

**BYLAWS
OF
THE ACADEMY OF HUMAN RESOURCE DEVELOPMENT**

ARTICLE I. NAME

This organization shall be called the Academy of Human Resource Development, hereinafter referred to as the Academy. The Academy is a Nonprofit Corporation governed by the Texas Business Organizations Code.

ARTICLE II. PURPOSES

**Section 1.
Purpose**

The Academy is a global organization incorporated in the United States of America serving scholars and scholar practitioners in Human Resource Development (“HRD”).

Vision: To lead human resource development (“HRD”) through research.

**Section 2.
Definition**

HRD shall be taken to mean a process that includes the principles, methods, and techniques used to assess and meet the learning and organization development needs of employees and their organizations. HRD has the goal of fostering long-term, work-related learning and performance in organizations for the purposes of advancing individuals and organizations.

**Section 3.
Federal Tax Exempt
Status**

- a. The Academy is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- b. No part of the net earnings of the Academy shall inure to the benefit of, or be distributable to, its Members, Trustees, Officers, or other private persons except that the Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- c. No substantial part of the activities of the Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Academy

shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office.

- d. Notwithstanding any other provision of these articles, the Academy shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III. MEMBERS

Section 1. Eligibility

Membership is open to all who are interested in advancing the purpose of the Academy.

Section 2. Voting Members

Voting Members of the Academy are those persons who have been accepted as Voting Members pursuant to procedures set forth in the Membership Policy of the Board of Directors. Voting Members shall have the right to elect Directors-at-large and may serve as a Director or an Officer of the Academy. The term of membership for Voting Members is one year.

Section 3. Other Members

The Board of Directors' Membership Policy may establish classes of Non-Voting Members of the Academy.

Section 4. Non-transferability of Memberships

A Member may not transfer a membership in the Academy or a right arising from it.

Section 5. Membership Dues

The Board of Directors may determine from time to time the amount and method of collection of the annual membership dues payable to the Academy. The Board of Directors may establish different dues for different classes of Members.

Section 6. Resignation

A Member may resign at any time. The resignation of a Member does not relieve the Member from any obligation the Member may have to the Academy for membership fees, assessments, or fees or charges for goods or services for the

preceding membership year.

**Section 7.
Termination of
Membership**

Membership in the Academy may be terminated as set forth in the Membership Policy of the Board of Directors.

**Section 8.
Annual Meetings**

The Board of Directors shall cause a meeting of the Voting Members to be held on an annual basis. The President shall report at the annual meeting on the activities and financial condition of the Academy.

**Section 9.
Special Meetings**

Special meetings of the Voting Members may be called for any purpose at any time, by the President, the Board of Directors, or ten (10) percent of the Voting Members. Special meetings shall be held at a reasonable time and at a place fixed by the President or the Board of Directors. When a special meeting is requested by the Voting Members, the President or the Board of Directors shall cause the meeting to be held between thirty (30) and ninety (90) days after receipt of request for such special meeting. The business transacted at a special meeting shall be limited to the purposes stated in the notice of the meeting.

**Section 10.
Notice**

Notice of all meetings of Voting Members shall be given to Voting Members at least thirty (30) days before the date of the meeting, and not more than sixty (60) days before the date of the meeting. The notice shall contain the date, time and place of the meeting, and any other information required by these Bylaws or applicable law. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage thereon prepaid. Notice may also be given by a form of electronic communication. Electronic notice is deemed given:

If by facsimile communication, when directed to a telephone number at which the Voting Member has consented to receive notice;

If by electronic mail, when directed to an electronic mail address at which the Voting Member has consented to receive notice; and

If by any other form of electronic communication by which the Voting Member has consented to receive notice, when directed to the Voting Member.

- Section 11.
Quorum** The presence of five (5) percent of the Voting Members shall constitute a quorum for the transaction of business at any meeting of the Voting Members.
- Section 12.
Manner of Acting** Except as otherwise required by law, the Voting Members shall take action by the affirmative vote of a majority of the Voting Members present. Proxy voting is not allowed.
- Section 13.
Members' List for Meeting** After fixing the date for a meeting of the Voting Members, the Academy shall prepare an alphabetical list of the names of its Voting Members. The list of Voting Members shall be available for inspection by Voting Members beginning two (2) business days after notice of the meeting is given, and continuing through the meeting, at the Academy's registered office or at a reasonable place identified in the notice of meeting in the city where the meeting will be held. The list shall also be available at the meeting. A Voting Member, or a Voting Member's agent or attorney may on written demand inspect and copy the list, at a reasonable time and at the Voting Member's expense, during the period it is available for inspection and at any time during the meeting or an adjournment.
- Section 14.
Action by Written Ballot** Any action that may be taken at an annual or special meeting of the Voting Members may be taken without a meeting by written ballot. A ballot may be sent to a Voting Member electronically in a manner described in Section 9 of this Article III.
- Approval by written ballot is valid when the ballot provides an opportunity to vote for or against each proposed action and the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting of the Voting Members, and the number of ballots cast in favor of the action equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. A written ballot may not be revoked.
- Section 15.
Remote Communications for Meetings** To the extent determined by the Board, an annual or special meeting of Voting Members may be held solely or in part by one or more means of remote communication. In any meeting of Voting Members held solely or in part by means of remote communication, the Academy shall implement reasonable measures to verify that each person deemed present and entitled to vote at the meeting by means of remote

communication is a Voting Member.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Management

The business and affairs of the Academy shall be managed by or under the direction of the Board of Directors.

Section 2. General Powers

The Board of Directors shall have the authority to review decisions of the various committees and specialized boards and accept or reject them. In addition to the powers and authorities expressly conferred on the Board by these Bylaws, the Board may exercise all such powers of the Academy and do all such lawful acts and things as are not required to be exercised or done by the Voting Members.

Section 3. Composition, Terms

The Board of Directors shall consist of twelve (12) Directors, with nine At-large Directors plus the President Elect being elected by the Voting Members. The President and the Immediate Past President shall be Directors by succession from the position of President Elect.

The President Emeritus position is an ex-officio member of the board and will serve a two year term, immediately following their service as Past President. The President Emeritus position will have no vote and their attendance would not count towards a board quorum. (Amended 1/25/16)

Section 4. Nomination and Election of At-large Directors and President Elect

Directors, with the exception of the Executive Committee members, shall generally serve three-year terms, with one-third of the Directors elected each year. Directors shall not serve more than three (3) consecutive three-year terms.

Executive Committee members shall serve two-year terms in each of the three positions, with the President Elect succeeding to President and then Past President.

At least sixty (60) days prior to the next annual meeting of the Voting Members, the Nominating Committee shall cause to be delivered to the Voting Members, a notice of the right of each Voting Member to submit to the Committee the names of one or more eligible persons to serve as At-large Directors and President Elect of the Academy (when and to the extent there is an opening in these leadership positions). Not sooner than thirty (30) days following the date of such notice, and prior to the date of such annual meeting, the Nominating Committee shall meet and recommend to the Board of Directors the names of persons to serve as At-large Directors and President Elect.

The Nominating Committee may recommend a person whose name was not submitted by the Voting Members. At-large Directors and a President-Elect (when such election is appropriate) shall be elected by the Voting Members by written ballot prior to and announced at the annual Academy meeting of the Voting Members. Persons running for election to the Board of Directors must be Voting Members of the Academy at the time the ballot is distributed, they must have given their consent to be elected, and agree in writing to be fully compliant with the Academy's Conflict of Interest Policy for Directors and Officers.

**Section 5.
Board of Director's
Meetings**

- a. Regular Meetings. A minimum of one regular meeting of the Board of Directors shall be held in conjunction with the annual conference of the Voting Members of the Academy.
- b. Special and Emergency Meetings. Special and Emergency meetings of the Board of Directors may be called by the President or the Executive Committee.
- c. Notice. Notice of all meetings of the Board of Directors shall be given at least ten (10) days before the date of the meeting. Notice of Board meetings may be given in the same manner provided for notice to Voting Members as described in Article III, Section 9 of these Bylaws.

Attendance by a Director at a Board meeting shall be a waiver of notice of that meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

- d. Quorum and Vote. At all meetings of the Board of Directors, the presence in person or via electronic communications system of at least seven (7) Directors shall constitute a quorum for the transaction of business, and, except as otherwise provided by law, or by these Bylaws, if a quorum shall be present, the act of a majority of the Directors present shall be the act of the Board of Directors. Directors may not vote by proxy.
- e. Action Without a Meeting. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by

the number of Directors that would be required to take the action at a meeting of the Board of Directors at which all Directors were present. The written action may be sent to and received from a Director electronically in a manner described in Article III, Section 9 of these Bylaws. The written action shall be effective when signed by the required number of Directors, unless a different effective time is provided in the written action.

When written action is taken by fewer than all Directors, all Directors shall be notified immediately of its text and effective date. Failure to provide the notice shall not invalidate the written action. A Director who does not sign or consent to the written action shall have no liability for the action or actions taken thereby.

- f. Action by Electronic Communication. If the number of Directors participating in the meeting is sufficient to constitute a quorum at an in-person meeting, any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting. Participation in a meeting by electronic communication constitutes presence at the meeting.
- g. Minutes. The President-Elect shall keep, or cause to be kept, minutes of all meetings of the Board of Directors.
- h. Resignation. A Director may resign at any time by giving written notice to the Academy. A resignation shall be effective without acceptance when the notice is given to the Academy, unless a later effective time is specified in the notice.
- i. Removal. A Director may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the remaining Directors.
- j. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person elected to fill a vacant seat serves only the term that would have been served by the person who vacated the seat,

and thereafter may be nominated and elected in the manner described in Sections 3 and 4 of this Article IV.

**Section 6.
Director Compensation**

Directors shall not receive any salary or fee from the Academy for their services as Directors. Nothing in this section shall be construed, however, to prevent the compensation of a Director for services to the Academy in another capacity.

ARTICLE V. OFFICERS

**Section 1.
Composition**

All Officers shall be Directors of the Academy.

**Section 2.
Number**

The Officers shall consist of the President, the President-Elect, the Immediate Past President, and Vice President(s) as may be elected.

**Section 3.
Election**

The President Elect of the Academy shall be elected by the Voting Members from among the existing and prior Directors, such election to be conducted in alternate years during the election of the At-large Directors. The election of Vice Presidents is to take place at the board meeting at the annual conference.

- a. The President and Immediate Past President shall succeed into their positions from the President Elect and the President, and shall serve terms of two years. They shall be ineligible for reelection to the President Elect position for a period of two years after the expiration of their Immediate Past President term of office.
- b. Vice Presidents shall be as named in a Board Policy. They shall be nominated by the President and elected by the Board of Directors from among the Directors for a two-year term. Persons shall be eligible for reelection to Vice President offices.
- c. Officers shall hold office from the time of their appointments until their replacements have been made by the Board of Directors after their terms of office are completed or until their death, disqualification, resignation, or removal.

**Section 4.
Resignation**

An Officer may resign at any time by giving written notice to the Academy. The resignation shall be effective without acceptance when the notice is given to the Academy, unless a later effective date is specified in the notice.

**Section 5.
Removal**

An Officer may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Directors.

**Section 6.
Vacancies**

Any vacancy occurring in any office, other than the President-Elect position, shall be filled by a recommendation from the Executive Committee to the Board of Directors and an affirmative vote of a majority of the Board of Directors then in office. If there is a vacancy in the President-Elect position, the Board will determine the manner in which that vacancy shall be filled.

**Section 7.
Duties**

- a. The President shall act as the Chief Executive Officer of the Academy. The President shall call and preside at all meetings of the Academy and the Board of Directors. The President shall exercise general leadership and supervision over the affairs of the Academy in pursuit of the mission and purposes of the Academy, subject to the control of the Board of Directors, and maintain the Academy's Policies and Procedures Manual. The President shall chair the Executive Committee.
- b. The President Elect shall be a member of the Executive Committee and shall assume and perform the duties of the President in the event of the absence, incapacity, or resignation of the President. The President Elect shall also serve as the Academy's Secretary and shall keep, or cause to be kept, minutes of all meetings of the Board of Directors.
- c. The Immediate Past President shall be a member of the Executive Committee. The Immediate Past President shall also assume and perform the duties of the President in the event of the absence, incapacity, or resignation of the President and President Elect.
- d. The Vice Presidents' responsibilities shall be as established in Board Policy.

ARTICLE VI. COMMITTEES

Section 1. Establishment of Committees

There shall be an Executive Committee, a Nominating Committee and such other standing or special committees as may be established from time to time by the Board of Directors. Committee purposes, along with approved policies and procedures for each, should be contained in the Academy Policies and Procedures Manual. All Committees report through their chairs to the Board of Directors. Committee actions are subject to review and approval by the Board of Directors. A member of a committee (other than the Executive Committee and the Nominating Committee) need not be a Voting Member.

Section 2. Committee Meetings

Meetings of a committee may be called, from time to time, upon request of the President, or the chair of the committee. Notice of committee meetings shall be given in the same manner as for meetings of the Board of Directors.

Section 3. Executive Committee

The Executive Committee shall be comprised of the President Elect, the President and Immediate Past President. The Executive Committee shall act only in the interval between the meetings of the Board of Directors, and shall at all times be subject to the control and direction of the Board. To the extent determined by the Board, and as permitted by law, the Executive Committee shall have the authority of the Board of Directors in the management of the business of the Academy. The Executive Committee shall have all of the powers of the Board, except that the Executive Committee shall **not** have the power:

to submit to the membership any action or matter requiring authorization of the membership under the Bylaws;

to amend, repeal, or adopt Bylaws or policies;

to fill vacancies on the Board of Directors or dissolve, remove members of, change the number of, or fill vacancies on the Executive Committee;

or to amend or repeal any resolution of the Board of Directors unless the Board of Directors specifies that they may amend or repeal such action.

The Executive Committee shall report all actions undertaken

by it at meetings of the Board of Directors since the last meeting thereof. The Board shall have full authority, by a majority vote of all Directors, to modify or revoke any action taken by the Executive Committee.

**Section 4.
Nominating Committee**

The Nominating Committee shall consist of at least three (3) persons, including the Immediate Past President. The President shall appoint the Chair of the Nominating Committee as well as the other members of the Nominating Committee. The President's appointments of the Chair and members of the Nominating Committee must be approved by the Board of Directors before they become effective. The Nominating Committee shall, upon the direction of the President, prepare and submit to the Board of Directors the names of persons nominated to serve as At-large Directors and President Elect (when appropriate) of the Academy in accordance with these Bylaws.

ARTICLE VII. SPECIAL INTEREST GROUPS

There shall be such standing and ad-hoc Special Interest Groups as may be established from time to time by the Board of Directors. Special Interest Group purposes, along with approved policies and procedures for each, should be contained in the Academy Policies and Procedures Manual.

ARTICLE VIII. STANDARD OF CARE

**Section 1.
General Standard of
Care**

A Director or Officer shall discharge the Director's or Officer's duties, including duties as a committee member, in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the best interest of the Academy. A Director or Officer is not liable to the Academy, a Member, or another person for an action taken or not taken as a Director or Officer of the Academy if the Director or Officer acted in compliance with this Article.

**Section 2.
Conflicts of Interest**

The Board of Directors shall adopt and implement a Conflicts of Interest Policy applicable to the Directors and Officers of the Academy.

ARTICLE IX: INDEMNIFICATION

To the full extent permitted and in the manner prescribed by the Texas Business Organizations Code, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative or investigative, by reason of the fact that he or she is or was a Director or Officer of the Academy, shall be indemnified by the Academy against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding. The indemnification provided by this Article shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE X. DISSOLUTION

A two-thirds vote of the Board of Directors and a two-thirds vote of the Voting Members shall be deemed necessary in order to dissolve the Academy. In the event that a decision to dissolve has been made, the Board of Directors then in office shall remain in office until all affairs of the Academy have been properly terminated. In the event the Academy is in the dissolution process, any funds, equipment, and other resources remaining after payment of debts and obligations shall be distributed to other organizations, associations, or societies that are exempt from income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, and that support HRD academic programs.

ARTICLE XI. FISCAL YEAR

The fiscal year of the Academy shall be July 1 to June 30.

ARTICLE XII. AMENDMENTS

Section 1. Origin

Any Director or any Voting Member of the Academy may propose amendments to these Bylaws to the President. Proposed amendments to these Bylaws shall be considered by the Board of Directors.

Section 2. Vote

These Bylaws may be amended by a two-thirds vote of all of the Directors at a duly called meeting of the Board of Directors. A Bylaw amendment that changes the rights of the Voting Members as set forth in Article III, Section 1 of these Bylaws, or that alters the quorum or voting requirements set forth in Article III Sections 10 and 11 of these Bylaws must also be approved by the Voting Members before it takes effect.

Section 3. Duplication and Distribution

The President shall print and duplicate these Bylaws and (1) provide a copy to each Director, and (2) arrange for these Bylaws to be conveniently available to Voting Members.

ARTICLE XIII. OFFICE OF THE ACADEMY

The registered office of the Academy shall be in a location as designated by the Board of Directors. The Academy may have such other offices as the Board may designate or as the business of the Academy may require from time to time.

ARTICLE XIV. IMPLEMENTATION

These Bylaws were effective beginning May 7, 1993. They were revised on March 9, 1997, March 9, 2000, March 3, 2002, February 27, 2005, February 22, 2008, February 26, 2011 and January 25, 2016.