Society For Human Resource Management Bylaws

Article I: Identification

Section 1: Name. The name of the Society shall be "Society for Human Resource Management" (SHRM), hereinafter the Society.

Section 2: Offices. Theprincipal office of the Society shall be located at such place as shall be specified by the Board of Directors. The Society may also have offices at such other places as designated by the Board of Directors.

Section 3: Purposes. The purposes of the Society shall be to promote the use of sound and ethical human resource management practices in the profession and: (a) to be a recognized world leader in human resource management; (b) to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management; (c) to be the voice of the profession on human resource management issues; (d) to facilitate the development and guide the direction of the human resource profession; and (e) to establish, monitor and update standards for the profession. To achieve the purposes of the Society there shall be no discrimination in individual memberships or State Council, or chapter affiliation because of race, religion, sex, age, national origin, disability, veteran's status or sexual orientation.

Section 4: Seal. The corporate seal of the Society shall be in such form as the Board of Directors may select, and shall bear the name of the Society, the year, and the place of its incorporation. Said seal may be used by causing it, or a ¬facsimile thereof, to be impressed or affixed or otherwise reproduced.

Section 5: Fiscal Year. The fiscal year of the Society shall be the calendar year.

Article II: Membership

Section 1: Term and Classes. Persons possessing the necessary qualifications may, upon approval of the Society, be admitted to membership in the Society in one of the following classes:

(a) PROFESSIONAL MEMBERS. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

i. Possess at least three (3) years of exempt-level human resource management experience.

ii. Are certified by the Human Resource Certification Institute.

iii. Are faculty members holding assistant, associate or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.

iv. Are full-time consultants with at least three (3) years experience as a practitioner in human resource management.

v. Are full-time attorneys with at least three (3) years experience in counseling and advising clients on matters relating to the human resource profession.

Professional Members may vote and hold office in the Society.

(b) GENERAL MEMBERS. Individuals who are engaged in the profession of human resource management in an exempt position but do not meet the requirements of Professional Membership. Members of this class have the right to vote, but may not hold office in the Society.

(c) ASSOCIATE MEMBERS. Individuals in non-exempt human resource management positions, plus persons who do not meet the qualifications of the other classes of membership, but who are interested in the field of human resource management. Associate Members have no vote and may not hold office in the Society.

(d) LIFE MEMBERS. Individuals qualifying as Life Members may, upon approval of the Society, be admitted to Life Membership in the Society in one of the following classes:

i. RETIRED LIFE MEMBERS. A Society member who has retired from active full-time employment and has attained a minimum of ten (10) years of Professional, General, or Special Expertise membership may apply to the Society for Retired Life Membership. Retired Life Members shall be entitled to all privileges of General Members.

ii. HONORARY LIFE MEMBERS. The Board of Directors may, by a two-thirds (2/3) vote at any duly constituted meeting, provided at least a majority of the then entire number of voting Directors vote in the affirmative, designate and elect as Honorary Life Members of the Society individuals who are deemed to be outstanding in the field of human resource management, operations or research. Honorary Life Members shall be entitled to all privileges of membership except the right to vote or hold office in the Society. There shall be no annual dues applicable to this class of membership.

iii. PROFESSIONAL LIFE MEMBERS. The Board of Directors may, by a two-thirds (2/3) vote at any duly constituted meeting, provided at least a majority of the then entire number of voting Directors vote in the affirmative, designate and elect as Professional Life Members individuals who have rendered long and outstanding service to the Society. Professional Life Members shall be entitled to all rights and privileges of General Members. There shall be no annual dues applicable to this class of membership.

iv. PAST CHAIR LIFE MEMBERS. Life Membership will be conferred on each Past Chair in appreciation of service and leadership to the Society. Such membership shall also include those persons who prior to January 1, 1980 were elected and held the office of President of the Society. Past Chair Life Members shall be entitled to all privileges of Professional Members. There shall be no annual dues applicable to this class of membership.

(e) RETIRED ANNUAL MEMBER. A current Society member, in the Professional, General, or Special Expertise class of membership, who has retired from active full-time employment. Retired Annual Members shall have no vote, and may not hold office in the Society.

(f) STUDENT MEMBERS. Individuals who are students and are members of a student chapter affiliated with the Society as prescribed in Article V will be designated as Student Members. They shall have no vote, and may not hold office in the Society. Where no student chapter exists, students may join as student members, provided they meet the criteria defined in Article V, Section 3(b) ii-ix.

(g) GLOBAL MEMBERS. Individuals residing outside of the United States who qualify for Professional, General, Associate

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or Special Expertise Membership, but who elect instead to be a Global Member. Global Members have no vote and may not hold office in the Society. Global Members shall be entitled to access to certain Society publications via the Internet (or other electronic vehicles), and to member discounts for certain Society products and services, and to certain other benefits, all as determined by the Society Board of Directors.

(h) SPECIAL EXPERTISE MEMBERS. Individuals whose unique expertise, credentials, and experiences are determined by the Governance Committee to be beneficial to the Society. Special Expertise Members shall become members only upon invitation of the Governance Committee. Special Expertise Members may vote and hold office in the Society.

(i) There shall be no corporate memberships.

Section 2: Approval of Membership. Application for membership shall be made in writing (printed or electronic) on a form provided by the Society. The President/CEO or his/her designate shall resolve any questions as to membership eligibility or membership status; provided that all Special Expertise Members shall become members only upon invitation of the Governance Committee.

Section 3: Membership Dues. The amount of the annual dues for all classes of members shall be determined by a majority vote of the then entire number of voting Directors.

(a) PROFESSIONAL, GENERAL, ASSOCIATE, RETIRED ANNUAL, STUDENT, GLOBAL, AND SPECIAL EXPERTISE MEMBERSHIP DUES. The amount and effective date of dues for Professional, General, Associate, Retired Annual, Student, Global, and Special Expertise Members shall be determined annually by the Board of Directors. Notwithstanding the above, the President/CEO, after approval from the Executive Committee and due ¬consideration for the long-term budgetary impact such programs may have, may establish discounted dues structures as part of special membership programs offered for the purpose of increasing SHRM ¬membership.

(b) RETIRED LIFE MEMBER DUES. The dues for Retired Life Members shall be a one-time payment equal to three (3) times the amount of annual dues for Professional, General, Associate, and Special Expertise Membership at the time of application. Payment in full must be made during the year of application.

Section 4: Membership Voting Status. A member with voting privileges shall be entitled to vote as a member in good standing provided that the member's dues have been paid.

Section 5: Membership Discipline

(a) GROUNDS. Any member may be disciplined in accordance with the procedures herein for actions which discredit or embarrass the profession or the Society, violate the Society Bylaws, or are otherwise not in the best interests of the Society. A member remains subject to discipline under this Article II, Section 5 even after resignation, expiration or other termination of Society membership, if he or she was a member when they were first notified of a complaint having been made against them under this Article II, Section 5. To constitute grounds for membership discipline under these bylaws, the action must have occurred while the person in question was a member of the Society and have either (i) occurred within three (3) years of the matter being referred to the Review Committee of the Society (the "Review Committee") or (ii) resulted in a criminal conviction or civil judgment entered within two (2) years of the matter being referred to the Review Committee.

(b) ETHICS OFFICER. The President/CEO shall appoint an Ethics Officer as the staff person responsible for administration of these member discipline procedures. The Ethics Officer is not charged with seeking out member misconduct; rather the Ethics Officer is charged with responding to information concerning member misconduct when such information is brought or comes to his/her attention, and doing so in accordance with these member discipline procedures.

(c) MEMBER COMPLAINT AND INITIAL REVIEW.

i. All complaints requesting member discipline shall be referred to the Ethics Officer.

ii. The Ethics Officer shall determine initially whether the complaint is eligible to be considered under these procedures [i.e., is it against an SHRM member and does it meet the ripeness criteria of Section 5(a) above.] If the complaint is not so eligible the Ethics Officer shall within 30 days of receipt of the complaint dismiss the complaint with written notice to complainant and copy to the Review Committee. If the complaint is determined to be eligible for consideration, the Ethics Officer shall attempt informal resolution of the matter by interviewing the complainant and the respondent within 30 days of receipt of the complaint. Any informal resolution by the Ethics Officer shall be subject to approval by the Review Committee.

iii. If within such 30 day period the Ethics Officer is unable to resolve the matter, he/she shall within 10 days of the close of such 30 day period either (aa) dismiss the matter on the basis that even if true, the complaint would not merit consideration of member discipline, in which event he/she shall notify any complainant and the respondent of such action, or (bb) he/she shall refer the matter to the Review Committee with a written report indicating his/her view that if true the matter would merit consideration of member discipline. The Ethics Officer shall provide a written monthly report to the Review Committee briefly describing those complaints dismissed by him/her under subsection (c)(iii)(aa) above and the basis for such dismissal. The Ethics Officer shall develop, for review and approval by the Review Committee, a list of objective criteria to be used in determining whether a member complaint, if true, would or would not merit consideration of member discipline.

iv. If the complainant is dissatisfied with the decision of the SHRM Ethics Officer to dismiss the matter, the complainant may within five (5) working days, appeal this decision in writing to the SHRM Review Committee asking it to investigate the complaint.

(d) REVIEW OF PUBLIC INFORMATION COMING TO ATTENTION OF ETHICS OFFICER.

i. Within 30 days of receiving from public sources information which the Ethics Officer believes if true would merit consideration of member discipline, the Ethics Officer shall attempt informal resolution of the matter by interviewing the respondent. Any informal resolution by the Ethics Officer shall be subject to approval by the Review Committee.

ii. If the Ethics Officer is unable to resolve the matter with the complainant within such 30 day period, and still believes that if true the matter would merit consideration of member discipline, the Ethics Officer shall within 10 days of the close of such 30 day period refer the matter to the Review Committee with a written report indicating his/her view

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that if true the matter would merit consideration of member discipline.

(e) PROBABLE CAUSE DETERMINATION BY REVIEW COMMITTEE.

i. Upon receipt of a report from the Ethics Officer under subsection (c) or (d) above that a matter if true would merit consideration of member discipline, or upon receipt of an appeal by a complainant of a dismissal under subsection (c) (iv) above, the Review Committee shall determine whether probable cause exists that the actions in question merit discipline. As part of this process the Review Committee may gather additional information and/or make further attempts to resolve the matter with respondent and any complainant, and it may ask the Ethics Officer to assist the Review Committee in this task. In determining whether probable cause exists, the Review Committee may consider, among other things, whether the respondent has taken or agreed to take corrective measures.

ii. If probable cause is not found, the Review Committee shall dismiss the complaint and notify the complainant and respondent in writing. If probable cause is found and the matter is not otherwise resolved by the Committee, the Review Committee shall refer the matter to the Hearing Committee of the Society (the "Hearing Committee") in the form of a written report of the Review Committee's findings, and shall copy the Board of Directors on such report.

iii. The Review Committee shall issue its probable cause determination within sixty (60) days of the date when it received the request therefore; provided that the Review Committee may take such additional time beyond sixty (60) days as it deems necessary if approved by the Chair of the Board of Directors.

(f) HEARING. Upon receipt from the Review Committee of a written finding of probable cause, the Hearing Committee shall conduct a hearing at which the respondent will have the right to be present with or without counsel. Respondent shall be given at least sixty (60) days notice of the hearing. The Hearing shall be conducted within one hundred twenty (120) days of the Hearing Committee's receipt of a written finding of probable cause, unless the respondent agrees to a later date for the hearing. The Society's Counsel, or in his/her absence such other counsel as may be appointed by the Chair, shall attend the hearing to assist the Hearing Committee, but shall not be a member of such Committee.

(g) DECISION. After the hearing, the Hearing Committee shall either dismiss the complaint or impose discipline; and written notice of such decision shall be given to the complainant and the respondent within 30 days after the conclusion of the hearing. In determining the appropriate penalty, which may include but not be limited to ¬suspension, expulsion or restitution, the Hearing Committee shall consider factors such as whether any criminal actions or dishonesty are involved; whether the actions consist of a repeated course of conduct as opposed to a single event; whether the Society or third parties were harmed; whether the member has taken or has agreed to take corrective action; and whether the member has been suspended or otherwise disciplined by the Society in the past.

(h) At the first regular Board of Directors meeting each year, the Board of Directors shall appoint members to serve on a Review Committee and members to serve on a Hearing Committee. No person who served on the Review Committee for the particular complaint may serve on the Hearing Committee. An individual may be appointed to serve any number of consecutive terms as a member of either the Review Committee or the Hearing Committee.

(i) Notwithstanding anything to the contrary above, (aa) the membership of any Global Member may be terminated by the Society Board of Directors without regard to the provisions in Article II, Section 5(a-h), for actions which discredit or embarrass the Society, violate the Society Bylaws or are otherwise not in the best interests of the Society, and (bb) the membership of any Honorary Life Member, Professional Life Member, or Past Chair Life Member may be terminated by the Board of Directors, without regard to the provisions in Article II, Section 5(a-h), by a two-thirds (2/3) vote at any duly constituted meeting (provided that at least a majority of the then entire number of voting directors vote in the affirmative) upon a finding within the sole discretion of the Board of Directors that it is in the best interests of the Society to terminate such membership.

Article III(a): Membership Advisory Council

Section 1: Structure and Composition. The Membership Advisory Council will be composed of one (1) representative elected by and from each of the respective Regional Councils for a one (1) year term, will be supported by Society staff and will have no governing body. The Membership Advisory Council will be an integral part of the Society, will not be a separate legal entity, and will have no separate budget.

Section 2: Purposes. The purposes of the Membership Advisory Council shall be to serve as an interface between the Society's volunteer leaders and the Board of Directors. In particular, the Membership Advisory Council will provide strategic input from the membership to the Society Board of Directors and feedback from the Society Board of Directors to the membership. The Membership Advisory Council shall also provide operational input to the Society, and shall receive operational feedback from the Society to help the Society provide optimum leaders.

Section 3: Meetings. The Membership Advisory Council will meet at least two (2) times each year. These meetings will take place in conjunction with the June and November meetings of the Society Board of Directors. All meetings of the Membership Advisory Council will be facilitated by Society staff.

Section 4: Reporting to the Society Board of Directors. The Membership Advisory Council shall report to the Society Board of Directors on its activities in accordance with procedures set forth by the Chair of the Society Board of Directors.

Article III(b): Regional Councils

Section 1: Number, Structure, and Composition. There shall be five (5) Regional Councils for the United States of America and the Caribbean Atlantic and Asia Pacific Island chapters (as of August 1, 2006), each covering a geographic area as defined by the Society Board of Directors. The Regional Councils will be an integral part of the Society, will not be separate legal entities, will not be separately incorporated, and will have no separate budget. The Regional Councils will be composed of their respective current State Council directors, will be supported by Society staff, and will have no governing body.

Section 2: Purposes. The purposes of the Regional Councils shall be to provide an organized structure for members of the Society

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to enable them to work together and provide input to the Society Board of Directors, through the Membership Advisory Council, to address issues of interest such as best practices, to provide channels of communication on human resource management issues, and to promote the purposes of and membership in the Society.

Section 3: Meetings. Each Regional Council shall hold a minimum of two (2) meetings per year. All meetings of the Regional Council will be facilitated by the Society staff.

Section 4: Reporting to the Society Board of Directors. Each Regional Council will have one (1) representative on the Membership Advisory Council which shall report to the Society Board of Directors on its activities in accordance with procedures set forth by the Chair of the Society Board of Directors.

Article IV: State Councils

Section 1: Number, Structure, and Composition. There shall be one (1) council for each state of the United States and for each other area designated by the Society Board of Directors. Such councils shall be called "State Councils." Each State Council shall be a separate legal entity from the Society. Each State Council shall be exempt from federal and state income tax. The composition of each State Council shall be as set forth in its Bylaws as described in Section 3 below.

Section 2: Purposes. The purposes of State Councils shall be to provide a structure for members to consult together concerning the affairs, activities, needs, and problems of the Society in the state (or area) and to adopt programs which will promote the progress and welfare of the Society as a whole, including, without limitation, the provision of channels of communication between Chapters, State Councils, and Regional Councils, the provision of services to members of the human resource management profession within the state, and the provision of leadership training at the state level.

Section 3: Governing Instruments. The Bylaws of each State Council shall be based upon model Bylaws provided by the Society. Each State Council may make modifications and/or additions to such Bylaws, provided that such modifications or additions shall be filed with the national headquarters and shall not be effective unless and until approved by the President/CEO or his/her designee as being in furtherance of the purposes of the Society and not in conflict with the Society bylaws, who shall notify the State Council of approval or non-approval within forty-five (45) days from receipt of such submission.

Section 4: Corporate Name and Use of Society Name and Logo. The use of "SHRM" or "Society for Human Resource Management" within the name of a State Council shall be made only with the express written approval of the Society President/CEO. Any such consent shall be conditioned on agreement on the part of the State Council to withdraw such term from its name in the event of withdrawal of State Council status under Section 6 below. Use of the words "Society for Human Resource Management" or "SHRM" or use of the Society logo or any logo of or that may be used by the Society may be made by State Councils only by license from the Society.

Section 5: Reporting. Each State Council shall report to the Society President/CEO or his/her designee in accordance with procedures as set forth in a resolution of the Society Board of Directors.

Section 6: Withdrawal of State Council Status. State Council status may be withdrawn by a two-thirds (2/3) vote of the then entire number of voting Society Directors upon finding that the activities of the State Council are inconsistent with or contrary to the best interests of the Society. Prior to withdrawal of such status, a State Council shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the Society Board of Directors with a written response to such a proposal within a thirty (30) day period. After withdrawal of State Council status for a particular state (or area), the Society Board of Directors may cause a new State Council for such area to be created, or, upon an affirmative vote of two-thirds (2/3) of the then entire number of voting Society Directors and the consent of the body which has had State Council status withdrawn, may reconfer State Council status upon such body.

Section 7: Relationships. No State Council shall be deemed to be an agency or instrumentality of the Society or another State Council, nor shall the Society be deemed to be an agency or instrumentality of any State Council. A State Council shall not hold itself out to the public as an agent of the Society without the express written consent of the Society. No State Council shall contract in the name of the Society without the express written consent of the Society.

Article V: Chapter Affiliation

Section 1: Petitions. A human resource management organization or a college student group requesting a charter as a chapter shall submit to the Society President/CEO or his/her designee a written petition for chapter charter on a form provided by the Society. As part of its petition, the petitioning organization shall submit a copy of its Constitution or Bylaws, or other rules adopted for the regulation or management of its affairs, by whatever term designated, which must be in furtherance of the purposes of the Society and which may not be in conflict with the Bylaws of the Society. The President/CEO or his/her designate shall review and investigate each chapter petition, including the submitted Constitution and Bylaws, for chartering and conduct such further examination as required to determine the eligibility for chartering such petitioning organizations.

Section 2: Chapters.

(a) REGULAR. Human resource management organizations may be chartered as affiliated chapters of the Society upon approval of the President/CEO or his/her designate who shall verify that the criteria specified in Section 3(a) below have been met.

(b) STUDENT. College student groups may be chartered as affiliated chapters of the Society upon approval of the President/CEO or his/her designate who shall verify that the criteria specified in Section 3(b) below have been met.

(c) PURPOSES. The purposes of a chapter must be in furtherance of the purposes of the Society, and shall include, but are not limited to:

i. Providing a forum for the personal and professional development of its members.

ii. Providing an opportunity to develop leadership, managerial, public speaking and group decision-making skills.

iii. Providing an arena for the development of trust relationships where common problems can be discussed and deliberated.

iv. Providing an opportunity to focus on current human resource management issues of importance to its members.

v. Providing a focus for legislative attention to state and national human resource management issues.

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vi. Providing valuable information gathering and dissemination channels.

vii. Providing a pool of human resource management leaders for perpetuation of the professional association.

viii. Serving as an important point of introducing human resource management professionals to the national organization.

ix. Serving as a source of new members for the national organization.

x. Serving as part of the two-way channel of communications between the national organization and the individual members.

Section 3: Chapter Membership Requirements.

(a) REGULAR.

i. FOR CHAPTERS CHARTERED ON OR AFTER JANUARY 1, 2004. A chapter which has requested a chapter charter on or after January 1, 2004 shall have at least twenty-five (25) SHRM members and at least fifty-one percent (51%) of its membership enrolled as active members (Professional, General, Associate or Special Expertise) of the Society, subject to any exception which the President/CEO, with the concurrence of the Executive Committee of the Board of Directors may have granted for the first twelve (12) months after being chartered to reduce the minimum membership requirement for a particular organization that is not newly created. In the case of organizations that are not newly created, the President/CEO, with the concurrence of the Executive Committee of the Board of Directors, to help further advance the Society's strategic plan, is empowered to charter a new chapter with at least twenty-five (25) SHRM members but less than fifty-one percent (51%) of its membership enrolled as active members (Professional, General, Associate or Special Expertise) of the Society at the time of its charter as a chapter for a specified period of time (the grace period) after which the aforementioned at least twenty-five (25) SHRM members and at least fifty-one percent (51%) rule will apply. The duration of the period shall be specified on a case-by-case basis by the President/CEO and Executive Committee not to exceed twelve (12) months. At all times, the president of the chapter must be a member of the Society.

ii. FOR CHAPTERS CHARTERED PRIOR TO JANUARY 1, 2004. Until January 1, 2017, the minimum Society membership requirement for chapters which requested a charter prior to January 1, 2004 is at least ten (10) of its members and at least thirty percent (30%) of its active membership. Beginning January 1, 2017, such chapters which requested a charter prior to January 1, 2004 shall be subject to the same membership requirements as are set forth above for chapters which requested a chapter charter on or after January 1, 2004. At all times, the president of the chapter must be a member of the Society.

(b) STUDENT. A college student group requesting a charter shall:

i. Have at least eight (8) national members.

ii. Draw membership from freshman standing and higher.

iii. Draw membership from full-time and part-time students provided they are enrolled in the equivalent of at least six (6) credit hours.

iv. Be from 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.

v. Provide verification of a demonstrated emphasis in human resource management subjects.

vi. Provide verification of the college or university's human resources or related degree program.

vii. Designate a Professional, General or Associate Member as chapter advisor. At the discretion of the student chapter, a co-advisorship may be granted.

viii. Designate a professional chapter, which will serve as the sponsor chapter. In situations where the nearest professional chapter is more than 5o miles from the college or university, an exception may be requested. This request should be submitted in writing to SHRM Student Programs with the charter petition and related affiliation.

ix. Submit the petition through a sponsor regular chapter or directly to the Society President/CEO or his/her designee.

Section 4: Financial Incentive Programs for Chapters. Direct financial incentive payments may be made to chapters based on policies established by the Society.

Section 5: Disaffiliation. The Society may withdraw a charter which has been granted a chapter for actions deemed to be in conflict with purposes of the Society or:

(a) For regular or student chapters, if any of the requirements specified in Article V, Section 3 (above) are not met, the chapter is subject to immediate disaffiliation at the discretion of the Society.

(b) For all regular and student chapters, upon request of the chapter itself. Action to withdraw a charter shall require the approval of the Society President/CEO or his/her designee. Prior to withdrawal of a charter, a chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the Society President/CEO or his/her designee with a written response to such a proposal within a thirty (30) day period.

Section 6: Autonomy. Chapters affiliated with the Society for Human Resource Management shall have autonomy with regard to all phases of the operation of the chapter, subject to its Constitution. Any changes in the Constitution and Bylaws of the chapter must be filed with the national headquarters and shall not be effective unless and until approved by the President/CEO or his/her designee as being in furtherance of the purposes of the Society and not in conflict with the Society bylaws, who shall notify the chapter of approval or non-approval within forty-five (45) days from receipt of such submission.

Section 7: Relationships. Each chapter shall be a separate legal entity from the Society. No chapter shall be deemed to be an agency or instrumentality of the Society or another chapter, nor shall the Society be deemed to be an agency or instrumentality of any chapter.

A chapter shall not hold itself out to the public as an agent of the Society without express written consent of the President/CEO or the Chair of the Society. No chapter shall contract in the name of the Society without the express written consent of the President/CEO or the Chair of the Society..

Section 8: Name and Use of Society Name and Logo. Use of the words "Society for Human Resource Management" or "SHRM" or use of

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the Society logo or any logo of or that may be used by the Society may be made by chapters only by license from the Society.

Article VI: Affiliations

Section 1: World Federation of Personnel Management Associations (WFPMA). The Society is a charter member of WFPMA. The Society maintains an active role in this international organization so as to cultivate and maintain relationships with human resource professionals throughout the world as well as to facilitate the exchange of information necessary for the education of its members.

Section 2: North American Human Resource Management Association (NAHRMA). The Society is a charter member of NAHRMA along with the human resource management associations representing Canada and Mexico. NAHRMA is the North American representative body for human resource management, representing the interests of the human resource management profession in the countries of Canada, Mexico and the United States of America.

Article VII: Meetings of Members

Section 1: Annual Business Meeting. An annual business meeting of the voting membership of the Society shall be held on such date, time and place, within or outside the state of incorporation (Ohio), as the Board of Directors may determine. Failure to hold an annual business meeting shall not work any forfeiture or dissolution of the Society.

Section 2: Special Meetings. Special meetings of the members shall be called by the Chair at any time upon the written request by a majority of the Board or ten percent (10%) of the voting members of the Society. Such meetings shall be held within sixty (60) days of call or receipt of request, and may be convened within or outside the state of incorporation.

Section 3: Notice of Meeting. Notice of the time and place and purpose of each special meeting shall be served by mail, facsimile or electronic mail upon each voting member of the Society not less than thirty (30) nor more than forty-five (45) days before the meeting. Notice of the time and place of the annual business meeting should not be less than thirty (30) days before the meeting. Said notices shall be served by mail, facsimile, or electronic mail to the member's mailing address, fax number or email address as it appears on the books and records of the Society.

Section 4: Quorum and Voting Eligibility. A quorum shall consist of at least one hundred (100) of the members of the Society eligible to vote and who are present at the annual business meeting or a special meeting, or who, in the case of a mail ballot vote, respond by mail ballot. Such quorum may, by majority vote of the voting members present, transact any business stated in the call for the meeting, except as otherwise provided by statute, in the Articles of Incorporation, or elsewhere in the Bylaws. Every Professional, General, Special Expertise, Retired Life, Professional Life, and Past Chair Life Member of the Society in good standing shall be entitled to one (1) vote on each matter of the Society's business to be acted upon at such meetings. The Board of Directors may in its discretion add a proxy provision to the Article IX, Section 1 election mail ballot, which provision would grant each member the option of giving the Chair (or the Chair's designee) the member's proxy to vote on all other matters coming before the annual business meeting as the Chair deems appropriate. In such event, all members who opted to provide such a proxy to the Chair would be deemed to be present at the annual business meeting for quorum and all other purposes; provided that to be valid the proxy must have been completed, signed and returned to the office of the Society no later than thirty (30) days after the mailing of the proxies to the members. The proxies will be held and tabulated in the same manner as are the Article IX, Section 1 election mail ballots.

Section 5: Presiding Officer. At all meetings of the members, the Chair, or if absent, Chair Designate if any, or the Immediate Past Chair shall preside as Chair. In the absence of said officers, the President/CEO shall call the meeting to order and a chair protem shall be elected by a majority of the members present.

Article VIII: Elections and Balloting

Section 1: Mail Balloting Officers and Directors. Mail Balloting Officers and Directors. Elections of officers and Directors shall be conducted by mail ballot in accordance with the procedures outlined below:

(a) No later than ninety (90) days prior to the annual business meeting each year, the Governance Committee shall prepare and submit to the Chair its list of nominees for the offices to be filled, and in the case of each at-large Director nominee, the suggested one (1), two (2) or three (3) year term therefor. The Governance Committee shall list one (1) or more candidates for each office to be filled. The Board of Directors shall approve the nominees or return the unapproved nominees to the Governance Committee for a substitute nomination to be submitted for Board approval.

(b) TThe Board-approved list of nominees in ballot form will be prepared and distributed to all voting members of the Society no later than sixty (60) days prior to the annual business meeting

(c) No provision of these Bylaws shall prevent any member of the Society eligible to vote from casting a write-in vote, on an official ballot, for any eligible member or members of the Society not selected by the Governance Committee.

(d) Completed ballots, to be valid, must be received at the office or computer address of the Society (or at the office or computer address of the third-party election company designated by the Society) no later than thirty (30) days after the mailing of the ballots to members; each ballot shall on its face set forth this thirty (30) day requirement and the appropriate address for return of the ballot.

(e) The completed returned ballots will be held in the hard copy or electronic form in which they are delivered, in secured files of the Society (or of a third-party election company designated by the Society) until the Inspectors of Voting have counted and tallied the ballots (or if a third-party election company has been designated by the Society, then until such Inspectors of Voting have conferred with such third-party election company) to determine the outcome of the balloting. If any irregularities or ambiguities are discovered by the Inspectors of Voting, they shall agree upon the appropriate resolution of such issue, and shall promptly report their proposed resolution of such issue to the Chair of the Society who shall cause the Executive Committee (by affirmative vote of a majority of its members who are not candidates for the elected position which is the subject of the irregularity or ambiguity) to promptly affirm the resolution proposed by the Inspectors of Voting, or to implement a revised solution which in the Executive Committee's opinion is most appropriate. The ballots will be retained in the secured files of the Society (or of the third-party election company designated by the Society) for a period of ninety (90) days following the public announcement of the election results, and shall then be destroyed.

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Section 2: Elections.

(a) VOTES REQUIRED. Each elected officer and elected Director shall be elected on the basis of a plurality of votes cast for that office.

(b) TIE VOTES. In the event a tie occurs during an election, through two (2) or more candidates for the same office receiving the same number of votes, successive balloting shall be conducted between the tied candidates until one (1) candidate receives a plurality.

(c) SUCCESSION TO THE POSITION OF CHAIR. At the expiration of the term of the Chair, the office of Chair shall not be filled by election of the members; rather, the Chair Designate shall automatically become Chair.

Section 3: Inspectors of Voting. At least two (2) Inspectors of Voting shall be appointed from the members to serve during any election or proposal to be considered by member ballot. Such Inspectors shall be appointed by the Board prior to the election or balloting. If the Board fails to make such appointments or if any of the Inspectors shall be unable or unwilling to serve, the Chair of the Society will appoint Inspectors. The Inspectors of Voting will count and tally the ballots (or if the Society has designated a third-party election company, the Inspectors of Voting shall confer with the election company to determine the election results and the lack of any ambiguities or irregularities in the election process) and report the results of the balloting to the Secretary, who will arrange for publicizing the results to the membership.

Section 4: Referendum and Other Mail Balloting. The Board of Directors may submit any matter of the Society's business, whether or not it is required to be acted upon by the voting members, to the voting membership for action by mail ballot. Except in the cases of actions for which law or these Bylaws require a different voting percentage, the affirmative vote of a majority of mail ballots cast shall be necessary to authorize action provided for in the mail ballot, subject to a quorum of members who respond.

Section 5: Different Positions. In the event that the membership of the Society shall authorize, by a change in the Bylaws, the election of new and/or different positions on the Board of Directors, but the membership does not at the time of such authorization fill such positions, a vacancy or vacancies within the meaning of these Bylaws shall be considered to exist and such vacancy or vacancies shall be filled as provided in these Bylaws.

Section 6: Voting Eligibility. Every Professional, General, Special Expertise, Retired Life, Professional Life, and Past Chair Life Member of the Society in good standing shall be entitled to one (1) vote on any matter of the Society's business to be acted upon by vote of the membership.

Article IX: Board of Directors

Section 1: Number. The Board of Directors shall be composed of not fewer than eleven (11) nor more than sixteen (16) voting Directors, one of which shall be the President/CEO as an ex ¬officio voting Director. The President/CEO shall not vote on matters concerning the President/CEO; and may be excused from a Board of Directors meeting by the Chair where matters ¬concerning the President/CEO are being considered. The elected Directors shall consist of the following: the Chair and nine (9) to thirteen (13) at-large Board members, and in the second year of the term of each Chair, the Chair Designate. The Board of Directors shall determine prospectively the number of at-large Board members to be elected each year so that the total number of at-large Board members shall be from nine (9) to thirteen (13). The Past Chair shall be a voting member of the Board by virtue of the position for the first year immediately following his/her term as Chair and, in the second year of the term of each Chair, the Chair Designate shall be an elected voting Director. A minimum of two-thirds (2/3) of the voting Directors must be Professional Members or Past Chair Life Members.

Section 2: Qualification. All candidates for election at large to the Board of Directors must be qualified Professional, Special Expertise, or Past Chair Life Members of the Society in good standing at the time of the nomination or appointment. In the event that the basis on which a Director was originally determined to be eligible for Professional or Special Expertise membership is changed after election or during term of office, or if individual circumstances are deemed by the Board to seriously limit the participation of a Board member in the affairs of the Society, such change or individual circumstances may be considered by the Board cause for disqualification as a Director. A two-thirds (2/3) vote of the then entire number of voting Directors may remove a disqualified Director.

Section 3: Election — Term of Office. All Directors elected shall be chosen as provided in Article VIII of these Bylaws. Each such elected Director shall assume office on January 1 of the year next following election and shall hold office for the one (1), two (2), or three (3) year term to which elected, except that the term for Chair shall be two (2) years and the term for the Chair Designate shall be one (1) year. The Past Chair shall serve as a voting member of the Board for a one (1) year term immediately following such service as Chair. Upon the completion of such one (1) year service, the Immediate Past Chair shall roll off the Board. Elected Directors may not be elected for a term which when completed would cause them to have served more than six (6) years as a director since and including 2002; provided that service on the Board as Chair, Past Chair, or Chair Designate will not be counted toward such six-year limit. It is desirable that the terms of at-large Directors shall be staggered as nearly as is practical so that all at-large Directors are not serving concurrent terms; and the Governance Committee and Board should give this factor considerable weight in establishing one (1), two (2), or three (3) year terms for at–large Directors; however the achievement of equal ¬staggered terms is not the only consideration in establishing the terms of at-large Directors and is not mandatory.

Section 4: Vacancies. Any vacancy in the Board shall be filled for the unexpired term (or in the case of at-large Directors, for a one (1), two (2), or three (3) year term, but not to exceed the unexpired term, as determined by the Board upon recommendation of the Governance Committee) by nomination of the Governance Committee and vote of a majority of the entire number of the remaining voting Board members, except for vacancies in Chair, Past Chair, or Chair Designate. In this instance, and this instance only, the Board may vote by mail, facsimile, or other telecommunication methods. If the Board has chosen not to have had elected the full allowed number of thirteen (13) at-large Directors, such position(s) may be filled in the same manner as though it were a vacancy.

(a) A vacancy in the office of the Chair shall be filled by the Chair Designate who shall serve as Chair for the balance of that term and the following two-year term. If there is no sitting or elected Chair Designate at the time of the vacancy in the Chair, the Governance Committee shall nominate for approval by the Board of Directors a director to serve as Chair until December 31 following the next general election, and at such next general

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election a Chair shall be elected. A vacancy in the office of Past Chair shall remain vacant until filled by the then Chair at the conclusion of his/her term as Chair. A vacancy in the office of Chair Designate shall remain vacant until the next general election when a Chair Designate would normally be elected.

(b) Notwithstanding the above, in the event that all Directors have vacated their office through death, resignation or removal, and there are no Directors then in office, a replacement Board of Directors shall be appointed in the following manner:

i. An Interim Board of Directors consisting of thirteen (13) Directors shall be appointed with all due speed to serve until the January 1 following the next regularly scheduled mail ballot for Directors. Said Interim Board of Directors shall be appointed/elected by majority vote of all members of the five (5) Regional Councils, consisting of their respective current State Council Directors, in the following manner:

(aa) Any individual who at such time is a Director-Elect shall be appointed to serve as an Interim Director effective immediately (and said individual shall continue to serve as a Director through the end of the term for which he or she has already been elected). If such individual has been elected to the Board as Chair or Chair-Designate, such appointment as interim Director shall also include appointment as Chair or Chair-Designate respectively effective immediately (and said individual shall continue to serve in such office through the term for which he or she has already been elected); and

(bb) An additional number of individuals which will bring the total interim Board of Directors to thirteen (13) shall be elected to serve until January 1 following the next regularly scheduled mail ballot for Directors. To the extent that a Chair or Chair-Designate has not been appointed under subsection (aa) immediately above, then the election of interim Directors under this subsection (bb) shall include an election of Chair or Chair-Designate respectively to serve a term until January 1 following the next regularly scheduled mail ballot for Directors.

(cc) The three most senior SHRM staff persons shall work with the members of the Regional Council in the situation covered by this Section 4(b)(i) to implement such an appointment/election of the Interim Board of Directors by the members of the Regional Council as soon as is feasible.

ii. Such Interim Board of Directors shall have all authority of a regular Board of Directors under these bylaws and Ohio law.

iii. The next regularly scheduled mail ballot for Directors shall elect a full regular Board of Directors, including a Chair (if the then current Chair's term will be expiring), said Board of Directors to be not less than eleven (11) nor more than fifteen (15) as determined by the Interim Board of Directors. The terms of the Directors elected in such mail ballot under this subsection (iii) shall be staggered so that the number of Directors elected to one, two and three year terms shall be equal as nearly as is practical.

Section 5: Board Meetings. The Board shall meet at least three (3) times each year. The first meeting of the Board shall be no later than April 1.

Section 6: Special Meetings. Special meetings of the Board may be called by the Chair. A special meeting shall be called upon the written request of any four (4) members of the Board.

Section 7: Notice of Meetings. Written notice of each Board meeting shall be given or mailed to each Director at least fifteen (15) days before such meeting.

Section 8: Quorum. A majority of the existing Board membership shall constitute a quorum for the transaction of business. The act of a majority of the then entire number of voting Directors shall be the act of the Board, unless a greater number is required by statute, the Articles of Incorporation or elsewhere in the Bylaws.

Section 9: Presiding Officer. At all meetings of the Board, the Chair, or if absent, the Chair Designate if any, or the Immediate Past Chair shall preside as Chair. In the absence of these three (3) officers, the President/CEO shall preside.

Section 10: Powers and Duties.

(a) The President/CEO shall manage and control the property, business and affairs of the Society, subject to Board of Directors' oversight, control and direction, and the Board of Directors or the President/CEO shall exercise all powers of the Society not reserved to the members by statute or by the Bylaws or the Articles of Incorporation.

(b) The SHRM Board of Directors is the ultimate governing body of the Society. The Board is also responsible for approving the policies of the Society. More specifically, and without limitation, the Board performs the following functions:

i. Approves an annual strategic plan, as presented by the President/CEO, and monitors its implementation;

ii. Sets policies which it determines to be consistent with the Society's vision, mission and key objectives;

iii. Takes appropriate action to invest, preserve, expand and utilize the reserves of the Society consistent with the strategic plan;

iv. Approves an annual budget and operating plan that is aligned with the approved strategic plan and designed to further what it determines to be the Society's objectives and monitors the success or failure of planned objectives;

v. Establishes the Society's Bylaws and amends them from time to time as appropriate in accordance with Article XIV of these Bylaws;

vi. Further defines the Society's volunteer organizational structure and sets forth terms and conditions of affiliation for its regions, State Councils, and chapters consistent with the Bylaws;

vii. Ensures that the Society adopt and implement a succession plan for its volunteer leaders that will provide for a diverse, competent, dynamic and committed pool of members which can be considered for positions as openings arise at all levels of the organization;

viii. Selects the Society's President/CEO, sets terms and conditions of employment, evaluates his/her performance and makes plans for succession;

ix. Reviews and approves any operational item in excess of seven hundred and fifty thousand dollars ($750,000) which is outside the budget or which it determines will have a pronounced and long-term impact on the Society, such as the Society's location and physical plant; and

x. Participates in state and chapter initiatives as appropriate and approves the Society's affiliations with other organizations and the terms for such affiliation.

(c) The Board may act as a whole in fulfilling its responsibilities or refer matters to standing or ad hoc

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committees. Committees shall be subject to the control and direction of the Board; and the Board shall hold all committees responsible for specified outcomes.

(d) The Board, in reaching decisions, will make good-faith efforts to ensure that appropriate information, available at the time and relevant to a matter, is considered. All Board members should feel free to volunteer any information and/or raise any question in furtherance of this objective in a climate of professionalism with due respect for opposing views. Board decisions, once made, are, however, decisions of the Board and all Board members are expected to accept those decisions and be supportive of them.

Section 11: Removal of Directors and Officers. Any Director or officer other than the President/CEO may be removed from office, with or without cause, upon an affirmative vote of two-thirds (2/3) of the then entire number of voting Directors taken at a duly constituted Board of Directors meeting. The President/CEO may be removed by majority vote of the then entire number of voting Directors, subject to any contract, if any, between the Society and the President/CEO.

Article X: Officers

Section 1: Number. The six (6) designated officers of the Society are: Chair, Secretary, Treasurer, President/CEO, and, every other year, a Chair Designate or the Immediate Past Chair. The Immediate Past Chair shall serve as an officer of the Society by virtue of the position.

(a) ELECTED OFFICERS. The elected officers of the Society are the Chair, and, every other year, the Chair Designate.

(b) NON-ELECTED OFFICERS. Officers of the Society who are not elected are the President/CEO; Immediate Past Chair; and, such other non-elected officers specifically designated by the President/CEO or the Board of Directors, including without limitation a Secretary who shall be a staff person not on the Board of Directors and a Treasurer who shall be a staff person not on the Board of Directors.

Section 2: Election Term of Office. All elected officers shall be chosen as provided in Article VIII of these Bylaws. Each officer shall assume office on January 1 of the next year following election for a term or terms as specified in Article IX, Section 3, or until death, resignation or removal.

Section 3. Qualification. All candidates for office must be qualified Professional, Special Expertise or Past Chair Life Members of the Society in good standing at the time of nomination or appointment. In the event that the basis on which an officer was originally determined to be eligible for Professional or Special Expertise Membership is changed after his/her election, or during his/her term of office, such change may be considered by the Board cause for disqualification as an officer. A two-thirds (2/3) vote of the then entire Board may remove a disqualified officer.

Article XI: Duties of Officers

Section 1: Chair. The Chair shall serve as the presiding ¬officer at meetings of the members and of the Board; and shall be an ex officio voting member of the Executive Committee and of the Governance Committee, and shall have the right to attend, without vote, any meetings of the Audit Committee and/or of the Compensation/Organization Committees of the Board.

Section 2: Chair Designate. The Chair Designate shall perform the duties of the Chair during the Chair's absence or temporary disability; in the event of the Chair's death, resignation or inability to serve, shall become Chair of the Society for the balance of the unexpired term and the following full term of office; shall represent the Chair at the Chair's request and assist in carrying out the objectives of the Society. The Chair Designate shall have such other powers and perform such other duties as the Board or the Chair may determine.

Section 3: Immediate Past Chair. The Past Chair shall serve as a member of the Board of Directors for a period of one year, immediately following such year of service as Chair and shall provide counsel and assistance to the Chair and perform special assignments and such other duties as the Chair may authorize and determine.

Section 4: Secretary. The Secretary shall be responsible for the preparation of a record of the proceedings of all meetings of the Board and of any other business meeting of the Society.

Section 5: Treasurer. The Treasurer shall be responsible for the financial affairs of the Society, subject to ultimate oversight and authority of the Audit Committee and the Board of Directors. This responsibility shall include the preparation, interpretation and dissemination of periodic financial reports to the Board, and shall also perform such other duties as the President/CEO or Chair may determine.

Section 6: President/CEO. The President/CEO shall be the chief executive officer of the Society; and shall (a) be appointed by the Board and serve at its pleasure; (b) be an ex officio, voting member of the Board and of the Governance and Executive Committees of the Board; and (c) have general charge and supervision of the affairs and business of the Society, subject to Board of Directors' oversight, control and direction. Each year, the President/CEO shall submit a written report to the members summarizing the activities and accomplishments of the Society during the previous fiscal year. The President/CEO shall report to the Board through the Chair.

Section 7: Delegation of Authority. In the case of the absence of any officer of the Society, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officers to any other officer or to any Director.

Section 8: Special Corporate Acts. All deeds, mortgages, leases, and all other written contracts and agreements to which the Society, as authorized by the Board, shall be a party, upon authorization by the Board of Directors or in accordance with budgets or procedures approved by the Board, shall be executed in its name by Board officers or others authorized by the Board of Directors.

Article XII: Committees and Panels

Section 1: Standing Committees. There shall be the following standing committees, each having at least three (3) Board members, with the members (except in the case of the Executive Committee) and chairs of each committee appointed by the Chair and with each expressly authorized by and responsible to the Board, having duties stated below:

(a) GOVERNANCE COMMITTEE. The Governance Committee shall be composed of members, including the Chair of the Society, appointed by the Chair, plus the President/CEO as an ex officio voting member. It shall identify candidates for all national offices and submit the names of the candidates to the

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Chair for Board approval, who shall in turn direct that ballots be prepared and distributed to the voting members in accordance with Article VIII, Section 1(b).

(b) AUDIT COMMITTEE. The Audit Committee shall be composed of members of the Board of Directors. All of the Committee members including the Committee Chair shall be appointed by the Chair and shall have no relationship to the Society that may interfere with the exercise of their independence from management. The Committee shall provide assistance to the Board of Directors in fulfilling its fiduciary responsibilities relating to financial policy and reporting practices. It shall meet on the call of the Chair or its chair.

(c) COMPENSATION/ORGANIZATION COMMITTEE. The Compensation/Organization Committee shall be composed of members of the Board of Directors. All of the Committee members and the Chair of the Committee shall be appointed by the Chair and have no relationship to the Society that may interfere with the exercise of their independence from management. The Chair of the Committee shall report to the Board of Directors annually, or as necessary, on the Committee's activities and proceedings. The Committee shall assist the Board of Directors in fulfilling its responsibility of ensuring the presence of a competitive compensation philosophy and guidelines for the entire executive and senior managerial group and other staff, including overseeing the planning for development and succession of senior management. The Committee shall also be responsible for reviewing any health, retirement, incentive compensation, or other personnel plans of the organization.

(d) EXECUTIVE COMMITTEE. The Executive Committee shall be composed of the Past Chair, if any, the Chair, and the respective Chairs of the Governance, Audit and Compensation/Organization Committees of the Board, and in years where there is no Past Chair then the Chair Designate. The President/CEO shall be an ex officio voting member. The Executive Committee shall have the authority to act on behalf of the Board of Directors in between meetings of the Board, except that the Executive Committee shall not have the authority to take action on any matter for which the Articles of Incorporation, Bylaws or Ohio law require a greater vote of Directors than a majority of the then entire number of voting Directors. The Executive Committee shall make a written report to the Board of Directors at each Directors' meeting concerning all acts taken by the Executive Committee on behalf of the Board of Directors since the previous Board of Directors' meeting.

Section 2: Special Expertise Panels of the Corporation. Panels of the corporation to provide functional, subject matter expertise, and service shall be established as designated by the President/CEO upon consultation with the Chair, shall perform such other duties as the President/CEO may determine, and may be dissolved by the President/CEO upon consultation with the Chair. Members of Special Expertise Panels shall be appointed by the President/CEO or his/her designee upon recommendation of a Panel Selection Committee composed of volunteers and staff appointed by the President/CEO or his/her designee. Panel members are appointed for a one (1) or two (2) year term, subject to term limits established by the President/CEO or his/her designee. A panel member may be removed from a panel by the President/CEO or his/her designee, based upon the recommendation of the Panel Selection Committee, if in the sole discretion of the President/CEO or his/her designee it will be in the best interest of the Panel to remove such a member. The President/CEO or his/her designee shall be responsible for directing and coordinating the Special Expertise Panels established by the Board.

Section 3: Other Committees. In addition to the committees mentioned in Section 1 of this Article other committees may be appointed by the Chair subject to such conditions or limitations as may be specified by the Board.

Article XIII: Parliamentary Procedure

Meetings of the voting members, Board of Directors and Committees of the Society shall be governed by the rules contained in Robert's Rules of Order (Newly Revised) in all cases to which they are applicable and in which they are consistent with statute, the Articles of Incorporation or the Bylaws of the Society.

Article XIV: Bylaw Changes

Section 1. Methods. The method named in Section 4 of this Article shall be used to change the Bylaws of the Society, unless the Board of Directors determines that in a particular situation the method in Section 2 or 3 of this Article shall be used..

Section 2.

(a) The Bylaws may be amended by a mail ballot of voting members.

(b) Such mail ballots shall be circulated for return within thirty (30) days following distribution, and shall specify the effective date of the change, if approved..

(c) An amendment to the Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of mail ballots cast.

Section 3.

(a) The Bylaws may be amended by a two-thirds (2/3) vote of the voting members present at a duly constituted general meeting provided such proposed amendment is circulated in writing at least ten (10) days prior to such meeting of the members.

(b) Unless otherwise specified all such amendments shall become effective on the date of the vote.

Section 4.

(a) The Bylaws may be amended by a two-thirds (2/3) vote of the Directors present at a duly constituted meeting of the Board of Directors, provided at least a majority of the then entire number of voting Directors vote in the affirmative, and provided such proposed amendment is circulated in writing at least five (5) days prior to such meeting of the Board.

(b) Unless otherwise specified all such amendments shall become effective on the date of the vote.

Article XV: Terms Used

Section 1: Gender. As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plural shall be substituted for the singular number in any place wherein the context may require such substitution or substitutions.

Article XVI: Records

Section 1: Confidentiality. The Board of Directors may declare any meeting minutes, or portion thereof, or any other corporate records as confidential and not reviewable by the public or members upon a finding that it is in the best interests of the Society to do so. The Board shall exercise this power, if at all, judiciously.

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