

AMENDED BY-LAWS

Of
PANHANDLE HUMAN RESOURCES ASSOCIATION, INC.
A NON-PROFIT CORPORATION

Accepted
By

Board of Directors

April 22, 2009

Effective June 1, 2009

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AMENDED BYLAWS OF
PANHANDLE HUMAN RESOURCES ASSOCIATION, INC.

ARTICLE I NAME

- 1.1 The name of the organization shall be the Panhandle Human Resources Association, Inc. a non-profit corporation (PHRA) (herein referred to as the "Chapter").
- 1.2 Affiliation. The Chapter is affiliated with the Society of 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 PURPOSE

- 2.1 The purpose of the Chapter shall be as follows:
- (a) To promote the highest standards of performance in all phases of human resources.
 - (b) To provide high quality meetings, opportunities for conferences, cooperative research and exchange of information, knowledge and experience among members.
 - (c) The Chapter is not organized for profit or to engage in any activity normally carried on for profit and will operate within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954.

ARTICLE III MEMBERSHIP

- 3.1 Memberships are individual and not transferable to other individuals.
- 3.2 Regular Members. Membership shall be confined to those persons who demonstrate a bona fide interest in the field of Human Resource Management through current, past or anticipated employment in a human resource capacity, and faculty members holding an assistant, associate or full professor rank in

human resources, or its specializations, at an accredited college or university. The rights and privileges of regular membership include the right to vote and hold elected office.

- 3.3 SHRM Members. Regular members who are also members of the SHRM organization.
- 3.4 Student Members. Shall include individuals who are actively enrolled in human resource degree programs at the college or university level. Student Members shall have no vote and may not hold elected office. Dues for Student members shall be set by the Board of Directors.
- 3.5 Honorary Life Members. To be considered for Honorary Life Membership, members must have either held elected or appointed office, or have made an extraordinary contribution to the Chapter's operations. This is at the discretion of the Board of Directors. Honorary Life Members shall be entitled to Regular Membership without payment of dues.
- 3.6 Application for Membership. Application for membership shall be made in writing on a form provided by the Chapter. All application forms and types of membership must be approved by the Board.
- 3.7 Termination of Membership. Membership in the Chapter may be terminated for good cause by a two-thirds vote of the Board of Directors. If membership is terminated for good cause, the member shall not be entitled to a refund of Chapter dues.
- 3.8 Annual Dues. Annual dues shall become payable on January 1 of each year. The amount of dues shall be determined by the Board of Directors. Dues are non-refundable.
- 3.9 Guests. Individuals may attend Chapter meetings as guests, but are only welcome up to the point where their continued non-member status is considered to be excessive.
- 3.10 Standards of Membership are as follows:
 - (a) Membership in PHRA is solely for the purposes stated in Article II.
 - (b) No Chapter member may engage in solicitations of products or services to other members without prior approval from the Board of Directors.
 - (c) As a condition of membership, members agree to support and abide by the SHRM Code of Ethics.

(d) Failure to abide by these standards may result in termination of membership, as stated in Article III, Section 3.7.

(e) Membership is not considered to be current until Chapter dues are paid in full by the deadline designated by the Board.

3.11 Voting. Each Regular, SHRM and Honorary Life Member of the Chapter shall have the right to cast one vote on each matter brought before the membership for a vote. No other class of members shall have the right to a vote. All votes shall be determined by the President or by any person designated to so act by the President.

3.12 Proxies. A Regular, SHRM and Honorary Life Member of the Chapter may vote at a meeting by authorizing the President, or any other person designated by the Board of Directors to act for him or her, by proxy, as hereinafter provided. Such proxy shall be in writing in a form provided by the President and approved by the Board of Directors, shall recite the names of the nominees for director or officer, or the text of the resolutions or amendments to these by-laws to be considered by the meeting to which it shall relate, and shall indicate how the member so voting authorizes the person, acting for him or her by proxy, is to vote for directors and officers, and whether the member so voting authorizes the person, acting for him or her by proxy, to vote in favor or against each such resolutions or amendments, or to abstain in regard to any such votes. Such proxy may be revoked at any time prior to its being exercised by the member issuing it. Such proxy shall only relate to a specific meeting or specific special meeting of the Chapter, and shall terminate at the conclusion of such meeting or at the conclusion of the adjourned meeting thereof.

ARTICLE IV MEETINGS

4.1 Regular and Special Meetings. Regular and special meetings shall be held at such times and places as determined by the Board of Directors.

4.2 Notice of Meetings. A notice of all meetings shall be provided to all members at least 5 days prior to the scheduled meeting, in writing or by e-mail or in any other way reasonably calculated to give actual notice, unless extenuating circumstances prevent such notice.

4.3 Quorum. Regular, SHRM, Honorary Life Members of the Chapter holding 10% of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the Regular Members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter.

ARTICLE V ELECTIONS AND BALLOTING

5.1 Nominations Committee. The President shall form a Nominations Committee composed of no less than 3 Regular Members selected by the Board of Directors, and the Chair shall be the Immediate Past President. The members shall be of sufficient diversity to conduct the nomination and election process in a fair, equitable and professional manner.

5.2 Qualification for Office. All candidates for the office of President-Elect must be a member in good standing PHRA and SHRM; and have served a minimum of one year as a member of the Board of Directors immediately contiguous to the election, unless the Board votes to waive this requirement. Candidates for all other elected offices and to the Board of Directors must be qualified Regular, SHRM or Honorary Life Members in good standing of PHRA at the time of nomination or appointment and meet the following criteria:

(a) Completed two consecutive years of Chapter membership immediately contiguous to the election.

(b) Achieved a demonstrated commitment to Chapter activities.

(c) Prepared to contribute time and talent to Board Officer assignments.

5.3 Elections.

(a) Officers. The following positions will stand for elected office:

President-elect
Vice President-Professional Development
Vice President – Membership
Secretary
Treasurer

(b) Nomination of Candidates. The Nominating Committee shall nominate and certify to the Board of Directors the name of a candidate for each of the officers and directors to be elected, not later than August regular meeting of the Board of Directors. Each candidate must have the qualifications required by these by-laws.

(c) Selection of Slate. The Board of Directors shall select a slate of candidates for election, from the nominations made by the Nominating Committee, not later than the August regular meeting of the Board of Directors.

- (d) Elections. The slate of candidates shall be presented to the membership at the annual meeting of the membership held in September. A majority of votes cast shall be required for election.
- (e) Term Begins. Elected officers and directors will assume duties on January 1 after elected and hold office for specified term or until his/her successor is elected and takes office.
- (f) Votes required. Each officer shall be elected on the basis of a majority of the votes cast for that office. In the event of a tie during the election of two or more candidates for the same office, successive balloting shall be conducted until one candidate receives a majority.

ARTICLE VI BOARD OF DIRECTORS

6.1 Number. Composition of the Board of Directors is subject to change and currently consists of twelve (12) members, composed of the following officers and at-large members or committee chairs:

Immediate Past President

President

President-elect

Vice President-Professional Development

Vice President-Membership

Secretary

Treasurer

5 At-Large Members (Consisting of Diversity Chair, Legal & Legislative Chair, SHRM Affiliation Chair, Newsletter Chair, Seminar Chair)

6.2 Appointment of At-Large Board Members. The five (5) at-large members of the Board of Directors shall be appointed by the President in office at the time the slate is voted on by the Board, with the advice and counsel of the Board.

6.3 Term of Office. All officers and directors except the Secretary and Treasurer shall hold office for one years. The Secretary and Treasurer shall each hold office for two years. Terms of office for Secretary and Treasurer shall be staggerd terms; with the Secretary assuming office in odd number years, and the Treasurer assuming office in even number years. No officer or director may hold office for more than one (1) consecutive term, unless otherwise waived by the Board of Directors.

6.4 Vacancies. Any vacancy on the Board of Directors shall be filled for the unexpired term by an appointee approved by a majority of the Board.

- 6.5 Quorum. A majority of the Board shall constitute a quorum for the transaction of Board business.
- 6.6 Meetings. The Board will meet before each scheduled regular monthly meeting of the membership at the time and place selected by the Board.
- 6.7 Remuneration. Members of the Board of Directors shall not receive a salary. Compensation for expenses incurred in the course of approved Chapter business will be provided.
- 6.8 Removal. Officers shall be subject to removal from office for good cause by unanimous vote of the remaining Board members. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE VII STANDING COMMITTEES

- 7.1 Those activities that constitute Chapter business and which are not coordinated by Chapter Officers shall be entrusted to Standing Committees under the supervision of the Board. The President, with approval of the Board, shall designate such committees and their leadership as deemed necessary.
- 7.2 The Standing Committees are as follows, together with any other that the Board may hereafter create:
- (a) Diversity – Arranges programs to educate and inform members about the goals and achievements in matters of diversity.
 - (b) Legal and Legislative Affairs – Shall inform the membership of relevant developments in state and federal laws, rules and regulations affecting human resources, and involve Chapter members in support of such activities; and address any legal issues which may occur in the course of the Chapter's business.
 - (c) SHRM Affiliation – Provides information regarding Foundation events, fund raising campaigns and support programs. Encourages member donations to ensure Chapter support of Foundation growth.
 - (d) Seminar – Planning annual seminar and any other seminars to be presented during the year in addition to regular monthly programs.
 - (e) Newsletter – Responsible for assembling and distributing the monthly newsletter for the Chapter.

ARTICLE VIII OFFICER DUTIES AND RESPONSIBILITIES

8.1

- (a) The President. The President shall preside at Chapter and Board meetings and shall have charge and supervision of the affairs and business of the Chapter and may commit expenditures up to a maximum of \$500 without receiving Board approval. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.
- (b) Immediate Past President. Shall provide general assistance to the President. Should the Past President resign from the Board, all responsibilities and rights afforded to a Board member will be relinquished. The Past President may not, thereafter, rejoin the Board in the capacity of Past President.
- (c) 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 of Directors or the President may determine. The President-elect shall spend the year shadowing the President to learn the roles and responsibilities of that position. The President-elect shall automatically ascend to the office of President, 1 year following his/her election.
- (d) Vice President – Professional Development. The Vice President-Professional Development shall work with the Board to schedule and/or deliver regular monthly programs that enable members to further their professional and personal HR career growth.
- (e) Vice-President – Membership. The Vice-President – Membership shall encourage membership growth and conduct correspondence with visitors or guests to meetings and new members, and other outreach activities.
- (f) The Secretary. The Secretary will be responsible for recording the minutes of all meetings, shall be responsible for making all members aware of such meetings, shall be responsible for correspondence for the Chapter, preparing the membership directory each year, and keeping up the membership roster. He/She shall have such other powers and perform such other duties as the President may determine from time to time.
- (g) The Treasurer. The Treasurer will be responsible for the financial affairs of the Chapter. This responsibility shall include financial reports to the Board of Directors and arrangements for the annual examination and audit of the

accounts. He/She shall have such other powers and perform such other duties as the President may determine from time to time. The Treasurer may solely sign checks up to \$1,000.00; above that amount, the President's signature will also be required.

(h) Other Chapter officers and directors shall perform the duties and responsibilities as listed in each position description.

(i) The Board of Directors shall:

1. Govern the affairs and conduct the business of the Chapter.
2. Adopt an annual budget.
3. Determine the time and place of membership meetings.
4. Issue reports to the membership of business programs and transactions.

ARTICLE IX AMENDMENTS OF BY-LAWS

9.1 The By-Laws may be amended by a majority of the Board members after Chapter members have been provided with sufficient time for review and comment on the 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.

ARTICLE X PARLIAMENTARY PROCEDURE

10.1 The rules contained in Roberts Rules of Order, newly revised, shall govern all Chapter business, unless otherwise specified in these by-laws.

ARTICLE XI INDEMNIFICATION

11.1 The Chapter may, upon duly adopted resolution of the Board of Directors, indemnify any person made a party to an action by, or in the right of, the Chapter to procure a judgment in its favor by reason of the fact that such person is or was a director or officer or committee member of the Chapter, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with the defense of such action, or in connection with an

appeal therein, except in relation to matters as to which such director or officer or committee member is adjudged to have breached his or her duty to the Chapter. In no event shall indemnification include the amount paid in settling, or otherwise disposing of, a pending action which is settled or otherwise disposed of without court approval.

- 11.2 The Chapter may, upon duly adopted resolution of the Board of Directors, indemnify any person made, or threatened to be made, a party to an action or proceeding other than one by, or in the right of, the Chapter to procure a judgment in its favor, whether civil or criminal, by reason of the fact that he or she was a director or officer or committee member of the Chapter, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees – actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such person acted in good faith for a purpose which he or she reasonable believed to be in the best interests of the Chapter and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful. The foregoing rights of indemnification shall not be exclusive of other rights to which he or she may be entitled.

ARTICLE XII DISSOLUTION

- 12.1 Upon the dissolution of this Chapter and after payment of all liabilities, it shall dispose of all assets and/or remaining funds through donation to the SHRM Foundation.

ARTICLE XIII WITHDRAWAL OF AFFILIATED CHAPTER STATUS

- 13.1 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 writ of 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 standard 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.

Note: These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the Membership of Chapter and signed by:

Chapter President

Date

Approved by:

SHRM President/CEO or President/CEO Designee

Date