

**BYLAWS OF  
HUMAN RESOURCES MANAGEMENT ASSOCIATION, INC.**

**ARTICLE I**

**NAME, SEAL AND OFFICES**

1.1 Name. The name of this Corporation is Human Resources Management Association, Inc. (herein referred to as the "Corporation"). To avoid potential confusion, the Corporation will refer to itself as HRMA Princeton and not as SHRM or the Society for Human Resource Management.

1.2 Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its creation and the words "Corporate Seal New Jersey." The Board of Directors may change the form of the seal or the inscription thereon at its pleasure.

1.3 Offices. The current address of the registered office of the Corporation is located at 209 Heritage Court, Pennington, NJ 08534. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine as the purposes of the Corporation may require.

1.4 Affiliation. The Corporation is affiliated with the Society for Human Resource Management (herein referred to as SHRM).

1.5 Relationships. The Corporation is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Corporation. The Corporation shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Corporation shall not contract in the name of SHRM without the express written consent of SHRM.

**ARTICLE II**

**PURPOSES**

2.1 Purposes. As stated in the Certificate of Incorporation, the purposes for which the Corporation is organized are exclusively to foster the professional development of its members and the advancement of the field of human resources management and administration within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended or superseded, including without limitation to provide opportunities for networking and the exchange of knowledge, information, practices and procedures which mutually benefit all members, to encourage and facilitate the operating effectiveness of human resources administrators, to improve the standards of performance in the human resources management profession and to do any act or thing incidental to or connected with the foregoing purposes or in advancement thereof. The Corporation shall be organized and operated exclusively as a tax-exempt

organization within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. In order to help effectuate the purposes stated herein and in the Certificate of Incorporation, the Corporation will take all necessary steps to obtain an affiliation with or membership in the Society for Human Resource Management (National) (“SHRM”).

## **ARTICLE III**

### **MEMBERS**

3.1 **Qualifications for Membership.** The qualifications for membership in the Corporation shall be stated in this Article of the Bylaws of the Corporation. The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. To achieve the purposes of the Corporation, there shall be no discrimination in individual memberships because of race, creed, color, national origin, nationality, ancestry, age, sex (including pregnancy), marital status, domestic partnership status, civil union status, affectional or sexual orientation, gender identity, atypical hereditary cellular or blood trait, genetic information, liability for military service, and mental or physical disability, perceived disability, and AIDS and HIV status, and any other applicable federal and state law. All memberships are individual and are not transferable to other individual

3.2 **General Members.** General Members shall be limited to members in good standing with SHRM who are (a) those individuals actively engaged in bona fide human resources administration who devote at least 50% of their time to personnel, human resources or industrial relations functions; (b) faculty members holding an assistant, associate or full professor rank in personnel, human resources or industrial relations of their specialized places at an accredited college or university; or (c) full-time consultants who are involved in an occupation providing a service, product or support to the human resource professional.

3.3 **Other Membership.** (a) **Student Membership.** There is no separate student membership category. Students may be members of a Corporation-sponsored club on a college campus or a SHRM student chapter; and (b) **Honorary Membership.** Honorary members are those persons who have served the Corporation in a leadership capacity, are retired from full-time employment and are nominated by the Board of Directors for such membership.

3.4 **Application for Membership.** Application for membership shall be on the Corporation’s application form. The Vice President for Membership will have the responsibility to ensure new members meet all qualifications for membership and report new members to the Board. New members shall be afforded their membership rights as described in Sections 3.06 and 3.07 in this Article of the Bylaws of the Corporation from the date of application approval by the Corporation’s Board of Directors.

3.5 **Revocation of Membership.** All memberships are subject to revocation by the Board of Directors due to conduct unbecoming of a member of a professional association, unauthorized solicitation or misuse of the membership directory.

3.6 Voting. Each General Member of the Corporation shall have the right to cast one vote on each matter before a vote of the members. Votes may be cast by written proxy. Honorary Members shall have no right to vote.

3.7 Holding Office; Directors. Each General Member of the Corporation shall have the right to hold office and be a Director in the Corporation. Honorary Members may not hold office or be a Director in the Corporation.

3.8 Dues. Annual membership dues shall be established for each membership year by the Board of Directors prior to the mailing or distribution by electronic mail of renewal notices. Dues are payable within sixty (60) days of the mailing of the renewal notices by the Treasurer. The Board of Directors shall determine the membership year which may differ from the fiscal year.

3.9 Annual Meetings. The annual meeting of the members shall be held in May or at such other time as determined by the Board of Directors. The meeting shall be for the election of officers and the conduct of other appropriate business at such place as the Board of Directors shall designate.

3.10 Regular Meetings. Regular meetings of the members shall be held on the second Monday of each month or as otherwise determined by the Board of Directors. The meetings shall take place at such place as the Board of Directors shall designate.

3.11 Special Meetings. Special meetings of the members shall be held on the call of the President, the Board of Directors or by the vote of one-tenth of the members who are entitled to vote at such meeting. The meetings shall take place at such place as the Board of Directors shall designate.

3.12 Notice of Meetings. Notice of the time, place and purposes of the meetings shall be given by mail, electronic mail or any other means of delivery deemed appropriate by the Board of Directors, not less than ten (10) days nor more than sixty (60) days prior to the date of the meeting, except as otherwise specifically provided by law.

3.13 Quorum. Members holding one-tenth of the votes entitled to be cast, in person or by proxy, shall constitute a quorum. The vote of the majority of those present at any meeting at which there is a quorum shall be necessary for the adoption of any matter voted on by the members.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

4.1 Powers. All corporate powers, except such as are otherwise provided for in these Bylaws, the Certificate of Incorporation or the laws of the State of New Jersey, shall be and are hereby vested in and shall be exercised by the Board of Directors.

4.2 Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, VP/President-Elect, Vice President of Membership, Vice President of Programs, Vice President for Communications, Treasurer, and Secretary.

4.3 Composition of the Board of Directors. Along with the Officers listed in Section 4.02 of this Article and the Immediate Past President who shall serve ex-officio, the Board of Directors shall also include Core Leadership Area Directors and At-Large Directors.

4.4 Qualifications. The Board of Directors must be General Members of the Corporation in good standing at the time of nomination or appointment, and remain current members in good standing of the Corporation and of SHRM throughout the duration of their term of office.

4.5 Elections. Term of Office. Officers shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer shall assume office on July 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office. The President shall appoint Core Leadership Area Directors and At-Large Directors from among the General Membership as the President shall deem advisable from time to time, provided that the President may not, unless a viable succession option exists, appoint an individual as Director to serve in same capacity for more than two (2) consecutive years.

4.6 Removal of Directors. Any Director may be removed from office without cause by the affirmative vote of two-thirds of all Directors then in office. Any elected Director may be removed from office for cause, or suspended pending final determination that cause exists for removal, by a majority of the votes of the Board of Directors.

4.7 Vacancies. Any vacancy on the Board of Directors may be filled for the unexpired portion of the term by the President with the affirmative vote of the majority of the remaining Directors even though less than a quorum of the Board of Directors exists.

4.8 Meetings. Meetings of the Board of Directors may be called at any time by the President or the Board of Directors. Such meetings shall be held at such place and time as the President or Board of Directors calling the meeting shall designate.

4.9 Notice of Meetings. Notice of the time and place of meetings of the Board of Directors shall be given either personally or by mail or by electronic mail or by any other means of delivery deemed appropriate by the Board of Directors upon each person who appears upon the records of the Corporation as a Director. Notice shall be given not less than five (5) days prior to the date of the meeting, except as otherwise required by law.

4.10 Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

4.11 Conference Phone. Any or all Directors may participate and vote in a meeting of the Board or a committee thereof by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear each other. Participation by such means shall constitute presence in person for purposes of quorum.

4.12 Voting. At every meeting of the Board of Directors or a committee thereof, each Director shall be entitled to one (1) vote.

4.13 Waiver of Notice. Whenever, under the provisions of any law or under the provisions of the Certificate of Incorporation or Bylaws of the Corporation, the Corporation or the Board of Directors or any committee thereof is authorized to take any action after notice to the Board of Directors or to the members of a committee or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if at any time before or after such action be completed, such requirement be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by such person's authorized representative. The attendance by a Director at any meeting without protesting prior to the conclusion of the meeting the lack of notice of that meeting shall constitute waiver of notice by that Director.

4.14 Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior to or after such action a written consent thereto is signed by all of the Directors or by all members of such committee as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors or committee.

4.15 Conflict of Interest. Whenever any matter involving the financial or personal interest of a Director shall arise in deliberations or voting, such Director shall disclose the nature and extent of such interest and if the Board of Directors or committee, as the case may be, determines a conflict exists, the Director shall be disqualified from participation in such deliberations or voting and shall not be counted for purposes of determining the presence of a quorum for the taking of action on such matter.

## **ARTICLE V**

### **COMMITTEES**

5.1 **Committees.** The Vice President for Programs shall chair the Program Committee. The Vice President for Membership shall chair the Membership Committee. The Vice President for Communications shall chair the Communications Committee. Committees, other than Programs, Membership and Communications, may be appointed from the General Membership by the President as necessary. Committees may include but not be limited to Diversity, Workforce Readiness, Careers In-Transition, Legislative Affairs, College Relations, SHRM Foundation, Hospitality, Health Care Forum, HR Certification, HR Recertification Credit, Sponsorship, and Nomination.

5.2 **Quorum.** A majority of each committee shall constitute a quorum for the transaction of business and the act of the majority of the committee members present at a meeting at which a quorum is present shall be the act of such committee.

## **ARTICLE VI**

### **OFFICERS**

6.1 **Officers and Qualifications.** The General Membership shall elect at each annual meeting a President, VP/President-Elect, Vice President for Programs, Vice President for Membership, Vice President for Communications, Secretary and Treasurer with such powers and duties not inconsistent with the Bylaws of the Corporation. The officers shall serve for one-year terms or until their earlier death, resignation or removal as provided herein and until their successors have been elected and qualified. Notwithstanding the foregoing, officers elected shall serve terms commencing on July 1 following their election and ending on June 30 of the following calendar year or until their earlier death, resignation or removal as provided herein and until their successors have been elected and qualified. Officers must be a current member in good standing of the Corporation and SHRM throughout the duration of their term of office.

6.2 **Vacancies.** Any vacancy in any office may be filled for the unexpired portion of the term by the President with the affirmative vote of the majority of the Board of Directors.

6.3 **President.** The President shall preside at the meetings of the Board of Directors and of the members, direct the Corporation and have charge and supervision of the affairs of the Corporation. The President shall serve as the liaison for the Corporation with SHRM.

6.4 **VP/President-Elect.** At the request of the President, or in the event of the President's absence or disability, the VP/President-Elect shall perform the duties of the President and have such other powers and perform such other duties, including serving as liaison for the Corporation to SHRM, as the President or the Board of Directors may determine.

6.5 Vice President for Programs. The Vice President for Programs shall chair the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions and any workshops and seminars sponsored by the Corporation as determined by the President and the Board of Directors. The Vice President for Programs will have the authority to appoint sub-committees to plan and implement the activities associated with the program year.

6.6 Vice President for Membership. The Vice President for Membership shall chair the Membership Committee. The Vice President for Membership shall encourage membership growth and shall maintain the official membership roster of the Corporation. The Vice President for Membership shall have such powers and perform such other duties as the President may determine.

6.7 Vice President for Communications. The Vice President for Communications shall have responsibility for all official communications of the Corporation, such as website, newsletter, meeting announcements, photography, advertisements, social media and public relations, including any person or committee chairs assigned to perform such functions.

6.8 Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Corporation and shall perform such other duties as the President may determine.

6.9 Treasurer. The Treasurer shall be responsible for the financial affairs of the Corporation. These responsibilities shall include financial reports to the Board of Directors and arrangements for the annual examination audit of the accounts as may be required by the Board of Directors. The Treasurer shall be responsible for membership billing. The Treasurer shall perform such other duties as the President may determine.

## **ARTICLE VII**

### **FISCAL YEAR**

7.1 Fiscal Year. The fiscal year of the Corporation shall commence on the first day of July of each year and end on the last day of June of the following year.

## **ARTICLE VIII**

### **EXEMPT ACTIVITIES**

8.1 Tax-exempt Status. Notwithstanding any other provision of the Bylaws of the Corporation, no director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended or superseded, or by regulations promulgated thereunder.

**ARTICLE IX**  
**INDEMNIFICATION**

9.1 **General.** The Corporation shall indemnify each Corporate Agent (as defined below) against such person's expenses and liabilities in connection with any proceeding involving such person because such person is or was an agent of the Corporation, to the extent such person has been successful on the merits, as fully adjudicated, or if the Board of Directors determines (1) the Corporate Agent acted in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation, and (2) with respect to any criminal proceeding, the Corporate Agent had no reasonable cause to believe the conduct was unlawful.

9.2 **Derivative Actions.** Notwithstanding the foregoing provisions of this Article, in any proceeding by or in right of the Corporation, no indemnification shall be provided in respect of any claim, issue, or matter as to which the Corporate Agent was liable to the Corporation for negligence or misconduct unless, and to the extent, a court of competent jurisdiction determines that such Corporate Agent is entitled to such indemnification.

9.3 **Determinations.** Any determination to be made with respect to indemnification of any Corporate Agent shall be made by a majority vote of disinterested Directors at a meeting which has a quorum of disinterested Directors. If no such quorum is obtainable, or if a majority of disinterested Directors so directs, such determination shall instead be made in a written opinion by independent legal counsel selected by the Board of Directors.

9.4 **Not in Restriction of Other Privilege.** The indemnification and advancement of expenses provided herein shall be in addition to, and not in restriction or limitation of, any other privilege or power which the Corporation may have with respect to the indemnification or reimbursement of Corporate Agents, provided that no indemnification shall be made to or on behalf of a Corporate Agent if a judgment or other final adjudication adverse to the Corporate Agent established that the Corporate Agent's acts or omissions (1) were in breach of the Corporate Agent's duty of loyalty to the Corporation, (2) were not in good faith or involved a knowing violation of the law or (3) resulted in receipt by the Corporate Agent of an improper personal benefit.

9.5 **Advances.** In connection with the indemnification of any agent of the Corporation, whether provided under this Article of the Bylaws of the Corporation or as otherwise provided by law, the Corporation may advance any or all of the expenses of the Corporate Agent as they accrue upon the determination by the Board of Directors that such indemnification may be proper and upon receipt of an undertaking by or on behalf of the Corporate Agent to repay the amounts advanced should it ultimately be determined that the Corporate Agent is not entitled to indemnification.



9.6 Definitions. As used in this Article:

- (a) "Corporate Agent" shall include any person who is or was a director, officer, employee or agent of the indemnifying corporation or of any constituent corporation absorbed by the indemnifying corporation in a consolidation or merger and any person who is or was a director, trustee, officer, employee or agent of any Other Enterprise serving as such at the request of the indemnifying corporation or of the constituent corporation or the legal representative of such person;
- (b) "Other Enterprise" means any domestic corporation, foreign corporation, corporate business entity, other than the indemnifying corporation, or any employee benefit plan or trust;
- (c) "Expenses" means reasonable costs, disbursements and counsel fees;
- (d) "Liabilities" means amounts paid or incurred in satisfaction of settlements, judgments, fines and penalties; and
- (e) "Proceeding" means any pending, threatened or complete civil, criminal, administrative or arbitral action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to an action, suit or proceeding.

**ARTICLE X**

**DISSOLUTION**

10.1 Dissolution. Upon liquidation, dissolution, termination or winding up of the affairs of the Corporation, whether voluntary, involuntary or by operation of law, and after all debts and expenses have been satisfied, the property and assets of the Corporation shall be distributed to SHRM or to such federal, state or local government, organization or organizations, person or persons as the Board of Directors shall select, provided that none of the property or assets of the Corporation shall be made available in any way to any individual who is or was a member of the Corporation, unless the total amount of property or assets distributed to a member or former member does not exceed the total pro rata contribution made by the member to the Corporation throughout the duration of the Corporation. Any of such property or assets not so distributed shall be distributed by any New Jersey court having jurisdiction to such other organization or organizations as it may determine.

**ARTICLE XI**

**AMENDMENTS**

11.1 Force and Effect of Bylaws. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the "Act") and the Certificate of Incorporation as they may be amended from time to time. If any provision of these Bylaws is inconsistent with a provision in the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of such inconsistency.

11.2 Amendments. The Board of Directors or the General Members may amend or alter the Bylaws of the Corporation by a majority vote of those who are present and entitled to vote at any meeting at which a quorum exists and for which notice of the proposed amendment or alteration has been sent, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of the SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.


## ARTICLE XII

### WITHDRAWAL OF AFFILIATED CHAPTER STATUS

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

**Approved by the Board of Directors of the Corporation and signed by:**

**Chapter President:** Steve Blechman **Date:** 6/8/17- 6/18/17

**Approved by:**  **Date:** 6/7/17  
**SHRM President/CEO or President/CEO Designee**