

**CHARLOTTESVILLE SOCIETY FOR HUMAN
RESOURCE MANAGEMENT, INC.**

BYLAWS

As Amended And Restated [September 11, 2012]

ARTICLE I

NAME, AFFILIATION, MISSION, AND ETHICS

1.1 Name. The name of the corporation is the Charlottesville Society for Human Resource Management (the "Corporation"). The Corporation may refer to itself as "Charlottesville SHRM".

1.2 Affiliation. The Corporation is affiliated with, but is distinguishable from, the Society for Human Resource Management ("SHRM"). The Corporation is considered an affiliated chapter of SHRM but is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Corporation. The Corporation shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Corporation shall not contract in the name of SHRM without the express written consent of SHRM.

1.3 Mission. The mission of the Corporation is to serve as a recognized resource and provide leadership to its membership and in the business community through sharing and promoting best practices in human resource management. The Corporation promotes and fosters a strong affiliation with SHRM in an effort to improve information and opportunities for its members.

1.4 Purpose. The purposes of the Corporation, as a non-profit organization, are:

- (a) To provide a forum for the personal and professional development of its members;
- (b) To provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills;
- (c) To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- (d) To provide an opportunity to focus on current human resource management issues of importance to our members;
- (e) To provide a focus for legislative attention to state and national human resource management issues;
- (f) To provide valuable information gathering and dissemination channels;
- (g) To provide a pool of human resource management leaders for perpetuation of the Corporation and of SHRM;
- (h) To serve as an important vehicle for introducing human resource management professionals to SHRM;
- (i) To serve as a source of new members for SHRM; and
- (j) To serve as part of the two-way channel of communications between SHRM and the individual members.

The Corporation supports the purposes of SHRM, which are 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.

1.5 Participation in the Society for Human Resource Management. In order to maintain chapter affiliation with SHRM, the Corporation will comply with SHRM's chapter affiliation requirements related to the number and/or percentage of members required to be members of SHRM as currently in effect and as may be amended by SHRM from time to time.

1.6 Statement of Ethics. The Corporation is an Equal Opportunity organization without regard to race, religion, sex, sexual orientation, national origin, age, disability, or veteran status in connection with, but not limited to, membership, committee appointments, and candidates for office. The Corporation has a separate Code of Ethics which all members are expected to follow and its provisions are incorporated herein by reference.

ARTICLE II MEMBERS

2.1 Qualifications. There shall be no discrimination in individual membership because of race, religion, sex, age, national origin, disability, veteran status, or any other legally protected class. Membership in the Corporation shall be on a personal and not a company basis. Persons possessing the necessary qualifications may, upon

approval of the Corporation, be admitted to membership. In determining practitioners of human resource management, human resource management could include, but not be limited to, the following responsibilities and/or functional areas: Strategic Management; Workforce Planning and Employment; HR Development; Compensation and Benefits; Employee and Labor Relations; Relocation; and Occupational Health, Safety and Security. It is the responsibility of each member to inform the Corporation in writing within thirty days whenever duties no longer involve human resource management as identified above and/or duties change. In the event that a member no longer meets the requirements of the membership class to which the member was admitted, the Board of Directors shall have the authority to allow the member to remain in that class for a grace period of no more than twelve (12) months, and if, during the grace period, the member again meets the requirements of that membership class, the member may continue to be in that class after the end of the grace period.

2.2 Classes. There shall be four classes of members:

(a) Professional Members. Individuals who are engaged in the profession of human resource management, whose current job responsibilities involve a single or combination of the areas 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 (PHR, SPHR, or GPHR).

(iii) Are faculty members holding assistant, associate or full professional 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) Or full-time attorneys with at least 3 years experience in counseling and advising clients on matters relating to the human resources profession.

(b) General Members. Individuals who are engaged in the profession of human resource management in exempt positions, but do not meet the requirements of Professional membership.

(c) Associate Members. Individuals in non-exempt human resource management positions or those who do not meet any of the foregoing categories, but have a professional, bona fide interest in human resource management.

(d) Student Members. Persons who are students and members of a student chapter affiliated with SHRM.

2.3 Application for, and approval of, Membership. To apply for membership, an applicant must submit (i) a completed application as directed on the Corporation's website, and (ii) payment of membership dues. The Membership Committee will review and approve the application, if appropriate, and notify the applicant of the final decision. The day on which an applicant is approved for membership will be known as the "Anniversary Date" for renewal.

2.4 **Membership Dues.** Annual membership dues (“Dues”) shall be established each year by the Board of Directors and published on the Corporation’s website.

Active membership in the Corporation is maintained by payment of Dues within 30 days of the Anniversary Date. If Dues are not paid within that time period, membership shall be suspended automatically. During this period of suspension, members are considered inactive and cannot enjoy the privileges of membership. Membership will be reactivated when Dues are paid retroactive to the member’s existing Anniversary Date. If Dues are not paid for more than twelve consecutive months, reapplication for membership will be required, and the date upon which the reapplication is approved will be the member’s new Anniversary Date.

Dues for members of the Corporation’s Board of Directors shall be waived for the year in which they serve.

2.5 **Non-solicitation Policy.** Active solicitation of business during the Corporation’s events is prohibited, unless authorized in advance by the Board of Directors. In addition, the Corporation’s membership roster is not to be used to solicit business. Any breach of this policy will be addressed with the individual by a member of the Board. The Board may take action, up to and including revocation of membership, depending upon the severity and frequency of the behavior.

2.6 **Rights and Obligations of Members.** Membership voting status and eligibility to hold office and serve as an Appointed Director are as follows:

Class	Voting	Officer	Appointed Director
Professional Member	Yes	Yes	Yes
General Member	Yes	No	Yes
Associate Member	No	No	No

Student Member No No No

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 for the current year. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

2.7 Resignation. Memberships in the Corporation are not transferable. In case of resignation from the Corporation, a member may not designate a substitute. A separate application for membership must be made by a successor in order to become affiliated with the Corporation.

2.8 Member Expulsion. Upon receipt of written charges signed by two-thirds (2/3) or more members, the officers, by majority vote, may expel any member for cause, provided such member shall first have been advised of the charges and given a hearing by the Board of Directors.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meetings. The annual meeting shall consist of one or more business meetings as determined by the Board of Directors and shall be held in December of every year.

3.2 Additional Meetings. A general meeting shall be held the second Tuesday of each month, or as otherwise determined by the Board of Directors.

3.3 Special Meetings. Special meetings of the members may be called by the President or the Board of Directors or by not less than one-twentieth (1/20) of the members having voting rights.

3.4 Place of Meeting. The Board of Directors may designate any location for an annual meeting or a special meeting. The annual meeting of the members of the Association shall be at a time and place designated by the Board of Directors.

3.5 Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail, facsimile, or electronic mail to each member, not less than five (5) nor more than fifty (50) days before the date of such meeting, at the direction of the President, the Secretary, or the Board of Directors. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail with postage thereon prepaid, or by facsimile or electronic mail, when transmitted to the member at his or her number or e-mail address as it appears on the records of the Corporation.

3.6 Waiver of Notice; Attendance at Meeting. A member may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, signed by the member entitled to the notice, and delivered to the Secretary of the Corporation for inclusion in the minutes or filing with the corporate records.

A member's attendance at a meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (ii) waives objection to consideration of a particular matter at the meeting that is not within the

purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

3.7 Informal Action by Members. Any action required to be taken at an annual meeting of the members or any action which may be taken at an annual meeting of the members may be taken without a meeting, if a ballot in writing or by electronic mail, setting forth the action to be taken, indicating the quorum and approval requirements, and specifying the time by which a ballot must be received by the Corporation to be counted, shall be delivered to every member entitled to vote on the matter not less than five (5) days before the action is taken and the number of affirmative votes cast by such ballot equals or exceeds the number of votes that would be required to approve the action at a members' meeting.

3.8 Quorum. Members holding one half (1/2) of the votes which may be cast at any meeting shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice.

3.9 Parliamentary Procedure. Meetings of the membership shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Articles of Incorporation and Bylaws of the Corporation.

ARTICLE IV DIRECTORS

4.1 General Powers. The Corporation shall have a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and

affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitation set forth in the Articles of Incorporation.

4.2 Qualifications. No less than fifty percent (50%) of all candidates for the Board of Directors must be qualified professional members of the Corporation in good standing at the time of nomination.

4.3 Number. The number of directors may be increased or decreased from time to time, within the range set forth in the Articles of Incorporation [*inserted for reference only*: “not less than 2 nor more than 25”], by the Board of Directors.

4.4 Election. The *Ex Officio* Directors shall be those individuals who are elected as officers of the Corporation by the method set forth in these Bylaws.

4.5 Appointments. The Appointed Directors (other than the initial Appointed Directors) shall be those individuals appointed by the *Ex Officio* Directors at the first annual meeting of the Board of Directors and at each annual meeting of the Board of Directors thereafter to serve as Chairs and Co-Chairs of committees.

4.6 Removal; Vacancies. Any director may be removed from office, with cause, upon the affirmative vote of two-thirds (2/3) of the directors then serving, but only at a meeting called for that purpose and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the director. A vacancy on the Board of Directors, including a vacancy resulting from the removal of a director, may be filled by the Board of Directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs but the new director may not take office until the vacancy occurs.

4.7 Annual and Regular Meetings. An annual meeting of the Board of Directors shall be held immediately following each annual meeting of members, for the purpose of carrying on such business as may properly come before the meeting. Such meeting shall be held at the place designated by the President. The Board of Directors may adopt a schedule of additional meetings which shall be considered regular meetings to be held at such times and such places, either within or without the Commonwealth of Virginia, as the Board of Directors shall designate from time to time. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

4.8 Special Meetings. Special meetings of the Board of Directors may be called by the President or a majority of the directors of the Corporation and shall be held at such times and such places, either within or without the Commonwealth of Virginia, as the person or persons calling the meeting shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Corporation.

4.9 Notice of Meetings. Notice of meetings of the Board of Directors shall be given to each director not less than five (5) days before the meeting, by delivering the same to the director in person or to the director's residence or business address (or such other place as the director may have directed in writing) by mail, electronic mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the director. Any such notice shall set forth the time and place of the meeting.

4.10 Agenda Items. A Professional member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

4.11 Waiver of Notice. A director may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records.

A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

4.12 Quorum; Voting. A majority of the number of directors fixed in the Articles of Incorporation shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. A director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless the director (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

4.13 Telephonic Meetings. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting

through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

4.14 Action Without Meeting. Action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last director signs the consent unless the consent specifies a different effective date and states the date of execution by each director, in which event it shall be effective according to the terms of the consent.

4.15 Compensation and Expenses. No director shall be entitled to any direct or indirect compensation related to that person's services as a director. A director may be reimbursed for any out-of-pocket expenses incurred on behalf of the Corporation or in connection with the transaction of the Corporation's affairs and approved for reimbursement by the Board of Directors or any committee of the Board of Directors specifically authorized to grant such approval.

ARTICLE V OFFICERS

5.1 Officers. The officers of the Corporation shall be a President, a President-Elect (or Vice President), a Secretary, a Treasurer, and in the discretion of the members, one or more other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Corporation. Any two or more

offices may be held by the same person, except for the offices of President and Secretary.

5.2 Qualifications. All candidates for office must be qualified professional members of the Corporation in good standing at the time of nomination. In addition, the President must be a current member in good standing of SHRM throughout the duration of his or her term of office. A current officer who loses professional membership status but remains active in the Corporation may continue to serve out the completion of his or her elected term with a two-thirds (2/3) majority vote of the attending membership at a general membership meeting.

5.3 Election; Term. Officers (other than the initial officers) shall be elected at the first annual meeting of Members and at each annual meeting of Members thereafter by a plurality of the votes cast by the Members entitled to vote. They shall hold office, unless removed, until their successors are elected. Any officer may resign at any time upon written notice to the Board of Directors, and no acceptance of a resignation shall be necessary to make it effective. If any officer is unable to complete the term of office, the Board of Directors may appoint a replacement to complete the term.

5.4 Duties of Officers.

(a) President. The President shall be Chief Executive Officer of the Corporation and, if present, shall preside at all meetings of the Board of Directors and general membership meetings.

(b) President-Elect. The President-Elect shall perform the duties of the President during the President's absence or if the President resigns or is unable to

serve. The President-Elect shall have other responsibilities and perform such other duties as the President may deem appropriate.

(c) Secretary. The Secretary shall be responsible for the preparation of the record of proceedings of all meetings and of other business meetings of the Corporation.

(d) Treasurer. The Treasurer shall be responsible for the financial affairs of the Corporation. This responsibility shall include the preparation, interpretation, and dissemination of an annual budget as well as periodic financial reports to the membership. The Treasurer shall have custody of all Corporation funds. The Treasurer shall maintain an accurate account of all revenues and expenditures, which shall be available for review by any officer or member upon request. The Treasurer shall also perform other duties as determined by the President.

ARTICLE VI COMMITTEES

6.1 Committees. The officers of the Corporation may create one or more committees and may appoint one or more members to serve as Chair or Co-Chairs of each committee. All candidates for Chair or Co-Chair of a committee must be qualified Professional or General members of the Corporation in good standing at the time of appointment.

6.2 Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors shall apply to committees and their members as well.

**ARTICLE VII
FINANCES**

An annual budget shall be presented to the membership for review and approval within the first quarter of the year. For any expenditures incurred prior to membership approval of the budget, the President and Treasurer shall authorize those expenditures. Non-budgeted expenditures in excess of \$1,000.00 must be approved by the vote of a quorum of the membership present at a regular meeting.

**ARTICLE VIII
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his or her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Corporation are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Corporation shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Corporation fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of chapter status, the SHRM Board of Directors may cause a new chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had chapter status withdrawn, may re-confer chapter status upon such body.

**ARTICLE IX
MISCELLANEOUS**

9.1 Fiscal Year. The fiscal year of the Corporation shall be determined in the discretion of the Board of Directors, but in the absence of any such determination it shall be the calendar year.

9.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

9.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made by the affirmative vote of a majority of those members present at any meeting at which a quorum exists and in which all members have been given at least ten (10) days notice prior to the meeting that such vote will take place, provided that no amendment shall be effective unless and until approved by the SHRM President/CEO or his or her designee as being in furtherance of the purposes of SHRM and not in conflict with SHRM bylaws. Any motion to amend the Bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his or her designee.

9.4 Dissolution. In the event of the dissolution of the Corporation, any remaining monies in the treasury, after all of the Corporation's expenses have been paid, will be contributed to an organization decided by the Board at the time of dissolution (e.g., the SRHM Foundation, a local student chapter, the state council, an HR degree program, or such other organization or charity with purposes consistent with those of the Corporation).

These Amended & Restated Bylaws were submitted to SHRM for approval on May 29, 2012 which approval was obtained on August 6, 2012.

These Amended & Restated Bylaws were then approved by the membership at a vote held on September 11, 2012 at Charlottesville, Virginia.

Attest: /s/ Michael G. Latsko

Michael G. Latsko, President