

CHAPTER BY-LAWS
HUMAN RESOURCES PROFESSIONAL ASSOCIATION OF NIAGARA
(APPROVED MAY 17, 2007)

1. 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.

2. NAME:

The name of the organization shall be "The Human Resources Professionals Association of Niagara, a Chapter of the Association". Its abbreviated name shall be "HRPAN" (hereinafter called "the Chapter").

3. OBJECTIVES:

In accordance with the Association, the objectives of the Chapter shall be set out hereunder:

1. To establish and encourage the acceptance and maintenance of uniform province-wide standards of knowledge, experience and ethics for all persons engaged in the field of Human Resources Management;
2. To promote and further the education and improve the competence of persons engaged in Human Resources Management by granting registration and membership to persons who meet the standards of the Association;
3. To hold examinations and prescribe tests of competency deemed appropriate to qualify membership in and certification by the Association;
4. To maintain discipline among the members of the Association;
5. To provide a medium for communication and exchange of information, knowledge and ethical standards for those persons engaged in the field of Human Resources Management;
6. To sponsor, encourage and promote liaison with other individuals, associations and groups in similar or related fields of activity;
7. To promote the interests of the Association and comply with its By-Laws as long as we remain a Chapter.

4. MEMBERSHIP:

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 Region of Niagara as defined by the Regional Municipality of Niagara, or a region as otherwise described in the Association's By-laws.

1. Application:
All applications for membership shall be submitted either to the Chapter Membership

Director, or directly to the Association's office, on the form provided by the Association. The Chapter Membership Director shall promptly forward all applications received to the Association and, likewise, the Association shall promptly notify the Chapter of all applications processed for Members choosing or required to belong to the Chapter.

2. Membership Category:
Determination of an applicant's Category of Membership is at the sole discretion of the Association, in accordance with the Association's By-laws and Regulations.
3. Chapter Dues:
Annual Chapter membership dues 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.
4. Standard of Conduct:
Members who abuse the privileges of membership by indiscriminate use of the Chapter membership roster, or other Association material or activities for the purposes of soliciting business, will be subject to the disciplinary actions of the Association.

5. PRIVILEGES OF MEMBERSHIP:

1. Chapter members in the Fellow, CHRP, General or Practitioner category 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 Student categories are not eligible to hold any Chapter office, and may not vote on any or all Chapter matters.
3. Members may invite guests or prospective members to any regular meeting or activity.

6. 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 be required to pay pro-rated Chapter dues.

7. CHAPTER BOARD OF DIRECTORS:

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.

1. The Chapter Board of Directors shall consist of a maximum of ten (10) duly elected members.
2. The Chapter Board of Directors shall appoint from its members, the following Officers:
 - a. President
 - b. Vice-President
 - c. Immediate Past-President and Government Affairs Liaison
 - d. Secretary
 - e. Treasurer

- f. Membership Director
 - g. Events Director
 - h. Communications Director
 - i. Director-at-Large
 - j. Director-at-Large
- or such other Offices as may be created by the Chapter or required by the Association.
3. The minimum term of office of a member of the Chapter Board of Directors shall be one (1) year.
 4. The Chapter Directors will hold an Officer position for a one-year period or until a successor is appointed. Should a Director resign from the Board during the year, the President will assign those duties to another Board member or assume the duties themselves.
 5. Notwithstanding items 7 and 10, the Vice-President will move into the position of President in the succeeding term and President will move into the position of Past President in the succeeding term.
 6. Directors may be re-elected to serve on the Chapter Board for no more than four (4) consecutive years.
 7. No Chapter Board member shall be absent for more than three regular HRPAN meetings or three Chapter Board meetings without reasonable cause. Should this occur, the Chapter President shall discuss the absence with the Board member, and will have the sole discretion to dismiss the Board member if improved consistent attendance and contribution is not possible.
 8. The Chapter Board of Directors shall take office not later than June 1, following the Annual General Meeting in each year.
 9. The Chapter Board can appoint four (4) additional non-voting ex-officio Board members to assist the Executive in completing its mandate, where skills required to ensure the Chapter functions effectively, or representation from key groups are not available from the elected members. The appointment will not exceed one (1) year.
 10. Where at the request of the Vice-President or in that person's absence from the Board, another Director, and where supported by a majority of the Chapter Board Directors as recorded, the President may be permitted to serve a second consecutive term.

8. NOMINATION FOR THE CHAPTER BOARD OF DIRECTORS:

1. Any eligible Chapter member in good standing may nominate any other eligible Chapter member in good standing to stand for election to the Chapter Board of Directors. The President, Vice-President and Immediate Past-President will form an Advisory Council for the purpose of determining the suitability of the nominees to the Board of Directors.
2. In February each year the Chapter President will solicit intent from all current Chapter Board members regarding their desire to remain on the Board for a successive year (where still eligible) and the Officer positions they wish to fill. Where Chapter Board vacancies are identified the President will notify the general members and solicit nomination to the Board.

3. Nomination forms will be made available to all members no later than March 1st to facilitate the process of nominating and electing new Board members. All nomination forms must be received by HRPAN no later than April 2nd of each year.
4. The Chapter membership will be notified of all successful nominees no later than April 15th of each year, in advance of the Annual General Meeting.

9. ELECTION TO CHAPTER BOARD OF DIRECTORS:

In order to be elected to the Chapter Board of Directors, an eligible nominee(s) must receive the highest number of votes cast by the eligible Chapter members present and voting at the Annual General Meeting.

10. 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 a quorum of the Board does not 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.

11. QUORUM:

A majority of the duly elected members of the Chapter Board of Directors constitutes a quorum at any meeting of the Chapter Board.

1. 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.
2. 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.

12. MEETINGS:

Meetings of the Chapter Board of Directors shall be held monthly between the period of September and May; meetings in June, July and August may be called if deemed necessary.

1. Regular Meetings of the general membership shall be held monthly between September and May; meetings in June, July and August may be called if deemed necessary.
2. Extraordinary Meetings:
 - 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 may be called by the President.
 - c. 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 be held.

3. 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;
 - c. Election and installation of the Chapter Board of Directors and ratification of the selection of Officers where necessary;
 - d. Receipt and approval of the auditor's report and audited financial statements where available;
 - e. Appointment of an auditor (chartered or certified accountant), for the ensuing fiscal year if warranted;
 - f. Such other business as may properly come before the meeting.
4. Meetings of the Chapter shall be conducted in accordance with Roberts' Rules of Order unless otherwise provided for in these By-laws;
5. The Chapter Officers may make necessary decisions concerning the business of the Chapter, as required, during June, July and August. Such decisions must be ratified at the next regularly scheduled meeting of the Chapter Board of Directors.

13. 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 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 e-mail address of record of each Chapter member in good standing ten (10) days in advance of the meeting date. Such notice shall detail the business to be transacted at the meeting and the meeting date, time and location.
3. Notice of the Annual General Meeting, together with pertinent documentation, shall be sent to the e-mail address of record of each Chapter member in good standing twenty-one (21) days in advance of the meeting date.

14. FISCAL YEAR:

The Fiscal Year of the Chapter shall be from June 1st to May 31st.

15. RESPONSIBILITIES OF OFFICERS:

President: It shall be the responsibility of the President to provide leadership and to coordinate all activities of the Chapter, and to be its 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 of the Chapter. The President has signing authority.

Vice-President: 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. The Vice-President is responsible for arranging for guest speakers with the assistance of Chapter Board members, based on input from the general membership. The Vice-President will assume the responsibility of President for the succeeding term. The Vice-President has signing authority.

Secretary: The Secretary shall be responsible for communicating notice of all Chapter meetings and general information, 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. Prepare all correspondence for storage on the Chapter Website.

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. The Treasurer will invest the surplus funds of the Chapter as directed by the Board. The Treasurer has signing authority.

Events Director: The Events Director shall coordinate speaker(s) equipment, facilities and menu for general membership meetings and the AGM.

Membership Director: The Membership Director shall represent the Chapter on the Membership Committee of the Association. The Membership Director shall facilitate the review and processing of all membership applications received by the Chapter, prepare and maintain membership lists and promote membership on an ongoing basis to the broader community.

Communications Director: Maintaining and managing the Chapter's official website
Preparing and distributing all meeting announcements, transfer of relative information, as determined by the secretary on the Chapter's official website. Liaison with the website service provider.

Immediate Past President: The Immediate Past President shall provide assistance and guidance to members of the Chapter Board of Directors in the performance of their duties and responsibilities. The Immediate Past President will be responsible for coordinating the Annual General Meeting and presenting a nomination list for the upcoming Board. The Immediate Past President will also assume the role of Government/Legislative Liaison for the Board.

Director(s) at Large: The Director(s) at Large responsibilities will include liaison between the Board and the membership, recruit new members, solicitation of dinner speakers and carry out such duties as may be assigned to them from time to time by the President.

16. CHAPTER COMMITTEES:

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

Chapter Ad Hoc Committees and Task Forces: 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.

17. DISSOLUTION:

1. The Chapter may 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.
2. Upon dissolution, all assets and records of the Chapter shall be sent to the Association's Head Office and held in trust for a successor organization.
3. All assets and liabilities of any nature whatsoever are the property and responsibility of the Chapter, and shall remain so until dissolution as provided for herein.

18. AMENDMENT OF CHAPTER BY-LAWS:

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

1. Notice of such amendment or repeal shall be given with notice for the Annual General Meeting, and ratified by a two-thirds (2/3) vote of those eligible Chapter members present and voting at the Annual General Meeting; and,
2. Such amendment or repeal shall not take effect until ratified at the Annual General Meeting; and,
3. Such amendment or repeal shall not be inconsistent with or render null any of the mandatory provisions of the Chapter By-law Template approved by the Association, nor conflict with the Association's Code, Rules, Regulations, or By-laws.