

CHAPTER BY-LAWS – (Revised: May 2010)

I. CONSTITUTION

The Chapter is hereby Constituted and shall be in all respects a local entity of the Human Resources Professionals Association of Ontario (hereinafter called “the Association”), and shall be bound by the Objects of the Association, and shall be subject to all of the Association’s Codes, Rules, Regulations, and By-laws, and furthermore, the Association may terminate, curtail, or dissolve the aforesaid Chapter for just and sufficient cause at any time after its creation.

II. NAME

The name of the organization shall be “The Kingston District- Human Resources Professionals Association of Ontario”, a Chapter of the Association. Its abbreviated name shall be “KD-HRPAO”, hereinafter called the “Chapter”.

III. OBJECTIVES

To provide leadership within our communities by promoting the recognition and growth of Human Resources professional through education, networking, shared resources, and knowledge, with a commitment to such values as human dignity, rights, and development.

IV. MEMBERSHIP

1) Membership in the Chapter shall be confined to persons in the membership categories defined in the Association’s By-laws, who are in good standing, and who have their residence, or principal place of business, within the Kingston area, or a region as otherwise described in the Association’s By-laws.

2) Application:

All applications for membership shall be submitted either to the Chapter Membership Director on the form provided by the Association. The Chapter Membership Director shall in consultation with the Membership Committee forward the application with appropriate recommendation to the Association for approval.

3) The determination of a Chapter Applicant’s Membership Category is at the sole discretion of the Association, subject to the Association’s By-laws and Regulations.

4) All Chapter members must comply with and abide by the By-laws of the Chapter.

- 5) Chapter Honorary Member category.
 - a) Such privileges of the Chapter as may be determined from time to time by the Chapter Board of Directors, including eligibility to vote and hold office.
 - b) Chapter Honorary members do have voting status or eligibility to hold office in the Chapter. Those members, by virtue of their membership in, and outstanding service to HRPAO and/or the Chapter and their contribution to the field of Human Resources Management, may be acknowledged and recognized in this category at the Chapter level only.
- 6) Chapter Dues:

An annual membership fee applicable to each member shall be determined from time to time by the Chapter Board of Directors. The annual membership dues shall be payable in advance for the ensuing year, on or before the first day of June.

V. PRIVILEGES OF MEMBERSHIP

- 1) Chapter members in the CHRP, Full or Fellow categories, who are in good standing, are eligible to hold any Chapter office and may vote on any or all Chapter matters.
- 2) Chapter members in the Practitioner, General, or Student categories, who are in good standing, are eligible to hold any Chapter office except President and Vice-President and may vote on any or all Chapter matters.
- 3) Guests:

Members may invite guests or prospective members to any regular meeting or activity.

VI. MEMBERSHIP YEAR

- 1) The Chapter membership year shall be from June 1 in any year to May 31 in the following year.
- 2) Members joining after the start of a membership year will pay their Chapter dues in the same proportion as their Association dues. (50 % after December 1st)

VII. CHAPTER BOARD OF DIRECTORS

- 1) There shall be a Chapter Board of Directors, which will be responsible for the affairs of the Chapter, be vested with full power to conduct all business of the Chapter, and to ensure liaison with the Association.
- 2) The Chapter Board of Directors shall consist of a minimum of 4 duly elected members and an optimal target of 12 duly elected members.

- 3) The Chapter Board of Directors shall appoint from its members, the following Officers:
- i) President (up to 2 years);
 - ii) President-Elect (up to 2 years);
 - iii) Secretary;
 - iv) Treasurer (iii & iv combined)
 - v) Membership Director (combine with any);
 - vi) Government Affairs Director (combine)
 - vii) Program Director; and ,
 - viii) Other Directors as determined by Chapter

If a Membership Director and/or Government Affairs Liaison is not appointed the Association shall deem these Offices to be held by the President.

- 4) a) Student Representatives shall be ex officio officers
b) The immediate Past President shall be an Officer ex officio.
- 5) The term of office of a member of the Chapter Board of Directors shall normally be 1 – 4 years, renewable for one additional term.
- 6) The Chapter officers will hold office for a one-year period unless they are reappointed or until they are appointed to another office or a successor is elected.
- 7) Officers may be re-appointed to serve in the same capacity for not more than four consecutive years.
- 8) The Chapter Board of Directors shall ensure that there shall be one Board member on each committee of the Chapter.
- 9) The Membership Director shall chair the Membership Committee.
- 10) No Chapter Board member shall be absent for more than three (3) consecutive meetings without reasonable cause. Should this occur, the Chapter Board member shall be deemed to have resigned from the Chapter Board of Directors.
- 11) The Chapter Board of Directors shall take office not later than June 1, of each year.

VIII. NOMINATION FOR THE CHAPTER BOARD OF DIRECTORS

Any eligible Chapter member in good standing may:

- a) Nominate any other eligible Chapter member in good standing for election to the Chapter Board of Directors.
- b) Self-nominate for election to the Chapter Board of Directors.

The President shall oversee the nomination process.

The President shall form a Board Development Committee consisting of a minimum of two members in good standing of the Chapter/Association and shall act as Chairperson of the Committee.

A 'call for nominations' will be sent to all members, by email, by the President on behalf of the Board Development Committee, no later than 60 days prior to the AGM. The 'call' will also be included on the Chapter website.

Nominations, including a career profile, resume or curriculum vitae are to be submitted by email to the attention of the President. A member of the Board Development Committee will review the responsibilities/requirements of the available position(s) with the nominated member, as requested. The President, in consultation with the Board Development Committee, shall recommend a slate of candidates sufficient in qualifications and numbers to fill vacant positions.

An individual is eligible for election to the Board if on the date of the close of nominations the person is a Member of the Chapter in good standing.

IX. ELECTION TO CHAPTER BOARD OF DIRECTORS

At the Annual General Meeting, the Chapter Members present shall elect the Board of Directors.

Where there are more candidates than there are positions, an election will be held. If there is the same number of candidates as there are vacant positions, the candidates are deemed to be acclaimed.

X. VACANCIES ON THE CHAPTER BOARD OF DIRECTORS

1) Where a quorum of the Board remains, the Chapter Board of Directors may elect any eligible Chapter member in good standing to fill a vacancy for the balance of the term of office.

2) Where no quorum of the Board remain, the President, or person acting as President, shall call an Extraordinary Meeting of the membership to fill the vacancies for the balance of the term of office.

XI. QUORUM

- 1) A majority of the members of the Chapter Board of Directors constitutes a quorum at any meeting of the Chapter Board.
- 2) Five members in good standing of the Chapter, who are personally present and voting at the commencement of the meeting, constitute a quorum for an Extraordinary or Annual General Meeting of the Chapter.

Where a quorum has not been reached within one half-hour of the time called for an Extraordinary or Annual General Meeting to commence, the meeting shall be adjourned to the same time and place one week later, when whatever number of eligible members then present and voting shall take and conduct the business for which the meeting was called.

XII. MEETINGS

- 1) Meetings of the Chapter Board of Directors shall usually be held monthly between the period of September and June.
- 2) Regular Meetings of the general membership shall usually be held regularly between September and June; meetings in July and August may be called if deemed necessary.
- 3)
 - a) Extraordinary Meetings of the Chapter Board of Directors may be called by the President or a majority of the members of the Chapter Board of Directors.
 - b) Extraordinary Meetings of the general membership will be at the call of the President.

Extraordinary Meetings of the general membership may be called by any five (5) Chapter members in good standing by means of a request in writing, to address the issue(s) detailed in their request. Such a request must be received by the President twenty-eight (28) days in advance of the date proposed for the meeting. On receipt of such a request, the President shall call the meeting. The total cost of the meeting may be charged to the members requesting the meeting to be held.

- 4) The Annual General Meeting of the Chapter shall be held during the month of May in each year for the conduct of the following business:
 - a) Receipt of the report of the Chapter President;
 - b) Ratification of the actions of the Chapter Board of Directors and Committees;

Election of the installation of the Chapter Board of Directors and ratification of the selection of Officers;

Receipt of the most recent financial statements; the auditor's report and audited financial statements, an appointment of an auditor for the ensuing fiscal year shall normally be presented for approval at the next regular meeting following the Annual General Meeting; it is recommended, but not mandatory, that the auditors be Chartered or Certified Accountants.

c) Such other business as may properly come before the meeting.

5) Meetings of the Chapter shall be conducted in accordance with Roberts' Rules of Order.

6) The Chapter Officers may make necessary decisions concerning the business of the Chapter, as required, during July and August. Such decisions must be ratified at the next regularly scheduled meeting of the Chapter Board of Directors.

XIII. NOTICE OF MEETING

1) A date, time and venue shall be established and circulated for Regular Meetings of the Chapter members. Except where there is a change of date, venue, or where there is a special business to transact, no further notice is required for Regular Meetings.

2) Notice of any Extraordinary Meeting of the Chapter shall be sent to the address of record of each Chapter member in good standing ten (10) days in advance of the meeting date, by pre-paid post, courier, or by facsimile transmission. Such notice shall detail the business to be transacted at the meeting.

3) Notice of the Annual General Meeting, together with pertinent documentation, shall be sent to the address of record of each Chapter member in good standing, by pre-paid post, courier, or by facsimile transmission, twenty-one (21) days before the date set for the meeting.

XIV. FISCAL YEAR

1) The Fiscal Year of the Chapter shall be from **December 1st to November 30th**

XV. RESPONSIBILITIES OF OFFICERS

1) President

It shall be the responsibility of the President to provide leadership and to co-ordinate all activities of the Chapter, and to be the principal liaison with the Association. The President shall preside at all general membership meetings and all meetings of the Chapter Board of Directors, and conduct these in good order, in accordance with the By-laws of the Chapter. The President shall be a member ex-officio of all committees.

2) President-Elect

The Vice-President shall carry out such duties as may be assigned from time to time by the President, and shall assume the duties of the President in his/her absence.

3) Secretary

The Secretary shall be responsible for the official correspondence and minutes of the Annual General Meeting and meetings of the Chapter Board of Directors, and shall ensure that minutes of Committee meetings are included in the records of the Chapter.

4) Treasurer

The Treasurer shall ensure that Chapter revenues are properly collected, and account for such funds together with any and all Chapter expenditures in the manner required by the Chapter's auditor.

5) Membership Director

The Membership Director shall facilitate the review and processing of all membership applications received by the Chapter, ensure that new members are introduced at general membership meetings, and prepare and maintain membership lists. The Membership Director shall Chair the Chapter Membership Committee.

6) Government Affairs Liaison

The Government Affairs Liaison shall provide ongoing information to the Chapter about current and pending Provincial and Federal legislative changes, as provided by the Association, and in turn provide the chairpersons of the Association's Provincial and Federal Government Affairs Committees with input, from the Chapter level, to Association briefs and discussion papers for presentation to government.

7) Past President

The Past President shall provide assistance and guidance to members of the Chapter Board of Directors in the performance of their duties and responsibilities.

8) Directors at Large

The Directors at Large shall carry out such duties as may be assigned to them from time to time.

XVI. CHAPTER COMMITTEES

The Chapter Boards of Directors may appoint the following Committees each year, to serve until the next Annual General Meeting.

1) Chapter Membership Committee

The Chapter Membership Committee shall bring the existence and purpose of the Chapter and the Association to the attention of non-members for the purpose of increasing membership. The ongoing role of the Chapter Membership Committee is to review and recommend all new member applications to the Association and to coordinate the annual membership renewal process.

2) Chapter Program Committee

The Chapter Program Committee is responsible for planning and organizing the Chapter programs/events/meetings from September to June.

3) Chapter By-laws Committee

The Chapter By-laws Committee is responsible for reviewing and updating the By-laws, to ensure consistency with the Association and to meet local requirements.

4) Student Liaison Committee

The role of the Student Liaison Committee shall be to interface between local institutions and the Association's Chapter Membership Committee as follows: (a) to provide feedback on courses offered at local educational institutions, to ensure consistency with current Human Resources practices; (b) to forward requests from local institutions to review new course programs in the area of Human Resources.

5) Ad Hoc Chapter Committees

The Chapter Board of Directors may establish ad hoc committees or task forces from time to time, to study issues or plan/conduct activities as may be deemed appropriate.

XVII DISSOLUTION

1) The Association may dissolve the Chapter and terminate its activities for just and sufficient cause.

2) The Chapter may also be dissolved by a two-thirds (2/3) vote of Chapter members present and voting at an Extraordinary Meeting of members called for the express purpose of terminating the activities of the Chapter.

3) Upon dissolution, all Chapter assets of whatever nature, together with all Chapter records, shall be sent to the Association's Head Office and held in trust for a period.

4) All assets and liabilities of whatever nature are the property of the Chapter, and shall remain so until dissolution as prescribed herein.

XVIII AMENDMENT OF CHAPTER BY-LAWS

1) These By-laws may be amended or repealed in part by the Chapter Board of Directors, provided that:

a) Notice of such amendment or repeal shall be given with notice for the Annual General Meeting, or a Regular Meeting of Members with twenty-one (21) days notice, and ratified by a two-thirds (2/3) vote of those Chapter members present and voting at the Annual General Meeting or such Regular Meeting of Members; and,

b) Such amendment or repeal shall not take effect until ratified at the Annual General Meeting or such Regular Meeting of Members; and,

c) Such amendment or repeal shall not be inconsistent with or render null any of the mandatory provisions of the Chapter By-laws Template approved by the Association, nor conflict with the Association's Code, Rules, Regulations, or By-laws.

APPENDIX “A”

The boundaries of the Regions and Chapters of the Association are illustrated in a series of six maps, annexed to this By-law as Appendix “A”.