

Bylaws of
DALLAS HUMAN RESOURCE MANAGEMENT ASSOCIATION, INC.

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,” also doing business as “DallasHR” and “The HRSouthwest Conference (HRSWC).” DHRMA, Inc. is incorporated under the Texas Non-Profit Corporation Act.
- 1.2 Affiliation:** The Chapter is affiliated with the Society for Human Resource Management (herein referred to as “SHRM”).
- 1.3 Relationships.** The Corporation is a separate legal entity from the Society of Human Resource Management (SHRM). It shall not be deemed to be an agency or instrumentality of SHRM or of Texas SHRM (the State Council), and SHRM/Texas 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
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.

The Corporation shall have any such additional purposes as deemed appropriate by the Board of Trustees.

Article IV
AFFILIATION

- 4.1 Affiliation. The Corporation shall be affiliated with SHRM. All elected leaders of the Corporation and all elected and appointed Operations Board members shall maintain membership in SHRM throughout their term of office.
- 4.2 Member Services Area. To serve the geographic needs of the Chapter, the Corporation shall establish member services areas (MSAs) for the development and delivery of Chapter services. MSAs shall operate under the operational guidelines set forth by the Corporation's Board of Trustees.

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. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

- 5.2 Member Classes. The Corporation shall have six classes of membership:

- a) Professional Member: A Professional Member is an individual that is either:
- 1) actively employed as a human resource professional, which means working in a Human Resources or Personnel Department or otherwise providing services as an employee to his/her employer in the areas of compensation and benefits, training and development, talent acquisition and/or recruitment, HRIS, labor relations, employee relations, and/or an equivalent Human Resources function, or
 - 2) certified by a human resources credentialing agency recognized by SHRM, or
 - 3) a faculty member at an educational institution with three or more years of 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 engaged in the human resource industry but does not meet the requirements for Professional membership.

General Members are dues-paying members and have full voting rights. They may hold elected office, if so proposed by the Nominating Committee, upon the vote of a majority of the voting Board of Trustees members.

c) 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 (6 or more credit hours), and
- 2) not employed or working on a full-time basis in an HR position.

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

d) Life Member:

Those who, upon completion of one full term as President of DallasHR or one full term as Conference Director of The HRSouthwest Conference, shall be designated a Life member.

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

e) Honorary Member:

Individuals may be elected, by a majority of the Corporation's BOT, to receive an annual Honorary membership.

Honorary members do not pay dues, have full voting rights and may not hold elected office. Prior to the end of each calendar year, the BOT shall perform an annual review of current honorary members and consider new candidates for approval in this member class in the following calendar year.

f) Retired Professional Members

Individuals who have fully retired from employment, meaning they are no longer employed in any capacity nor providing services as a consultant or independent contractor, and who during their employment worked in the field of Human Resources and met the criteria of a Professional Member.

Retired professional members are dues-paying members and have full voting rights and may hold any office.

5.3 Membership Exceptions. The professional, life and general member category must comprise at least 80% of DallasHR's total membership. If the professional, life and general membership percentage falls to 79% or less, new memberships in all other categories 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 DallasHR. Candidates for membership will be notified when their membership becomes 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 without refund of dues paid 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 DallasHR is neither transferable, refundable, nor assignable.
- 5.7 Individual Membership. Membership in DallasHR is owned by the individual, not the organization with whom the member is affiliated. Exceptions to this rule may be made by the Executive Director, or his/her designee, on a case by case basis.
- 5.8 Sanction, Suspension, or Termination of Membership. The BOT shall have the right to impose reasonable sanctions, suspend or terminate the membership of any DallasHR 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/or other Corporate Rules and Procedures in effect at any time and applicable to the Corporation. The member shall be entitled to a due process hearing before any sanction, suspension or termination action shall be deemed final. Such due process hearing shall be conducted pursuant to Disciplinary Rules and Procedures, as may be approved by the BOT from time to time.
- 5.9 Member Code of Ethical and Professional Standards in Human Resource Management. The Corporation shall maintain a Code of Ethics and Professional Standards. Violations of the Code of Ethics and Professional Standards will be brought to the attention of the Board of Trustees and, based on their decision, could result in suspension or expulsion from the Corporation.
- 5.10 Membership Term. The membership term is twelve (12) consecutive months beginning with the first day of the month following the member's effective Membership Date, which shall be the date of receipt of the member's dues payment.

Article VI
DUES AND FEES

- 6.1 Dues. The Board of Trustees shall set the annual membership dues by membership category and communicate the dues amount to the membership no later than three (3) months prior to the effective date. Dues are always paid in advance and become due on each member's membership anniversary date.
- 6.2 Fees. The Corporation shall have the authority to impose a membership application processing fee and other fees as may be deemed necessary.

- 6.3 Delinquency. Member dues sixty (60) 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 BOT shall approve an annual budget for the Corporation and any and all contracts and/or instruments made within budgetary limits may be executed in the name of and on behalf of the Corporation by the Executive Director and/or his/her designee. Any contracts and/or instruments outside budgetary limits shall only be executed upon approval by the BOT but once approved, may be executed in the name of and on behalf of the Corporation by the Executive Director and/or his/her designee. 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 after vote and approval by the BOT.
- 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 bank account(s), trust funds, or other depositories that the BOT, with recommendations by the Executive Director, selects.
- 7.4 Gifts. The BOT, Staff, and Operations 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 Operations Board of Directors 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 or Director. 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 or staff 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, and any other meetings of the Corporation deemed relevant by the BOT.
- 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 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 and governing 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 positions:

a.) Elected Trustees: No less than three (3) but no more than five (5) 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 in any given year, no more than two Trustee(s) stands for election. Elected Trustees are voting members of the BOT.

1. No individual may be elected to serve on the BOT in any of these 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 Trustee: Two (2) HR or non-HR business professional trustees shall be appointed by the elected Trustees. These appointed trustees shall each serve for a two (2) year term and may be re-appointed for one additional two (2) year term. Appointed Trustees are voting members of the BOT.

c.) The elected President of the DallasHR Operations Board, who shall serve a one (1) year Trustee term concurrent with his/her term as President. The President of the DallasHR Operations Board is a voting member of the BOT.

d.) The elected Conference Director of The HRSouthwest Conference (“HRSWC”), who shall serve a one (1) year Trustee term concurrent with his/her term as HRSWC Conference Director. The HRSWC Conference Director is a voting member of the BOT.

e.) The Strategic Advisor for the Corporation, who shall serve as non-voting member of the BOT. The Strategic Advisor shall be appointed by the voting members of the BOT for a three (3) year term and may be re-appointed by the voting members of the BOT for an unlimited number of three (3) year terms but shall always be subject to re-appointment every three (3) years.

f.) The Attorney for the Corporation, who shall serve as a non-voting member of the BOT. The Attorney shall be appointed by the voting members of the BOT for a three (3) year

term and may be re-appointed by the voting members of the BOT for an unlimited number of three (3) year terms but shall always be subject to re-appointment every three (3) years.

- g.) The Executive Director of the Corporation, who shall serve as a non-voting Trustee and as the Corporate Secretary to the BOT.

- 9.3 Election of the Chair of the Board of Trustees. At the final meeting of the BOT each year, one of the incoming Elected Trustees, as that term is defined above, shall be elected by the voting members of the BOT to serve as Chair of the BOT for the following calendar year. Elected Trustees shall be entitled to serve an unlimited number of terms as Chair but shall serve no more than two (2) terms consecutively. 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 voting 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 Elected Trustee positions, at least one Trustee must be a past President of DallasHR, at least one must be a past elected Conference Director of HRSWC, and the remainder must have served at least two years in a volunteer leadership position for either DallasHR or HRSWC or a combination of the two. With respect to the Elected Trustee positions, the Nominating Committee (see Article XI), shall give preference to individuals employed in the Human Resources profession at an executive level (i.e., without regard to title, the equivalent of Vice President or higher). At the discretion of the Nominating Committee, two or more years of prior leadership experience with another SHRM affiliated Chapter, or with SHRM, may be considered in lieu of the two (2) year DallasHR or HRSWC leadership requirement, although preference shall be given to DallasHR or HRSWC leadership. All elected Trustees must be members in good standing of DallasHR and SHRM at the time they stand for election. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.
- b.) Appointed Trustees: The appointed trustees 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 Operations Board Trustees – DallasHR President and HRSWC Conference Director: By virtue of their election to the top volunteer leadership positions of DallasHR and the HRSWC, these two (2) Trustees have met the qualifications for these positions as outlined in the Bylaws of the Corporation. By point of reference, the following qualifications apply for the DallasHR President-Elect and HRSWC Conference Director-Elect (the positions the DallasHR President and HRSWC Conference Director must hold immediately prior):
- a. DallasHR President-Elect – Must be a SHRM and DallasHR member in good standing throughout the duration of his/her term of office; previously served a minimum of two (2) years in a leadership position with the Corporation with one (1) of those years in DallasHR (service in a leadership role with another SHRM chapter may be considered in fulfilling this requirement); must have at least six (6) years cumulative 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 President-Elect and one as President); and professional certification is preferred (such as SHRM-CP, SHRM-SCP, PHR, SPHR, CCP, CEBS, etc.).
 - b. HRSWC Conference Director-Elect – Must be a SHRM and DallasHR member in good standing throughout the duration of his/her term of office; previously served a minimum of two (2) years in a leadership position with the Corporation with one (1) of those years in HRSWC; must have at least six (6) years cumulative 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 Director-Elect and one as Director); and a professional certification recognized by SHRM is preferred.
- d.) Appointed Strategic Consultant Trustee – This Trustee shall be a professional strategic advisor who is deemed appropriate for assisting in the management of a large, not-for-profit Corporation.
- e.) Attorney Trustee – This Trustee shall be an attorney licensed in the state of Texas who is deemed appropriate for assisting in the management and legal issues of a large, not-for-profit Corporation.

Excluding the Executive Director and except for the DallasHR President and the HRSWC 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 by appointment by the Chair with the majority consent of the remaining voting members of the BOT. The individual appointed to fill the vacancy shall serve the remaining term.

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 voting Trustees present at any meeting at which there is a quorum shall be the act of the BOT.

The BOT shall meet formally at least 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.

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 DallasHR Operations Board, 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.

The BOT shall conduct an annual assessment of the Executive Director's performance.

9.9 Removal of Trustee or Operations Board Member. Any Trustee or Operations Board Member, other than the Executive Director, may be removed from office with or without cause upon an affirmative vote of 2/3 of the then entire number of voting BOT members taken at a duly constituted BOT meeting. 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. Furthermore, any Trustee or Operations Board Members that fails to attend seventy five percent (75%) of the duly constituted BOT meetings in a calendar year shall be automatically removed from the BOT and must stand for a re-appointment vote at the first duly constituted BOT meeting of the following calendar year. Re-appointment requires the affirmative consent of a simple majority of the voting BOT Trustees, excluding any up for re-appointment at the meeting. In the event any Trustee up for re-appointment does not secure the votes for re-appointment, the vacancy shall be filled pursuant to Section 9.6 herein. In the event the Chair is up for re-appointment and fails to secure re-appointment, the remaining voting members shall immediately elect a new Chair pursuant to Section 9.3 herein and any of the then-remaining Trustees or Operations Board Members may recommend an individual to fill the Trustee or Operations Board Member vacancy.

Article X
ELECTION OF THE BOARD OF TRUSTEES
AND OPERATIONS BOARD LEADERSHIP

10.1 Nominating Committee. There shall be a Nominating Committee appointed by the BOT, consisting of:

1. the Elected Trustees
2. the current DallasHR President
3. the current HRSWC Conference Director
4. the Executive Director of DHRMA

provided none of them are running for any elected position. This committee shall screen the DallasHR Volunteer Leadership applications submitted by those DallasHR members seeking to be nominated for an elected leadership position of the Corporation. The committee shall unanimously approve and prepare the ballot for election by the DallasHR membership. The ballot shall list one (1) candidate for each office to be filled (for purposes of the Elected Trustees, each Elected Trustee shall be considered an independent office, such that for any year in which two Elected Trustees must stand for election, each shall be considered a separate office). No provision of these Bylaws shall prevent any member of DallasHR who is eligible to vote from casting a write-in vote, on an official ballot, for any eligible member not selected by the Nominating Committee. 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 DallasHR 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.

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

One to two Elected Trustee(s)
DallasHR President-Elect
HRSWC Conference Director-Elect

10.3 Nomination Procedures and Guidelines. By August 1st of each year, the membership shall be informed 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. application online no later than August 15th. In addition to self-nominated individuals, the Nominating Committee may consider other qualified members for the elected position. The Nominating Committee shall screen the candidates 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.

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 XI
APPOINTMENT TO OPERATIONS BOARD POSITIONS
IN THE DALLASHR & HRSWC DIVISIONS

- 11.1 DallasHR Operations Board. The DallasHR Operations Board shall consist of the volunteer leaders that manage the day-to-day operations of the Corporation, in conjunction with Staff. Specifically, the Operations Board manages chapter operations and the HRSWC.
- 11.2 DallasHR Operations Board Positions. The DallasHR Operations Board shall consist of the following Operations Board Executive Committee positions:

Immediate Past President
President
President-Elect
Vice President/Conference Director
Conference Director-Elect
DHRMA, Inc. Executive Director

The DallasHR Operations Board shall also consist of such Director and Director-Elect positions as the Executive Committee shall decide. At the time of approval of these Bylaws, the following positions shall exist:

Education Committee Director and Director-Elect
Collin CountyHR Director and Director-Elect
Career Support Director and Director Elect
Community Relations Director and Director-Elect
Member Engagement Director and Director-Elect
Student Engagement Director and Director-Elect
Educational Sessions Director and Director-Elect
Resource Center Director and Director-Elect
On-Site Director and Director-Elect
Special Events Director and Director-Elect
Social Media Director
Special Services Director

Although all committees and the entire Operations Board will work collectively, the Education Committee, Collin CountyHR Committee, Career Support Committee, Community Relations Committee and Member Engagement Committee shall be focused on chapter operations while the Educational Sessions Committee, Resource Center Committee, On-Site Committee, Special Events Committee, Social Media Director and Special Services Director shall be focused on HRSWC operations. The Student Engagement Committee shall be focused on chapter operations and HRSWC operations.

11.3 DallasHR Operations Board Appointments. The incoming DallasHR President and President-Elect shall prepare a slate of individuals to serve in the appointed DallasHR Division positions. This slate of appointees shall be submitted to the BOT for approval at the earliest opportunity but no later than the first Thursday in December 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 DallasHR and SHRM at the time of their appointment and throughout the duration of their term of office.

HRSouthwest Division Appointments. The incoming HRSWC Conference Director and Director-Elect shall prepare a slate of members to serve in the appointed HRSWC Division positions to the BOT for approval at the earliest opportunity but no later than the first Thursday in December. Appointed individuals must meet the qualifications established for their respective position and must be a member in good standing of DallasHR 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 at the time of their appointment and throughout the duration of their term of office.

11.4 Management of the DallasHR Operations Board. Leadership of the Operations Board shall be vested in the DallasHR President, the DallasHR President-Elect, and the DallasHR Vice President/HRSWC Conference Director. Although the DallasHR President shall be the leader of the Operations Board with ultimate oversight and responsibility, the Vice President/HRSWC Conference Director shall supervise all HRSWC-related committees and shall be the volunteer leader in charge of the HRSWC, including oversight and responsibility.

11.5 The Executive Committee shall be responsible for the oversight, planning, and management of the Operations Board agendas and meetings. The Executive Committee shall, when necessary, provide recommendations to the full Operations Board for consideration of matters within the Operations Board's oversight. The Executive Director shall serve as the Chair of the Executive Committee.

11.6 There shall be no required meetings of the Executive Committee, but the Executive Committee may meet from time to time as necessary and as circumstances and issues dictate.

Article XII MEETINGS

12.1 Chapter Meetings. Chapter meetings shall be held at least six (6) times annually in alternating months. Meetings may be canceled and/or rescheduled at the discretion of the DallasHR Operations Board.

12.2 Annual Corporate Meeting. The BOT 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.

Article XIII AMENDMENTS

- 13.1 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, 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 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.
- 13.2 Amendment Effective Date. Unless otherwise specified in the proposed amendment, any amendment so adopted shall take effect immediately upon adoption.
- 13.3 Amendment Procedure. Any proposed change to the Bylaws shall first be approved by the BOT. 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 XIV INDEMNIFICATION

14.1 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 XV
MISCELLANEOUS PROVISIONS

- 15.1 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.
- 15.2 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.
- 15.3 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.
- 15.4 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.
- 15.5 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.

Article XVI
CHAPTER DISSOLUTION

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Trustees at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

Article XVII
WITHDRAWAL OF AFFILIATED CHAPTER STATUS

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 Chapter are inconsistent with or contrary to the best interests of SHRM. As well, the Chapter may decide to withdraw its own affiliation from SHRM upon finding the activities of SHRM are inconsistent with or contrary to the best interests of DHRMA, Inc. Prior to withdrawal of such status, the Chapter 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 as 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.

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