



Bylaws
Pittsburgh Human Resources Association
Pittsburgh, Pennsylvania

Article I
Name and Affiliation

Section 1. The name of this Association is the Pittsburgh Human Resources Association ("Association" or "PHRA") or such other name as is recommended by the Board of Directors ("Board") and approved by the membership.

Section 2. The Association is affiliated with the Society for Human Resource Management (SHRM).

Section 3. Relationships. The Association is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

Article II
Vision and Mission

The vision of this organization is to be the premier human resources association in the region, improving the competency and value of the HR professional. The mission of the Association is to serve the human resources community by providing superior professional development, networking opportunities and educational resources to enhance the value of the profession. In achieving the vision and mission of this organization, there will be no discrimination in membership or Association activities because of race, religion, sex, age, disability, sexual orientation, national origin, veteran status, marital status, citizenship status or any other lawfully protected status.

Article III
Membership

Section 1. Categories. Persons possessing the necessary qualifications may, upon approval of the Executive Director or, in the absence of the Executive Director, the President or his/her designee, be admitted to membership in the Association in one of the following categories. Dues for these categories will be decided by the Board.

A. Professional Members. Persons actively engaged in the professional aspects of human resources provided they meet the following requirements:

1. They are responsible for Human Resources, Labor Relations or related activities, and their positions are exempt under a Fair Labor Standards Act classification; or
2. They are actively engaged in teaching in the area of Human Resources or Labor Relations, or are full-time consultants in the Human Resources or Labor Relations field.

B. Affiliate Members. Persons who meet the following requirements:

Their current employment status does not meet professional membership criteria, but their educational, employment or other background would merit special consideration by the Board.

OR

Full-time Consultants who sell human resources-related services to those in the human resources field but whose services do not involve the professional aspects of human resources.

C. Student Members. Persons who are full-time students attending a recognized college or university, are not employed on a full-time basis, and are:

1. Enrolled in a prescribed program in the field of Human Resources, Labor Relations or a related field; or

2. Members of a student chapter affiliated with a Society for Human Resource Management ("SHRM") Student Chapter.

D. Honorary Members. Honorary Members may be elected from time to time by the Board, because of significant service to the Association and its programs.

E. Lifetime Members. Following their terms of office, lifetime membership in the Association will be conferred on Past Presidents of the Association.

Section 2. Application for Membership. Application for membership is to be made in writing on a form provided by the Association. Payment of appropriate membership fees is required for processing membership applications.

Section 3. Denial of Membership. If a person is denied membership, he/she shall have the right to appeal by filing written notice with the Executive Director or, in the absence of the Executive Director, with the President or his/her designee, within thirty days. The notice shall set forth all the reasons for the appeal, as well as supporting documentation. The Executive Director, President, or his/her designee, will present the appeal to the Board at its next regularly scheduled meeting. A vote on the appeal by a majority of the Board members present at the meeting shall constitute the final decision of the Association.

Article IV ***Services and Privileges of Membership***

Section 1. Professional Members. Professional members are eligible to vote, serve on the Board, serve as officers and chair committees.

Section 2. Affiliate Members. Affiliate members are eligible to vote, serve on the Board, serve as officers, except the offices of President and President-Elect, and chair committees. Not more than two of the officers of the Association shall be affiliate members.

Section 3. Student Members. Student members are not eligible to vote, serve on the Board, serve as officers or chair committees.

Section 4. Honorary Members. Honorary members may not vote, may not chair committees and may not hold office in the Association.

Section 5. Lifetime Members. Lifetime members shall enjoy all the privileges of professional

membership.

Section 6. Committee Members. All members of the Association are eligible to serve as members of any committee of the Association.

Article V
Elections, Appointment and Qualifications of Directors

Section 1. Election of Directors. Three Directors will be elected by ballot each year in accordance with the procedures outlined below:

A. Presentation of Slate. The Nominating Committee will present to the members with voting privileges via written notice, in ballot form, prior to October 1, the names of not fewer than five (5) candidates for membership on the Board. The order of candidates on the ballot will be determined by random selection.

B. Write-in Votes. No provision of these Bylaws will prevent any member with voting privileges of the Association in good standing from casting a write-in vote, on an official ballot, for any eligible member of the Association not selected by the Nominating Committee.

C. Valid Ballots. Completed ballots, to be valid, must be postmarked, hand-delivered, sent via facsimile, or sent via e-mail, no later than October 15 of the same year.

D. Definition of "written notice": For purpose of these Bylaws, written notice means sending a copy thereof by first class or express mail, postage prepaid, or by telex or TWX (with answer back received) or courier service, charges prepaid, or by facsimile transmission or e-mail to the number or address appearing on the ballot or records of the Association.

Section 2. Tally and Results.

A. Tally and Ballots. Ballots will be counted by at least two tellers of election appointed by the Board. The tellers of election will count and tally the ballots and report the results of the balloting to the Board, who will in turn arrange for publicizing the results to the membership.

B. Votes Required. Each Director will be elected on the basis of a plurality of votes cast for that Board position.

C. Tie Votes. In the event a tie occurs during an election, through two or more candidates for the same office receiving the same number of votes, successive balloting will be conducted until one candidate receives a plurality.

Section 3. Nominating Committee.

A. Composition. The Nominating Committee will be composed of a minimum of seven (7) and a maximum of nine (9) members. The Immediate Past President will chair the Nominating Committee. Should there be a vacancy in the position of Immediate Past President, then the previous President will chair the Committee. The President and the President-Elect will be members. Prior to the first meeting of the Nominating Committee, the current President will appoint at least two (2) members of the Board and two (2) voting members of the Association to serve. The Nominating Committee will serve for a period of one year commencing at the beginning of the Association's fiscal year. The members of the Nominating Committee may not be considered for re-election to the Board or for election to an Officer position during the year in which they serve on the Nominating Committee.

B. Duties. The President and the Nominating Committee will solicit nominations for Board

positions from the Board and the members of the organization in the first quarter of the year. The Nominating Committee will then meet to review the nominations and to select the names of candidates for Board positions and present the slate to the Board for preliminary approval. If the slate is approved, the slate will be presented to the members with voting privileges for a vote in accordance with Section 1 of this Article. The Nominating Committee will also select names of candidates for Officer positions and present this slate to the Board for its vote. Nomination of candidates for Officer positions will be permitted by Board members from the floor. A quorum of five (5) is required to convene a Nominating Committee meeting.

C. Vacancies. If an Officer or Board position elected by the members becomes vacant during the fiscal year, the Nominating Committee will be convened by the President to present a candidate or candidates for consideration and approval by the Board by simple majority vote, provided that a quorum of the Board is present. Generally, this should occur no later than one month from the time the Committee is contacted by the President, provided, however, that in the event of a vacancy in the office of the President, the President-Elect will assume the office of President for the balance of the unexpired term and the succeeding full term of office. If necessary, a special meeting of the Board may be called.

Section 4. Appointment of Directors.

A. Number and Qualification. Each year, up to two individuals may be appointed to the Board by the Board of Directors. These individuals will be nominated by the Executive Committee, at one of the last two Board meetings of the fiscal year, and approved by the then members of the Board by majority vote. The same procedure will be followed if the Board decides to fill a position that is vacated by an appointed Board member. The individuals who are nominated do not have to be members of the Association at the time they are approved by the Board, but will be required to become a member of the Association by the time of the second Board meeting of their term.

Section 5. Qualification for Board of Directors.

To be eligible to serve on the Board, an individual must meet the requirements of paragraphs "a" and "b" below.

- a. Demonstrated ability to support and further the Association's mission, vision, values and goals through one or more of the following:
 - Demonstrated commitment to the Association or other human resource-related associations or chapters through active participation in Association activities, active participation as a committee member, or service as a committee chair; or
 - Recognized expertise in the human resource field gained through progressively responsible human resource position, including successful use of leadership skills; or
 - Demonstrated expertise in, or ability to be an effective liaison within the community regarding one or more strategic areas necessary to the success of the Association, including but not limited to: finance, fund-raising, marketing, law, non-profit leadership, sales, public relations, etc.
- b. Professional or Affiliate member of the PHRA (except for those individuals who are appointed each year by the Board, who are required to become a Professional or Affiliate member by their second Board meeting).
- c. SHRM membership and PHR/SPHR or similar certification recommended.

Article VI

Board of Directors

Section 1. Board of Directors.

A. Number. The following will be members of the Board: the Past President; Officers; the Executive Director; nine (9) members elected from the Professional and Affiliate membership; up to six (6) members appointed by the Board from within or without the Professional and Affiliate membership; and committee chairpersons who have been appointed by the President, provided, however, that if there are co-chairs to a committee, there will be only one vote per committee. Three (3) of the elected Directors will be chosen annually and up to two (2) will be appointed each year by the Board, all to serve for periods of three (3) years). Additionally, to the extent that the SHRM District Director, State Council Director, or Membership Advisory Council Member are also PHRA members, they too will serve as ex-officio members of the Board for the duration of their SHRM terms, but not exceeding six (6) years.

B. Responsibilities. The Board will uphold the Association's mission and vision; provide legal and fiduciary oversight and responsibility for the organization; approve budgets, candidate slates, and capital expenditures in excess of a specified level as determined, from time to time by the Board; approve the Officers of the Association; approve and measure performance against strategic plans of the Association; establish and discontinue committees; ensure that the Association has highly effective leadership; and maintain the integrity of Association services and products developed for the benefit of members.

Section 2. Presiding Officer. At all meetings of the Board, the President, or if absent the President-Elect, or Vice President/Secretary will preside as Chair. In the absence of said Officers, the Chair will be elected by a majority of the members present.

Section 3. Board Meetings. Board meetings will be scheduled at such times and at such locations as the President shall determine.

Section 4. Notice. Notice of each Board meeting shall be written, as that term is defined in Article V, Section 1.D. Whenever written notice is required by statute or these Bylaws, a waiver of notice signed by the person entitled to notice shall be deemed the equivalent of giving notice, and attendance by a person entitled to notice at the meeting in question shall constitute a waiver of notice, unless the person attends for the express purpose of objecting.

Section 5. Quorum. A quorum of the Board will consist of ten (10) members.

Section 6. Vacancies. Any vacancy on the Board will be filled for the unexpired term consistent with the procedures set forth in Article V, Section 3.C and Section 4.

Section 7. Special Acts. All deeds, mortgages, leases and all other written contracts and agreements to which the Association, as authorized by the Board, will be a party, will be executed in its name by the President or his/her designee who either is also a member of the Executive Committee or is the Executive Director.

Section 8. Term of Office. Members of the Board, either elected or appointed, may not serve more than two (2) consecutive three-year terms. Officers may not serve in the same office more than two (2) consecutive one-year terms.

Section 9. Limitation of Liability. No Director of the Association will be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless (i) the Director has breached or failed to perform the duties of his/her office under Title 15 of the Pennsylvania Consolidated Statutes (relating to standard of care and justifiable reliance) and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provisions of this Section 9 will not apply to (i) the

responsibility or liability of a Director pursuant to any criminal statute; or (ii) the liability of a Director for the payment of taxes pursuant to local, state or federal law. Neither the amendment nor the repeal of this Section 9 will eliminate or reduce the effect of this Section 9 with respect to any matter occurring, or any cause of action, suit or claim that but for this Section 9 would accrue or arise, prior to such amendment or repeal. If Title 15 of the Pennsylvania Consolidated Statutes is amended after approval by the Membership of this Section 9 to authorize further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Association will be eliminated or limited to the fullest extent permitted by Title 15 as amended from time to time.

Section 10. Removal of Board Members. A member of the Board, including any Officer, may be removed from office by the affirmative vote of seventy-five (75) percent of the full Board. There shall be at least thirty (30) days advance written notice from the Executive Committee to the Board of any intention to remove a Board Member.

Article VII

Qualifications, Number and Duties of Officers and Executive Director

Section 1. Officers. The officers of the Association shall be the President, President-Elect, Vice President/Treasurer, Vice President/Secretary, and two Vice Presidents At Large.

Section 2. Duties of Specific Officers and Executive Director.

- President. The President will preside at all business meetings of the members, the Board and the Executive Committee, and will have general supervision of the affairs of the Association subject to the direction and control of the Board. The President will appoint all chairs of committees of the Association and will be an ex-officio member of same. The President may delegate the authority of appointment of committee chairs when appropriate. The President must be a member in good standing with the Society for Human Resource Management throughout the duration of his/her term of office.
- President-Elect. The President-Elect will perform the duties of the President during the President's absence or temporary disability; in the event of the President's death, resignation or inability to serve, will become President of the Association for the balance of the unexpired term and the following full term of office. The President-Elect will have such powers and perform such other duties including the supervision of committees as the President or the Board may determine. The President-Elect will automatically become President in the succeeding year, and thus the office of President will not be filled by election.
- Vice President/Secretary. The Vice President/Secretary will perform the duties of the President in the absence of the President and the President-Elect. The Vice President/Secretary will be responsible for overseeing the preparation of a record of the proceedings of all meetings of the Executive Committee, the Board and of any other business meeting of the Association, and will also perform such other duties as the Board or President may determine.
- Vice President/Treasurer. The Vice President/Treasurer will be responsible for overseeing the financial affairs of the Association, the disbursement of funds, the preparation, interpretation and dissemination of periodic financial reports to the Board, and will perform such other duties as the Board or President may determine.

- Vice Presidents At Large. The Vice Presidents at Large will serve as liaisons to those committees as determined by the Board or President and will perform such other duties as the Board or President may determine.
- Executive Director. The Executive Director shall report to the President and shall be responsible for hiring and managing paid staff and outsourced providers; vendor management; managing the daily operations of the Association; financial management including budget preparation, financial reconciliation and investment management; identifying new revenue streams, business development and sponsorship and fundraising activities; implementation of the Association's strategic plans; promoting and managing the Association's relationship with SHRM; marketing and publicizing the Association and its events; establishing and promoting partnerships and alliances; overseeing the Association's technology and volunteer services, development and recognition; and authorizing expenditures up to a limit specified by Board policy. In addition, all committee chairs will report to the Executive Director. The Executive Director will be entitled to vote on all matters before the Executive Committee, except for issues relating to the Executive Director's employment and related matters, including but not limited to the Executive Director's compensation and benefits.

Section 3. Term of Service. Each Officer shall serve a term of one year, and may serve up to a maximum of two consecutive years in the same office.

Section 4. Qualifications for becoming an Officer. Member of Board for at least one (1) year and demonstrated competencies through paid work experience, volunteer positions, other board positions, or other HR-related associations in the following areas: leadership, business acumen, decision-making, diplomacy, strategic planning, and organizational abilities. President and President-Elect must be members of PHRA in the Professional category – all other Officers may be either Professional or Affiliate members of PHRA; SHRM membership required for the President; SHRM membership recommended for other Officers; and PHR/SPHR certification recommended. Not more than two affiliate members may be Officers in any one fiscal year.

Section 5. Delegation of Authority. In the case of the absence of any Officer of the Association, the Board may delegate the powers or duties of such Officers to any other Officer or to any Director.

Article VIII

Meetings and Actions Taken Without Meetings

Section 1. Attendance via telephone or otherwise. At any time where these Bylaws refer to meetings, attendance can be by telephone, videoconferencing, webcam or other technology that may be available, as long as everyone who is physically present at the meeting can communicate with the person(s) who is not physically present. Members participating by telephone or other technology will be counted for purposes of establishing a quorum.

Section 2. Actions taken without a meeting. Any action required or permitted to be taken at any meeting under these Bylaws may be taken without a meeting if, prior or subsequent to the action, a written consent thereto is filed with the Vice President/Secretary of the Association by all members of the body which is meeting.

Article IX

Advisory Board

Section 1. Appointment. The President of the Association shall be entitled to appoint, subject to the approval of the Executive Committee, one or more people to serve as an unpaid volunteer on an Advisory Board.

Section 2. Purpose. The purpose of the Advisory Board is to: provide counsel and advice (via telephone or by participating in meetings as requested by the President or Executive Committee) to the Executive Committee on strategic issues facing the Association; serve as an additional link to the business community; provide expertise in areas that the Association may not have on the Board or in its paid staff; and to support the public relations efforts of the Association.

Section 3. Qualifications. The Advisory Board is to be made up of senior-level business and/or educational leaders.

Section 4. Term. Minimum term of service is one year.

Article X Committees

Section 1. Standing Committees. Standing committees and their activities are expressly authorized by the Board and include, but are not limited to, the following:

- A. Executive Committee. This committee will be made up of the Officers of the Association and the Executive Director. A majority of the committee will constitute a quorum at any meeting. The Executive Committee has full authority to act on behalf of the Board during intervals between meetings of the Board except for the powers of the Board specifically reserved in these Bylaws. Any member of the Board or Committee Chair may attend any Executive Committee meeting to present information for discussion and consideration.

Duties and Authority of Executive Committee. Hires Executive Director; evaluates and approves compensation and benefits; develops strategic plans and sets priorities for the Association, subject to approval by the Board; manages the regular business affairs of the Association; identifies and approves new revenue streams; adopts operating procedures, as appropriate, for the conduct of business; oversees committees as necessary; authorizes all deeds, mortgages, leases, written contracts and agreements subject to approval by the Board for legal obligations over an amount to be established by the Board; approves membership on the Advisory Board; and authorizes operating expenditures up to a specified level established by the Board. The Executive Committee is expected to meet at least six (6) times per year, or as designated by the President. The Executive Director will be entitled to vote on all matters before the Executive Committee, except for issues relating to the Executive Director's employment and related matters, including but not limited to the Executive Director's compensation and benefits.

- B. Membership and Diversity Committee. This Committee will assist in bringing new members into the Association. The Committee will recommend candidates for Honorary Membership. The Committee will also identify ways to make PHRA an inclusive organization and to diversify the membership and leadership; serve as the liaison between PHRA and SHRM student chapters; identify and create opportunities that advance and promote diversity throughout the Association; conduct new member orientation; monitor satisfaction and needs of current members; supply member needs and feedback to appropriate committees; recommend new services or modifications of services to meet member needs and interests; and identify new revenue streams. The Committee Chair must be a member in good standing of the Society for Human Resource Management.

- C. Learning and Professional Development Committee. This committee will be responsible for identification of member educational needs, development and coordination of educational programs, coordinating HRCI certification preparation programs, and identifying new revenue streams.
- D. Emerging Trends Committee. This committee will create and enhance the monitoring capability of trends, compliance, and potential changes in the human resource and business landscape, including, but not limited to, judicial and legislative developments; supply information to the Learning and Professional Development Committee for use in preparing programs; and identify new revenue streams.
- E. Networking Committee. This committee will provide opportunities to showcase the Association; provide member networking opportunities within the general business community; coordinate special events (golf outing; socials, etc.); and identify new revenue streams.
- F. Conference Committee. This committee is responsible for planning and managing the annual conference of the Association, including coordinating with the Learning and Professional Development Committee to develop programs for the annual conference; and identifying new revenue streams.
- G. Communications Committee. This committee is responsible for the newsletter; web communications; assisting the Executive Director with marketing activities to promote PHRA's activities and services; and identifying new revenue streams.
- H. Nominating Committee. This committee will meet to select candidates for Officer and Board positions and present the slates to the Board for its vote, and to the membership, as set forth in Article V.

Section 2. Subcommittees. The Chair(s) will establish and appoint whatever sub-committee and/or subchairs are deemed appropriate to carry out goals and objectives of the Committee.

Article XI

Dues and Assessments

Section 1. General.

- A. Dues. The expenses of the Association will be defrayed from dues and assessments.
- B. Amount of Dues and Payment. The dues will be established by the Executive Committee with the approval of the Board. The level of dues will be approved by a majority of the Board. Dues are payable in advance of the commencement of the fiscal year or commencement of membership, if later.
- C. Assessments. Additional funds may be provided by assessments, when authorized by a two-thirds (2/3) affirmative vote of members with voting privileges present at a special meeting of the Association called for that purpose.
- D. Expulsion. Members who fail to pay their dues within thirty (30) days from the time the same become due shall be notified by the Executive Director. If payment is not made within the next succeeding thirty (30) days, such members shall, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

Article XII
Indemnification of Directors, Officers, Employees, Committee or Subcommittee Chairpersons

Section 1. Indemnification. The Association will indemnify each Director and Officer, and it may indemnify each Employee, Committee or Subcommittee Chair, of the Association to the fullest extent permitted by Pennsylvania law, as in effect on January 27, 1987 or as thereafter amended, against all liabilities and expenses, including without limitation, judgments, fines, penalties, attorneys' fees and the amounts paid in settlement, imposed upon or reasonably incurred by him/her in connection with or resulting from any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (whether brought by or in the right of the Association or otherwise), in which he/she may become involved as a party or otherwise by reason of his/her being or having been such Director, Officer, Employee, Committee or Subcommittee Chair or by reason of his/her serving or having served at the request of the Association as a Director, Officer, Employee, Committee or Subcommittee Chair of another organization, partnership, joint venture, trust or other enterprise; provided, however, that the foregoing indemnification provisions will not apply to a threatened, pending or completed claim, action, suit or proceeding which is initiated by him/her. The indemnification provided or permitted by Section 1 will apply (i) whether or not the Director, Officer, Employee, Committee or Subcommittee Chair continues to be such at the time such liabilities or expenses are imposed or incurred, whether the act or failure to act which is the subject of such claim, action, suit or proceeding occurred before or after the adoption of this bylaw, and whether or not the indemnified liability or expenses arose or arise from a threatened, pending or completed claim, action, suit or proceeding by or in the right of the Association, and (ii) both to acts or omissions in his/her official capacity and to acts or omissions in another capacity while holding such office.

Section 2. Expenses. Expenses (including attorneys' fees) incurred by a Director, Officer, Employee, Committee or Subcommittee Chair of the Association in defending any action or proceeding referred to in Section 1 may be paid by the Association in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that he/she is not entitled to be indemnified by the Association. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article X shall not be deemed exclusive of any other rights to which persons seeking indemnification or advancement of expenses may be entitled under any provision of law, agreement, vote of disinterested Directors or otherwise, both as to an act or omission in his/her official capacity and as to an act or omission in another capacity while holding such office, and will inure to the benefit of the heirs, executors, administrators and other legal representatives of such person.

Section 3. Insurance. The Association may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee, Committee or Subcommittee Chair of the Association or who is or was serving at the request of the Association as a Director, Officer, Employee, Committee or Subcommittee Chair of another organization, partnership, joint venture, trust or other enterprise, for any liability asserted against such Director, Officer, Employee, Committee or Subcommittee Chair and incurred by him/her in any capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the laws of the Commonwealth of Pennsylvania.

Article XIII
Miscellaneous

Section 1. General.

A. Suspension and Expulsion. Any member may be suspended or expelled for cause by a vote of

at least two-thirds (2/3) of the Board present at any meeting; but no such vote will be taken until after such member will have been given at least one week's notice of the time when same will be considered by the Board, and every such member will have the right to appear before the Board and be heard in answer to the charges before final action thereon will be taken. No expulsion or withdrawal, either voluntary or involuntary, of any member will vest in such member any right to repayment of any sum or sums of any portion thereof that he or she may have contributed to the reserve or expense funds of this Association, but all such sum or sums will be retained and belong to this Association free from any claim of such members.

B. Roberts Rules of Order. All meetings of this Association will be according to "Roberts Rules of Order," except where said "Roberts Rules of Order" conflict with any rules adopted by this Association.

C. Fiscal Year. The fiscal year of the Association will end on December 31 of each year.

Article XIV ***Bylaws Changes***

Section 1. Amendments by Membership Vote. A copy of all amended By-laws must be forwarded to the Society for Human Resource Management for approval by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of SHRM and not in conflict with SHRM bylaws prior to a vote by membership. Proposed amendments to the Bylaws shall be reduced to writing and presented to the Board, and shall clearly state that they are not effective unless and until approved by the SHRM President/CEO or his/her designee. The Board must approve a proposed amendment by two-thirds (2/3) vote of the entire Board before the amendment can be submitted to all members with voting privileges of the Association. The Bylaws shall be amended by a ballot to all members with voting privileges. Such ballots shall be circulated for return within 30 days following promulgation. A simple majority of ballots cast shall prevail. The Board, or the Executive Committee acting on its behalf, shall ratify by majority vote such action at its next regularly scheduled meeting. All such changes shall become effective upon the date of ratification.

Section 2. Changes Without Membership Vote. The Board has the authority to approve grammatical, punctuation and terminology changes to the Bylaws that do not affect the content or the meaning of the provisions of the Bylaws. The Board has the authority to add or remove committees to the Bylaws as these committees are established or discontinued by the Board. Any changes referred to in this section must be approved by a two-thirds (2/3) vote of the entire Board and will become effective on the date of approval.

Article XV ***Dissolution***

Section 1. Dissolution. The Association shall use its funds only to accomplish the objectives and purposes in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic or professional organizations to be selected by the Board.

Article XVI ***Withdrawal of Affiliated Chapter Status***

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Association

are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Association fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of chapter status, the SHRM Board of Directors may cause a new chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had chapter status withdrawn, may re-confer chapter status upon such body.

Ratified by the Membership of the Association and signed by:

Chapter President

Date

Approved by:

SHRM President/CEO or President/CEO Designee

Date