

## **HRPS Bylaws**

### **AMENDED AND RESTATED<sup>1</sup> BY-LAWS OF HR PEOPLE AND STRATEGY, INC.**

#### **ARTICLE I – GENERAL**

**SECTION 1. Name.** The name of this corporation shall be HR People and Strategy, Inc. It is sometimes hereinafter referred to as “HRPS” or the “Association.”

**SECTION 2. By-laws.** These By-laws shall be deemed to be the By-laws of the corporation as defined in Section 102(2) of the Not-for-Profit Corporation Law of the State of New York.

#### **ARTICLE II – PURPOSES**

**SECTION 1. Purposes.** HR People and Strategy is committed to enhancing organizational performance by creating a global network and learning community of strategic human resources and business leaders who operate as partners in applying leading edge HR management practices within their organizations. To this end, the Association sponsors a number of educational, research and knowledge management activities considered vital to the needs of its professional members. These activities are publications, research, professional development, and the annual conference. The Board of Directors may approve other activities deemed necessary to fulfill the purposes of HRPS.

**SECTION 2. Internal Revenue Code Compliance.** Notwithstanding any other provision of these Articles, the Association is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder, member or individual, as specified in Section 501(c)(3) of the United States Internal Revenue Code, and will not carry on any activities not permitted to be carried on by an association exempt from Federal income tax under Section 501(c)(3) of the United States Internal Revenue Code.

#### **ARTICLE III – MEMBERSHIP**

**SECTION 1. Individual Membership.** All persons active or interested in strategic human resource management practices are eligible for individual membership. The Association does not discriminate by race, color, religion, sex, national origin, age, disability, sexual preference, or any other characteristic protected by law.

**SECTION 2. Special Membership Section – Pursuant to Section 703 of the New York Not-For-**

Profit Corporation Law there shall be a Special Membership Section of the Association (hereafter referred to as the “HRPS Special Membership Section – SHRM BD”). All individuals who at the time are members of the Society for Human Resource Management (“SHRM”) Board of Directors shall be ex officio voting members of this HRPS Special Membership Section – SHRM BD.

SECTION 3. Organizational Membership. Organizational membership is open to appropriate organizations to further the purpose of HRPS (Article II). The Board of Directors may authorize any organizational member to designate a number of persons (such number to be determined by the Board of Directors) to be individual members of the Association.

SECTION 4. Application for Membership. Membership is obtained through application made in the form and manner prescribed by the Board of Directors, and admission is subject to the approval of the Board of Directors. Every member shall pay the annual dues specified by the Board of Directors for that class of member. The Board of Directors may create new classes of members and change the designations and characteristics of any class and the qualifications and rights of, and limitations, upon, the members of each class.

SECTION 5. Property Rights. No member shall have any right, title, or interest in any of the property or assets, including any earnings or investment income of the Association, nor shall any of such property or assets be distributed to any member on its dissolution or winding up.

SECTION 6. Liability of Members. No member of this Association shall be personally liable for any of its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

SECTION 7. Non-Transferability and Termination. Membership in this Association is nontransferable, except that an organizational member may change at any time the persons whom it designates to be individual members. Membership shall terminate on the resignation or death of an individual member, on the dissolution of an organizational member, or on a member's failure to pay the dues required in these By-laws within thirty days of the due date. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

SECTION 8. Annual Meeting. An annual meeting of members shall be held in connection with the annual conference of the Association or at such other day and time as the Board of Directors may designate from time to time by resolution.

SECTION 9. Special Meetings. Special meetings of members may be called by the Chairperson, the Board of Directors, or not less than one-twentieth of such members as may be qualified to vote.

SECTION 10. Place of Meeting. The Board of Directors may designate any place, either

within or without New York State, as the place of meeting for any annual or special meeting of members. If no designation is made, the place of meeting shall be at the office of the Association in New York County.

SECTION 11. Notice of Meetings. Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered personally or by mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the Chairperson of the Board of Directors, the Secretary, or such officers or persons as are calling the meeting. In the case of special meetings, or when required by these By-laws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice. If sent by mail, a notice of meeting shall be deemed delivered when deposited in the United States mail, postage prepaid, addressed to the member at the member's address as it appears on the records of the Association at the time of mailing. Whenever HRPS has more than five hundred members, the notice may be served by publication, in lieu of mailing, in a newspaper published in the county in the state in which the principal office of the Association is located, once a week for three successive weeks next preceding the date of the meeting. Notice of meetings of members may also be provided by such electronic means, including email, if and to the fullest extent permitted by applicable law.

SECTION 12. Quorum. Members present in person or by proxy holding ten per cent (10%) of the total votes which may be cast at any meeting, but not less than one hundred (100) votes shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of those present may adjourn the meeting from time to time without further notice.

SECTION 13. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by the member's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from its date of execution unless otherwise provided in the proxy.

SECTION 14. Voting by Mail. Where directors or officers are to be elected by members, such election may be conducted by mail in such manner as the Board of Directors shall determine.

SECTION 15. Voting Rights. Each individual member, including the individual members designated by organizational members and members of the HRPS Special Membership Section-SHRM BD, shall be entitled to one vote. Organizational members shall not otherwise be entitled to vote. Notwithstanding the above, where these bylaws expressly provide that the members of HRPS Special Membership Section-SHRM BD shall vote on a particular matter, then only those members of the HRPS Special Membership Section-SHRM BD shall have the right to vote on such matter.

#### ARTICLE IV – Board of Directors

SECTION 1. Directors. The Association shall be governed by a Board of Directors,

which has authority and is responsible for the governance of the Association. The Board shall establish Association policy and monitor implementation of policy by the Association's employed staff, under the direction of the President/Chief Executive Officer.

SECTION 2. Composition of the Board. The Board of Directors of the Association shall consist of not fewer than 12 nor more than 16 voting members of the Association, including the SHRM President/CEO who shall be an ex officio voting member of the HRPS Board of Directors. The 12-15 non-ex officio HRPS Directors shall be selected and appointed by the HRPS Board of Directors from the Association's regular membership, provided that the selection/ appointment of a director shall not be effective unless and until approved in writing by majority vote of all members of the HRPS Special Membership Section – SHRM BD. The Board of Directors shall be comprised of members of the Association representing, to the greatest extent practicable, all constituencies of the Association's membership. If elected and willing to serve, the immediate former Chairperson and Treasurer shall be ex officio, non-voting members of the Board of Directors for a period of one year after the expiration of their term of office. Members of the Board of Directors and the Executive Committee shall receive no compensation for their service as such except that the Board of Directors may authorize reimbursement of their reasonable costs of attending meetings and discharging their other duties, consistent with Association policy.

SECTION 3. – Election and Term of Office. At each annual meeting of the Board of Directors of the Association, a vote shall be held to select and appoint one class of the Board of Directors, in accordance with Article IV, Section 2 above, with each class comprised of approximately one-quarter of the total number of directors then serving, and serving for a staggered term of four years. There shall not be any limitation on the number of terms that a director may serve on the Board. The Board of Directors shall be divided into four classes for the purpose of staggering the terms of office of the directors, with approximately one-quarter of the full Board being elected annually. All classes shall be as nearly equal in number as possible. The terms of office of the directors shall be staggered such that the first class of directors shall have terms that expire at the next annual meeting of members, the second class of directors shall have terms that expire at the second succeeding annual meeting, the third class of members shall have terms that expire at the third succeeding annual meeting, and the fourth class of directors shall have terms that expire at the fourth succeeding annual meeting.

SECTION 4. Vacancies. If a vacancy occurs on the Board for any reason, the position may be filled for the unexpired portion of the term by the Board of Directors in accordance with Article IV, Section 2 above. If the HRPS Board has selected/appointed three persons for the same vacant position on the Board and all three have not been approved under Article IV, Section 2 above, then in such instance, the members of the HRPS Special Membership Section – SHRM BD may by majority vote elect any person to that vacant position of Director whom they in their discretion determine would best serve as a Director (provided that such person is eligible to serve as a Director). Notwithstanding anything to the contrary herein, in the event that at any point in time there are less than three directors on the HRPS Board of Directors, the

members of the HRPS Special Membership Section – SHRM BD shall have the authority to elect, by majority vote, immediately that number of persons to be Directors as will cause the HRPS Board of Directors to have three directors.

SECTION 5. Meetings. The Board of Directors shall meet at least annually at whatever time and place it selects. The presence of a majority of the directors then elected, participating in the meeting in person or by conference call or by other electronic methods allowing such members to hear each other at the same time, constitutes a quorum for the transaction of business. A majority of the votes cast at a duly called meeting at which a quorum is present shall be required to take action. Any action required or permitted to be taken by the Board of Directors or any committee may be taken without a meeting if all members of the board or committee who are eligible to vote consent in writing to the adoption of a resolution authorizing the action.

SECTION 6. Removal of Directors. HRPS Directors may be removed by a two-thirds vote of the entire HRPS Special Membership Section – SHRM BD upon recommendation of the HRPS Board of Directors or upon a finding within the HRPS Special Membership Section – SHRM BD’s discretion that such removal is in the best interests of HRPS. For purposes of the New York Not-For-Profit Corporation Law, where the HRPS Special Membership Section – SHRM BD has approved an HRPS Director under this Article IV, it shall be deemed to have “elected” that Director.

SECTION 7. Delegation. Any duty of the Board of Directors may be delegated to the Executive Committee or any other committee of the Board of Directors or, if appropriate, to operational committees, officers or staff members.

SECTION 8. Compensation. Directors do not receive compensation for their services, except that the Board of Directors may authorize reimbursement of their reasonable costs of attending meetings and discharging their other duties, consistent with Association policy.

## ARTICLE V – Officers

SECTION 1. Officers. The officers of the Association shall include a Chairperson of the Board, a Vice Chairperson of the Board, a Treasurer and a Secretary. The Board of Directors may appoint other officers from time to time as they may deem desirable to maintain the normal functions of the Association, including the President and Chief Executive Officer (hereinafter sometimes referred to as the “CEO”). The Chairperson, Vice Chairperson, Secretary and Treasurer shall receive no compensation for their service as such, but may be reimbursed for expenses incurred in performing their duties in accordance with an established expense reimbursement policy.

SECTION 2. Qualifications. Officers must be members of the Association who are then serving as directors of the Association. No person may hold more than one office at the same time. Officers may serve consecutive terms, with a two term limit.

SECTION 3. Election and Term of Office. Officers shall be elected annually by the Board of Directors at the annual meeting of the Association's Board of Directors. Officers shall be elected to serve for a one-year term, with a two-term limit.

SECTION 4. Duties. The Officers of the Association shall perform such duties as are usual to their positions and as are assigned to them by the Board of Directors. In addition, the following officer positions shall have the following duties and responsibilities.

Chairperson - The Chairperson of the Board of Directors shall be responsible for the conduct of the affairs of HRPS under the supervision of the Board of Directors, in a manner designed to fulfill the Association's purpose, and consistent with the provisions of these By-Laws, the Certificate of Incorporation and the policies and procedures adopted and approved from time to time by the Board of Directors. The Chairperson shall report on the status and performance of HRPS to the membership on at least an annual basis.

Vice Chairperson – The Vice Chairperson shall be the Chair-elect of the Board of Directors and shall serve to preside over the Board of Directors in the absence of the Chairperson.

Treasurer – The Treasurer shall serve as the chief financial officer of the Association and shall be responsible for the finances and financial affairs of the Association. The Treasurer or authorized designees shall perform all duties generally incidental to the office of treasurer and such other duties as may from time to time be assigned to the Treasurer by the Chairperson or by the Board of Directors.

Secretary - The Secretary shall be the Secretary to the Board of Directors and to the Executive Committee and shall keep the minutes of meetings of members and of the Board of Directors and the Executive Committee, in one or more books provided for that purpose. The Secretary or authorized designees shall also perform such other duties as may from time to time be assigned to the Secretary by the Chairperson or the Board of Directors.

SECTION 5. Vacancies. If a vacancy occurs in any officer position, the position may be filled for the unexpired portion of the remaining term by the Board of Directors.

SECTION 6. Removal. Any officer may be removed from office for any reason, with or without cause, by a vote of two-thirds of the then elected members of the Board of Directors.

## ARTICLE VI – Board and Operating Committees

Section 1. Board Committees – The Board, by resolution adopted by a majority of the entire Board, shall designate annually from among its members three or more directors to serve on an Executive Committee, a Finance and Audit Committee, and a

Nominating/Governance Committee. The Executive Committee, the Finance and Audit Committee and the Nominating/Governance Committee shall constitute the standing Board committees. The Board may also designate, from time to time, additional Board committees, each of which shall consist of three or more directors.

Section 2. Committee Authority - Each Board committee shall have all of the authority of the Board, except that no committee shall have authority as to the following matters:

- (1) the submission to members of any action requiring members' approval under these By-Laws or applicable New York law;
- (2) the filling of vacancies in the Board of Directors or on any Board committee;
- (3) the fixing of compensation of the directors for serving on the Board or on any committee;
- (4) the amendment or repeal of these By-Laws or the adoption of new By-Laws;
- (5) the amendment or repeal of any resolution of the Board which by its terms is not amendable or repealable.

Section 3. Election and Term of Office. Members of the Board committees shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Committee members shall be elected to serve for one-year terms, without a term limit. In addition, the SHRM President/CEO shall be an ex officio voting member of the HRPS Nominating/Governance Committee.

Section 4. Special Committees. The Board may also designate one or more special or ad hoc committees of the Board as they may deem desirable. The members of special Board committees shall be directors of the Association and shall be appointed by the Chairperson of the Board, with the consent of the Board of Directors. Special committees shall have only the powers specifically delegated to them by the Board and in no case shall have powers which are not authorized for standing Board committees under Section 2 of this Article VI. Each committee of the Board serves at the pleasure of the Board.

Section 5. Executive Committee. The Executive Committee will consist of the officers of the Association and the immediate past Chairperson of the Board. The Executive Committee has full authority to act for the Board of Directors, and will act in the place of the Board of Directors when the Board of Directors is not in session.

Section 6. Finance and Audit Committee. The Finance and Audit Committee is responsible for overseeing the finances of the Association. The CEO is not a member of the Finance and Audit Committee, but may advise and consult with the Committee. The Finance and Audit Committee is responsible for ensuring accurate financial controls, the development of an annual budget, monitoring and accountability of funds, engaging or discharging the financial auditors of the Association and for conducting an annual audit.

The Treasurer shall be the Chairperson of the Finance and Audit Committee. The Finance and Audit Committee shall have the further specific duties and responsibilities as may be assigned to it from time to time by the Board of Directors of HRPS.

Section 7. Nominating/Governance Committee. The Nominating/Governance Committee is responsible for identifying and vetting potential new directors of the Association and for the overall governance structure and administrative processes in place pursuant to which HRPS is governed. The Nominating/Governance Committee shall have the further specific duties and responsibilities as may be assigned to it from time to time by the Board

of Directors of HRPS.

Section 8. Additional Policies. The Board of Directors may establish policies and procedures, consistent with the terms of these By-Laws, to govern the operations of the Board committees.

Section 9. Operating Committees – In addition to the standing and special Board committees that the Board may establish from time to time, the Board also may establish Operating Committees of the Association. The Operating Committees, if any are established, shall be accountable to the CEO and the Board of the Association and shall have such duties and responsibilities as may be determined by the Board and the CEO. The members of the Operating Committees must be members of the Association, but need not be members of the Board of Directors. The Board has specific authority to determine the number of members of each operational committee, the length of terms of office for members of each operational committee, and the additional qualifications, if any, that members must have to serve on operational committees. In addition, the Board shall determine the responsibilities of each operating committee so appointed.

#### ARTICLE VIII – ADMINISTRATION

SECTION 1. Staff Support; CEO. The Board of Directors of HRPS may retain the services of full-time professional and/or part-time support for the administration and functioning of the Association. Such services may include retaining a full-time President and Chief Executive Officer (CEO) designated to implement the directives, decisions and policies of the Executive Committee and Board of Directors. The CEO shall report to the Executive Committee on major items pertaining to the above or other priorities during the periods between full Board meetings.

SECTION 2. CEO's Duties. The CEO shall report to the Chairperson and shall have responsibility for the day-to-day operation of the Association's affairs. The CEO is accountable to the Chairperson on all matters.

#### ARTICLE IX – ANNUAL REPORT

The CEO and the Treasurer, along with the Board Chair, shall prepare an annual report to the membership on the status of the Association's activities and finances.

#### ARTICLE X – AFFILIATIONS AND ASSOCIATIONS

SECTION 1. Affiliates. The Executive Committee may designate HRPS affiliates.

SECTION 2. Other Associations. The Board of Directors may approve special associations and partnerships with other organizations which may serve to benefit the purpose of the Association laid down in Article II, Section 1.

#### ARTICLE XI – INCORPORATION

The Association was incorporated as a not-for-profit corporation under section 102 of the Not-for-Profit Corporation Law of New York on September 19, 1979.

## ARTICLE XII – AMENDMENTS

SECTION 1. Amendments. Amendments to these By-laws shall be by a majority vote of a quorum of the voting members of the Board of Directors; provided that any amendment which in any way affects the selection and appointment, approval/election, removal, or replacement of Directors, or other voting rights of the HRPS Special Membership Section – SHRM BD, or the ex officio voting status of the SHRM President/CEO on the HRPS Board of Directors and the Nominating/Governance Committee shall not be effective unless approved by a majority vote of the entire HRPS Special Membership Section – SHRM BD.

SECTION 2. Amendments to these By-laws may be proposed by any member of the Board of Directors or by any HRPS member whose petition is signed by ten percent of the HRPS membership.

SECTION 3. Dissolution. Upon the dissolution of the Association, the officers shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the officers shall determine.

SECTION 4. Date of Amendment. These By-laws were last amended on Sept 1, 2013.

## ARTICLE XIII – INDEMNIFICATION

If a director or officer of the Association is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her duties for or on behalf of the Association, then, to the full extent permitted by law, the Association, upon affirmative vote of the Board of Directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

- (1) Advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding; and
- (2) Indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause (1) of this paragraph.