deems necessary
August	If audit is performed, the external auditor prepares a summary report for the Association’s financial status for the Annual report.
September	The Treasurer uses previous year’s income and expense data, and current spending trends to create budget preparation guidelines and begins preparation for the upcoming year.
December	<p>The Treasurer finalizes the annual financial statements and presents to Board.</p> <p>Completes annual external audit as deemed appropriate.</p> <p>Completes Chapter tax preparation as deemed appropriate.</p>

b. Financials

i. Financial Reports prepared by the Treasurer

1. **Review** - As part of fiduciary responsibilities, the Board of Directors are expected to review the financial reports issues by the Treasurer on a monthly basis. These reports are the key indicators of the financial health of the Association and the appropriate utilization of funds as set forth in the budget. Questions about the data in the financial reports should be directed to the Treasurer.
2. **Composition** - These reports include:
 - Balance Sheet- A report of the assets and liabilities of the Association
 - Summary Income Statement- A current year statement of revenues and expenses (budgeted and actual year-to-date figures are provided.)
 - *Revenues*: Dues income, sponsorships, workshops, NC SHRM Annual Conference, seminar, and other activities, etc.
 - *Expenses*: General and administrative, SHRM Foundation Chapter Contribution, public relations, board development, Board of Directors Meetings, committees, and special activities, etc.
- ii. **Periodic Financial Reports** - The Treasurer shall submit a financial status report at each regularly scheduled Board meeting. This report should include any changes to the accounts, the status of the budget, authorized spending, and moneys received. Additionally, the HRMAG books shall be made available to any HRMAG member at least twice per year, at a regularly scheduled Board meeting as requested. There is no obligation for the Treasurer to make the books available to the membership of HRMAG at other intervals, although the Treasurer may honor such request at their discretion.
- iii. **Annual Financial Report** - The Treasurer shall submit an annual financial status report at the December Board Meeting.
- iv. **Periodic Financial Reviews** – The Treasurer shall ensure that periodic external, independent reviews of the HRMAG finances are conducted. These should occur not less than once every three years. The complete results of the review should be presented to the HRMAG Board in timely fashion.

- v. **Maintenance of the Financial Account** - The Treasurer shall create and maintain the necessary checking, saving, and other associated financial accounts. The Treasurer has the authority to move money between accounts as necessary with the approval of the President.
- vi. **Authority to Pay Bills** - The Treasurer shall be responsible for the payment and reimbursement of expenses as budgeted by the Board. The Treasurer shall ensure that the appropriate approval authority to spend financial resources has been allocated by the Board prior to paying any bills or charges. The authority may be delegated by the Board to another member of office, as in the use of an annual budget with specific line items. In the event that a conflict arises, the Treasurer should bring the issue to the attention of the Board.
- vii. **Authority to Write Checks** – The Treasurer and President shall have the authority to write checks on any account held by HRMAG.
- viii. **Unbudgeted Minor Expenses** - If an unbudgeted expense of less than or equal to \$100.00 occurs, the Treasurer shall have the discretion to pay the unbudgeted expense. The unbudgeted expense shall be reported to the Board at the next Board meeting.
- ix. **Financial Emergency** - If a financial emergency arises, the Treasurer, upon consultation with the President is authorized to write a check. However, at the next regularly scheduled Board meeting, the issue should be brought to the attention of the Board for any appropriate action.
- x. **Authority to Accept Donations** – The Treasurer shall accept donations and other financial resources and properly deposit such resources into the HRMAG financial system. The Treasurer is responsible for replying to the financial source as necessary (such as sending a thank you note). At the next regularly scheduled Board meeting, the donation should be brought to the attention of the Board for any appropriate action.
- xi. **Authority to Submit Financial Statements** – The Treasurer shall prepare and submit all necessary financial statements to financial institutions, including the federal, state, and local government. This includes any and all financial statement for tax purposes, the procuring of Tax ID numbers, the opening and closing of accounts, etc.
- xii. **Travel Reimbursement** - Travel guidelines are established for the conservation and optimum use of HRMAG's financial resources regarding reimbursement for travel expenses incurred while on HRMAG business.

1. Approval Authority – Any pre-authorized expenses for Board members will be forwarded to the Treasurer for approval (in their absence, the President will approve). Expenses incurred by Committees must be pre-authorized by the President in accordance with Board priorities and standard budgeting procedures. Expenses of the President will be approved by the Executive Committee. Expenses for the Treasurer and other expenses not identified above will require approval of the President of HRMAG.

2. Transportation
 - a. Air Travel - Discount airfare will be the customary mode of air transportation. Written requests accompanied by an explanation of the circumstances requiring other than coach class travel must be forwarded to the Treasurer for advance approval. If, after ticketing, changes are made for the personal benefit of the traveler, any extra charges will be the sole responsibility of the traveler. Any additional charges for indirect or roundabout travel will be the responsibility of the traveler. In justifying circumstances due to business or personal related reasons, travelers shall be reimbursed for all alternate or cancelled transportation fares upon receiving approval from the approval authority as written in the above approval authority definition.
 - b. Automobile Travel – Use of a personal automobile on HRMAG business will be reimbursed at the current rate allowed by the IRS. Mileage reimbursement shall not exceed the lowest cost of a discount airfare. Parking fees and tolls will be reimbursed at actual cost to the traveler.
 - c. Local Transportation - Cab and bus fares will be reimbursed at actual cost to the traveler.

3. Hotel Accommodations - The actual cost of reasonable hotel accommodations for the member traveling will be reimbursed by HRMAG. Expenses for spouses and/or dependents are to be paid by the individual traveler.

Additional nights of stay (the Saturday night stay) may be required to realize reduced air travel expenses. Those extra nights must be authorized in advance by the approval authority and will be reimbursed by HRMAG.

4. Meals - HRMAG will reimburse the actual cost of meals (including two alcoholic beverages) plus gratuities up to a maximum of \$50.00 per day per traveler.

The reimbursement request for all meals must be accompanied by receipts. When a person pays for group meals or the meals of guests, the reimbursement requests should list the names of the persons for whom the meals were purchased and the reason why.

Exceptions to this maximum reimbursement must be approved by the President of HRMAG.

5. Rental Car - HRMAG will not reimburse the cost of rental cars unless such rental is approved in advance by the approval authority in Section I.
6. Gratuities – Reasonable gratuities will be reimbursed at the actual cost to the traveler by HRMAG and should be included with the services to which they pertain.
7. Miscellaneous Expenses – Reasonable expenses for baggage services, hotel tips, and HRMAG business-related telephone calls will be reimbursed at the actual cost to the traveler.
8. Records & Original Receipts – Original receipts for reimbursable air fare, hotel accommodations, and both individual and group meals and other expenses must be attached to the HRMAG Expense Form. Receipts for group meals must also be submitted, as well as, any other supporting documentation. The expense form must be signed by the person requesting the reimbursement.
9. Travel - The objective is to provide reimbursement levels and authorization procedures for travel by the Board of Directors.

Travel specified in this BOM is only authorized if funds are allocated to support it during the Association's budgeting process. Based upon budgetary considerations and the Association desire for representation, transportation and expenses for conferences and meetings are reimbursed by HRMAG as follows:

- a. President
 - i. NC SHRM Annual Conference – All expenses including registration fees for the President are covered.

- ii. Quarterly NC SHRM Council Meetings – All expenses are covered which are reimbursed by the NC SHRM under their Chapter travel policy.
 - iii. National SHRM Conference – All expenses including registration fees for the President are covered.
 - iv. Other meetings as appropriate within budgetary guidelines and approved by the Board of Directors.

- b. 1st Vice President
 - i. SHRM Annual Leadership Conference – All related expenses are covered including registration fees that are not already covered by National SHRM. Typically, National SHRM pays for registration and two-night hotel stay.

- c. 2nd Vice President
 - i. SHRM Annual Leadership Conference – All related expenses are covered including registration fees that are not already covered by National SHRM. Typically National SHRM pays for registration and two-night hotel stay.
 - ii. Other meetings at the request of, or in the absence of the President – All expenses are covered.

- d. Other CLA Directors
 - i. Directors may be reimbursed for all reasonable expenses when attending related conferences or meetings in regard to their committee on behalf of the Association and approved in advance by the Board of Directors. The board may consider sending CLA Directors to selected conferences on an alternating basis as the budget permits.

Exceptions - Exceptions to these travel guidelines must be authorized by the President and Treasurer in advance of HRMAG incurring any monetary obligations.

Program Planning/ Annual Membership Survey

The Annual Membership Survey, which is conducted by the President Elect or 1st Vice President [one and the same], is a means for identifying programs and proposed

outcomes for strategic program planning. The format links goals and purpose with outcomes and measures, and sets out on the front end the expected results of a particular program or activity. The following are the components of the model and short descriptions of what should be included in each section.

- a. Description - What is the nature of the activity or program? What is expected to happen? What does it look like? What is the concentration in terms of membership and segmentation of services?
- b. History - What Association history and background make it easier to explain the reasons for the development of this activity? Was there a Board action, member suggestion, Committee recommendation or history of events that caused this activity to be developed?
- c. Strategic Relationships - How does the program relate to, support, and promote HRMAG's current strategic plan and initiatives?
- d. Goals - What does the Association have to achieve? The goals may be:
 - o Strategic – Supporting the direction and initiatives conveyed in the Strategic Plan
 - o Long-term – Supporting projects and initiatives with multi-year objectives
 - o Operational – Supporting immediate program and service requirements

The goals may be specific or general in nature.

- e. Resources - What resources must be depleted for this activity?
 - i. Financial - Revenue projections must be practical and based on research. You should point out what quantifiable objective data is used to estimate not only what but when projected revenues will be realized. Explain the methodology used to estimate the markets, whether it is for a product, sponsorship revenues or attendance at an event.
 - ii. Expenses - Explain the approach used to estimate expenses and the timing of incurred expenses. Do not estimate only hard dollars cost but include physical costs such as hardware, software, etc.

When there are startup costs to new projects which may occur in a different year than revenues received, acknowledge the cost up front. This will not necessarily stop the program from proceeding but will give the Board a clearer picture to help with planning.

- f. Measures - What are the measures of success for this program or activity? The measures may be qualitative and quantitative. Four perspectives should be considered in the development of performance measures:
 - Meeting the objectives of the program
 - Customer Service – Support for members
 - Business Process – Effective, efficient systems
 - Financial – Amount of revenue generated/cost incurred

- g. Outcomes – To what degree were the goals met? How do the outcomes impact the results of the program or activity? It is likely that the outcomes will be completed after the activity is completed or may be updated at various stages of the project.
- h. Evaluations – Assess the effectiveness of the program or activity with a paragraph or two on the results of the activity, taking into consideration the goals, the measures, and the outcomes.

IV. Policies Regarding Gifts

- a. Statement of Purpose - This BOM establishes guidelines for the acceptance of gifts by the Association or its members and whether the gift will reside in the hands of an Officer, Board or Association members.
- b. Gifts may be accepted by the Association or by an Officer, Board member or Association member under the conditions listed below. For the purposes of this BOM, gifts are considered to be something of a significant value that will be held by or owned by the Association or one of its members.

Gifts may be accepted so long as:

- 1. The acceptance of the gift does not create a conflict of interest for an individual or the Association.
 - 2. No stipulations may be connected to the acceptance of the gift by the donor.
 - 3. Any liability for maintenance, taxes, insurance or financial obligations be considered prior to acceptance of the gift.
- c. Procedure - It is anticipated that any gift requiring a financial obligation on the part of HRMAG be approved by the Board of Directors. For liabilities or obligations exceeding \$500.00 it is expected that the President and the HRMAG Board of Directors will approve the transaction prior to acceptance. All gifts should be included in the Association's inventory of assets.

V. Board Liability

Courts recognize three duties of the Board of Directors: care, loyalty, and obedience.

Duty of Care - Requires competence in performing directorial functions and “care that an ordinarily prudent person would exercise in a like position and under like circumstances.”

Duty of Loyalty - Requires faithful pursuit of the interest of the organization rather than the financial or other interests of their own or others.

Duty of Obedience - Requires fidelity within the bounds of the law to the organization's mission, as expressed in its charter and By Laws.

Why Directors get sued? - Liability takes place in three different situations:

1. Breach of duties – Care, loyalty, and obedience, when the result is injury to the organization.
2. Individuals dealing with the organization may suffer some personal or financial injury and may seek relief from the organizations and its Board of Directors.
3. Violation of the requirements of particular statutes.

Protection

HRMAG has liability insurance for the Association and its Officers, Board of Director members, Committee members, and volunteers. It covers errors and omissions in the areas of breach of contract, discrimination, harassment, and personal injury. The liability insurance policy is renewed annually only with the Board's approval.

VI. Communications

- a. e-Newsletter. The Newsletter Editor will create an electronic newsletter to be sent out to the Association membership. The newsletter will be sent via mass email utilizing the online database and will also be posted online at the website at www.hrmag.org.
- b. Regular Meeting Notices. The Secretary will send out a regular meeting reminder email to the general membership at least two (2) weeks prior to the meeting date. The notice will include the name of the speaker, what the program is about, relevant HRCI certification credits and any announcements and those companies that are sponsoring the event.
- c. Board Meeting Notices. The President will send out a regular Board meeting reminder email to Board members. It may include last minute announcements or corrections to the agenda.
- d. Legislative Updates – The Governmental (Legislative) Affairs Chair will send out monthly notices updating members on relevant issues regarding State and Federal laws and keep the website updated with relevant and up-to-date information.

VII. Parliamentary Procedure

- a. Purpose. Parliamentary procedure is a set of rules which, when used correctly, helps our Board run meetings without confusion and without waste of time and/or effort. There are four basic ideas behind these rules:

1. All persons on the Board are equal: the rights of one are the rights of all.
2. The minority must be heard.
3. The will of the majority will be carried out.
4. Common sense and courtesy are the expected norm.

This adopted parliamentary authority is one of the three basic authorities of the Association. The three authorities, ranked from highest to lowest, are:

1. By Laws
2. Board Operations Manual (BOM)
3. Parliamentary Authority

- b. Procedures

1. Steps for Consideration of Issues

Issues are dealt with in four steps:

1. Introduce/State issue
2. Put forward best-practice scenarios/research/study/development that addresses the issue
3. Discussion (questions of clarification and a ten-minute team approach to solving the issue)
4. Decision

If the fourth step, decision, is not reached at the meeting at which the issue is introduced; the board member presenting the issue will work with the President to determine a solution and a way forward.

2. How to Make a Motion

There are six steps in completing any motion. These steps are the very heart of parliamentary procedure and take care of most business in the usual meeting. The six steps are:

- Any Board member makes a motion. In making a motion, the member states his/her motion: "I move that <insert motion>."
- Another member (without waiting to be recognized) seconds the motion: "I second the motion."
- The President repeats the exact words of the motion and calls for discussion: "It has been moved and seconded that <insert motion>."
- The President opens the motion for discussion: "Is there discussion on this motion?" Board members may then debate the motion. Each

member must be recognized before discussing the motion, and debate is strictly limited to the motion on the floor (see Basic Rules of Debate/Discussion below). If there is no discussion, the President moves to vote: “If there is no discussion...”

- The President puts the motion to a vote: “Are you ready to vote on the motion?” (pause) “All those in favor of the motion say ‘aye.’ ” (pause) “Those opposed say ‘no.’ ” (pause).
- The President announces the result of the vote: “The motion is <insert result>.”

Basic Rules of Debate/Discussion

- Each member is able to speak once to the motion. The mover of the motion has the privilege of speaking first in debate.
- Members should avoid making personal judgments/statements.
- All inquiries should be made through the President.
- The President must remain neutral.

3. How to Make an Amendment to a Motion

An amendment must be made before the final vote is taken. An amendment to a motion is made by following the six steps listed above for making a motion. Once a member is recognized by the President, they state their position amending motion by saying how they want to change the first, or main, motion.

Amendments may be made in any of three ways:

- By inserting (or adding) words
- By striking (or deleting) words
- By substituting new words for some of the original words

4. How to Amend an Amendment

Only two amendments may be offered as motions before one of them must be voted upon. Only one motion at a time may be discussed, and they are voted upon in order, beginning with the last motion made. For example:

Main Motion: “I move that we have a picnic in June.”

1st Amendment: “I move to amend the motion by adding ‘on the first Saturday.’”

2nd Amendment: “I move to amend the motion by substituting ‘second Saturday’ for the ‘first Saturday.’”

The second amendment, which must modify and relate directly to the first amendment, is discussed and voted upon first. If it is adopted, then the first amendment will be changed to read: “I move that we amend the motion by

adding ‘on the second Saturday.’” If the second amendment is not adopted, then the first amendment is ready to be discussed and voted on in its original form. “I move that we amend the motion by adding ‘on the first Saturday.’”

The first amendment is then discussed and voted upon. If it is adopted, then the main motion will read: “I move that we have a picnic on the first Saturday in June.” If neither of the amendments is adopted, then the main motion is ready to be voted on in its original form.

After both amendments have been voted upon, the president states the main motion (as amended if either amendment was adopted) and asks for discussion. “The motion now before us is that we have a picnic on the first Saturday in June. Is there any discussion?” The motion may be further amended at this time if the members so wish.

5. Rules of Voting

All Board members present at the time a motion is being considered for vote, may vote including Officers, Board of Directors and Committee Chairs. The President is never required to vote unless they wish to do so. The President may vote only to ‘make or break a tie.’ If a vote is exactly even, the vote is lost unless the chair chooses to vote ‘yes’ and adopt the motion. There is no sense in the President casting a ‘no’ vote because the motion is already defeated.

- Methods
 - Voice vote (*viva voce*)
 - Show of hands
 - Simple rising vote
 - Counted rising vote
 - Roll call vote
 - Ballot vote (may be required in bylaws)
 - Mail ballot
 - Proxy ballot
 - General consent (“If there is no objection, we will adopt the motion by general consent.”)

- Types of Votes
 - Majority (over ½)
 - Plurality (the highest vote getter)
 - Two-thirds vote (when the vote pertains to members’ rights or when bylaws are amended)
 - Tie votes - when both sides have an equal number of votes – is counted as a ‘no’ vote and motion is defeated.
 - Unanimous vote (used to honor someone – the chair only calls for the ‘yes’ vote)

- When Must I Have a Two-Thirds Vote?

The rule of thumb is that a majority is required for almost all ordinary business. A two-thirds vote is required when the members' rights are to be suspended or affected. An example is a motion to end debate or when decisions that have already been made are reversed. Additionally, a two-thirds vote is required to change the Association's By Laws.

6. Special Procedures

There are several special procedures, six of which are discussed here. They are special because they are not used in the ordinary handling of business, and deemed special because they are used to take care of something that cannot wait. They are termed procedures because they are not ordinary motions; they do not require a second, they may interrupt other speakers, and usually they must be taken care of immediately. Roberts calls them 'Incidental Motions.' They should not be used to interfere with the rights of others or to frustrate business. When they are used properly, they can be very helpful in insuring the rights of each member to participate fully in the business taking place and to make decisions.

- Point of Order is used when you believe that a member or the meeting is not proceeding properly and want to call this to the attention of the president. Member: "Sir/Madame President, I have a point of order." President: "What is your point of order?" or "What is your question?" Member: "The motion at hand concerns the date of a picnic, and the member is addressing the subject of attaining publicity. I think the discussion is out of order at this time." President: "Your point is correct. The member will address her remarks to the date of the picnic. The speaker may continue."
- Appeal, general case is used when you feel that the President has made a wrong decision. In the example above, if the President had answered, "Your point is not correct" and if you thought the President's opinion was not correct, your reply should be: "I appeal from the decision of the President."

When a member appeals from the decision of the President, the President is required to ask the meeting participants for a decision. The President may present his/her position first, followed by the member who made the appeal, and ending with a statement by the President.

President: “The President’s ruling has been appealed. All of those in favor of the President’s ruling say ‘yes.’” The vote is taken. Assuming the majority vote yes, “The majority has voted yes. The President’s decision is sustained.” In the event the majority votes no, the president’s decision is overruled.

- Parliamentary Inquiry is used when you need parliamentary information. “Sir/Madame President, I have a parliamentary question.” President: “State your question.” Member: “May I now move to amend the motion?” President: “The chair believes that such a motion would be proper at this time. You may make your motion.”
- Request for Information is used when it is necessary to have certain information before continuing with the business of the meeting. Member: “I have a question of information,” or “I have a point of information in the form of a question.” Then the member states the question at hand.
- Point of Privilege is used when, for some reason, you are not able to participate comfortably or completely in the proceedings of the meeting. Member: “I have a question of privilege.” President: “What is your question?” Member: “Those of us in the rear of the room cannot hear the speaker.” President: “Your privilege is granted. Will the technician please adjust the public address system.”
- Objection to Consideration is used when some ill-advised, embarrassing, time-wasting or simply foolish question is raised. Member: “I object the consideration of this question.” President: “Objection has been made to considering the question. Those opposed to considering the question, raise your hands. This requires a two-thirds vote to approve the objection.” President: “We have a two-thirds vote and the question cannot be considered and is dropped.”

Objection to consideration should be used only when the usual motions (such as to refer the question to a committee, to postpone consideration, to close debate, etc.) would not be sufficient. This procedure can only be used before debate has begun or before any subsidiary motion has been made. It should not be used when a question should be defeated but only when the question should not have been raised at all.

7. Division Motions.

- Division of a Question is used to allow the assembly, when there are two or more parts to a main motion that can stand as separate questions, to vote to treat each part accordingly in succession. A

member would say, “I move to divide the resolution so as to consider separately....” The motion must be seconded.

- Division of the Assembly is used when a member doubts the accuracy of the president’s announcement of voice vote results. The member may simply call out, “Division,” or “I call for a division,” and the president will call for an uncounted rising vote. No second is needed. If the member still is not satisfied, he/she may say, “I move that the vote on this motion be counted.” This motion requires a second.

Disclaimer: This manual is intended to assist the Board in the operations within the Association and is not intended to be all inclusive.