

# **SOCIETY FOR HUMAN RESOURCE MANAGEMENT SEPA SHRM CHAPTER**

**Southeastern Pennsylvania SHRM Chapter (Also Known As SEPA SHRM)**  
Formerly: N.E. Philadelphia Bux-Mont Chapter  
A Pennsylvania Non-Profit Corporation  
(Membership)

## **BYLAWS**

### **REVISIONS:**

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Revised:	1/16/2007
Revised:	1/__/2011

## **ARTICLE I - NAME**

1.1 The name of this Chapter is SEPA SHRM (Southeastern Pennsylvania SHRM, also known as S.E. PA SHRM) , hereinafter the “Chapter”; (formerly: Society for Human Resource Management - N.E. Philadelphia Bux-Mont Chapter)

1.2 Affiliation. The Chapter is affiliated with Society for Human Resource Management (herein referred to as “SHRM”).

1.3 Relationships. The Chapter 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 Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

## **ARTICLE II - PURPOSES**

2.1 To be the leader in our communities in Human Resource Management by:

- Providing a forum for Human Resource professionals in our communities, through which they can develop professional working relationships and Chapters;
- Providing cost-effective, high quality, dynamic and responsive programs and services to our members;
- Being the voice of the profession on Human Resource Management issues in our Communities;
- Furthering the body of knowledge and related competencies for the Human Resource profession;
- Guiding the development and direction of the Human Resource profession;

2.2 It is understood that the purposes shall not include providing a forum for the solicitation of business for the organization that an individual represents, even though that business may include human resource services, consulting or other such activities.

2.3 The Chapter is organized exclusively for those purposes listed above and for charitable, scientific, and educational purposes as a not-for-profit Chapter. It shall be so conducted that no part of its income or earning will directly inure to the benefit of any director, or officer. Upon dissolution, any assets of the Chapter remaining after payment of just debts shall belong to its successor or to such organizations as determined within the scope of Article XV - DISSOLUTION.

## **ARTICLE III - CODE OF ETHICS**

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter in order to promote and maintain the highest standards among our members.

The Chapter 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 at Chapter meetings without the approval from the Board of Directors.

## **ARTICLE IV - OFFICES**

4.1 Registered Office. The registered office of the Chapter shall be at such location in N.E. Philadelphia, Bucks County or Montgomery County as the Board may from time to time determine.

4.2 Other Offices. The Chapter may also have offices at such other places as the Board may select and the business of the Chapter may require.

## **ARTICLE V - AFFILIATION**

5.1 Affiliated Chapter. The Chapter shall be an affiliated chapter of the Society for Human Resource Management ("SHRM"). However, the Chapter shall not be considered an agency or instrumentality of the SHRM, or of another chapter, nor shall the SHRM or another chapter be considered an agency or instrumentality of this Chapter.

5.2 Chapter Status. All Members joining the SHRM shall automatically qualify for membership in the Chapter as their primary affiliation.

5.3 Conformance with SHRM. The Chapter intends that these Bylaws be in conformance with the Bylaws of the SHRM only to the extent required. No Article, section, or paragraph herein shall be construed to conflict with any Article, section, or paragraph of the SHRM's Bylaws if such conflict would preclude the Corporation from remaining an affiliated chapter of the SHRM.

## **ARTICLE VI - MEMBERS**

6.1 Eligibility for Membership. The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. Membership in the Chapter shall be open to those persons who join SHRM. All persons who join SHRM are automatically eligible for Membership in the Chapter and may elect Chapter Membership by designating the Chapter as their primary affiliation, in a manner acceptable to both the Chapter and SHRM. A member of SHRM may not, however, maintain a primary affiliation with any other chapter of SHRM and also have a primary member of the Chapter. To achieve the mission of the Chapter 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.

6.2 Classes and Qualification. The Chapter shall have five (5) classes of Membership (“Membership Classes”), all of which conform fully with the classes of Membership offered by SHRM. The Membership Classes are as follows:

Class 1. Professional Members. Individuals actively engaged in professional aspects of human resources, personnel administration, or industrial relations, with at least three (3) years of experience at the exempt level, including persons in supervisory, administrative or professional positions in the human resources field or faculty Members of accredited colleges or universities who hold the instructor, assistant, associate or full professor rank in human resources management or any of its related specialized fields. Includes any individuals certified by the Human Resource Certification Institute; full-time human resource consultants and trainers with at least 3 years exempt experience; full-time attorneys with at least 3 years experience in counseling in matters relating to the human resource profession. Professional members may vote and hold office in the Chapter.

Class 2. General Members. Individuals engaged in human resources management at the exempt level but who do not meet the requirements for Professional Member. Members in this class have a right to vote in the local chapter but may not hold voting Board positions

Class 3. Associate Members. Individuals who are not eligible for other Membership status but who demonstrate a bona fide interest in human resource management and in the purposes of the Chapter and SHRM. These include individuals engaged in non-exempt human resources management positions and non-practitioners having an interest in the human resources profession. Associate members have no vote and may not hold voting Board positions.

Class 4. Life Members. Individuals who have qualified as life Members of SHRM in conformity with the requirements for life membership as established by the Bylaws of SHRM as they may be amended from time to time and who have been members of the Chapter for at least one (1) year.

Professional Members, General Members, and Life Members are hereinafter collectively called “Voting Members” shall have rights and privileges as provided for “Members” under ARTICLE VI. MEMBERS of these Bylaws, including the right to vote and hold office, excepting that Associate Members shall not have the right to hold office or voting Board positions AND GENERAL MEMBERS MAY NOT HOLD VOTING BOARD POSITIONS. [Caps represent revisions to clarify, Approved 5/22/1996].

Class 5. Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university’s human resources or related degree program. Student members may not vote or hold office in the Chapter.

6.3 Membership Uniformity with the SHRM. It is the intention of the Chapter that Chapter Membership classes shall be identical with those of the SHRM. Should SHRM amend or revise its Membership classes at any time, the Chapter's Membership classes may be automatically revised to conform with the changes without the need for formal amendment of the Bylaws under Section 14.2 hereto.

6.4 Application. Each prospective member must complete (or have completed) an initial application for Membership on forms prepared by SHRM and must designate the Chapter as his or her primary Chapter affiliate.

6.5 Selection. An applicant shall become a member when his or her application has been approved by SHRM and SHRM has notified the Chapter of the applicant's Membership status and his or her designation of the Chapter as his or her primary Chapter affiliation. For the purpose of the Chapter's reporting its Membership count to the SHRM, an individual who is already a SHRM member shall be counted as a Member of the Chapter on the date the individual's designation of the Chapter as its primary Chapter affiliation has been received by SHRM and new applicants shall be counted as Members of the Chapter on the date the individual's designation of the Chapter as its primary Chapter affiliation, along with his or her completed SHRM Application and payment for SHRM dues is received by SHRM.

6.6 Termination of Membership: Expulsion for Failure to Pay Dues or for Revocation of the Chapter as Primary Affiliation. Each member, for all classes, shall pay annually such dues as prescribed by SHRM. Any member who fails to maintain membership in SHRM, or who revokes his or her designation of the Chapter as its primary Affiliation, will forfeit his/her membership in the Chapter.

6.7 Annual Meeting. The annual meeting of all of the Members shall be held at 8:00 a.m. on the third Tuesday in January of each year at the registered office of the Chapter, or at such other time and place as determined by the Board.

6.8 Special Meetings. The President or a two-thirds majority of the voting Board of Directors may call special meetings of the Voting Members. Special meetings of the Voting Members may also be called by the voting members, in accordance with the following schedule:

If there are from 20 through 50 voting members, by not less than (8) voting members or one-third of the Voting Members, whichever is more;

If there are from 51 through 100 voting members, by not less than 15 voting members or twenty-five percent (25%) of the Voting Members, whichever is more;

If there are from 101 voting members through 300 voting members, but not less than 25 Voting Members or 10 percent of the voting Members, whichever is more;

If there are from 301 voting members through 500 voting members by not less than 45 Voting Members or 10 percent of the Voting Members, whichever is more.

6.9 Quorum and Voting. Each Voting Member shall be entitled to one (1) vote. A quorum at any meeting at which all Voting Members are entitled to vote shall consist of no less

than eight (8) voting members or 10 percent of the Voting Members, whichever is more, based on the number of Chapter members as of December 31 of the preceding calendar year. A quorum at such Meeting that takes place from August 24, 1993 through December 31, 1993, the founding period of the Chapter, will be based upon the number of Chapter members as of the last day of the month preceding the month in which the meeting takes place. An affirmative vote of a majority of the Voting Members present at a meeting at which a quorum is present shall be necessary to take any action at the meeting, unless a greater vote is required under these Bylaws. A quorum in mail votes is the number of mail votes received by the Chapter President OR DESIGNEE within the designated mail voting period.

6.10 Voting by Proxy. Any Voting Member eligible to vote at any meeting of the Voting Members may be represented as present and may vote at such meeting by a proxy authorized in writing. Such written authorization must specify the person entitled to vote, must be signed and dated by the Voting Member granting the proxy, must be notarized, and must be filed with the Secretary of the Chapter prior to the meeting.

6.11 Expulsion from Membership. Any member may will be expelled from Membership in the Chapter if he or she is expelled from Membership by SHRM. Any member may also be expelled for cause, based on serious malfeasance or misfeasance, upon the unanimous vote (excluding the vote of the person being considered for expulsion) of the voting Board of Directors at any regular or special meeting, duly convened after proper notice as provided herein, provided that written notice of the intention to expel, the reasons therefore, and the time and place of such meeting have been provided to that member. No member shall be expelled without having the opportunity to be heard at such meeting but no formal hearing procedure need be followed. A member may be expelled from the Chapter for cause without also being expelled by SHRM.

6.12 Consent of Voting Members in Lieu of Meetings. Any action which may be taken at a meeting of the Voting Members may be taken without a meeting if a consent or consents in writing, setting forth the action taken, is signed by eighty percent (80%) of the Voting Members who would be entitled to vote at a meeting for such purpose. Such consents shall be filed with the secretary of the Chapter.

## **ARTICLE VII - DIRECTORS**

7.1 Number and Election of Directors. The Board shall consist of not less than nine (9) nor more than sixteen (16) Members (excluding Board Members on Leave of Absence), each serving two (2) year terms. 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 President, President-Elect, Secretary, Treasurer, and immediate Past President of the Chapter shall at all times be Members of the Board with the full rights and privileges of Directors.

The Nominating Committee, as hereinafter described in Section 8.2 shall prepare and submit to the President a list of nominees for the Board of Directors, no later than the first day of November of each year.

The list of nominees shall be prepared and submitted in written ballot form to the Voting Members no later than the first day of December each year in which there are Board positions required to be filled. Voting Members may vote for any eligible Voting Member not selected by the Nominating Committee by casting a write-in vote on the ballot.

The Chapter must receive completed ballots no later than twenty (20) days after the date they were mailed to the Voting Members to be valid. Those persons receiving the highest number of votes shall be elected to the Board. Results of the election shall be announced at the Annual Meeting.

7.2 Classes of Directors. There shall be two (2) classes of Directors as follows: (a) Regular Directors, (b) Ex-Officio Directors. Each Director shall be a natural person of at least 18 years of age.

Class 1. Regular Directors. Regular Directors must be Professional Members, General Members, or Life Members. Regular Directors will have the full rights and privileges of Directors.

Class 2. Ex-Officio Directors. Ex Officio Directors shall consist of Past Presidents of the Chapter who are no longer voting Board Members. Past President may remain indefinitely as an Ex Officio Board member/Advisory Council member, without the need to stand for election, as long as he or she is willing and able to make a contribution, but, during this term, the Ex Officio Board member shall not have voting rights on the Board

7.3 Powers. The Directors, including Past Presidents who have not yet become Ex-Officio Directors in accordance with the extension afforded under Class 2 shall have all powers and authority necessary for the management of the business of the Chapter, unless otherwise provided by statute, these Bylaws or a resolution duly adopted by the Board.

7.4 Term. Founding Board members shall hold office during the founding period (August 11, 1993 through December 31, 1995). Thereafter, each Director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or until his or her earlier death, resignation or removal.

7.5 Removal. Any Director will be removed from office if he or she is expelled from Membership by the SHRM. Any Director may also be removed from office for cause, based on serious malfeasance or misfeasance, upon the unanimous vote (excluding the vote of the person being considered for expulsion) of the voting Board of Directors at any regular or special meeting of the Board of Directors, duly convened after proper notice as provided herein, provided that written notice of the intention to remove, the reasons therefore, and the time and place of such meeting have been provided to that Director.

No Director shall be removed without having the opportunity to be heard at such meeting but no formal hearing procedure need be followed. No Director shall be removed solely on the basis of personality conflicts with other Board Members, nor shall any Director be removed on any other basis that would be in conflict with the Pennsylvania Corporation laws or the Pennsylvania Non-profit Law of 1972, as amended, P.L. 1063, No.271, 15 Pa C.S. Section 7101 et. seq. A Director may be removed from office for cause without also being expelled by SHRM.

7.6 Quorum. A majority of the Members of the Board shall constitute a quorum for the transaction of business at any meeting, except that when the Board consists of twelve (12) Voting Board Members, six (6) Members of the Board shall constitute a quorum; when the Board consists of 13 to 14 Board members, seven (7) Members of the Board shall constitute a quorum; and when the Board consists of 15 to 16 Voting Board Members, eight (8) Members of the Board shall constitute a quorum for the transaction of business at any meeting.

7.7 Presiding Officer. At all meetings of the Board, the President will preside. If the President is not present, the President-Elect will preside. In the absence of the President and the President-Elect, the Secretary or Treasurer may preside. If none of these officers is present, any member of the Board of Directors may preside, providing that the Board member so designated is appointed by an affirmative vote of a majority of the Directors present at the meeting.

7.8 Vote. Each Director, including Past Presidents who have not yet become Ex-Officio Directors in accordance with the extension afforded under Class 2, shall be entitled to one (1) vote in person. An affirmative vote of a majority of the Directors present at any annual, regular, or special meeting duly convened after proper notice, at which a quorum is present, shall constitute Board action.

7.9 Unanimous consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board (except expulsion of a member or removal of a Director) may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Chapter.

7.10 Annual Meeting. The annual meeting of the Board shall be held promptly after the annual meeting of the Voting Members, provided that it shall not be more than thirty (30) days after the annual meeting of Voting Members.

7.11 Regular Meetings. Regular meetings of the Directors may be held as determined by the Directors.

7.12 Special Meetings. Special meetings of the Directors may be called by the President, Secretary on behalf of the President, or by the request of at least four (4) Members of the Board, provided that at least five (5) days' written notice stating the time, place and purpose of such special meeting is given to each Director. It shall be the duty of the Secretary, upon receipt of such a request for a special meeting, to send these written notices of the time, place and purpose of said meeting to all Directors. If the Secretary fails or refuses to call such special meeting, the person(s) requesting the meeting may send such notice of the meeting to be scheduled at a time and place within the Northeast Philadelphia, Lower Bucks county or Eastern Montgomery County Area selected by such person(s) .

7.13 Adjourned Meetings. When a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

7.14 Leave of Absence. Board Members shall have the option to take a Leave of Absence from the Board for health, financial, or other appropriate reasons by making a written request for Leave to the President. Absence may be requested for any time period up to one (1)

year. Leave requests for appropriate reasons will normally be granted unless in the discretion of the President the Leave will be deleterious to the best interests of the Chapter. At the conclusion of the Leave period requested, the Board member will be nominated for the next available vacant Board position. Failure of a Board Member to return in accordance with this section may result in the removal of the Board Member in accordance with the provisions of Section 7.5.

## **ARTICLE VIII - COMMITTEES**

8.1 Establishment. The Directors may establish such committees with such powers as they deem desirable for the operation of the Chapter, which shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board.
- (d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

8.2 Advisory Council. There shall be an Advisory Council comprised of those individuals invited to the original Strategic Planning Committee who either attended the Strategic Planning Committee meeting on August 11, 1993 or who did not attend but indicated to the founding President, their interest in serving on the Strategic Planning Committee. Members of the Advisory Council must be or become members of SHRM by September 30, 1993. The Advisory Council members will not be voting Members of the Board of Directors but may attend Board meetings and will be considered a “feeder” group to the Board. Advisory Council members will be eligible for nomination to the Board of Directors as vacancies arise and will serve in an advisory capacity to the Board.

8.3 Nominating Committee. There shall be a Nominating Committee made up of the Immediate Past President, the current President and the President-Elect. If there is no President-Elect, the immediate Past-President, who serves as the Chairperson of the Nominating Committee, will appoint a third Board Member to the Nominating Committee. If the immediate Past-President is unable to serve, the current President serves as the Chairperson. The Nominating Committee shall nominate individuals for Director and those officer positions to be elected by the membership.

## **ARTICLE IX - OFFICERS**

9.1 Number and Qualifications of Officers. The officers of the Chapter shall include a President, a President-Elect, a Secretary and a Treasurer and such Vice Presidents, Co-Vice Presidents, and other officers whose positions shall be created from time to time by the Board. A person may hold more than one office, except that the same person may not be President and Secretary, or President and President-Elect. The officers shall be natural persons of the age of 18

years or older and shall be Regular Directors of the Board. If any officer ceases to be a Director, then the term of such officer shall automatically terminate. The President, President-Elect, Secretary, and Treasurer shall additionally be designated as the “Executive Committee” of the Chapter. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

9.2 Election and Term of Office. The President-Elect shall automatically become the President upon the expiration (but not other termination) of the term of the President. Any Vice-Presidents and other officers whose positions are created by the Board, or other vacancies that occur prior to the expiration of a term, shall be filled by temporary appointment by the Board. Directors so appointed shall serve temporarily until the first of the year following their appointment. The President-Elect, Secretary, Treasurer and Vice Presidents shall be elected by the Membership as follows:

The Nominating Committee shall prepare and submit to the President a list of nominees for the offices to be filled in the following election no later than the first day of November in each relevant year in which officers are to be elected.

The list of nominees shall be prepared and submitted in written ballot form to the Voting Members no later than the first day of December each election year. Voting Members may vote for any eligible Voting Member not selected by the Nominating Committee by casting a write-in vote on the ballot.

The Chapter must receive completed ballots no later than twenty (20) days after the day they were mailed to the Voting Members to be valid. The candidate receiving the greatest number of votes for each office shall be elected. Results of the election shall be announced at the annual meeting of the Voting Members.

All officers shall serve terms of two (2) years. All shall serve until their successors are elected and/or appointed and qualified. The Secretary and Treasurer may be elected for consecutive terms except that no individual may serve for more than two (2) consecutive terms as Treasurer.

9.3 Duties. The duties of the officers shall include the following:

(a) The President shall be the chief executive officer of the Chapter; shall have general and active management of the business of the Chapter; shall see that all orders and resolutions of the Board are carried into effect, subject to the right of the Board to delegate any specific powers as allowed by law and these Bylaws; and is authorized to sign the checks of the Chapter with or without a counter-signature, and to execute bonds, mortgages and other contracts, in the name of the Chapter, when authorized by the Board and attested by the signature of the Secretary or the Treasurer.

(b) The President-Elect shall perform, at the request of or in the event of absence or disability of the President, all such duties of the President, and shall have other such powers and perform such other duties as the Board may determine, to the extent authorized by Law and these Bylaws. In the event of the President’s death, resignation, or removal, the President-Elect may be designated by the Board of Directors to be the President, and in such case

the President-Elect may also serve the full term to which he or she would have of the term of the President.

(c) Each Vice-President shall perform, at the request of the President, or, in the absence thereof, at the request of the Board, such duties as requested.

(d) The Secretary shall attend all the meetings of the Board and Membership, shall act as clerk thereof, and shall record all votes and the minutes of all proceedings. The Secretary shall give or cause to be given notice of all Board meetings to the Directors and of all Membership meetings to Members as appropriate, and shall perform such other duties as may be prescribed by the Board or by the President, including the power to sign the checks of the Chapter.

(e) The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Chapter; shall collect all funds due the Chapter and disburse funds as required to meet the obligations of the Chapter; shall keep the funds of the Chapter in a separate account to the credit of the Chapter, unless the Board provides otherwise; shall make such payments as may be necessary on behalf of the Chapter, and is authorized for such purposes to sign the checks of the Chapter with or without a countersignature; shall render to the President and the Board, as requested by them but not less than once a year, regular accounting of all transactions and of the financial condition of the Chapter.

9.4 Removal of Officers. Any officer or agent may be removed by the Board in accordance with ARTICLE VII -DIRECTORS, Section 7.5 REMOVAL.

## **ARTICLE X - VACANCIES**

10.1 Resignations. Any Director or officer may resign office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Chapter, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

10.2 Filling Vacancies. If the office of any Director or officer becomes vacant, by an increase in the number of Directors or officers, or by reason of death, resignation, disqualification or otherwise, the remaining Directors, by an affirmative vote of a majority-office, may choose a person or persons who shall hold office for the remaining term.

## **ARTICLE XI - MEETINGS AND NOTICE**

11.1 Place of Meetings. Meetings may be held at the registered office of the Chapter or at such other place within or without Northeast Philadelphia, Lower Bucks County or East Montgomery County as the Board may from time to time determine, or as may be designated in the notice of the meeting.

11.2 Notice. Notice may be given to any person either personally, by e-mail, or by sending a copy thereof by first-class mail, postage prepaid, telefax, or by telegram, charges prepaid, to the address appearing on the books of the Chapter or supplied to the Chapter for the

purpose of notice. If the notice is sent by mail or telegram, it shall be deemed to have been given when deposited in the mail or with the telegraph office for transmission. Such notice shall specify the place, day and hour of the meeting, and in the case of a special meeting or where otherwise required, the general nature of the business to be transacted.

11.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice, and in the case of a special meeting shall specify the general nature of the business to be transacted, Attendance of a person at a meeting, including attendance by proxy where permitted, shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE XII - LIABILITY AND INDEMNIFICATION**

12.1 Insurance. The Board may purchase and maintain insurance on behalf of any person who is or was a Director, officer, representative, agent or employee of the Chapter, for the purposes of protecting such person(s) from liability asserted against such person(s) for actions arising out of the position, capacity or status maintained by such person(s) on behalf of the Chapter. The Board may adopt Bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the Law of the State of Pennsylvania governing Professional Not-For-Profit Unincorporated Chapters, or, should the Chapter incorporate, governing Professional non-profit incorporated Chapters.

12.2 Representatives: Third Party Actions. The Chapter shall indemnify and hold harmless to the fullest extent legally permissible under the Law of the State of Pennsylvania governing this Chapter, any person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Chapter) by reason of the fact that he or she is or was a representative of the Chapter (which, for the purposes of this Article, shall mean a Director, Officer, Board Member or agent or serving at the request of the Chapter), against all expenses, liability and loss, (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred or suffered by him or her in connection therewith.

Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, Board Members or representatives may have or hereafter acquire and without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of membership or Board, provision of law or otherwise, as well as their rights under this Article.

12.3 Directors and Officers: Derivative Actions. No person shall be liable to the Chapter for any loss or damage suffered by it on account of any action taken or omitted to be taken by him or her as a director or officer or board member of the Chapter in good faith, if such person (i) exercised or used the same degree of diligence and care as an ordinarily prudent person would have exercised or used under the circumstances in the conduct of his or her own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the Chapter, or upon statements made or information furnished by officers, board members, or

employees of the Chapter which he or she had reasonable grounds to believe to be true, or upon a financial statement of the Chapter prepared by an officer, board member or employee of the Chapter in charge of its accounts or certified by a public accountant or firm of public accountants.

12.4 Procedure to Indemnify. Indemnification under Sections 12.1,12.2 and 12.3 of this Article shall be made when ordered by court (in which case the expenses, including attorneys' fees, of the representative in enforcing such right of indemnification shall be added to and be included in the final judgment against the Chapter) or in the specific case upon a determination that indemnification of the representative is required or proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 12.1, 12.2 or 12.3 of this Article. Such determination shall be made:

(a) By the Board by a majority vote of a quorum consisting of Board Members who were not parties to such action, suit or proceeding, or

(b) If such a quorum is not obtainable (or, even if obtainable, if a majority vote of a quorum of disinterested Board Members so directs), by independent legal counsel in a written opinion.

12.5 Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Chapter in advance of the final disposition of such action, suit or proceeding, upon authorization by the Board in a specific case upon receipt of an undertaking by or on behalf of a representative to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Chapter as required in this Article or as authorized by law.

12.6 Scope of Article. Each person who shall act as an authorized representative of the Chapter shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this Article.

12.7 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Director of the Chapter and shall inure to the benefit of the heirs, executors and administrators of such person.

12.8 Other Rights. This Article shall not be exclusive of any other right that the Chapter may have to indemnify any person as a matter of law.

### **ARTICLE XIII - AMENDMENTS**

13.1 Bylaws. The Bylaws may be amended by an affirmative vote of a majority of Voting Members present at any duly convened annual, regular or special meeting of Voting Members after at least ten (10) days prior written notice of such proposed amendments, or, to the extent permitted by law, by action in accordance with Section 6.12 of ARTICLE VI of these Bylaws or by an affirmative vote of two-thirds (2/3) of all Directors present at any duly convened annual, regular, or special meeting of Directors, after at least ten (10) days prior

written notice of such proposed amendments, 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. Nothing contained herein shall restrict the Directors or Voting Members from modifying the proposed amendments in a meeting before voting upon them in accordance with the requirements of this section.

## **ARTICLE XIV - MISCELLANEOUS**

14.1 Fiscal Year. The fiscal year of the Chapter shall begin on the first day of January and end on the last day of December.

14.2 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

14.3 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.

14.4 Subventions. The Chapter shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefore.

## **ARTICLE XV - DISSOLUTION**

15.1 Dissolution. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Chapter. On dissolution of the Chapter, any funds remaining in the Treasury, after Chapter expenses have been paid, shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be elected by the Board of Directors.

## **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 Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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 Chapter 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 as had Chapter status withdrawn, may re-confer Chapter status upon such body.

Ratified by the Membership of the Chapter and signed by:

Chapter President: \_\_\_\_\_ Date: \_\_\_\_\_

Approved by:

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

Date: \_\_\_\_\_