

**Bylaws of  
SAN ANTONIO HUMAN RESOURCE MANAGEMENT ASSOCIATION, INC.  
SHRM Chapter #0137**

**Effective Date: January 1, 2011**

**ARTICLE 1  
NAME AND AFFILIATION**

*Section 1.1: Name.* The name of the Association is the San Antonio Human Resource Management Association, Inc. (herein referred to as the "Association"). To avoid potential confusion, the Association will refer to itself as the San Antonio Human Resource Management Association, Inc. or SAHRMA and not as the Society for Human Resource Management or SHRM.

*Section 1.2: Affiliation.* The Association is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

*Section 1.3: 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 2  
PURPOSE**

*Section 2.1: Purpose.* The purposes of this Association, as a non-profit organization, include:

- a. to provide a forum for the personal and professional development of our members;
- b. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- c. to provide an arena for the development of trusted relationships where common problems can be discussed and deliberated;
- d. to provide an opportunity to focus on current human resource management issues of importance to our members;
- e. to provide a focus for legislative attention to state and local, state and national human resource management issues;
- f. to provide valuable information gathering and dissemination channels;
- g. to provide a pool of human resource management leaders for perpetuation of the Association and of SHRM;
- h. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- i. to serve as a source of new members for SHRM; and

- j. to serve as part of the two-way channel of communications between SHRM and the individual members.

*Section 2.2: Association Support of SHRM.* The Association supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to establish, monitor and update standards for the profession.

### **ARTICLE 3 FISCAL YEAR**

The fiscal year of the Association shall be the calendar year.

### **ARTICLE 4 MEMBERSHIP**

*Section 4.1: Qualifications for Membership.* *Qualifications for Membership.* The qualifications for membership in the Association shall be as stated in Sections 4.3, 4.4, 4.5, 4.6, 4.7 and 4.8 of this Article. To achieve the mission of the Association there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

*Section 4.2: Non-transferability of Membership.* Membership in the Association is neither transferable nor assignable to another person.

*Section 4.3: Individual Membership.* Membership in the Association is held in the individual's name, not an organization with which the member is affiliated.

*Section 4.4: PROFESSIONAL MEMBERS.* Individuals who are engaged in the profession of human resource management and who meet one or more of the following criteria:

- a. Possess at least three (3) years of exempt-level human resource management experience;
- b. Are certified by the Human Resource Certification Institute (HRCI);
- c. Are faculty members holding the rank of assistant, associate or full professor and teach or perform research in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching;
- d. Are full-time consultants with at least three (3) years experience as a practitioner in human resource management;

- e. Are full-time attorneys with at least three (3) years experience who represent only management interests in human resources.

Professional Members may vote and hold office in the Association.

*Section 4.5: GENERAL MEMBERS.* Individuals who are engaged in the profession of human resource management in an exempt position but do not meet the requirements of Professional Membership. Members of this class have the right to vote, but may not hold office in the Association.

*Section 4.6: ASSOCIATE MEMBERS.* Individuals in non-exempt human resource management positions, or persons who do not meet the qualifications of the other classes of membership, but who are interested in the field of human resource management. Associate Members may not vote and may not hold office in the Association.

*Section 4.7: LIFE MEMBERS.* Association members qualifying as Life Members may, upon approval of the Board, be admitted to Life Membership in the Association in one of the following classes:

- a. **RETIRED PROFESSIONAL LIFE MEMBERS.** An Association member who has retired from active full-time employment and has attained a minimum of ten (10) years of SAHRMA Professional or General membership may apply to the Association for Retired Professional Life Membership. Retired Professional Life Members shall be entitled to all privileges of Professional Members, including the right to vote and hold office. There shall be no annual dues applicable to this class of membership;
- b. **HONORARY LIFE MEMBERS.** The Board of Directors may, by a majority vote, designate and approve as Honorary Life Members of the Association individuals who are deemed to be outstanding in the field of human resource management and have made significant contributions to the association through leadership, service and volunteerism. Honorary Life Members shall be entitled to all privileges of Professional Members, including the right to vote and hold office. There shall be no annual dues applicable to this class of membership.

*Section 4.8: STUDENT MEMBERS.* Individuals who are:

- a. members of a student chapter affiliated with the Society for Human Resource Management (SHRM) as defined in Article V of their bylaws may be designated as Student Members; or
- b. students who are designated as student members with SHRM and provide their SHRM member number; or
- c. where no student chapter or SHRM membership exists, students enrolled at a college or university as a full time undergraduate (12 or more credit hours) or graduate student (9 or more credit hours).

A person is not eligible for Student Member status if they are employed on a full-time basis in an exempt HR position or meet one or more of the criteria of Professional Member status. Student Members are dues-paying members but do not have voting rights and may not hold office.

*Section 4.9: Approval of Membership.* Application for membership shall be made in writing (printed or electronic) on a form provided by the Association. The President or his/her designate shall resolve any questions about membership eligibility or status.

*Section 4.10: Voting.* Each Professional Member, General Member, or Life Member of the Association shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. Votes shall be verified and tallied by the Nominating Committee.

*Section 4.11 Member Privileges.* Each member of the Association shall have the right to:

- a. Attend meetings concerning the Association including Board of Directors and Committee meetings.
- b. Introduce, organize and participate in any or all Programs and/or Projects of the Association as long as those activities are in the interest of the purpose of the Association, as determined by the Board of Directors.
- c. When qualified, vote on any matter brought before any meeting that he/she attends, serve on the Board of Directors or such committee as may be established by the Board of Directors.
- d. If at any time current members become unemployed they will be allowed to maintain or renew their membership as long as they continue to possess the necessary qualifications as stated in Sections 4.4, 4.5, 4.6, 4.7 and 4.8 of this Article.

*Section 4.12: Dues.* Membership dues shall be determined by the Board of Directors on an annual basis (and will be communicated to the membership 60 days prior to the date of effective change).

- a. The Board of Directors is exempt from payment of dues while in office.
- b. Past Presidents, Retired Professional Life and Honorary Life Members are exempt from payment of dues.
- c. Individuals applying as new members may be charged an application processing fee and the appropriate annual dues.
- d. Members who do not renew within 30 days of the expiration of current membership may be subject to an application processing fee in addition to the full annual dues amount.
- e. Members who allow their membership to lapse for 12 months or more will be required to reapply for membership as a new member.

*Section 4.13: Good Standing Member Status.* Payment of membership dues and all other monies due is required to maintain a good standing status. A good standing member status may be revoked without refund of dues paid should a member not

comply with the Association's code of ethical and professional standards in human resource management.

*Section 4.14: Sanction, Suspension, or Termination of Membership.* The Executive Committee, with the concurrence of the Board of Directors, shall have the right to impose reasonable sanctions, suspend or terminate the membership of any Association member for good cause. Good Cause shall include but is not limited to a violation of the Code of Ethical and Professional Standards, Association Policies and other Association Rules and Procedures. The member shall be entitled to a due process hearing prior to any sanction, suspension or termination action being imposed pursuant to Disciplinary Rules and Procedures as may be approved by the Executive Committee.

## **ARTICLE 5 MEMBER MEETINGS**

*Section 5.1: Regular Meetings.* Regular meetings of the members shall be held on the second Tuesday of each month or as otherwise determined by the Board of Directors.

*Section 5.2: Election Meetings.* The meetings for members to elect Directors and Officers, and conduct other appropriate business shall be held in May and October or as otherwise determined by the Board of Directors.

*Section 5.3: Special Meetings.*

- a. Special Meetings of the Association may be called by the President.
- b. Special Meetings must be called by the President if a petition signed by at least ten (10) percent of the professional, general and life membership is received.

*Section 5.4: Notice of Meetings.* Notice of all meetings shall be given to all members at least ten days prior to the meetings.

*Section 5.5: Voting.* A two-thirds (2/3) vote of the members voting either electronically or at any regular or special meeting of the Association shall be necessary for the approval or adoption of any matter presented for vote to the members, provided a written notice has been transmitted to the last known address of record, at least ten (10) days prior to the specified meeting.

## **ARTICLE 6 BOARD OF DIRECTORS**

*Section 6.1: Power and Duties.* The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Association and in general exercise all powers of the Association.

*Section 6.2: Officers.* The following shall be members of the Board of Directors and shall serve as the Executive Committee of the Association: President, President-Elect, Immediate Past-President, Treasurer, and Secretary.

*Section 6.3: Composition of the Board of Directors.* Along with the Executive Committee listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area (CLA) Directors. These shall constitute the governing body of the Association. CLA Directors shall be presented by the Nominating Committee and elected from among the eligible membership as members of the Board of Directors.

*Section 6.4: Qualifications.* All candidates for the Board of Directors must be Professional, Retired Professional Life or Honorary Life Members of the Association in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The Association requires that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

The following qualifications to serve on the Executive Committee have been established for each position on the Executive Committee as stated in Section 6.2:

**PRESIDENT:** Must be a SHRM and Association member in good standing; previously served a minimum of three (3) years in a leadership position with the Association; must have at least seven (7) years experience in the Human Resources profession, Human Resources education, or Human Resources legal field; and professional certification is preferred (such as PHR, SPHR, GPHR, CCP, CEBS, etc.).

**PRESIDENT-ELECT:** Must be a SHRM and Association member in good standing; previously served a minimum of two (2) years in a leadership position with the Association (one year of service in a leadership role with another SHRM chapter may be considered in fulfilling this requirement); must have at least six (6) years experience in the Human Resources profession, Human Resources education or Human Resources legal field; must be willing to commit to three (3) years of volunteer leadership (one as President-Elect, one as President, and one as Immediate Past President); and professional certification is preferred (such as PHR, SPHR, GPHR, CCP, CEBS, etc.).

**SECRETARY:** Must be a SHRM and Association member in good standing; previously served a minimum of one (1) year in a leadership position with the Association; must have at least five (5) years experience in the Human Resources profession, Human Resources education, or Human Resources legal field; and professional certification is preferred (such as PHR, SPHR, GPHR, CCP, CEBS, etc.)

**TREASURER:** Must be a SHRM and Association member in good standing; previously served a minimum of one (1) year in a leadership position with the Association; must have at least five (5) years experience in the Human Resources profession, Human Resources education, or Human Resources legal field; and professional certification is preferred (such as PHR, SPHR, GPHR, CCP, CEBS, etc.). In addition, previous experience or education in a financial or accounting role is preferred, but not required.

PAST PRESIDENT: Must be a SHRM and Association member in good standing; previously served a minimum of four (4) years in a leadership position with the Association; must have at least eight (8) years experience in the Human Resources profession, Human Resources education, or Human Resources legal field; and professional certification is preferred (such as PHR, SPHR, GPHR, CCP, CEBS, etc.).

*Section 6.5: Election - Term of Office.* Executive Committee Officers and Directors shall be elected by the members at the semi-annual meetings of the membership from the proposed slate presented by the Nominating Committee. Each elected Executive Committee Officer and Director shall assume office on January 1 or July 1 following his/her election and shall hold office for one (1) year. The President will automatically move to the office of Past President following completion of his/her term as President. The President-Elect will automatically move to the office of President following completion of his/her term as President-Elect. Executive Committee Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position. There must be at least one year intervening before eligibility for re-election in the same position after serving the maximum number of consecutive terms.

*Section 6.6: Vacancies.* Any interim vacancy on the Board of Directors shall be filled for the unexpired term by appointment of the President, with the consent of the Board of Directors.

Should a vacancy occur in any position of the Executive Committee, the following succession plan will apply:

PRESIDENT: If the President is unable to complete his/her term then the President will be succeeded by the President-Elect. The President-Elect shall automatically assume the duties of this position and serve the remainder of the President's term of office and also the following one year term to which he/she had been elected under these Bylaws.

PRESIDENT ELECT: Any vacancy in the President Elect position will be filled for the unexpired term by appointment of the President with the consent of the Board of Directors. The newly appointed President-Elect may, at his/her option, be placed on the October ballot as a candidate for President-Elect for the upcoming year. If elected, he/she will serve as President-Elect the following calendar year and will succeed into the position of President the year after.

TREASURER: Any vacancy in the Treasurer position will be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

SECRETARY: Any vacancy in the Secretary position will be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

PAST PRESIDENT: Any vacancy in the Past President position will be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

*Section 6.7: Quorum.* A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The majority vote of the Board of Directors at which there is a quorum, either in person, by conference call, or electronic means, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number.

*Section 6.8: Board of Directors' Responsibilities.* The Board of Directors shall transact all business of the Association except as prescribed otherwise in these Bylaws or other governing instruments of the Association. Any voting member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

*Section 6.9: Board Meetings.*

- a. The Board of the Association shall meet monthly at a time and place designated by the President. All Board members will be informed if a meeting must be rescheduled.
- b. Board members are expected to attend all Board meetings either in person or by conference call. Those unable to attend are required to notify the President and send a committee representative as a non-voting substitute.
- c. Board members who miss 3 meetings during their term will be subject to removal by the Executive Committee.
- d. SAHRMA Board meetings are not public meetings.
- e. Guests may be invited to SAHRMA Board meetings at the discretion of the Board of Directors.

*Section 6.10: Removal of Director and Executive Committee Officer.* Any Executive Committee Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

*Section 6.11 Bonds of Officers.* The Board of Directors may secure the fidelity of any or all officers by bond or otherwise, in such terms and with such surety or sureties or conditions as shall be required by the Board of Directors.

## **ARTICLE 7 EXECUTIVE COMMITTEE**

*Section 7.1: Officers.* The following shall be members of the Board of Directors and shall serve as the Executive Committee of the Association: President, President-Elect, Immediate Past-President, Treasurer, and Secretary.

*Section 7.2: Responsibilities.* The Executive Committee shall be responsible for providing leadership and governance oversight to the Board and the Association. This may include but is not limited to:

- a. Evaluating, establishing, and monitoring governance processes, policies, & procedures, oversight of operations, and for development & implementation of an operational plan;
- b. Appointing/establishing committees, board assessments, development, & orientation;
- c. Identifying & recruiting external resources/experts as needed.

*Section 7.3: Meetings of Executive Committee.*

- a. The Executive Committee of the Association shall meet quarterly at a time and place designated by the President. All Executive Committee Members will be informed if a meeting must be rescheduled.
- b. Executive Committee Members are expected to attend all Executive Committee meetings either in person or by conference call. Those unable to attend are required to notify the President.

*Section 7.4: Quorum.* A simple majority of the Executive Committee will constitute a quorum for the transaction of business. The majority vote of the Executive Committee at which there is a quorum, either in person, by conference call, or electronic means, shall be the act of the Executive Committee.

## **ARTICLE 8 DUTIES AND RESPONSIBILITIES**

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the Association Board. The position descriptions are subject to change as deemed necessary by the President and/or the Association Board.

*Section 8.1: The President.* The President shall preside at the meetings of the members and of the Board. He/she shall direct the Association and have charge and supervision of the affairs and business of the Association, subject to the ultimate management authority of the Board of Directors.

*Section 8.2: The President-Elect.* The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. The President-Elect is encouraged to attend the annual SHRM Leadership Conference.

*Section 8.3: The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Association, including required financial filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual

examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing.

*Section 8.4: The Secretary.* The Secretary shall be responsible for recording the minutes of all meetings of the Association, document management and retention, to include all local, state, Federal compliance, excluding financial responsibilities.

*Section 8.5: Immediate Past-President.* The Immediate Past-President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

*Section 8.6: Core Leadership Area (CLA) Directors.* CLA Directors shall have such powers and perform such liaison duties as the Executive Committee or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Executive Committee.

## **ARTICLE 9 COMMITTEES**

*Section 9.1: Committees.* With the exception of the Nominating Committee, the establishment of both standing and ad-hoc committees shall be the right of the President with the consent of the Executive Committee.

*Section 9.2: Nominating Committee.* The Nominating Committee shall be comprised of the Current President, the Current President-Elect, Immediate Past-President, and two additional members as appointed by the Executive Committee for one year terms. The committee is chaired by the current President.

*Section 9.3: Committee Chairpersons.* Appointment of Chairpersons to committees is the responsibility of the President. The Chairperson will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the Executive Committee to meet particular Association needs. All appointed Chairpersons must be current members in good standing status and remain as such throughout his/her appointment.

*Section 9.4: Committee Activity.* Committees are established to provide the Association with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

## **ARTICLE 10 ELECTION PROCEDURES**

*Section 10.1: Election Procedure.* Board elections are held at the regular meetings in May and October or as otherwise determined by the Board of Directors. Prior to the meetings, each member shall receive an election notice and ballot from the Nominating Committee. This will afford each member the opportunity to vote in the event he/she is

not able to attend the meeting. At the election meetings, nominations for any office on the ballot can be made from the floor prior to the vote. Please refer to the next section for Absentee Ballot information.

*Section 10.2: Absentee Ballots.* All absentee ballots must be submitted by facsimile, mail, or electronic mail, so as to reach the Association prior to its Electoral meeting. Absentee ballots will be presented and officially counted at the Electoral Meeting.

*Section 10.3: Plurality.* Candidates receiving the plurality of votes cast shall be considered elected. In the case of a tie, balloting by the membership will continue until the tie is broken.

*Section 10.4: Installation of Officers.* Installations of officers shall take place at the January and July meeting or as otherwise determined by the Board of Directors.

*Section 10.5: Term of Office* Except as specified below, the term of office for each elected officer shall be one (1) year, beginning January 1<sup>st</sup> following the October election or July 1<sup>st</sup> following the May election. Members elected to the office of President and President-Elect shall not succeed themselves. All other elected officers may be elected a maximum of two (2) terms in a single position.

- a. Board members may not serve in more than one Board position concurrently.
- b. Board members may not serve as a Committee Chair concurrent with Board position.

*Section 10.6: Supervision of Voting.* At each election of officers meeting the voting shall be supervised by the Nominating Committee.

## **ARTICLE 11 STATEMENT OF ETHICS**

*Section 11.1: Statement of Ethics.* The Association and its members shall adhere to the SAHRMA Code of Ethics in addition to the SHRM Code of Ethical and Professional Standards in Human Resource Management in order to promote and maintain the highest principles in its activities. Each member shall honor, respect and support the purposes of this Association.

*Section 11.2: Representation.* The Association shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member during Association meetings without the approval from the Board of Directors per the SAHRMA Marketing and Networking Guidelines.

## **ARTICLE 12 TRANSACTIONS**

*Section 12.1: Contracts.* The Board of Directors may authorize any officer or committee chairperson to enter into a contract or relationship of cooperation, and deliver any contract, agreement, or financial instrument in the name of and on behalf of the Association. Such authority may be general or limited to a specific cause of action as outlined in the SAHRMA Request for Proposal (RFP) process.

*Section 12.2: Checks, Drafts, and Other Evidences of Indebtedness or Obligation.* The Board of Directors shall direct the necessary one-time or recurring disbursement of money issued in the name of the Association through an approved annual budget. Checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association, shall be approved by the President or President-Elect up to a maximum of \$2,500. The Treasurer of the Association is the primary signatory. In the absence of the Treasurer, disbursements will be signed by either secondary signatory: the President or President-Elect. The Executive Committee shall direct necessary disbursements to be made, on any one item, unless already included in the approved budget, for any disbursement of funds in excess of \$2,500. The Association requires two signatures for all disbursements over \$2,500.

*Section 12.3: Deposits.* All funds of the Association shall be deposited to the credit of the Association in its bank account or other depositories that the Executive Committee selects.

*Section 12.4: Gifts.* The Executive Committee and the Board of Directors may accept on behalf of the Association any contribution, gift, or bequest for general purposes or special purposes of the Association. The Executive Committee may make gifts and give charitable contributions that are not prohibited by the Constitution or Bylaws of the Association while maintaining the Association's federal and state tax status. No member of the Executive Committee or Board is eligible to receive an Association funded scholarship or grant during his/her term of office.

*Section 12.5: Conflicts of Interest.* The Association shall not make any loan to an Executive Committee member, Director, or staff member; nor shall the Association borrow money from any member of the Association. The Association shall not enter into any contractual obligation of debt or service, or borrow money from any employer of a member, unless the transaction is fully described in an arms length binding written instrument, and all relevant facts, terms, and conditions have been fully disclosed to the Executive Committee and Board of Directors. Prior to executing any such written document on behalf of the Association, the Board shall approve its terms and conditions, excluding the vote of any person having a personal interest in the transaction, or employed by an entity named in such document.

*Section 12.6: Prohibited Acts.* As long as the Association is in existence, no member, Director, Officer, or Executive Committee Member or staff member shall:

- a. Commit any act in violation of the Bylaws or other binding obligations of the Association;
- b. Commit any act with the intention of harming the Association or any of its operations;

- c. Commit any act that would impede or make it unnecessarily difficult to carry on the intended or ordinary business of the Association;
- d. Receive an inappropriate personal benefit from the operation of the Association;
- e. Use the assets of the Association, directly or indirectly, for any purpose other than carrying on the business of the Association;
- f. Wrongfully use, transfer, or dispose of tangible or intangible property of the Association;
- g. Use the name, initials, symbol, logo, or trademark of the Association, except on behalf of the Association for ordinary business purposes; or
- h. Disclose, use, distribute, or sell any of the Association's confidentialities, business practices, financial data, membership information, or other information not already released to the general public or generally known to the business community for the purposes of personal gain or benefit.

*Section 12.7: Indemnification.* The Association shall indemnify each person who may have served as a Director or Officer of the Association against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim made against him or her on any action, suit, or proceeding to which he/she may be a party solely by reason of his/her being, or having been, a Director or Officer of the Association; provided, however, that no Director or Officer shall be entitled to indemnification with respect to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for willful negligence or misconduct in the performance of duty, or with respect to any matters for which such indemnification shall be in addition to any other rights to which Directors or Officers may be entitled. The Association may fulfill its obligation by providing insurance coverage for such claims, in which event, the indemnification will be limited to the coverage provided under the policy(s) and the Association will have no further obligation to indemnify beyond such coverage as provided, unless the Board by a subsequent resolution expressly authorizes additional indemnification.

*Section 12.8: Confidentiality of Records.* The Board may declare any meeting minutes, or portion thereof, or any other Association records, as confidential and not available for review by the public or members upon a finding that it is in the best interests of the Association to do so. The Board shall exercise this power, if at all, judiciously.

### **ARTICLE 13 PARLIAMENTARY PROCEDURE**

Meetings of the Association shall be governed by the rules contained in Robert's Rules of Order Newly Revised in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Association.

### **ARTICLE 14 AMENDMENT OF BYLAWS**

The Bylaws may be amended by a two-thirds (2/3) vote of the members voting either electronically or at any regular or special meeting of the Association in which the required ten (10) day notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

A copy of SHRM approved amendments of bylaws will be filed with the Secretary, who shall direct the transmittal with notice of meeting, to each member of the Association electronically at his/her last known email address of record, at least ten (10) days prior to the meeting.

#### **ARTICLE 15 ASSOCIATION DISSOLUTION**

In the event of the Association's dissolution, the remaining monies in the Treasury, after Association expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student Association, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Association).

#### **ARTICLE 16 WITHDRAWAL OF AFFILIATED ASSOCIATION STATUS**

Affiliated Association 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 Association status, the SHRM Board of Directors may cause a new Association to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Association status withdrawn, may re-confer Association status upon such body.

**ARTICLE 17  
TERMS USED**

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions. Note\* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership of Association and signed by:  
Association President

\_\_\_\_\_ Date \_\_\_\_\_

Approved by:  
SHRM President/CEO or President/CEO Designee \_\_\_\_\_

Date \_\_\_\_\_