

HR Leadership Forum Bylaws

Article 1 General Provisions

Section 1.1. General Regulation and Management. The HR Leadership Forum (“HRLF”) shall regulate and manage its business as provided in the Virginia Nonstock Corporation Act as currently existing or as later amended or replaced (“Act”), and, to the extent permitted in the Act, as provided in the HR Leadership Forum Articles of Incorporation as currently existing or as later amended or restated (“Articles”) and these HR Leadership Forum Bylaws as currently existing or as later amended (“Bylaws”). To the extent permitted in the Act, any matter not determined or addressed in the Act, the Articles, or these Bylaws is determined or addressed as provided by the Board.

Section 1.2. Definitions. Unless provided otherwise, and unless the context requires otherwise, terms used in these Bylaws mean the same as defined under the Act.

Article 2 Members and Member Meetings

Section 2.1. Member Classes. The Board may establish classes of membership and determine the qualifications and rights of the members of each class.

Section 2.2. Member Qualifications. Eligible for membership in the HRLF are, as determined by the Board, experienced senior professionals who are knowledgeable about research, education, leadership or practice in human resources or who are in whole or part responsible for strategic human resource management.

Section 2.3 Membership Procedure. To become a member, a qualified individual must comply with any reasonable membership procedure prescribed by the Board. Members should be prepared to make tangible contributions to the HRLF through such activities as program participation and development, committee participation, and acceptance of elective office.

Section 2.4. Membership Termination. Members shall pay dues to the HRLF and comply with all reasonable requirements, as prescribed by the Board. As determined by the Board, if any member fails to pay any amount to the HRLF, or comply with any reasonable requirement, prescribed by the Board, or for other good cause, the Board may terminate the member’s membership in the HRLF.

Section 2.5 Member Meetings. There will be regular meetings for the purpose of fostering members' professional development. There shall be an Annual Business Meeting of the HRLF at the time and place determined by the Board. Special meetings shall be held on the call of the President, the Board, or at least twenty percent (20%) of the members. The HRLF shall notify members of each annual and special meeting as provided in the Act.

Section 2.6. Member Voting. Each member not owing any amount to the HRLF, and complying with all reasonable qualifications prescribed by the Board, may cast one (1) vote on matters subject to, or determined by, a vote of the members. Members shall vote in person at any Annual Business Meeting, regular meeting, or special meeting. Members may not vote by proxy or mail. Unless otherwise determined by the Board, the presence in person of twenty-five members constitutes a quorum.

Article 3 Directors and Officers

Section 3.1. Board of Directors. All the HRLF powers will be exercised by or under the authority of, and the business of the HRLF will be managed under the direction of, a board of directors ("Board"). As determined by the Board, the Board shall consist of between ten (10) and fifteen (15) individuals. Only members eligible to vote at an Annual Business Meeting may become and remain a member of the Board ("Director"). The Board may prescribe additional reasonable Director qualifications. If a Director is no longer eligible or qualified to be a Director, then the Board may disqualify the Director and the individual is no longer a Director.

Section 3.2. Election of Directors and Required Officers. Directors and Required Officers will be elected by the members at the Annual Business Meeting of the HRLF and will assume office effective July 1 following their election.

Section 3.3. Nomination of Directors and Required Officers. At least sixty (60) days before the Annual Business Meeting, a nominating committee shall be created consisting of the President, an individual appointed by the President, and two (2) individuals appointed by the Board. The President shall appoint a Chairperson of the Nominating Committee.

At least forty-five (45) days before the Annual Business Meeting, the Nominating Committee shall solicit from the HRLF Members recommendations for Director and Required Officer candidates. Based on these recommendations, the Nominating Committee shall develop a slate of nominees for Board and Required Officer vacancies. An individual member of the HRLF may not be

nominated for more than one office. If through the nomination process a person is identified as a candidate for more than one office, that individual's name will be placed in nomination to the office of his/her choice. The slate of nominees shall be presented to the Board for endorsement.

At least fourteen (14) days before the Annual Business Meeting, the Nominating Committee shall report to the members the final slate of candidates proposed by the Nominating Committee and endorsed by the Board.

Section 3.4. Compensation of Directors. The HRLF will not compensate Directors.

Section 3.5. Removal of Directors. Any or all of the Directors may be removed, with or without cause, at a meeting expressly called for that purpose, by a vote of members, which would suffice for the election of Directors. Except that non-attendance of a Director at three (3) consecutive Board meetings shall constitute that member's removal from the Board, unless determined otherwise by a majority vote of the Board.

Section 3.6. Term of Directors. The term of office of a Director shall be for a two-year period. No Director may serve for more than two consecutive two year terms. Notwithstanding anything herein to the contrary, the President, President-Elect and Immediate Past President may serve for up to a maximum of seven consecutive years. As determined by the Board, Director terms may be staggered.

Section 3.7. Officers. The HRLF shall have a President, a President-Elect, an Immediate Past President, a Secretary, and a Treasurer, each of whom must be a Director ("Required Officers"). With the exception of the President, the term of office shall be one year, from July 1 to June 30 of the following year, and may be re-elected to additional terms. The President shall be elected to serve a two-year term and may not be re-elected to another consecutive term.

The President shall be the chief executive officer of the HRLF and shall administer all affairs of the HRLF within broad direction provided by the Board. The President is responsible for the conduct of the HRLF activities in a manner that will ensure the accomplishment of its purposes. This shall include the hiring, management of and termination of employees and contractors of the HRLF. The President shall report to the membership on the status and performance of the HRLF on an annual basis. The President in conjunction with the Treasurer will prepare an annual budget for the HRLF and seek approval of the Board. Within approved annual budget levels and the adequacy of current funds, the President in consultation with the Treasurer can decide upon the nature of expenditures required to maintain the normal functioning of the HRLF. The President, if present and able, shall preside at all Board and member meetings.

Any Required Officer may serve in the absence of the President and may carry out such duties as delegated by the President.

The Treasurer shall: 1) be authorized to open and maintain necessary bank accounts and financial records for the functioning of the HRLF; 2) submit a financial statement to the Board every quarter and annually; and, 3) submit financial and tax reports as required by law.

The Secretary shall: 1) record the proceedings of all meetings of the Board and members and prepare and maintain minutes of these meetings; 2) prepare an official record of the Annual Business Meeting; 3) maintain timely, accurate records of the membership; 4) maintain files of all official non-financial documents related the HRLF's operations; and have responsibility for authenticating records of the HRLF.

The Board may prescribe other duties for the Required Officers. The Board may authorize other officers and may prescribe their titles, qualifications, and duties.

Section 3.8. Removal and Replacement of Officers. The Board may remove any officer from office, whenever in its judgment the best interests of the HRLF will be served thereby, by vote of the majority of the full Board. In the event of a vacancy in an officer position, any Director may nominate a replacement to complete the unexpired term. Election to an unexpired term shall be by vote of the majority of the full Board.

Section 3.9. Board Meetings. The Board shall meet regularly as necessary, but at least quarterly, to conduct the required business of the HRLF. Notice of any Board meeting may be given orally, in writing, or electronically. A quorum shall consist of a majority of the full Board. Upon the call of the President or five (5) Directors, the Board shall hold a special meeting.

During the period between regularly scheduled Board meetings, the officers of the HRLF shall be empowered to act for the Board. A record shall be kept of actions, and a review of past actions shall be included as an agenda item at the next regularly scheduled Board meeting.

Article 4 Committees

The committees of the HRLF shall include a Program Committee and a Membership Committee, and other standing or ad hoc committees deemed necessary by majority vote of the Board. The standing and ad hoc committees will be headed by Chairperson(s) elected by a majority vote of the Board. Membership on standing and ad hoc committees shall be determined jointly by its Chairperson(s) and the President.

Article 5

Miscellaneous Provisions

Section 5.1. Bylaw Amendments. Any amendment to, or repeal of, these Bylaws may be proposed by the Board, or by a HRLF member whose petition is supported by ten (10) other HRLF members, or by a majority vote of the HRLF members present at an Annual Business Meeting.

Amendments to, or repeal of, these Bylaws shall be by affirmative vote of two-thirds of those members in attendance at the Annual Business Meeting, following at least thirty (30) days' prior written or electronic notice of the proposed amendment or repeal.

Section 5.2. Administration, Operation, and Management. All administrative, operational, and management activities and services will be performed by the Board and its Committees, or by individuals employed under the authority, direction, and control of the Board.

Section 5.3. Affiliations and Associations. The HRLF is an affiliate of The Human Resource Planning Society. The Board may approve special associations with other organizations, which may serve to benefit the purpose of the HRLF.

Section 5.4. Limitation and Liabilities. Nothing herein shall constitute members of the HRLF as partners for any purpose. No officer, Director, or member of the HRLF shall be liable for the acts or failure to act on the part of any officer, member of the Board, or member of the HRLF. Nor shall any officer, Director or member be liable for their acts or failure to act under these Bylaws excepting only acts or omissions to act: 1) arising out of their willful malfeasance; or 2) adjudicated in any proceeding not to have been taken or omitted in good faith in the reasonable belief that the action or omission was in the best interests of the HRLF.

Section 5.5. Indemnification. Excepting only those acts for which an officer, member of the Board, or member may be liable under Section 5.4 of this Article, the HRLF hereby indemnifies and holds harmless an officer, member of the Board, or member from and against any and all claims for damages and expenses incurred in defense of any action or omission of such officer, member of the Board, or member.

Section 5.6. Dissolution. Upon the dissolution of the HRLF, the assets of the HRLF shall be applied and distributed as provided in the Act, and then distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted June 14, 2007