

BYLAWS
of
Professionals In Human Resources Association
A California Nonprofit Mutual Benefit Corporation

Article I.

Section 1. NAME

The name of this corporation is Professionals In Human Resources Association.

Section 2. PRINCIPAL OFFICE

The principal office for the transaction of the activities, affairs and business of the Association shall be located in El Segundo, California. The Board of Directors ("Board") may change the principal office from one location to another.

Section 3. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

Article II. MEMBERSHIP

Section 1. VOTING MEMBERSHIP

- A. The voting membership of the Association shall consist of five (5) types of Full members:
1. Professional
 2. General
 3. Honorary
 4. Life
 5. Retiree

These members shall have all the rights including the right to hold office accorded to members under the California Nonprofit Mutual Benefit Corporation Law.

Section 2. MEMBERSHIP QUALIFICATIONS

Any person dedicated to the purposes of this Association, who meets the qualifications for membership as determined by the Board shall be eligible for membership on approval

of the membership application and on timely payment of the dues and fees. Membership in the Association shall be limited to persons of good moral character who are or were primarily engaged in human resources, industrial relations and/or personnel management or studies without regard to race, color, sex, religion, age, national origin or physical disability who fully meet the qualifications set forth in the Bylaws and Articles of Incorporation. Each member shall strive for growth in the field of human resources/industrial relations/personnel management and to carry out the objectives of the Association to the best of his or her ability. Each member shall abide by the Association's Code of Ethics.

Section 3. CATEGORIES OF MEMBERSHIP

Persons possessing the necessary qualifications may, upon approval of PIHRA, be admitted to membership in PIHRA in one of the following classes:

- A. **PROFESSIONAL MEMBERS.** Individuals who are engaged or have been engaged in the field or profession of human resource management and who meet one of the following criteria:
 - 1. Possess at least three years of exempt-level human resource management experience.
 - 2. Are certified by the Human Resource Certification Institute.
 - 3. Are faculty members holding assistant, associate, adjunct professor, instructor 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 years of experience at this level of teaching.
 - 4. Are full-time consultants with at least three years experience as a practitioner in human resource management.
 - 5. Are attorneys licensed to practice in California and who have practiced management employment/labor law for at least three (3) years.
- B. **GENERAL MEMBERS.** Individuals who do not meet the requirements of Professional Membership.
- C. **LIFE.** Individuals who have been President of the Association shall automatically become Life Members upon completion of their term of office. By vote of seventy-five (75) percent of the full Board, one additional Life Membership may be bestowed in any one calendar year upon a member who has rendered an outstanding service to the Association. Life Members shall have all the privileges of Voting Membership without the payment of dues.

- D. **RETIREE.** Individuals who have been voting members for at least five (5) years and retire from active business life. Retiree members may vote and hold office in PIHRA.
- E. **STUDENT MEMBERS.** An individual who is a student who has a bona fide interest in pursuing human resource work and the Objectives/Mission of the Association. Student applications must bear the approval of their professor or department head. Students may not be eligible for, or be approved for membership, under any other category. Student members shall not receive the roster or special mailings. Student membership may continue for 12 months following payment of the Student Membership dues as long as the individual has not been approved for membership under any other category. Student members have no vote and may not hold office in PIHRA.
- F. **HONORARY.** Honorary membership is offered to persons who have made extraordinary contributions to the advancement of the profession, upon vote of seventy-five (75) percent of the full Board. Honorary members may vote and hold office in PIHRA.

Section 4. OTHER PROVISIONS OF MEMBERSHIP

- A. No membership or right arising from membership shall be transferred.
- B. Employees or representatives of labor unions or organizations or similar employee organizations or consulting representatives thereof, shall not be eligible for membership.
- C. The status of applicants who are unemployed will be determined by their most recent full time employment.
- D. Unless renewed, or otherwise specified in these Bylaws, membership in the Association expires on December 31 of each calendar year.
- E. An individual may maintain Professional or General membership for subsequent years regardless of changes in the members' status by the timely payment of dues and compliance with all other Bylaws and rules of the Association.
- F. "Exempt level" has the same definition as the white-collar exemptions in the Fair Labor Standards Act.

Section 5. APPLICATIONS

- A. Applications for membership will be reviewed in a manner determined by the Board of Directors. Applications may be accepted, modified or rejected.
- B. No application shall be reviewed unless dues have been submitted in advance.

Section 6. DUES SCHEDULE

The dues schedule for the various categories of Association membership shall be maintained at the principal office of the Association. It shall be made available to any current or prospective member. The schedule may be amended from time to time by a 2/3 vote of the Board of Directors.

Section 7. TERMINATION

Membership shall terminate on occurrence of any of the following events:

- A. Resignation on reasonable notice to the Association; or
- B. Death of the member; or
- C. Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board; or
- D. Failure of the member to pay dues, fees or assessments as set by the Board, when they become due and payable; or
- E. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- F. Expulsion of the member under Section 10 of this Article based upon the good faith determination of a vote of seventy five (75) percent of the full Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Association, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Association.

Section 8. SUSPENSION OF MEMBERSHIP

Membership may be suspended, under Section 10 of this Article, based upon the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the Association's rules of conduct, or has engaged in conduct materially and

seriously prejudicial to the purposes and interests of the Association. A person whose membership is suspended shall not be a member during the period of suspension.

Section 9. EXPULSION/SUSPENSION PROCEDURE

If grounds appear to exist for expulsion or suspension of a member under Sections 8 and 9 of this Article, the procedures set forth below must be followed:

- A. The member shall be given 15 days prior notice for the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Association's records.
- B. The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
- C. The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.
- D. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

ARTICLE III. MEETINGS

Section 1. PLACE OF MEETINGS

Meetings of the full members shall be held at any place within or outside California designated by the Board. In the absence of any designation, members' meetings shall be held at the City of Long Beach Convention Center.

Section 2. ANNUAL MEETING

An annual full members' meeting shall be held on the last Monday of September of each year at 9:00 a.m., unless the Board fixes another date or time and so notifies members as provided in Section 4 of this Article. If the scheduled date falls on a legal holiday, the meeting shall be held on the next business day. At this meeting any proper business may be transacted, subject to Section 5 of this Article.

Section 3. SPECIAL MEETINGS

A. Persons Authorized to Call

A special meeting of the full members for any lawful purpose may be called at any time by the Board, or by the Executive Committee or by the President or by five percent of the membership.

B. Calling Meetings

A special meeting called by other than the Board or Executive Committee shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the Association. The officer receiving the request shall cause notice to be given promptly to the full members entitled to vote, in accordance with Section 4 of this Article, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least 35 but not more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of a request, the person or persons requesting the meeting may give the notice. Nothing in this subsection shall be construed as limiting, fixing, or affecting the time at which a meeting of the full members may be held when the meeting is called by the Board or Executive Committee.

C. Proper Business of Special Meeting

No business, other than the business the general nature of which was set forth in the notice of meeting, may be transacted at a special meeting.

Section 4. GENERAL NOTICE REQUIREMENTS

Whenever full members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 6 of this Article, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in Section 7 of this Article, any proper matter may be presented at the meeting.

Section 5. NOTICE OF CERTAIN AGENDA ITEMS

Approval by the full members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

A. Removing a Director without cause;

- B. Filling vacancies on the Board;
- C. Amending the articles of incorporation;
- D. Approving a contract or transaction between the corporation and one or more directors, or between the corporation and entity in which a director has a material financial interest;
- E. Electing to wind up and dissolve the corporation; or
- F. Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the articles or Bylaws, when the corporation is in the process of winding up.

Section 6. MANNER OF GIVING NOTICE

Notice of any meeting of voting members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be sent to each member entitled to vote at the address of that member, by one of the following methods: either personally; by electronic mail; by facsimile, or by mail.

Section 7. QUORUM

A. Percentage Required

Five (5) percent of the voting membership shall constitute a quorum for the transaction of business at any meeting of members, provided, however, that if any regular or annual meeting is actually attended in person by less than one third of the voting membership, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section 4 of this Article.

B. Loss of Quorum

Subject to Section 7.A., of this Article, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

C. Adjournment and Notice of Adjourned Meeting

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members present at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place,

notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Association may transact any business that might have been transacted at the original meeting.

D. Manner of Casting Votes

Voting may be by voice or ballot.

E. Voting

Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

F. Approval by Majority Vote

If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

G. Waiver by Attendance

A member's attendance at a meeting shall constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

H. Action by Written Ballot Without a Meeting

Any action that may be taken at any meeting of members may be taken without a meeting by complying with Sections 7.I., 7.J., 7.K. and 7.L. of this Article.

I. Solicitation of Written Ballots

The Association shall distribute one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 6 of this Article. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet

the quorum requirement, (2) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures, and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action, (2) provide the members an opportunity to specify approval or disapproval of each proposal, and (3) provide a reasonable time in which to return the ballot to the Association. Any written ballot distributed shall provide, subject to reasonable specified conditions, that if the person solicited specified a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, a written ballot that a member marks "withhold", or otherwise marks in a matter indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

J. Number of Votes and Approvals Required

Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

K. Revocation

A written ballot may not be revoked.

L. Filing

All written ballots shall be filed with the Secretary of the Association and maintained in the Association's records for at least 3 years.

M. Record Date Determined by Board

1. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may fix, in advance, a record date. The record date so fixed:
 - a. For notice of a meeting shall not be more than 90 days or less than 10 days before the date of the meeting;
 - b. For voting at a meeting shall not be more than 60 days before the date of the meeting;

- c. For voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited; and
 - d. For any other action shall not be more than 60 days before that action.
2. If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.
 3. If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.
 4. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the sixtieth day after the date of that action, whichever is later.
 5. For purposes of this Section, a person holding a membership at the close of business on the record date shall be a member of record.

N. Proxy Voting

Voting by proxy shall not be allowed.

ARTICLE IV. ELECTION OF DIRECTORS

Section 1. DISTRICT REPRESENTATIVES

Each District will elect one (1) Director to the Board. In addition, one (1) Alternate Director from each District shall be elected. Each District will be represented on the Board by (1) Director.

Section 2. TERM

Directors and Alternate Directors will serve for a one calendar year term of office.

Section 3. NOMINATIONS BY DISTRICT

Prior to October 20 of each year, the District Nominating Committee, will nominate candidates for the Director and Alternate Director offices.

Section 4. SOLICITATION OF VOTES

The District shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and reasons for the nominee's candidacy, a reasonable opportunity for all nominees to solicit votes, and a reasonable opportunity for all voting members of a District to choose among the nominees.

Section 5. USE OF ASSOCIATION FUNDS TO SUPPORT NOMINEES

No Association funds may be expended to support a nominee for Director.

Section 6. ELECTION OF DIRECTORS

Prior to October 20 of each year, the voting members of each District shall elect by secret ballot from among their, Professional, General, Honorary, Life or Retiree members one (1) Director and one (1) Alternate Director for the succeeding calendar year. One of the Directors must be the District Chair.

Section 7. VACANCIES

In case of any vacancy in the Board through death, resignation, disqualification or any other cause, the District Board, by affirmative vote of a majority thereof, may elect a successor from the voting members of the Association in the affected District to hold office for the remainder of the term.

ARTICLE V. BOARD OF DIRECTORS

Section 1. POWERS

The powers, business and property of the Association shall be exercised and controlled by a Board subject to the provision of the law, the Articles of Incorporation and these Bylaws.

Section 2. NUMBER

- A. The Board shall be composed of not less than seven (7) and not more than one hundred (100) Directors until changed by amendment to these Bylaws. The Board will determine the total number of Directors by multiplying the number of Districts by one and adding the number of authorized Directors at Large.
- B. Each District shall have one (1) Director and one (1) Alternate Director. In the absence of a Director at a meeting of the Board, the Alternate Director may attend and act as a Director.
- C. A Director holding an office provided in Article VI, Section 1 shall relinquish District directorship and shall serve as a voting Director-at-

Large. The Immediate Past President shall serve as a Director-at-Large for the same term as the current President.

Section 3. NUMBER OF DISTRICTS

The Board will determine the method of districting and geographic partitioning of Districts.

Section 4. TERM

Each Director and Alternate Director shall serve for a term beginning January 1 and ending on the succeeding December 31, except that where a successor has not been elected, that person will continue in office until a successor is elected.

Section 5. REMOVAL FROM BOARD

A member of the Board may be removed from office with or without cause by the affirmative vote of seventy-five (75) percent of the full Board. There shall be at least thirty (30) days advance written notice to the Directors of any intention to remove a Director. The Board will determine cause for removal.

Section 6. PLACE OF MEETING

The Directors shall hold their meetings at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting or if, not so designated, at the principal office of the Association. The official records of the Association shall be kept at the principal office of the Association.

Section 7. REGULAR MEETINGS

Regular meetings of the Board may be held at such time and place as the Board may fix from time to time.

Section 8. SPECIAL MEETINGS

A. Authority to Call

The President, any Vice President, the Secretary or any two Directors may call special meetings of the Board for any purpose at any time.

B. Notice

1. Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each Director at the address of that Director appearing on the books of the association, by one of the following methods: (a) by

personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, either directly or to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; (d) by telegram, charges prepaid; (e) by electronic mail; or (f) by facsimile, to the facsimile phone number of that Director appearing on the books of the Association.

2. Time Requirements

Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, electronic mail, or facsimile shall be delivered, telephoned, electronically mailed, facsimiled or given to the telegraph company at least 48 hours before the time set for the meeting.

3. Notice Contents

The notice shall state the time of the meetings, and the place if the place is other than the principal office of the Association. It need not specify the purpose of the meeting.

Section 9. QUORUM

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions between the Association and one or more of the Directors or between the Association and any entity in which a Director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 10. WAIVER OF NOTICE

Notice of a meeting need not be given to any Director who, either before or after the meeting signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 11. ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 12. NOTICE OF ADJOURNED MEETING

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

Section 13. ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 14. MEETINGS BY TELEPHONE

At the discretion of the President any meeting may be held by conference telephone or similar communication equipment, so long as the Directors participating in the meeting can hear and speak with each other. All such Directors shall be deemed to be present in person at such meeting.

Section 15. COMMITTEES

A. Committees of the Board

The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more committees, each consisting of at least one Director to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Board. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting.

Any such committee, to the extent provided in the Board resolution, shall have all the authority of the Board except that no committee, regardless of Board resolution may:

1. Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
2. Fill vacancies on the Board or on any committee that has the authority of the Board;
3. Fix compensation of the Directors for serving on the Board or on any committee;
4. Amend or repeal Bylaws or adopt new Bylaws;
5. Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
6. Create any other committees of the Board or appoint the members of committees of the Board;
7. With respect to any assets held in charitable trust, approve any contract or transaction between the Association and an entity in which one or more of its Directors have a material financial interest, subject to the special approval provisions of Section 5233(d)(3) of the California Corporations Code.

B. Meetings and Action of Committees

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, either by Board resolution, or if there is none, by resolution of the committee. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Article VI. OFFICERS

Section 1. OFFICERS

The officers of the Association shall be a President, Vice President-Finance, Vice President-Education, Vice President-Legislative Affairs, Vice President-Membership,

Vice President-Emerging Affairs, Vice President-Leadership Development, Secretary, and Immediate Past President.

Section 2. ELIGIBILITY

All officers must be voting members in good standing and must have served as a board member. The requirement to be a prior board member can be waived if recommended by the Nominating Committee and the board approves the nomination by majority vote.

Section 3. TERM

- A. Officers shall be elected to serve, beginning on the next January 1, for the following terms:
 - 1. The President, the Vice President-Finance, the Vice President-Education, and the Vice President-Legislative Affairs shall be elected in each even numbered calendar year to serve for the next two calendar years.
 - 2. The Vice President-Membership, the Vice President-Emerging Affairs, the Vice President-Leadership Development and the Secretary shall be elected in each odd numbered calendar year to serve for the next two calendar years.
- B. Transition Bylaw
 - 1. In November 2005, the Board will elect the Vice President-Membership, the Vice President-Emerging Affairs, the Vice President-Leadership Development and the Secretary to serve for the next two calendar years. The President, the Vice President-Finance, the Vice President-Education, and the Vice President-Legislative Affairs shall serve out their one year term of office.

Section 4. VOTING

- A. Voting shall be by secret ballot vote, unless only one candidate is nominated in which case an oral vote may be held.
 - 1. A plurality of the votes shall be sufficient for election to office.

Section 5. VACANCIES

In the event of a vacancy in an officer position, the President shall appoint a successor for the remainder of the elected term subject to the approval of the majority of the Board in attendance at its next meeting authorized to transact Association business.

Section 6. NOMINATIONS

The President shall appoint, in accordance with rules prescribed by the Board, and announce to the Board at least one month prior to the election of officers, a Nominating Committee, the committee to consist of a representative of the Executive Committee, two Board members and two voting members who are not members of the Board. The Nominating Committee shall report their nominations to the Board in writing at least seven days prior to the election.

Section 7. DUTIES OF OFFICERS

A. President

The President shall be the Chief Executive of the Association. The President shall preside at all meetings of the Directors and members and shall perform such other executive duties as shall be assigned by the Board. The President shall designate, appoint non-elected committee chairs of, appoint the members for, and discharge all committees. The President will chair the Management Committee.

B. Vice President-Finance

The Vice President-Finance shall be in charge of the financial affairs of the Association and shall prepare and deliver to the Board of Directors a statement of the financial condition of the Association at least once a year and at such other times as the Board of Directors may direct. The Vice President-Finance shall perform such other duties and exercise such powers as the Board or the President may assign.

C. Secretary

The Secretary shall keep a record of all minutes of the meetings of the members and directors, give notices of all meetings, provide ballots and perform such other duties and exercise such powers as the Board or the President may assign.

D. Vice President-Leadership Development

The Vice-President-Leadership Development shall be responsible for maintaining communication between the districts, encouraging visitations, facilitating the exchange of ideas and resources, succession planning, problem resolution and acting as liaison between the District Chairs, the PIHRA administrative staff and the Executive Committee. The Vice President-Leadership Development will ensure that incoming district officers have access to resources and training for their positions and perform such other duties and exercise such powers as the Board or the President may assign.

E. Vice President-Emerging Affairs

The Vice President-Emerging Affairs shall be responsible for monitoring and evaluating PIHRA's diversity awareness and education efforts, including efforts to diversify PIHRA's membership and leadership, promoting the development of diversity awareness and education programs outreach opportunities to strengthen the organization and provide guidance to segmentations of the membership (i.e. students, in-transition, etc.) and shall perform such other duties and exercise such powers as the Board or the President may assign.

F. Vice President-Legislative Affairs

The Vice President-Legislative Affairs shall develop and recommend to the Board positions on key legislative matters involved with human resources to be presented to legislative bodies; relations with any legislative consultants the Association may employ; organize and coordinate visits to legislators or legislative bodies and perform such other duties and exercise such powers as the Board or the President may assign.

G. Vice President-Membership Development

The Vice President- Membership Development shall be responsible for member recruiting and retention and perform such other duties and exercise such powers as the Board or the President may assign.

H. Vice President-Education

The Vice President-Education shall be responsible for advising the Program Development Staff on the development and planning of educational curriculum to meet members needs. This includes seminars, workshops, symposiums, and conferences offered by PIHRA and performs such other duties and exercise such powers as the Board or the President may assign.

Section 8. REMOVAL FROM OFFICE

Any officer of the Association may be removed from office with or without cause by the affirmative vote of seventy-five (75) percent of the full Board. There shall be at least thirty (30) days advance written notice to the Directors of any intention to remove an officer. The Board shall determine cause to remove an officer.

Section 9. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice President-Finance, Vice President-Leadership Development, Vice President-Legislative Affairs, Vice President-Emerging Affairs, Vice President-Membership, Vice President-Education, Secretary and

Immediate Past President. The Executive Committee will act in an advisory capacity to the President and the Board.

Section 10. MANAGEMENT COMMITTEE

The Management Committee will consist of the President, a Vice President selected by the Executive Committee, and the Immediate Past President. The Management Committee is responsible for evaluating the performance of the Executive Director and determining the salary and benefits of the Executive Director. The Committee will report all of its actions to the Executive Committee and the Board of Directors.

Article VII. STUDENT CHAPTERS

A Student Chapter, chartered in accordance with Association policy, shall require advance approval by a majority of the Board in attendance at any meeting authorized to transact Association business.

Article VIII. SEAL

The Board shall provide a suitable seal containing the name "Professionals In Human Resources Association, Incorporated" and the words "Incorporated 1945, California," or other appropriate words, which seal shall be in the custody of the Secretary.

Article IX. ORDER OF BUSINESS

The order of business shall be according to the latest edition of "Roberts' Rules of Order."

Article X. ORGANIZATION OF DISTRICTS

Section 1. DISTRICT BOARD

Each District shall have a District Board. The District Board shall consist of at least the elected District representatives on the PIHRA Board. The Chair may appoint or the District may elect other members of the District Board.

Section 2. DISTRICT NOMINATING COMMITTEE

The Chair of the District shall appoint, prior to September 20 of each year, a Nominating Committee. The District Nominating Committee shall nominate eligible candidates for the Board in accordance with the Bylaws and rules prescribed by the Board.

Section 3. ELECTION OF DIRECTORS AND OFFICERS

Prior to October 20 of each year, the voting members of each District shall elect one (1) Director and one (1) Alternate Director. The Director and the Alternate must be, Professional, General, Honorary, Life or Retiree members. One Director must be the District Chair.

Article XI. AUTHORIZED REPRESENTATIVES

All instruments drawn on the credit of the Association shall be signed jointly, by any two (2) officers of the Association acting together, or by one (1) officer or by one (1) employee of the Association so authorized, as designated by appropriate resolution of the Board. Officers or other authorized members may make expenditures in accordance with the budgeted amounts as approved by the Board. Officers and employees handling Association funds shall be covered by a security bond in the amount to be determined by Directors and the premium therefore shall be paid out of the treasury of the Association.

Article XII. ANNUAL REPORT

Section 1.

An annual report shall be prepared within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

- A. A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the corporation that they were prepared without audit from the books and records of the corporation.
- B. A statement of the place where the names and addresses of current members are located.
- C. Any information that is required by Section 3 of this Article.

Section 2.

The Association shall notify each member annually of the member's right to receive a financial report under this Section. On written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

Section 3. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATION

As part of the annual report to all members, or as a separate document if no annual report is issued, the Association shall annually prepare and mail or deliver to its members and furnish to its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Association's fiscal year:

- A. Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (a) to which the corporation, its parent, or its subsidiary was a party, (b) which involved more than

\$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interests (a mere common directorship is not a material financial interest):

1. Any Director or officer of the Association, its parent, or its subsidiary;
2. Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Association, the nature of their interest in the transaction, and when practicable, the amount of that interest, provided that, in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

- B. A brief description of the amounts and circumstances of any loans guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Association unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

Section 4. RIGHT OF INDEMNITY

To the fullest extent permitted by law, the Association shall indemnify its Directors, Officers, employees and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding" as that term is used in that Section, and including any action by or in the right of the Association, by reason of the fact that the person is or was a person described in that Section. "Expenses" as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Article XIII. AMENDMENTS

- A. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of a majority of those members voting.
- B. Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number. No amendment may extend a Director's term beyond that for which the Director was elected.

- C. Unless otherwise specified, new or amended Bylaws shall become effective immediately upon certification of the vote, except that changes affecting qualifications or term of office of Directors or Officers shall take effect for the following calendar year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Professionals In Human Resources Association, a California nonprofit mutual benefit corporation, that the above Bylaws, consisting of 22 pages, are the Bylaws of this corporation as adopted by the Membership on October 7, 2005, and that they have not been amended or modified since that date.

Executed on October 7, 2005

at Los Angeles, California.

Mery Propster, Secretary