



**BY-LAWS**

**OF**

**NORTHEAST HUMAN**

**RESOURCES**

**ASSOCIATION, INC.**

**As Amended April 2016 (Ratified 5.19.2016)**



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## **ARTICLE I - NAME**

Section 1.1. Name. The Northeast Human Resources Association (herein referred to as the “Association”) is a Chapter of the Society for Human Resource Management (herein referred to as “SHRM”). To avoid potential confusion, the Chapter will refer to itself as NEHRA and not as SHRM or the Society for Human Resource Management.

Section 1.2. Relationships. The Association is a separate legal entity from SHRM and the Association shall have autonomy with respect to all phases of its operations. 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 Association. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

## **ARTICLE II - MEMBERS**

Section 2.1. Classes and Qualifications of Members. There shall be one class of Members of the Association. Members shall consist of (i) persons who are engaged in managing, administering, designing or performing an employment or human resources function, on a direct or indirect basis, and who are employed by any for-profit or not-for profit business; (ii) persons who are engaged in an employment or human resources advisory or consulting function and who are employed by or affiliated with an employment agency, executive search firm, recruitment agency, training and development company or other similar firm; (iii) persons providing products and services to the human resources community, including without limitation those providing products or services to the persons and organizations referenced in the foregoing clauses (i) and (ii) of this Section (iv) other persons interested in the purposes of the Association. Membership in the Association shall be granted to persons individually, and not as representatives of organizations. A person otherwise qualified for Membership

in accordance with clauses (i) – (iv) of this Section shall become or remain a Member of the Association only if such person has made full and timely payment of dues. The Board of Directors may, from time to time, adopt limits on the number of Members of the Association.

Section 2.2. Removal. By vote of the Board of Directors, any Member may be removed from membership in the Association for misconduct or action contrary to the activities or objectives of the Association.

Section 2.3. Membership Dues

A. Authority. Except and as herein otherwise provided, the initial and annual dues for Members of the Association shall be fixed by the Board of Directors and shall be payable in advance. The Chief Executive Officer has the authority to offer “discounts” within a range approved by the Board of Directors.

B. Payment. The annual dues of Members shall be payable each year on the anniversary date of the Member’s acceptance into the Association.

Section 2.4. Transfer of Membership. If a Member leaves an organization after dues have been paid by the employer (whether directly or by reimbursement made to the individual member), the employer may name a new person within its organization who meets the membership qualifications of the Association to replace the former employee as a Member with no additional dues being assessed until the then current membership year applicable to the former employee has expired.

**ARTICLE III - MEETINGS OF MEMBERS**

Section 3.1. Annual Meeting. The Annual Meeting of the Members shall be held in the last quarter of each fiscal year at such time and place within the Commonwealth of Massachusetts or elsewhere in the United States as the Board of Directors shall fix. At such Annual Meeting the members

shall elect Directors in accordance with the procedures set forth in Section 3.2 of these By-Laws, hear the report of the Treasurer and transact such other business as may otherwise properly come before the meeting. In the event that for any reason the Annual Meeting shall not be held as herein provided, a subsequent special meeting of the Members shall be held in lieu of and for the purposes of the Annual Meeting with all the force and effect of an Annual Meeting and for such other purposes as may be specified in the notice of said special meeting.

Section 3.2. Special Meetings. Special meetings of the Members may be called at any time by a majority of the Directors, by the President, by any other Officer, or upon the written request of Members representing at least five percent (5%) of the Members, stating the place, day, hour and purposes of the meeting, and as otherwise required by law. Special meetings of Members may be held within the Commonwealth of Massachusetts or elsewhere in the United States.

Section 3.3. Notice. An electronic or printed notice of any annual or special meeting of the Members, stating the place, day, hour, and purposes thereof, shall be provided to each Member by the Secretary or such other person authorized by these By-Laws to call a meeting, at least seven (7) days before the date of the meeting by mailing or by sending via electronic mail transmission, in each such case to him or her at his or her current delivery or mailing address or other electronic mail address as last recorded on the books or in other records of the Association. It shall be the duty of each Member to notify the Association of his or her current delivery/ mailing address and/or electronic mail address. Whenever notice of a meeting is required to be given to a Member under any provision of the General Laws of the Commonwealth of Massachusetts or of the Association's Articles of Organization or By-Laws, a written waiver thereof, executed before or after the meeting by such Member or by his or her attorney thereunto duly authorized and filed with the records of the meeting, shall be deemed equivalent to such notice.

Section 3.4. Quorum. Five percent (5%) of the total number of Members present or duly represented by proxy at the meeting shall constitute a quorum for the transaction of business at any meeting of the Members.

Any meeting may be adjourned from time to time by a majority of the vote properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. At any such adjourned meeting at which a quorum shall be represented, any business may be transacted which might have been transacted at the meeting as originally called.

Section 3.5. Vote Required. If a quorum is represented at a meeting, the affirmative vote of a majority of the Members who are present in person or by proxy at the meeting and entitled to vote shall be sufficient to transact any business unless the matter is one upon which by express provision of law or of the Articles of Organization or By-Laws of the Association, a different vote is required or permitted, in which case such express provision shall govern. Any election by Members shall be determined by a plurality of the votes cast by the Members who are present in person or by proxy at the meeting.

Section 3.6. Method of Voting and Proxies. Each Member of the Association shall be entitled to one vote at any meeting of the Members of the Association or at any adjournment thereof. Any Member not present in person at any such meeting of the Members of the Association may vote thereat by an attorney-in-fact named in a proxy signed by such Member and filed with the Secretary prior to the commencement of the meeting, but no such instrument which is dated more than six months before the meeting specified therein shall be accepted. Except as otherwise limited therein, proxies shall entitle the persons who are authorized to vote thereby to vote at any adjournment of such meeting, but no such proxy instrument shall be valid after the final adjournment of such meeting. All proxies shall be filed with the Secretary at the meeting, or at any adjournment thereof, before being voted.

Section 3.7. Action by Consent. Any action required or permitted to be taken at any meeting of the Members may be taken without a meeting if all the Members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the Members. Such consents shall be treated for all purposes as a vote at a meeting. Signatures of Members on written consents need not be on the same page, but rather may be executed separately.

**ARTICLE IV - DIRECTORS, OFFICERS AND COMMITTEES: ELECTION, POWERS  
AND DUTIES**

Section 4.1. Directors, Officers, and Nominating Committee. The Board of Directors of the Association shall consist of no less than three (3) nor more than fifteen (15) Directors, except as provided in Section 3.2 below. The exact number of Directors (within such numerical limit) constituting the Board of Directors shall be fixed by the Board of Directors from time to time.

The Officers of the Association shall be a President, a President-Elect, a Treasurer, a Secretary, and such other Officers as the Board of Directors may from time to time elect or appoint. Officers and Directors shall be nominated to the Board of Directors by the Nominating Committee as provided for below. Except as otherwise specifically prohibited by law, the same person may simultaneously occupy more than one office. Officers of the Association must be Directors, and the President and President-Elect must be members of the Society for Human Resource Management for as long as the Association is an affiliate thereof. In nominating individuals to the Board of Directors and in electing Officers, the Directors shall take into consideration the broad array of constituencies served by and otherwise involved or interested in the activities or objectives of the Association and shall endeavor to have as many of these constituencies as possible represented on the Board of Directors and holding positions as Officers at all times.

There shall be a Nominating Committee, appointed by the President, consisting of three Directors other than the President, as well as the President-Elect and one member of the Senior Advisory Board. This Committee shall recommend to the Board of Directors, for its approval, those to be nominated to fill vacancies as Directors. It shall also recommend to the Board of Directors those nominated for election by the Board as Officers after consultation with the President and consideration of the President's recommendations of possible Officers.

Section 4.2. Terms of Office; Vacancies. Each Director elected shall hold office until the Annual Meeting of Members (or any special meeting held in lieu thereof) which shall take place in the third year after his or her election or re-election, except as otherwise hereinafter provided. Each Director elected shall serve a maximum of two (2) elected terms of up to three (3) years each. The calculation of such terms shall not include the time served as a result of filling a vacancy on the Board. Notwithstanding the foregoing, any Director appointed as President or elected as any other Officer of the Association will have his or her membership on the Board extended while serving in such office if that Director's term would otherwise expire while serving as President or any other Officer. If an Officer's term as a Director ends simultaneously with that person's term as an Officer, that person's term as a Director shall be extended for an additional year.

The President shall hold office for a term of two (2) years and until the next Annual Meeting of Directors following the meeting at which he or she was appointed and until his or her successor is appointed, except as otherwise provided herein. At each Annual Meeting of the Directors, the President-elect shall automatically be appointed as the President. If the President shall resign during his or her term, the Board of Directors shall appoint the President-Elect to serve out the remainder of the term as acting President, and the President-Elect shall be appointed President at the next Annual Meeting of the members. If for any reason the President-Elect is unable or unwilling to serve in the office of President,

the Board of Directors shall fill the vacancy in the office of President by appointing a successor President to serve the remainder of the term. The President-Elect, Treasurer and Secretary shall each be elected to office for terms of two (2) years until the next Annual Meeting of Directors following the meeting at which he or she was elected and/or until their respective successors are elected, except as otherwise provided herein. All other Officers shall hold office at the pleasure of the Board of Directors.

In case a vacancy shall occur for any cause in the Board of Directors or in any office, including a vacancy resulting from enlargement of the Board, the Board of Directors (or the remaining Directors, although less than a quorum) may appoint a Member to fill such vacancy by the affirmative vote of a majority of the Directors then in office. A Director or Officer so appointed by the Board of Directors to fill such vacancy shall hold office only until the next meeting of the Members or Directors at which the vacancy in the Board of Directors or office would regularly be filled.

Section 4.3. Removal and Resignation. Any Director may be removed from office with or without cause by the vote of a majority of the other Directors then in office or by the vote at a meeting at which a quorum is present of a majority of Members who are present or duly represented by proxy. Any Officer may be removed from his or her office with or without cause by the vote of a majority of the Directors then in office. Any Director or Officer may resign from his or her office for any reason, upon giving proper written notice to the Board of Directors or the President. No Director shall continue in office, and may be removed in case of failure to resign (a) if he or she fails to attend three consecutive meetings of the Board without sending a communication to the President stating reasons for failure to attend, or (b) if he or she fails to accept responsibility for or carry out tasks or responsibilities assigned to him or her by the Board of Directors, any committee or the President in a manner satisfactory to a majority of the other Directors. A Director or Officer may be removed only after a reasonable notice and opportunity to be heard before the body proposing to remove him or her.

Section 4.4. Board of Directors. The Board of Directors shall have strategic oversight of all the property and affairs of the Association, and shall exercise all of the powers of the Association, except such as are conferred upon the Members by law or by these By-laws or the Articles of Organization. Without limiting the generality of the foregoing, the Board of Directors shall have full power to fix the compensation of all employees of the Association, if any, and the compensation paid to any other individual or entity for contract services rendered to the Association.

Section 4.5. Executive Committee. The Executive Committee of the Board of Directors shall consist of the President, the President-Elect, and the immediate past President, the Secretary, and the Treasurer. The Chief Executive Officer shall attend all meetings of the Executive Committee, except for meetings held in executive session, but he/she shall not have a vote on matters before the Executive Committee. Each member of the Executive Committee shall be entitled to one vote on all matters voted upon by the Executive Committee. The Executive Committee may invite others to join its meetings. Only the members of the Executive Committee shall have a vote on matters before it and all actions shall require an affirmative vote of a majority of the members. The Executive Committee shall serve as the body to implement the policies and directives of the Board of Directors and shall follow any express guidelines or directives of the Board of Directors. Except as otherwise directed by the Board of Directors, the Executive Committee shall have and exercise all of the power and authority of the Board of Directors in the management of the operations and affairs of the Association between Meetings of the Board of Directors. Notwithstanding the foregoing, the Executive Committee shall have no power to (i) amend these By-laws; (ii) fill any position which these By-laws provide shall be filled by the Board of Directors; (iii) hire or terminate the services of any employee of the Association; (iv) authorize any borrowing on behalf of the Association; and (v) take any other action not in the ordinary course of business.

The Secretary shall keep full and accurate minutes and records of all decisions made by the Executive Committee and make such minutes available to Members of the Board of Directors. The President, or his/her designee, shall be the chair of the Executive Committee and, at his/her discretion; meetings may be held in executive session.

Section 4.6. Committees and Special Interest Group. The Board of Directors may approve such committees and special interest groups as it deems necessary or desirable with such powers as the Board of Directors may determine. The members of any such committee or special interest group shall hold office subject to the pleasure of the Board of Directors. Each such committee and special interest group so approved shall keep regular minutes of its meetings and provide an Annual Report to the Board of Directors upon request.

Section 4.7. Senior Advisors. The President may annually appoint Senior Advisors, who shall be Members of the Association and who the President believes could provide counsel or advice to the Board of Directors. Such Advisors are expected to attend all board meetings, but shall not have any voting authority.

Section 4.8. President. The President shall be the Chairman of the Board. He/she shall preside at all meetings of Members and of the Board of Directors at which he or she shall be present. He /she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term in office.

Section 4.9. President-Elect. The President-Elect shall be elected by the Board of Directors at its Annual Meeting. The President-Elect will automatically be appointed as the President at the end of his or her two-year term. The President-Elect shall have such powers and be charged with such duties, including (to the extent permitted by law) during the President's absence or inability to act, such of the

powers and duties of the President as the Board of Directors may prescribe or as the President may designate.

Section 4.10. Treasurer. The Treasurer shall be elected by the Board of Directors at its Annual Meeting. He or she shall keep or cause to be kept regular books of account which are to be available at all times for inspection by any Director, and the Treasurer shall report to the Board of Directors on the financial condition of the Association whenever requested to do so by the Board of Directors. He or she shall have or exercise direct control over the custody of all documents of title and valuable papers. Subject to the supervision and control of the Board of Directors, he or she shall receive and disburse the funds of the Association.

One or more Assistant Treasurers may be appointed from time to time by the Board of Directors. An Assistant Treasurer shall have such powers and be charged with such duties, including (to the extent permitted by law) any or all of the powers and duties of the Treasurer, as the Board of Directors may prescribe or as the Treasurer shall delegate.

Section 4.11. Secretary. The Secretary shall be elected by the Board of Directors at its Annual Meeting. The Secretary shall be present at and keep minutes of each meeting of the Members and of the Board of Directors (or delegate to another member of the Board of Directors or any other responsible person present at any meeting), shall give notice of meetings of the Members and shall perform all duties commonly incident to his or her office or which may be properly required of him or her by the President.

The Board of Directors from time to time may appoint one or more Assistant Secretaries who, in the absence of the Secretary, shall perform the duties of that office.

In the event of the absence of the Secretary and any Assistant Secretary, if any, from any meeting of Members or of the Board of Directors, the Members or Directors at such meeting may

appoint a Temporary Secretary to keep the records of the meeting and to perform such other duties in connection with that office as the meeting may prescribe.

Section 4.12. Miscellaneous Duties and Powers. In addition to the foregoing specifically enumerated duties and powers, the Officers and Directors of the Association shall be charged with such other duties and shall have such other powers (to the extent permitted by law) as may be delegated to them from time to time by the Board of Directors or any Officer herein authorized or as may be imposed upon them by law.

## **ARTICLE V - DIRECTORS' MEETINGS**

Section 5.1. Meetings of Directors. An Annual Meeting of the Board of Directors shall be held in every year immediately after the Annual Meeting of Members or special meeting of the Members held in lieu of such Annual Meeting, at the same place as such annual or special meeting or such other place as may have been communicated to each Director, for the election of Officers and for the transaction of such other business as may properly come before such meeting, and no notice shall be required of such Annual Meeting. Other regular meetings of the Board of Directors shall be held quarterly or at such other intervals and at such time and place as may be fixed by the Board of Directors. Special meetings of the Board of Directors may be called by the President, or shall be called by the Secretary upon the written request of three (3) or more Directors. Meetings of the Board of Directors may be held within or outside the Commonwealth.

Section 5.2. Notice. The Annual Meeting of the Board of Directors and any regular meetings fixed in place and time in advance by the Board of Directors may be held without notice except as otherwise required in these By-laws. Special meetings of Directors shall be held only upon notice to all Directors. Notice when otherwise required shall be sufficient if (i) written notice is sent by mail at least

five (5) days before the meeting, or other electronic mail at least seventy-two (72) hours before the meeting to the Director's last known place of business or residence; or (ii) at least forty-eight (48) hours before the meeting, oral notice (including by telephone) is delivered to the Director, or written notice is delivered by hand or overnight courier to his or her last known place of business or residence. Any notice received by a Director in time to enable him or her to attend the meeting concerning which such notice is given shall be likewise sufficient. Notice of a meeting need not be given to any Director (a) if a written waiver of notice executed by him before or after the meeting is filed with the records of the meeting, or (b) who attends the meeting without protesting prior thereto or at the commencement thereof the lack of notice to him or her. Notice of a meeting need not be given to a Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice thereof. Any business whatever may be transacted at a meeting of the Board of Directors although it may not have been specified in the notice or waiver of notice of the meeting. No notice of an adjourned meeting of the Board of Directors shall be necessary.

Section 5.3. Quorum; Vote. At any meeting of the Board of Directors a majority of the Directors (or if the number of Directors then in office shall be an even number, then one half of the number of Directors) then in office shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Except as otherwise expressly provided by law or by the Articles of Organization of the Association or by these By-laws, in each case, as the same may be amended from time to time, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the meeting, and any election by the Directors shall be determined by a plurality of the votes cast by the Directors present at the meeting.

Section 5.4. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the Directors consent to the action in writing and the written consents are filed with the records of the meetings of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting. Consents may be executed in counterparts.

Section 5.5. Remote Presence at Meetings. Unless otherwise provided by law or the Articles of Organization, members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone call or similar method of communication by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

## **ARTICLE VI - ETHICS**

The Association adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management in order to promote and maintain the highest standards among its Members. Each Member shall honor, respect and support the purposes of the Association and SHRM. The Association shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No Member shall actively solicit business from any other Member at meetings without the approval of the Board of Directors.

## **ARTICLE VII - INDEMNIFICATION**

Each person who is or was at any time a Director, Senior Advisor or Officer of the Association and any such Director or Officer who serves at the Association's request as a trustee, director, officer, employee or other agent of another organization, including any person who is no longer a Director,

Senior Advisor or Officer of the Association or a trustee, director, officer, employee or agent of said other organization who was such before (each such person being hereinafter referred to as an “Indemnified Person” and each such office or capacity in which an Indemnified Person serves being hereinafter referred to as an “Indemnified Capacity”), on or after the date of adoption of this By-law shall, to the extent permitted by law and only to the extent that the status of the Association as an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States revenue law) is not affected thereby and without prejudice to any other rights such person might have, be entitled to be reimbursed by the Association for, and indemnified by the Association against, all liabilities and expenses including amounts paid or incurred by such Indemnified Person in satisfaction of judgments or in settlement (other than amounts paid or incurred to the Association itself) and amounts paid as fines or penalties and counsel fees, reasonably incurred by such Indemnified Person in connection with or arising out of any claims made, or any action, suit or proceeding threatened or brought against such Indemnified Person or in which such Indemnified Person may be involved as a party or otherwise by reason of any action alleged to have been taken or omitted by such Indemnified Person in an Indemnified Capacity, whether or not such person continues in such Indemnified Capacity at the time of incurring such liabilities and expenses; provided, however, that no person shall be so indemnified in relation to any matter which has been made the subject of a settlement, except with the approval of a court of competent jurisdiction or a vote of a disinterested majority of the Directors of the Association then in office. Except as hereinbefore provided with respect to persons serving another organization at the Association’s request, indemnification of any employees or agents of the Association who are not Directors or Officers of the Association may be provided by it to the extent authorized in each instance by the Board of Directors. No reimbursement or indemnification shall be provided for any person with respect to any matter as to

which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association or, to the extent that such matter relates to service to another organization, in the best interests of such other organization. Reimbursement or indemnification hereunder may in the discretion of the Directors include payments by the Association of costs and expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding upon receipt of any undertaking by the person indemnified to repay such payment if such person shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted without reference to the financial ability of such person to make repayment. Each Indemnified Person shall, by reason of continuing service in, or accepting appointment to or employment in, an Indemnified Capacity, have the right to be reimbursed and indemnified by the Association as above set forth with the same force and effect as if the Association, to induce such person to continue so to serve or to accept such appointment or employment, specifically agreed in writing to reimburse and indemnify such person in accordance with the foregoing provisions of this Article. Any rights to reimbursement and indemnification granted under or pursuant to this section to any Indemnified Person shall extend to such person's heirs, executors and administrators. Nothing herein contained is intended to, or shall, prevent a settlement by the Association prior to final adjudication of any claim, including claims for reimbursement or indemnification hereunder, against the Association when such settlement appears to be in the interests of the Association. No Director, Officer or Senior Advisor of the Association shall be liable to anyone for making any determination hereunder or for making or refusing to make any payment hereunder in reliance upon advice of counsel. The Association shall not be liable under this Article to make any payment of amounts otherwise indemnifiable hereunder if and to the extent that an Indemnified Person has otherwise received such payment under any insurance policy, contract, agreement or otherwise.

## ARTICLE VIII - MISCELLANEOUS

Section 8.1. Name and Seal. The name by which the Association shall be known as: Northeast Human Resources Association, Inc. The seal of the Association, if any, shall be in such form as the Board of Directors may from time to time determine.

Section 8.2. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Association shall end on the thirty-first day of May in each year.

Section 8.3. Bonds. The Board of Directors may from time to time require from any one or more of the Directors, Officers or Senior Advisors of the Association that he, she or they shall give bond for the faithful performance of duties. Any such bond shall be in such form, in such sum and with such sureties as the Board of Directors may determine. The premiums for all such bonds shall be paid by the Association.

Section 8.4. Execution of Writings. Unless the Board of Directors shall otherwise generally or in any specific instance provide:

(a) any bill or note or check shall be made or signed in the name and on behalf of the Association by the President or the Treasurer or an Assistant Treasurer or such other Officer, employee, contractor or other person involved with the management of the Association as shall be authorized to do so from time to time by the Board of Directors; and

(b) any other contract or written instrument shall be signed in the name and on behalf of the Association by the President or the Treasurer or such other Officer, employee, contractor or other person as shall be authorized to do so from time to time by the Board of Directors, and such Officer, employee, contractor or other person so signing such instrument may also seal, acknowledge and deliver the same. Any instrument purporting to affect an interest in real estate shall be executed in the name of

the Association by two of its Officers, jointly, of whom one is the President (or any Vice President) and the other is the Treasurer (or any Assistant Treasurer).

Section 8.5. Dividend, Profit and Compensation. No Member, Director or Officer shall receive by reason of such membership, directorship or office, any dividend, profit or compensation from the Association; provided, however, that there shall be allowed reimbursement by the Association of reasonable expenses incurred on behalf of the Association in the course of any activity for the Association, by any Member, Director or Officer of the Association.

Section 8.6. Other Prohibited Activities. No substantial part of the activities of the Association shall be devoted to carrying on propaganda or otherwise attempting to influence legislation, and the Association shall not participate or intervene in any political campaign. The Association shall not engage in or carry on activities not permitted to be carried on by organizations which are exempt for federal income tax purposes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent United States tax laws), notwithstanding any other provision of these By-laws or the Articles of Organization of the Association, or any provision of the laws of the Commonwealth of Massachusetts, which may permit the Association to do so.

Section 8.7. Transactions with Interested Parties. In the event a Director or Officer (or any other corporation, partnership, association, or other organization in which one or more of the Directors or Officers are directors or officers, or have a financial interest) desires to enter into a contractual relationship or other transaction with the Association, such person shall disclose the material facts as to his or her relationship or interest as to the contract or transaction and shall abstain from the voting with respect to the authorization of such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

## **ARTICLE IX - AMENDMENT OF BY-LAWS**

These By-laws may be amended at any meeting of Members of the Association at which a quorum shall be present, by a majority vote of the Members present, provided that the substance of any proposed amendment shall have been set forth in the notice of the meeting.

These By-laws may also be amended at any meeting of the Board of Directors at which a quorum shall be present, by a majority vote of the Directors present, provided that the Articles of Organization so permit and that the substance of any proposed amendment shall have been set forth in a notice of the meeting at which a final vote is to be taken thereon. Following upon any amendment by the Board of Directors, but not later than the time of giving notice to the Members of the next annual or special meeting of the Members, a notice stating the substance of any such amendment shall be given to the Members. At such meeting of the Members at which a quorum is present, any amendment previously adopted by the Board of Directors may be rescinded, upon the motion of any Members, by a vote of the majority of the Members present.

Before any bylaws amendment is presented to the Association members or directors for a final vote on such amendment, the amendment shall have been approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of SHRM and not in conflict with SHRM bylaws.

## **ARTICLE X - DISSOLUTION**

In the event of the Association's dissolution, the remaining monies in the treasury, after any expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter of SHRM, the State

Council, an HR degree program or other such organization or charity with purposes consistent with those of the Chapter).

#### **ARTICLE XI - AFFILIATED CHAPTER STATUS**

The affiliated Chapter status of the Association may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Association are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association 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 Chapter fails to maintain the required affiliation standards 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.