

# LANCASTER COUNTY ASSOCIATION FOR HUMAN RESOURCE MANAGEMENT

## BYLAWS

### ARTICLE 1 – PURPOSE

Section 1.1 Purpose. The purpose of the Corporation is to: provide a formal opportunity for professionals in the Human Resource field to assemble and exchange information of mutual interest; provide the opportunity to be proactive in issues and matters of mutual interest; educate, enhance and reinforce the professionalism of its members; increase employer and non-member recognition of the significant roles and responsibilities of Human Resource professionals.

Section 1.2 Name. The name of the Chapter is Lancaster County Association For Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Lancaster County Association for HRM (Chapter name) and not as SHRM or the Society for Human Resource Management.

Section 1.3: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.4: 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 2 – MEMBERS

Section 2.1 Eligibility for Membership. Membership may be conferred upon individuals meeting the necessary qualifications as set forth herein. Membership may not be conferred upon companies. Persons possessing the necessary qualifications, and who agree to abide by the Code of Ethics may be admitted to membership in the Association in one of the following classes:

A. Professional Members: To be eligible for professional membership, individuals must meet one of the following criteria:

1. Be actively engaged in human resources in an exempt position as defined by the Fair Labor Standards Act classification;
2. Be a faculty member in human resources or its related specialties at an accredited college or university and hold membership in SHRM;

3. Be actively engaged as a consultant in human resources and hold membership in SHRM; or

4. Be an attorney who counsels and advises management clients exclusively on matters relating to human resources and hold membership in the SHRM.

B. General Members: To be eligible for general membership, individuals must meet one of the following criteria:

1. Be an individual who meets a criterion for Professional membership but does not hold membership in the SHRM;

2. Be actively engaged in human resources in a nonexempt position as defined by the Fair Labor Standards Act classification;

3. Be in an exempt position as defined by the Fair Labor Standards Act, in a classification for which human resources is a significant but not a major part of job responsibilities (i.e., a vice president who oversees the human resource function of a business, or a branch manager or principal of a staffing or placement firm.); or

4. Be an individual whose current employment status does not meet membership criteria, but whose education, employment or other background in human resources would merit special consideration by the Board provided that primary job responsibilities do not involve soliciting the members (i.e., product customer service representatives, or sales representatives for human resources products).

C. Student Members: To be eligible for student membership, individuals must be full-time students attending an accredited college or university and be enrolled in a prescribed program in human resources or related courses of study

D. Retiree Members: To be eligible for retiree membership, individuals must have been a Professional or General member (or other such membership category that has voting rights and may hold office) of the LCAHRM, SHRM or SHRM-affiliated local chapter for at least one year prior to retiring from the Human Resources profession, and now be ineligible for membership under all other LCAHRM membership categories.

E. Honorary Members: By a vote of at least two-thirds of the Directors, the Board of Directors may elect as lifetime Honorary Members of the Association individuals who have been nominated by any member and are deemed to be outstanding in the human resources field. No more than one (1) Honorary Member shall be elected in any one fiscal year. There shall be no annual dues applicable to this class of membership.

F. Members In Transition: A Member in Transition is any Professional or General Member who no longer meets the prescribed membership criteria of such classification due to a change in employment status or responsibilities or due to a change in the classification

requirements, and who elects to continue in their existing membership classifications for the balance of the Corporation's then-current fiscal year. It is the responsibility of the affected members to notify the Corporate Secretary of such change and to clarify where membership information should be directed. Such individuals may reapply for Professional or General membership at such time as they again meet the prescribed criteria as defined in these Bylaws.

Section 2.2 Application. Applications for membership shall be made available to potentially eligible Members. Applications must be submitted to the Board of Directors or its designee and accompanied by copies of all requested documents and a check for the application fee, as may be established by the Board of Directors from time to time. Although not required, membership in the Society for Human Resources Management is encouraged for all members of the Corporation.

Section 2.3 Dues. From time to time, the Board of Directors shall establish the amount of annual dues required to maintain membership in the various classifications and the date(s) when such dues are payable.

Section 2.4 Status and Voting Rights of Members. Unless otherwise provided in the Articles of Corporation, only Professional Members and General Members shall have the rights of Members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended ("NPCL"), including, without limitation, the right to vote. Every Professional and General Member shall be entitled to one (1) vote. As used herein, the term "Voting Members" collectively shall refer to the Professional Members and the General Members.

Section 2.5 Annual Meeting. The Voting Members of the Corporation shall hold an annual meeting for the purpose of electing a Board of Directors and transacting any other business that properly may be brought before the meeting. The annual meeting of Voting Members shall be held annually on such date as may be determined by the Board of Directors from time to time, at the registered office of the Corporation, or at such other place or places, within or without the Commonwealth of Pennsylvania, as may be selected from time to time by the Board of Directors.

Section 2.6 Special Meetings. Special meetings of the Voting Members may be called at any time by the President, Vice President, a majority of the Directors then in office, or Voting Members entitled to cast at least five percent (5%) of the votes that all Voting Members are entitled to cast at the particular meeting.

Section 2.7 Notice of Meetings. Written notice of the annual meeting shall be given to each Voting Member entitled to vote at the meeting at least fifteen (15) days prior to the meeting unless a greater period of notice is required by law. Written notice of special meetings shall be given to each Voting Member entitled to vote at the meeting at least five (5) days prior to the meeting, unless a greater period of notice is required by law. In the case of a special meeting, the notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted. The written notice requirement for annual, regular and special meetings shall be satisfied if notice is provided by hand-delivery, electronic mail, telecopier, U.S. Mail or nationally recognized express courier.

Section 2.8 Quorum and Majority Action. A Voting Members' meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence, in person or by proxy, of Voting Members entitled to cast at least ten percent (10%) of the votes that all Voting Members are entitled to cast on a particular matter shall constitute a quorum for purposes of consideration and action on such matter. Unless otherwise provided by law, whenever any corporate action is to be taken by vote of the Voting Members, the action shall be authorized upon the affirmative vote of a majority of the votes cast by all Voting Members present, in person or by proxy, and entitled to vote on the matter at a meeting at which a quorum is present. A meeting may be adjourned or recessed by a majority vote of the Voting Members present whether or not a quorum is present. Directors and officers shall be elected by plurality vote when there are more than two competitors for the same position.

Section 2.9 Proxy. Every Voting Member entitled to vote at a meeting of Voting Members, or entitled to express consent or dissent to corporate action in writing without a meeting, may authorize another person or persons to act for him or her by proxy. Every proxy shall be executed in writing by the Voting Member, or by his or her duly authorized attorney-in-fact, and shall be filed with the Secretary of the Corporation. A proxy, unless coupled with an interest, shall be revocable at will, notwithstanding any other agreement or any provision in the proxy to the contrary, but the revocation of a proxy shall not be effective until written notice thereof has been given to the Secretary of the Corporation.

Section 2.10 Ballot/Mail. Voting by ballot, including without limitation regular mail ballot or electronic mail ballot under circumstances and rules prescribed by the Board of Directors, is permitted and may be authorized by the Board of Directors from time to time.

Section 2.11 Telephone Meetings. Voting Members may participate in meetings of the Voting Members by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Voting Members so participating shall be deemed present at any such meeting.

Section 2.12 Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Voting Members may be taken without a meeting, provided that, before or after the action, all of the Voting Members of the Corporation entitled to vote at a meeting for the purpose of deciding whether to take such action unanimously consent to the action in writing, which writing shall specify the action so taken, shall be signed by all such Voting Members and shall be filed with the Secretary of the Corporation.

Section 2.13 Transfer of Membership. Neither Membership in the Corporation nor any rights arising therefrom, are transferable or assignable.

Section 2.14 Termination of Members. The Membership of any Member may be terminated by the Board of Directors for (a) nonpayment of dues or assessments upon fifteen (15) days' prior notice to such Member; (b) violation of Code of Ethics or Rules adopted by the Board of Directors or of the Bylaws; (c) conduct which is prejudicial to the Corporation or its Members; or (d) failure to satisfy the criteria for membership as set forth in Section 2.1 of the Bylaws, or otherwise. Except as provided in 2.14(a), before any Member is expelled, such Member shall be

given notice of the reasons upon which the proposed expulsion is based, and the Board of Directors shall schedule a hearing for the purposes of considering the reasons for the proposed expulsion. After fully hearing the matter, if the Board of Directors by majority vote determines that the reasons for the proposed expulsion have been sustained and the reasons for the proposed expulsion merit the Member's expulsion, then the Membership of the Member shall be terminated. No Member shall be entitled, upon termination, to a refund of all or any portion of the dues he or she has paid to the Corporation.

Section 2.15. Rights of other Members. Although Student Members, Honorary Members and Members in Transition have no voting rights, no rights of "members" under the NPCL, no authority to serve as officers or Directors and no other rights with respect to corporate governance as set forth herein, they may attend meetings of the Voting Members and may serve as regular members on any Board Committees.

### **ARTICLE 3 - DIRECTORS**

Section 3.1 Powers. The business of the Corporation shall be managed by its Board of Directors, which shall consist of at least the number of Directors as required by Section 3.2, and may consist of a larger number as the Directors may determine from time to time with approval of the Voting Members.

Section 3.2 Qualifications. The Board of Directors shall consist of at least four (4) Professional Members and also the President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President. Only Professional Members may be Directors of the Corporation. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 3.2 Election of Directors and Term Limits. The Board of Directors shall be elected at the annual meeting of Members. Each Director shall hold office for a term of two (2) years and shall serve until his or her successors are elected and are qualified. Directors may serve for any number of terms, provided that at any time after having served for two (2) consecutive terms, the Director refrains from serving as such for at least one (1) year.

Section 3.3 Vacancies. Vacancies on the Board of Directors shall be filled by the decision of a majority of the remaining Directors, even if less than a quorum. A Director selected to fill a vacancy shall serve until the expiration of the vacating Director's term. If less than half of the term of a vacating Director remains when the vacancy is filled, the remainder of the unexpired term will not count against the term limits of the person filling the vacancy; however if half, or more than half, of the original term of office remains at the time the vacancy is filled, the remainder of the unexpired term will count as one (1) term for purposes of such term limits.

Section 3.4 Annual Meeting of the Board of Directors. The Board of Directors shall hold an annual meeting for the purpose of transacting the proper business of the Corporation. The annual meeting of the Board of Directors shall be convened without notice and as soon as practical after, and at the same location as, the annual meeting of Voting Members, or at such other date, time and place as shall be determined by a majority of the Board.

Section 3.5 Regular Meetings of the Board of Directors. Regular meetings of the Board of Directors may be held, without notice, at such location, within or without the Commonwealth of Pennsylvania, as a majority of the Directors may determine from time to time.

Section 3.6 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors on at least forty-eight (48) hours written notice to the Directors, unless there is an emergency situation (as determined by the persons authorized to call a special meeting), in which event a special meeting may be called upon less than 24 hours oral notice. Written notice of each special meeting of the Board of Directors shall specify the date and place of the meeting.

Section 3.7 Voting, Quorum and Majority Action. Each Director shall be entitled to one (1) vote. Voting by proxy is not permitted. A majority of the Directors in office shall constitute a quorum for the purpose of transacting business. Except as otherwise provided herein, the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 3.8 Telephone Meetings. Directors may participate in meetings of the Board of Directors by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Directors so participating shall be deemed present at any such meeting.

Section 3.9 Presiding Director. All meetings of the Directors shall be called to order and presided over by the President. In the absence of the President, then the meeting shall be presided over by the First Vice President, or if he or she is not available, then by the Second Vice President. In the absence of the Second Vice President, the meeting shall be presided over by a chairperson of the meeting, whom shall be elected at such meeting by the Board of Directors.

Section 3.10 Method and Waiver of Notice. The written notice requirement for annual, regular and special meetings shall be satisfied if notice is provided by hand-delivery, electronic mail, telecopier, U.S. Mail or nationally recognized express courier. Whenever any written notice is required to be given by statute or the Articles or these Bylaws, a waiver of the notice in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in it, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where the person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 3.11 Action by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting, provided that, before or after the action, the Directors unanimously consent to the action in writing, which writing shall specify the action so taken, shall be signed by all of the Directors of the Corporation and shall be filed with the Secretary of the Corporation.

Section 3.12 Interested Directors or Officers; Quorum.

(a) General Rule: No contract or transaction between the Corporation and one or more of its Directors or officers or between the corporation and any other corporation, partnership, Corporation, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if: (i) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors and the Board in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors even though the disinterested Directors are less than a quorum; or (ii) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors or the Members.

(b) Quorum: Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board which authorizes a contract or transaction specified in subsection (a) of this section.

Section 3.13 Committee Representation: During his or her term as a Director, each Director shall serve on a Committee or Task Force, whether as a chairperson, co-chairperson, regular member or otherwise.

#### **ARTICLE 4 - COMMITTEES**

Section 4.1 Appointment of Committees/Task Forces. Subject to any restrictions in applicable law, the Board of Directors may establish committees or task forces, all of which shall consist of, or include, at least one (1) officer or Director, and which shall have and may exercise the powers and authority and perform the duties delegated to it by the Board. All members of such committees and all chairpersons thereof shall be appointed by the President with the approval of the Board of Directors. All Members, regardless of classification, may serve on any committee. Only Professional Members may serve as chairpersons of committees.

Section 4.2 Standing or Ad Hoc Committees. The Board may establish ad hoc committees or standing committees. These committees may include, but shall not be limited to, the following: Nominating; Program; Communications; Professional Development; Legislative; Membership; and Bylaws Review.

a. If the Board determines to establish a Bylaws Review Committee to review the Bylaws, it shall consist of at least three (3) Professional or General Members.

b. If the Board determines to establish a Nominating Committee, it will do so no less than sixty (60) days prior to the annual meeting of Voting Members. There shall be at least three (3) Professional Members on the nominating committee, none of whom shall be then-current officers of the Corporation. The nominating committee shall be responsible for presenting a proposed slate of officers and Directors to the Voting Members at least thirty (30) days prior to the

annual meeting. Any Voting Member in good standing may nominate additional candidates from the floor of the annual meeting.

Section 4.3 Committee Rules. Unless the Board of Directors provides otherwise by resolution, each committee shall conduct its business and take action in the same manner as the Board conducts its business under the Articles of Incorporation and these Bylaws.

Section 4.4 Reports to Board. All action taken by the committees shall be reported to the Board from time to time as established by the Board.

## **ARTICLE 5 - OFFICERS**

Section 5.1 Number and Qualifications. The officers of the Corporation shall be a President, First Vice President, Second Vice President, Secretary and Treasurer, and such other officers and assistant officers, as the Board of Directors may from time to time authorize. Any two or more offices may be held by the same person. Only Professional Members may be officers of the Corporation.

Section 5.2 Election and Term Limits. The officers and assistant officers shall be elected by the Voting Members at their annual meeting and shall hold office until their successors are elected and qualified or until their earlier death, disability, resignation, or removal by the Board of Directors. The term of office for all officers is two (2) years. The President, First Vice President and Second Vice President may not serve for consecutive terms of office in the same position, but they may return to fill such officer positions after waiting at least one (1) year after expiration of their most recent preceding term. The Secretary and Treasurer may not serve as such for more than two (2) consecutive terms of office, except that they may fill such positions for successive periods of up to two consecutive terms after refraining from such service for at least one (1) year.

Section 5.3 Removal and Vacancies. Officers may be removed by a vote of at least two-thirds of all Directors. A vacancy caused by the death, disability, resignation, or removal of any officer or assistant officer, or by the creation of a new office, may be filled by the Board of Directors, except that a vacancy in the office of the President shall be filled by the First Vice President, and that vacancy shall be filled by the Second Vice President. An officer selected to fill a vacancy shall serve until the next annual meeting of Voting Members and a successor is elected and qualified

Section 5.4 President. The President shall be the chief executive officer of the Corporation; shall, in general, perform all duties incident to the office of president and such other duties as may be assigned by the Board of Directors; and shall preside at all meetings of the Board of Directors and the Voting Members. During his or her term of office, the President shall remain a member in good standing of SHRM.

Section 5.5 Vice Presidents. The Vice President or, if there shall be more than one, the Vice President in the order determined by the Board of Directors shall, in the absence or disability of the President, perform the duties and exercise the powers of the President; and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 5.6 Secretary. The Secretary shall be custodian of the books and records of the Corporation; shall be custodian of the seal and is hereby authorized to affix the seal to all documents, the execution and delivery of which are duly authorized; shall record the minutes of all meetings of the Board of Directors and shall be responsible for the giving of all notices of such meetings in accordance with these Bylaws, and shall, in general, perform such other duties as are incident to the office of secretary and as may be assigned by the Board of Directors and by the President.

Section 5.7 Treasurer. The Treasurer shall be the financial officer of the Corporation; shall have charge and custody of, and be responsible for, all funds of the Corporation, and the books and records relating to the same, and shall deposit all such funds in the name of the Corporation in depositories selected by the Board of Directors; shall render to the President and to the Board of Directors, upon request, an account of all the Treasurer's transactions as Treasurer and of the financial condition of the Corporation; shall, in general, perform such other duties as are incident to the office of treasurer and as may be assigned by the Board of Directors or by the President; and shall, if required to do so by the Board of Directors, furnish bond in such form and amount and to cover such risks as the Board of Directors may determine.

## **ARTICLE 6 - LIMITATION OF PERSONAL LIABILITY OF DIRECTORS**

### Section 6.1 Personal Liability.

(a) General Rule: A Director of the corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action, except to the extent that exemption from liability for monetary damages is not permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect. The provisions of this Subsection (a) are intended to exempt the Directors of the corporation from liability for monetary damages to the maximum extent permitted under Pennsylvania law.

(b) Specific Rule: Without limitation of Subsection (a) above, a Director of the corporation shall not be personally liable 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 office under the Pennsylvania Nonprofit Corporation Law and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of the preceding sentence shall not exempt a Director from: (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.

Section 6.2 Modification or Repeal: The provisions of this Article may be modified or repealed by the Directors in accordance with the procedures for amending these bylaws; provided, however, that any such modifications or repeal shall not have any effect upon the liability of a Director relating to any action taken, any failure to take any action, or events which occurred prior to the effective date of such modification or repeal.

## ARTICLE 7 - INDEMNIFICATION

Section 7.1 General Rule. Subject to the provisions of Section 7.2 below, the corporation shall, to the fullest extent permitted under the laws of the Commonwealth of Pennsylvania as now or hereafter in effect, indemnify any person (and his heirs, executors and administrators) who was or is a party, witness or other participant, or is threatened to be made a party, witness or other participant, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, actions by or in the right of the corporation), by reason of the fact that he is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Section 7.2 Standard of Conduct. Except as provided in Section 7.4 below, indemnification shall be provided under Section 7.1 above only if it is determined in accordance with the procedure set forth in Section 7.3 below that: (i) the person seeking indemnification acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; and (ii) the act or failure to act giving rise to the claim for indemnification does not constitute willful misconduct or recklessness. Notwithstanding the foregoing, no person shall be indemnified in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; nor shall any person be indemnified in any case where indemnification under this Article is impermissible by reason of federal law.

Section 7.3 Procedure. Except as provided under Section 7.4 below, indemnification under Section 7.1 above (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the person seeking indemnification has met the applicable standard of conduct set forth in Section 7.2 above. All such determinations shall be made in accordance with the following procedure:

(a) Method of Determination: All determinations shall be made: (i) by the Board of Directors by majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding in respect of which indemnification is sought; or (ii) in the event that such a quorum is not obtainable, or, even if obtainable, a majority of such quorum so directs, by Independent Counsel in a written opinion to the Board of Directors, a copy of which shall be delivered to the person seeking indemnification.

(b) Selection and Payment of Independent Counsel: In the event that a determination is to be made by Independent Counsel, such Independent Counsel shall be selected by the Board of Directors and the law firm or person so selected shall be subject to the approval of the person seeking indemnification, which approval shall not be unreasonably withheld. The corporation shall pay all reasonable fees and expenses of the Independent Counsel. For purposes of this Article, "Independent Counsel" shall mean a law firm, or a member of a law firm, that is

experienced in matters of corporation law and that has not in the immediately preceding five years been retained to represent the corporation, the person seeking indemnification or any other party to the action, suit or proceeding giving rise to the claim for indemnification.

(c) No Presumption: The termination of any action, suit or proceeding referred to in Section 7.1 above or of any claim, issue or matter therein, by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that a person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation or that the act or failure to act giving rise to the claim for indemnification constitutes willful misconduct or negligence.

Section 7.4 Successful Defense. Notwithstanding any other provision of this Article, to the extent that a person has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 7.1 above or in defense of any claim, issue or matter therein, he shall be indemnified by the corporation against all expenses (including attorney's fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses) actually and reasonably incurred by him in connection therewith.

Section 7.5 Advance Payment of Expenses. Subject to such terms, conditions and limitations, if any, as the Board of Directors may in its discretion determine to be appropriate, the corporation shall advance all reasonable expenses (including attorneys' fees, court costs, transcript costs, fees of experts and witnesses, travel expenses and all other similar expenses) reasonably incurred in connection with the defense of or other response to any action, suit or proceeding referred to in Section 7.1 above upon receipt of an undertaking by or on behalf of the person seeking the advance to repay all amounts advanced if it shall ultimately be determined upon final disposition of such action, suit or proceeding that he is not entitled to be indemnified by the corporation under the provisions of this Article. Notwithstanding the provisions of the preceding sentence, the corporation shall not be required to make any advance payment of expenses (or to make any further advance if one or more advances shall have been previously made) in the event that a determination is made by the Board of Directors that the making of an advance or further advance would be inappropriate in the circumstances.

Section 7.6 No Duplication of Payments. The corporation shall not be liable under this Article to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that the person seeking indemnification has otherwise actually received payment under any insurance policy, contract, agreement or otherwise. In the event that the corporation makes an advance payment of expenses to or on behalf of any person, such person shall repay to the corporation the amount so advanced, if and to the extent that he subsequently receives payment therefor under any insurance policy, contract, agreement or otherwise.

Section 7.7 Insurance. The corporation may purchase and maintain at its own expense one or more policies of insurance to protect itself and to protect any Director, officer, employee or agent of the corporation or of another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss incurred by such person in such capacity, whether or not the corporation would have the authority to indemnify such person against any such expense, liability or loss under this Article or under the laws of the Commonwealth of Pennsylvania.

Section 7.8 Non-exclusivity. The right to indemnification and to the payment of expenses incurred in defending against or otherwise responding to any action, suit or proceeding in advance of its final disposition as set forth in this Article shall not be exclusive of any other rights which any person may now have or hereafter acquire under any agreement, vote of shareholders, vote of disinterested Directors, or under any applicable law or under Articles of Incorporation of the corporation, or otherwise.

Section 7.9 Survival of Rights. The indemnification rights provided to a person under the provisions of this Article shall continue after such person ceases to be a Director or officer of the corporation or of another entity, as to any action taken, any failure to take action, or any events which occurred while such person was a Director or officer of the corporation or of another entity.

Section 7.10 Modification or Repeal. The provisions of this Article may be modified or repealed in accordance with the procedures for amending these bylaws; provided, however, that any such modification or repeal shall not have any effect upon the indemnification rights of any person as they relate to any action taken, any failure to take action, or events which occurred prior to the effective date of such modification or repeal.

## **ARTICLE 8 - WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Section 8.1 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 has had Chapter status withdrawn, may re-confer Chapter status upon such body.

## **ARTICLE 9 - MISCELLANEOUS**

Section 9.1 Amendment. These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of at least two-thirds of the Voting Members entitled to vote at a meeting at which a quorum is present. Voting Members shall be entitled to receive proposed changes to the Bylaws, in writing, at least thirty (30) days prior to the meeting to consider such changes, 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.

Section 9.2 Good Standing Qualification. Notwithstanding anything to the contrary contained herein, only those Members, Directors or Officers who are in good standing: (a) may be nominated, elected or appointed to positions of authority within the Corporation (i.e., Directorships, officer positions, committee membership) or (b) shall be entitled to exercise their respective rights, powers, responsibilities and obligations on behalf of the Corporation.

Section 9.3 Dissolution. In the event that the Corporation is dissolved and liquidated, after paying or making provisions for payment of all of the known liabilities of the Corporation, its properties and assets shall be distributed exclusively for such purposes consistent with the purpose of this Corporation within the meaning of § 501(c)(6) of the Internal Revenue Code, as shall be determined by the Board, giving preference to a distribution to SHRM Foundation.

Section 9.4 Conduct of Meetings. Meetings of the Members and of the Executive Board shall be conducted according to “Roberts’ Rules of Parliamentary Procedure”. Any person who uses improper language or disrupts the meeting in any way may be expelled from the meeting.

Ratified by the Membership of Chapter and signed by:

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

Approved by:

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