

Bylaws of
DALLAS HUMAN RESOURCE MANAGEMENT ASSOCIATION, INC.

Approved by Membership: 12/15/03
Effective: 1/1/04

Article I
NAME

- 1.1 Corporate Name.** The Corporation shall be known as Dallas Human Resource Management Association, Inc., hereafter referred to as “DHRMA, Inc.” or “the Corporation”. DHRMA, Inc. is incorporated under the Texas Non-Profit Corporation Act.

Article II
OFFICES

- 2.1 Principal Office.** The principal office of the Corporation shall be located in the greater Dallas, Texas, Metroplex. The Corporation may have other offices, either in Dallas or elsewhere as the Board of Trustees (“BOT”) deem appropriate.
- 2.2 Registered Office.** The Corporation shall have and continuously maintain in the State of Texas a registered office and a registered agent.

Article III
PURPOSES

- 3.1 Purpose of DHRMA, Inc.** The Corporation shall have the following primary purposes:
- a.) Advance the HR Profession,
 - b.) Support the HR Practitioner,
 - c.) Champion HR Causes and
 - d.) Support the Business Community-by providing subject-matter expertise, current information and educational offerings.

Article IV
AFFILIATION

- 4.1 Affiliation.** The Corporation shall be affiliated with the Society for Human Resource Management (“SHRM”). All elected leaders of the Corporation and appointed Division Board members shall maintain membership in SHRM throughout their term of office.

Article V MEMBERS

5.1 Grandparent Clause. Regardless of member class, all members in good standing, on the adoption date of these Bylaws, shall be eligible for continued membership providing there is no lapse in their good standing status.

5.2 Member Classes. The Dallas HR Division shall have six classes of membership:

a) Professional Member: A Professional Member is an individual that is either:

- 1) engaged in human resource management with at least three years of experience at the exempt level, or
- 2) certified by the Human Resource Certification Institute, or
- 3) a faculty member with three or more years experience holding at least assistant professorial rank in HR, or
- 4) a full-time Human Resource consultant or attorney.

Professional Members are dues-paying members, have full voting rights and may hold any office.

b) General Member: A General Member is an individual that is:

- 1) engaged in human resource management at the exempt level, but does not meet the requirements for Professional member.

General Members are dues-paying members, have full voting rights and may not hold elected office.

c) Associate Member: An Associate Member is an individual that is either:

- 1) in a non-exempt human resource management position, or
- 2) does not meet any of the foregoing categories, but has a bona fide interest in human resource management.

Associate Members are dues-paying members, have full voting rights and may not hold elected office.

d) Student Member: A Student Member is an individual that is:

- 1) enrolled at a college or university as a full time undergraduate (12 or more credit hours) or graduate student (9 or more credit hours), and
- 2) is not employed or working on a full-time basis in an exempt HR position.

Student Members are dues-paying members, but do not have voting rights and may not hold elected office.

e) Life Member:

Those who, upon completion of one full term as President of Dallas HR or one full term as Conference Director of HR Southwest Human Resources Conference and Exposition, shall be designated a Life member.

Life members do not pay dues, have full voting rights and may hold elected office.

f) Honorary Member:

Individuals who have rendered outstanding and meritorious service to the Organization may be elected, by a majority of the Corporation's BOT, an Honorary membership.

Honorary members do not pay dues, have full voting rights and may not hold elected office. The BOT shall perform an annual review of these members for approval to continue in this member class.

5.3 Membership Exceptions. The professional member category must comprise at least 80% of Dallas HR's total membership. If the professional membership percentage falls to 79% or less, new memberships in all other categories except the Professional level will be suspended until such time that this target is achieved.

5.4 Application for Membership. Applications for membership will be received and reviewed by the Dallas HR Division designee appointed by the Executive Director. Candidates for membership will be notified of their election and their membership shall become effective upon the payment of member dues.

5.5 Good Standing Member Status. Payment of membership dues and all other monies due is required to maintain a good standing status. A good standing member status may also be revoked should a member not comply with the Corporation's Code of Ethical and Professional Standards in Human Resource Management.

5.6 Non-transferability of Membership. Membership in Dallas HR is neither transferable, refundable, nor assignable.

5.7 Individual Membership. Membership in Dallas HR is owned by the individual, not the organization with whom the member is affiliated.

5.8 Sanction, Suspension, or Termination of Membership. The Executive Committee (the "EC"), with the concurrence of the BOT, shall have the right to impose reasonable sanctions, suspend or terminate the membership of any Dallas HR member for good cause. Good cause shall include but is not limited to a violation of the Code of Ethical and Professional Standards, Corporation Policies, and other Corporate Rules and Procedures. The member shall be entitled to a due process hearing prior to any sanction, suspension or

termination action being imposed pursuant to Disciplinary Rules and Procedures as may be approved by the BOT.

5.9 Member Code of Ethical and Professional Standards in Human Resource

Management . The Corporation shall maintain a Code of Ethics and Professional Standards. Member violation(s) of the Code of Ethical and Professional Standards shall constitute grounds for the enactment of a sanction, suspension or termination of membership pursuant to Disciplinary Rules and Procedures as may be approved by the BOT.

5.10 Membership Term. The membership term is twelve (12) consecutive months beginning with the receipt of the member's dues payment.

**Article VI
DUES AND FEES**

6.1 Dues. The Corporation's BOT shall set the annual membership dues by membership category and communicate the dues amount to the membership by November 1 for dues effective the following January 1. Dues are always paid in advance and become due on each member's membership anniversary date.

6.2 Fees. The Corporation's BOT shall have the authority to impose a membership application processing fee and other fees as may be deemed necessary.

6.3 Delinquency. Member dues thirty (30) days in arrears shall constitute grounds for removal of a person's name from the membership roster.

**Article VII
TRANSACTION OF CORPORATION**

7.1 Contracts. The Corporation's EC, in whole or in part, may execute and/or authorize Staff to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments. Any instrument purporting to affect an interest in real estate shall be executed jointly by the Executive Director and the Chair of the BOT in the name of the Corporation.

7.2 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December of each year.

7.3 Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in its divisional bank accounts, trust funds, or other depositories that the BOT, with recommendations by the EC, selects.

- 7.4 **Gifts.** The BOT, EC, Staff, and Division's Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes, or for any special purpose of the Corporation. The BOT may make gifts and give charitable contributions that are not prohibited by the Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the corporation's federal and state tax status. No member of the Division's Board of Directors, EC, or BOT is eligible to receive a Corporate given scholarship or grant during his/her term of office.
- 7.5 **Potential Conflicts of Interest.** The Corporation shall not make any loan to a Trustee, Staff Member, Director or EC Member. The Corporation shall not borrow money from any member of the Corporation. The Corporation shall not enter into any contractual obligation, or borrow money from any employer of a member unless the transaction is fully described in an arms-length binding written instrument, and all relevant facts, terms and conditions have been fully disclosed to the BOT. Prior to executing any such written document on behalf of the Corporation, the BOT shall approve its terms and conditions, excluding the vote of any person having a personal interest in the transaction, or employed by an entity named in such document.
- 7.6 **Prohibited Acts.** As long as the Corporation is in existence, and except with the prior approval of the BOT, no member, Director, Trustee, EC Member of the Corporation shall:
- a.) Commit any act in violation of the Bylaws, or a binding obligation of the Corporation;
 - b.) Commit any act with the intention of harming the Corporation or any of its operations;
 - c.) Commit any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation;
 - d.) Receive an improper personal benefit from the operation of the Corporation;
 - e.) Use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the business of the Corporation;
 - f.) Wrongfully transfer or dispose of Corporate property including intangible property such as good will;
 - g.) Use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business; and
 - h.) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Article XIII BOOKS AND RECORDS

- 8.1 **Required Books and Records.** The Corporation shall keep correct and complete books and financial records. These books and records shall include, but are not limited to:
- a.) A file-endorsed copy of all documents filed with the Corporate Attorney and the Texas Secretary of State relating to the Corporation, including, but not limited to, the Articles of Incorporation, and any articles of amendment, registered trademark, related articles of

merger, articles of consolidation, and statement of change of registered office or registered agent.

- b.) A copy of the Bylaws, and any amended versions or amendments to the Bylaws.
- c.) Minutes of the proceedings of the BOT, EC, and any other meetings of the Corporation deemed relevant by the BOT and/or EC.
- d.) A list of the names and addresses of the membership and all elected Leadership for four (4) fiscal years.
- e.) Any government required financial or benefits reporting form and a financial statement showing the income and expenses of the Corporation per federal or state statute.
- f.) Federal, state, and local information or income tax returns of the Corporation per federal or state statute.
- g.) All rulings, letters, emails and other documents relating to the Corporation's federal, state, and local tax status per federal or state statute.

**Article IX
CORPORATE STRUCTURE & GOVERNANCE
BOARD OF TRUSTEES**

9.1 Board of Trustees. The BOT shall serve as the corporate Board of Directors for the Corporation. The BOT shall oversee the overall viability of the Corporation and provide oversight of the corporate business affairs of DHRMA, Inc. In conjunction with the volunteer leadership and staff, it shall also be responsible for the long-term strategic planning activities of the Corporation and for ensuring continuity of leadership and direction over time.

9.2 Number and Term of Office. The BOT shall consist of the following nine (9) positions:

- a.) Elected Trustees: Three (3) Trustees shall be elected by the membership and each shall serve a 3-year term and may be re-elected to serve one additional term. The terms for these Trustee positions shall be staggered so that each year one Trustee position is up for election.

Note: With the first election to fill these positions, one will be elected to a one (1) year term, one will be elected to a two (2) year term and the third will be elected to the full three (3) year term. The term for each Trustee will be based on their personal preference and/or agreement among all the elected Trustees, or by random selection by lottery to determine the initial term of the elected Trustees.

- 1. No individual may be elected to serve on the BOT in any of these three (3) elected positions for more than two (2) terms. This limitation refers to either consecutive or

non-consecutive terms, and it will also apply to an individual appointed to fill more than 50% of the unexpired term of a previously elected Trustee position.

- b.) Appointed Trustees: Two (2) non-HR business professional trustees shall be appointed by the three elected Trustees. These appointed trustees shall serve for a one (1) year term and may be re-appointed for one additional term.
- c.) The elected President of the Dallas Human Resource Management Association (“Dallas HR”), who shall be appointed to serve a one (1) year term concurrent with his/her term as President.
- d.) The elected Conference Director of the HR Southwest, Human Resources Conference and Exposition (“HR Southwest”), who shall be appointed to serve a one (1) year term concurrent with his/her term as HR Southwest Conference Director.
- e.) The Attorney for the Corporation, who shall serve as an ex-officio, non-voting Trustee.
- f.) The Executive Director of the Corporation, who shall serve as an ex-officio, non-voting Trustee and who also shall serve as the Corporate Secretary to the BOT.

9.3 Election of the Chair of the Board of Trustees. At the first meeting of the BOT each year, one of the three elected Trustees shall be elected by the full BOT to serve as Chair of the BOT for that calendar year. Except as may be otherwise defined in these Bylaws, all decisions of the BOT are collaborative and the authority to take actions rests with the BOT. Therefore, as per Robert’s Rules of Order, the role of the Chair is to conduct and/or facilitate the meetings of the BOT.

In the event the Chair is unable to attend a scheduled meeting of the BOT, he/she shall designate one of the other elected Trustees to act as Chair for the meeting. Should the Chair resign or be removed from his/her position, the members of the BOT shall elect a new Chair from one of the remaining elected Trustees, and the vacancy on the BOT shall be filled per the provisions of Section 9.6 of this Article of the Bylaws.

9.4 Qualifications To Serve As a Trustee. The following qualifications to serve on the BOT have been established for each of the elected and appointed members of the Board as outlined in Section 9.2:

- a.) Elected Trustees: Of the three (3) elected Trustee positions, one trustee must be a past President of Dallas HR, one must be a past elected Chair/Executive Director/Conference Director of HR Southwest, and the other Trustee must meet either the previous qualifications or have served a minimum of one year in a volunteer leadership position for both Dallas HR and HR Southwest. At the discretion of the Nominating Committee (see Article XI), two or more years of prior leadership experience with another Society for Human Resource Management (“SHRM”) affiliated Chapter, or with SHRM, may be considered in lieu of the two (2) year Dallas HR or HR Southwest leadership requirement. All elected Trustees must be members in good standing of Dallas HR and SHRM.

- b.) Appointed non-HR Trustees: Each appointed trustee shall be generally acknowledged as a respected business professional within the DFW business community and have the specific skill sets that are deemed appropriate for assisting in the management of a large, not-for-profit Corporation.
- c.) Appointed Trustees – Dallas HR President and HR Southwest Conference Director: By virtue of their election to the top volunteer leadership positions of Dallas HR and HR Southwest, these two Trustees have met the qualifications for these positions as outlined in the Bylaws of the Corporation.

Excluding the Executive Director and except for the Dallas HR President and the HR Southwest Conference Director, no Trustee may serve in any other appointed or elected leadership position of the Corporation.

- 9.5 **Election of the Board of Trustees.** The election of the BOT shall be conducted in accordance with the formal provision of these Bylaws that specifically covers the procedures to fill all elected positions of the Corporation. (See Article XI.)
- 9.6 **Vacancies.** Any vacancy on the BOT may be filled for the unexpired term by appointment by the Chair with the consent of the remaining members of the BOT.
- 9.7 **Quorum and Frequency of Meetings.** A simple majority of the total BOT shall constitute a quorum for the transaction of business. The act of the majority of the Trustees present at any meeting at which there is a quorum shall be the act of the BOT.

The BOT shall meet formally once per quarter beginning no later than March of each year. If deemed necessary, the BOT may meet more frequently at the discretion of the Chair and with the consent of the majority of the BOT.

- 9.8 **Duties and Responsibilities.** The BOT shall be responsible for providing continuity of management and leadership to the Corporation. Furthermore, the BOT shall oversee the overall viability of the Corporation and provide oversight with respect to the property and business affairs of the Corporation. Without limiting the generality of the foregoing, the BOT shall have full power to delegate certain powers and responsibilities to the Executive Director and/or the volunteer leadership of the Dallas HR and HR Southwest divisions, in partnership with the EC (see Article X), so that the business affairs of the Corporation can be effectively managed on a day-to-day basis. This delegation includes the power to execute contracts and legally binding agreements, to fix the compensation of employees of the Corporation, and the compensation paid to any other individual or entity for contract services rendered to the Corporation.

In partnership with the EC (Article X), the BOT shall conduct an annual assessment of the Executive Director's performance.

- 9.9 **Removal of Trustee.** Any Trustee may be removed from office with or without cause by a majority vote of all other Trustees then in office. Such removal can only be taken at a

meeting in which a quorum is present, and all voting members of the BOT are either present or are duly represented by proxy presented in writing or via e-mail to one of the elected Trustees. This action shall be taken only when it is deemed by the BOT to be in the best interest of the Corporation, and when it will help to ensure the viability and ongoing stability of the organization in total.

Article X
CORPORATE STRUCTURE & GOVERNANCE
EXECUTIVE COMMITTEE

10.1 Executive Committee. The Executive Committee (“the EC”) shall have the delegated power from the BOT to oversee the management and business affairs of the Corporation. In conjunction with the volunteer leadership and staff, the EC is also responsible for oversight of the activities of both divisions’ leadership teams. The EC reports to the BOT of the Corporation.

10.2 Number and Term of Office. The EC consists of and is elected (except for the Executive Director) for the following terms:

- a.) Executive Director of Corporation – ex-officio member and Chair of the EC
- b.) Dallas HR President – 1 year term
- c.) HR Southwest Conference Director – 1 year term
- d.) Dallas HR President-Elect – 1 year term
- e.) HR Southwest Conference Director-Elect – 1 year term
- f.) Financial Director – 2 year term; may be re-elected by member vote
- g.) Recording Secretary – 1 year term; may be re-elected by member vote

10.3 Qualifications To Serve on the Executive Committee. The following qualifications to serve on the EC have been established for each position on the EC as outlined in Section 10.2:

- a.) Executive Director of Corporation: Business degree from an accredited university or equivalent work experience; previous corporation or organization management experience including budget and financial reporting strongly preferred; minimum of two years people management experience; and those other skills and requirements as defined in the job description.
- b.) Dallas HR President: Must be a SHRM and Dallas HR member in good standing; previously served a minimum of three (3) years in a leadership position with the Corporation with two (2) of those years in Dallas HR; must have at least seven (7) years overall experience in the Human Resources profession, HR education, or HR legal arena; and professional certification is preferred (such as PHR, SPHR, CCP, CEBS, etc.).
- c.) HR Southwest Conference Director: Must be a SHRM and Dallas HR member in good standing; previously served a minimum of three (3) years in a leadership

- position with the Corporation with two (2) of those years in HR Southwest; must have at least seven (7) years experience in the Human Resources profession, HR education, or HR legal arena; and professional certification is preferred (such as PHR, SPHR, CCP, CEBS, etc.).
- d.) Dallas HR President-Elect: Must be a SHRM and Dallas HR member in good standing; previously served a minimum of two (2) years in a leadership position with the Corporation with one (1) of those years in Dallas HR (service in a leadership role with another SHRM chapter may be considered in fulfilling this requirement); must have at least six (6) years experience in the Human Resources profession, HR education, or HR legal arena; must be willing to commit to three (3) years of volunteer leadership (one as President-Elect, one as President, and one as Immediate Past President); and professional certification is preferred (such as PHR, SPHR, CCP, CEBS, etc.).
 - e.) HR Southwest Conference Director-Elect: Must be a SHRM and Dallas HR member in good standing; previously served a minimum of two (2) years in a leadership position with the Corporation with one (1) of those years in HR Southwest; must have at least six (6) years experience in the Human Resources profession, HR education, or HR legal arena; must be willing to commit to two (2) years of volunteer leadership (one as Director-Elect and one as Director); and professional certification is preferred (such as PHR, SPHR, CCP, CEBS, etc.).
 - f.) Financial Director: Must be a SHRM and Dallas HR member in good standing; must have served in a treasurer or financial position for another organization and/or have an accounting/financial degree, or MBA, or can demonstrate experience in managing financials; and must have at least five (5) years experience in the Human Resources profession, HR education, or HR legal arena.
 - g.) Recording Secretary: Must be a SHRM and Dallas HR member in good standing; must have served in a volunteer leadership position for either Dallas HR or HR Southwest for one (1) year; and must have at least five (5) years experience in the Human Resources profession, HR education, or HR legal arena.

10.4 Election of the Executive Committee. The election of the Executive Committee (“EC”) shall be conducted in accordance with the formal provision of these Bylaws that specifically covers the procedures to fill all elected positions of the Corporation. (See Article XI.)

In the event no eligible candidate is available for one of the elected positions listed in Section 10.2, the BOT can approve exceptions to the specific position requirements contained in Section 10.3 of this Article.

10.5 Appointment of the Chair of the Executive Committee. The Executive Director shall serve as the Chair of the EC by virtue of his/her position as the senior management employee of the Corporation. In the event the Chair is unable to attend a scheduled

meeting of the EC, he/she shall designate one of the other EC members to act as Chair for the meeting. Should the Executive Director resign or be removed from his/her position, the BOT shall appoint one of the EC members to serve as Chair until such time as a new Executive Director is selected.

10.6 Vacancies. In the event of the resignation or removal of the Dallas HR President or the HR Southwest Conference Director, the respective “elect” position shall automatically assume the duties of this position and serve the remainder of this individual’s term of office and also the following one year term to which he/she had been elected under these Bylaws. The resulting vacancy, and any other vacancy on the EC may be filled or appointed for the unexpired term by the BOT with the consent of the remaining members of the EC. This individual will serve for the unexpired term of the position, but no more that a one (1) year term unless re-elected.

10.7 Quorum and Frequency of Meetings. A simple majority of the total EC shall constitute a quorum for the transaction of business. The act of the majority of the EC present at any meeting at which there is a quorum shall be the act of the EC.

The EC shall meet at least 10 times annually beginning in January of each year. If deemed necessary, the EC may meet more frequently at the discretion of the Executive Director (EC Chair) and with the consent of the majority of the EC.

The Recording Secretary is required to attend or designate a replacement from the EC for all meetings of the EC for the purposes of record keeping.

10.8 Duties and Responsibilities. The Executive Committee shall:

- a.) Determine, monitor and ensure there are adequate resources for the Corporation to fulfill its mission.
- b.) Work in close partnership with the Executive Director and Staff to assess and address issues as they occur.
- c.) Oversee the development of the annual budget and ensure proper financial controls are in place.
- d.) Strengthen the Corporation’s programs and services; determine which programs are the most consistent with the Corporation’s mission; and monitor their effectiveness.
- e.) Recruit and train new volunteer leadership members and assess team performance for both divisions.
- f.) Ensure the Executive Director has the professional support he or she needs to further the goals of the organization.
- g.) Partner with the BOT in conducting at least an annual assessment of the Executive Director’s performance.

10.9 Removal of Executive Committee Member. Any EC member may be removed from office with or without cause by a majority vote of the BOT then in office. Such removal can only be taken at a meeting in which a quorum is present, and all voting members of the BOT are either present or are duly represented by proxy presented in writing or via e-mail to one of the elected Trustees. This action shall be taken only when it is deemed by the

BOT to be in the best interest of the Corporation, and when it will help to ensure the viability and ongoing stability of the organization in total.

Article XI
ELECTION OF THE BOARD OF TRUSTEES
AND THE
EXECUTIVE COMMITTEE

11.1 Nominating Committee. There shall be a Nominating Committee appointed by the BOT, consisting of the two Trustees not up for election, the current Dallas HR President, the current HR Southwest Conference Director, and the Executive Director provided none of them are running for any elected position. This committee shall screen the Dallas HR Volunteer Leadership Interest Forms (“VLIF”) submitted by those Dallas HR members seeking to be nominated for an elected leadership position of the Corporation, and shall approve and nominate not more than 4 individual candidates per position to be placed on the ballot for election by the Dallas HR membership. The decision on who shall be placed on the ballot by the Nominating Committee shall be based on, but not limited to, a review of the information provided by the member on his/her Dallas HR Volunteer Leader Interest Form, the qualifications established for each elected position and contained in these Bylaws, the internal “Nomination Form” checklist developed for use by the Nominating Committee, and the individual’s prior service to the Corporation, another SHRM Chapter, SHRM, or the HR profession in general.

11.2 Corporate Offices Elected Annually. The following Corporate offices are up for election on an annual* basis:

BOT:	- 1 Trustee
Executive Committee:	- Dallas HR President-Elect
	- Conference Director-Elect
	- *Financial Director (Exception: 2-year Term)
	- Recording Secretary

11.3 Nomination Procedures and Guidelines. By August 1st of each year, the membership shall be informed in the Chapter newsletter (The Horizon) and at the monthly Dallas HR meeting that individual nominations are being accepted to fill the Corporate elected positions for the following year. Interested members seeking said elected office should submit a DHRMA, Inc. Volunteer Leader Interest Form (VLIF) to the Executive Director by no later than August 15th. Nominations will be closed as of midnight on August 15th and the Nominating Committee shall screen the nominees and prepare the ballot for distribution to the full chapter membership on approximately August 31st. All ballots returned by mail, fax or e-mail to the Corporate office by September 15th and appropriately completed shall be counted and the election results certified by the Nominating Committee on or before September 30. The elected candidates shall be informed by the Executive Director and announced no later than the November Dallas HR meeting and in the December newsletter.

The BOT has the authority to revise the above listed deadline dates when necessary due to conflicting and compelling business reasons of the Corporation.

Article XII
APPOINTMENT TO VOLUNTEER LEADERSHIP POSITIONS
IN THE
DALLAS HR AND HR SOUTHWEST DIVISIONS

- 12.1 Dallas HR Division Appointments.** The incoming Dallas HR President and President-Elect shall prepare a slate of individuals to serve in the appointed Dallas HR Division positions. This slate of appointees shall be submitted to the BOT for approval at the earliest opportunity but no later than December 31st of the year prior to appointment. Appointed members must meet the qualifications established for their respective position, and must be a member in good standing of Dallas HR and SHRM.
- 12.2 HR Southwest Division Appointments.** The incoming HR Southwest Conference Director and Director-Elect shall prepare a slate of members to serve in the appointed HR Southwest Division positions to the BOT for approval at the earliest opportunity but no later than December 31st. Appointed individuals must meet the qualifications established for their respective position, and must be a member in good standing of Dallas HR, or a member in good standing of another SHRM chapter in the DFW Metroplex. Also, the individual must be a member in good standing of SHRM.

Article XIII
MEETINGS

- 13.1 Chapter Meetings.** Chapter meetings shall be held monthly, except for July and October, at such time and place as determined by the EC. Meetings may be canceled and/or rescheduled at the discretion of the EC.
- 13.2 Annual Corporate Meeting.** The BOT, with the concurrence of the EC, shall designate one of the monthly Chapter meetings as the annual corporate meeting of DHRMA, Inc. At this meeting, the membership shall be provided with a report on the financial status of the Corporation and those other issues deemed relevant by the BOT and the EC.

Article XIV
AMENDMENTS

- 14.1 Approval.** These Bylaws may be altered, amended, repealed or new Bylaws adopted by a majority vote of the voting members responding through the designated voting process established in the vote announcement.
- 14.2 Amendment Effective Date.** Unless otherwise specified in the proposed amendment, any amendment so adopted shall take effect immediately upon adoption.

14.3 Amendment Procedure. Any proposed change to the Bylaws shall first be approved by the BOT and the EC. Once approved, the Executive Director will notify all voting members of the proposed amendment(s) and call for a vote. The notice of any Bylaw revision shall include the text of the proposed revision as well as the text of the existing provision. Voting on a proposed change to the Bylaws may be by mail, fax, or email.

Article XV INDEMNIFICATION

15.1 Indemnification Coverage

- a.)** The Corporation shall indemnify a trustee, director, officer, committee chair, committee member, employee or agent of the Corporation who was, is or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or enterprise. However, the Corporation shall indemnify a person only if he or she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of criminal proceedings, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.
- b.)** The Corporation shall pay or reimburse expenses incurred by a trustee, director, officer, member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- c.)** The Corporation shall not pay indemnification expenses to a person if the person is a named defendant or respondent in a proceeding brought by the Corporation or one or more members; or the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- d.)** If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, including excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

Article XVI

Miscellaneous Provisions

- 16.1 Legal Authorities Governing Construction of Bylaws.** The Bylaws shall be construed in accordance with the laws of the State of Texas. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors as they may be amended from time to time.
- 16.2 Legal Construction.** If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws.
- 16.3 Gender.** Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neutral gender, all singular words shall include the plural, and all plural words shall include the singular.
- 16.4 Dividend, Profit, and Compensation.** No member, elected or appointed trustee, director or officer shall receive by reason of such membership, directorship, or office, any dividend, profit, or compensation from the Corporation; provided, however that there shall be allowed reimbursement by the Corporation of reasonable and actual expenses incurred on behalf of the Corporation in the course of any activity for the Corporation, by any member, trustee, director, or officer of the Corporation.
- 16.5 Records Confidentiality.** The BOT may declare any meeting minutes, or portion thereof, or any other corporate records as confidential and not available for review by the public or members upon a finding that it is in the best interests of the Corporation to do so. The BOT shall exercise this power, if at all, judiciously.