



# IHRIM

## International Association for Human Resource Management Bylaws

### Section 1

#### Name and Symbol

1.01 - The name by which this organization shall be known is International Association for Human Resource Information Management, herein referred to as the "Association."

1.02 - The association shall adopt legal requirements for language in any country in which it operates.

1.03 - The name of the Association shall not be used in any manner or for any purpose other than as authorized by its incorporation.

1.04 - The Association shall have symbols of such design as the Board may adopt. Such symbols shall be available only to members of the Association in good standing and used to identify membership in the Association.

### Section 2

#### Offices

2.01 - The principal office of the Association for the transaction of its business ("the Headquarters Office") is located in Middlesex County, in the State of Massachusetts, United States of America.

2.02 - The country in which the Association's Headquarters Office is located can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors ("the Board") may change the Headquarters Office from one location to

another within the designated country by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

2.03 - The Association may establish other offices and agencies at such other places where it is qualified to do business, as its business may require and as the Board may designate by resolution.

### Section 3

#### Staff

3.01 - The Board may establish a position of, and hire, a paid Executive Director who, subject to limitations and directions established by the Board, will have authority over management of the Headquarters Office, other Association offices and agencies, the activities of other paid staff, and other functions and activities as specified by the Board. The Executive Director will report to the Board and shall be invited to attend all meetings of the Board except meetings held in executive session. The Executive Director shall be invited to attend all meetings of committees having the authority of the Board except meetings held in executive session, and will also serve as an ex-officio member of all other committees of the Association. The Board may remove the Executive Director from any committee(s), with or without cause.

3.02 - The Executive Director has authority over all staffing decisions to support the activities of the Association through all its offices and agencies.

### Section 4

#### Purpose

4.01 - The aims and objectives of the Association are:

- *To be the leading professional association for knowledge, education, and solutions supporting the Human Resource Information Management community.*
- The Trusted Source for the Human Resource Information Management Community.

4.02 - Active participation in the Association will enable its members to:

- Significantly contribute to the success of their employers by acquiring knowledge which will enhance their ability to respond to clients' needs and expectations;
- Contribute to the advancement of state-of-the-art human resource information management;
- Serve a unifying role in defining and leading this rapidly evolving field of management, by providing a forum to exchange experiences, acquire information and discuss common needs or problems relating to its application;
- Maximize the creativity, dignity, energy, resourcefulness, and well-being inherent in individuals and groups through thoughtful and appropriate application of human resource information processing technology.

## **Section 5**

### **Board of Directors**

5.01 - The activities and affairs of the Association shall be managed by a Board of Directors ("Board"). Election of Directors may be conducted as determined by the Board of Directors from time to time.

5.02 - The Association shall not have fewer than nine (9) or more than twenty-five (25) Directors. Within these limits, the exact number of Directors may be fixed, or changed, by the Board.

5.03 - Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by members of the Association, the activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

5.04 - The Board has, but is not limited to, the authority to:

- Perform any and all acts, and make any and all decisions, required or permitted by law, by the Articles of Incorporation of the Association, or by these Bylaws;
- Prescribe such rules and regulations, including a Code of Ethics, not inconsistent with these Bylaws, relating to the management and operation of the Association, as they deem appropriate.
- Authorize expenditures on behalf of the Association from time to time, and delegate by resolution to any Officer(s) or Executive Director of the Association the right to employ and pay salaries to employees and to contract for staff and administrative services;
- Appoint and remove, employ and discharge, and, except as otherwise provided in Section 3 of these Bylaws, prescribe the duties and fix the compensation (if any) of all officers, agents and employees of the Association;

- Take necessary steps to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association;
- Enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board may prescribe.
- Meet at such times and places as required or permitted by law or by these Bylaws.

5.05 - Each Director's term of office shall be a period of three (3) years from his installation and/or until his successor is elected and qualifies. Installation of new Directors is normally conducted during the first Board Meeting held after January 1 of each year. However installation may be conducted earlier if approved by the incumbent board. A Director can be appointed for a term not to exceed 1 year providing they meet all other requirements and their appointment is not in violation of other bylaws.

5.06 - A Director shall be a natural person and an active member of the Association in good standing. There shall not be more than two Directors who are employed by the same employer at the time of their election or appointment.

5.07 - All Directors shall serve without compensation. Advancement or reimbursement shall be allowed for reasonable expenses incurred in performance of their regular Board-related functions, including but not limited to their

attendance at duly constituted meetings of the Board. Directors may be compensated for rendering services to the Association in a capacity other than as Directors if such compensation is reasonable and is specifically approved by a majority of the Directors then in office (with the Director(s) at issue being disqualified to participate in the discussion and to vote thereon). Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section 5, "interested person" means any person who is:

- A person currently being compensated (or whose employer or controlled business entity is currently being compensated) by the Association for services rendered within the previous twelve (12) months, whether as a full-or-part-time officer or other employee, independent contractor, consultant or otherwise.

5.08 - Vacancies on the Board shall exist:

- On the death, resignation or removal of any Director, and
- Whenever the number of authorized Directors is increased.
- A Director will be removed from office if, at a special General Meeting of the Membership, a resolution to that effect is passed by three-quarters of the Members present.
- The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising as a result of Section 7238 of the California Nonprofit Mutual Benefit Corporation Law.

- Any Director may resign from office upon giving written notice to the Association Secretary, unless the notice specifies a later time for the resignation to take effect.

Vacancies on the Board (including vacancies created by removal of Directors) may be filled with Member(s) in good standing by approval of the Board or, if the number of Directors then in office is less than a quorum, by:

- The unanimous written consent of the Directors then in office,
- The affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with the Articles; these Bylaws, and other applicable provisions of law, or
- A sole remaining Director.

A person elected to fill a vacancy as provided by this Section 5 shall hold office until the remainder of the term has been completed or until his/her death, resignation, or removal from office.

5.09 - To the greatest extent permitted by law, the Directors shall be held harmless for the debts, liabilities, or other obligations of the Association.

5.10 - Every Director or Officer of the association, and his heirs, executors, the administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Association from and against:

- All costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in

respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and

- All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof.

Provided only that such costs, charges or expenses are not occasioned by his own willful neglect or default.

Indemnification may be provided by the Association only to the extent allowed by, and in accordance with the requirements of, Section 7237 of the California Nonprofit Mutual Benefit Corporation Law.

5.11 - The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Association (including a Director, officer, or employee) against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Association would have the power to indemnify the agent against such liability.

5.12 - Meetings of the Board of Directors may be held at any time and place to be determined by the Directors. Regular meetings of the Board shall be held at least twice per Association year. Any meeting of the Board may be held using conference telephone or similar communications equipment, so long as all Directors participating in such meeting can communicate with each other.

5.13 - The regular meeting schedule (including date, time and location) for the following year shall be established prior to or at the last Directors meeting of each calendar year. Written notice of the schedule shall be given to all Directors promptly after that meeting. Once the

meeting schedule is established, the dates, times, or locations of such regular meetings shall not be altered without notice to all Directors.

5.14 - Special meetings of the Board (and regular meetings if not previously scheduled) may be called by the Chairman of the Board, or in the Chairman of the Board's absence by the Vice Chair, or by a majority of Directors. Such meetings shall be held at the place designated by the person or persons calling the meetings, and in the absence of such designation, at the Headquarters Office.

5.15 - Notice of meetings of the Board, (other than scheduled meetings as provided for in Section 5.13) shall be sent to each Director by first class mail at least fourteen (14) days, or delivered personally or by electronic means at least forty-eight (48) hours prior to the meeting. The notice shall be deemed to be delivered on its deposit in the mail or on its being sent if by electronic means. Such notices shall be addressed to each Director at his address as shown on the roster of the Association.

5.16 - Notice of the time and place of reconvening an adjourned meeting need not be given to absent Directors if the time and place of the reconvened meeting are fixed at the adjourned meeting and the reconvened meeting is held no more than twenty-four (24) hours from the time the original meeting is adjourned. If the reconvened meeting is held more than twenty-four (24) hours after the original meeting is adjourned, notices shall be given to Directors absent from the adjourned meeting.

5.17 - No errors or omissions in giving notice of any meeting or adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat. A Director may waive notice

of any such meeting and ratify, approve, and confirm any or all proceedings taken or had thereat.

5.18 - A quorum shall consist of a majority of the Directors actually serving at the time in accordance with these Bylaws. If all the Directors consent thereto generally or in respect to a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications technologies as permit all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. To be included in the quorum, a Director must attend the meeting in person or, with requisite unanimous consent, by conference telephone or other communications technology, and cannot be represented by proxy.

5.19 - Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Association, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the chair shall entertain at such a meeting is a motion to adjourn. However, a majority of the Directors present at such a meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

5.20 - When a meeting is adjourned for lack of a quorum, it shall not be necessary to file any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which adjournment is taken, except as provided in Section 5.16.

5.21 - Directors present at a duly called and held meeting at which a quorum is

initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of Directors, provided that any action thereafter must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or by the Articles of Incorporation or these Bylaws.

5.22 - Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation, these Bylaws, or provisions of the California Nonprofit Mutual Benefit Corporation Law require a greater percentage or different voting rules for approval of a matter by the Board.

5.23 - Meetings of the Board shall be presided over by the Chairman of the Board of the Association or, in his absence, by the Vice Chair or, in the absence of each of these persons, by a Director chosen by a majority of the Directors present at the meeting. The Association Secretary shall act as secretary of all meetings of the Board, provided that, in his absence, the presiding Director shall appoint another Secretary of the meeting.

5.24 - The Association Secretary or designated staff member shall record the minutes of all meetings of the Board to include the time and place of the meeting, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. In the event that a staff member prepares the minutes of the meeting, their distribution will not be carried out until approved by the Association Secretary or in his absence another member of the Executive Committee.

5.25 - All bylaws and resolutions of the Directors shall be made, enacted or passed at duly convened meetings. Nevertheless, any action required or permitted to be taken by the Board under provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of the Association authorize the Directors to so act, and such statements shall be prima facie evidence of such authority.

5.26 - Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall serve as the parliamentary authority and govern the conduct of for all Board Meetings in all cases in which they are applicable.

## **Section 6**

### **Officers**

6.01 - The primary officers of the Association shall be a Chairman of the Board, a Vice Chair, an Association Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The Immediate Past Board Chair shall serve as an ex officio member and officer of the Board. The Association may have other officers as determined from time to time by the Board. Such officers shall serve such terms, have such authority, and perform such duties as may be prescribed by the Board.

6.02 - Only Board members with at least one (1) year of tenure on the Board may serve as officers of the Association. The Board shall elect all officers with the exception of the Immediate Past Board Chair. The Chairman of the Board shall hold office for an initial two-year term, with subsequent one-year terms similar to other officers. All other officers shall hold office for one-year terms unless they resign, are removed or are otherwise disqualified to serve, or until their successors are elected and qualified, whichever occurs first.

6.03 - Any officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Chairman of the Board or Association Secretary of the Association. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board relating to the employment of any officer of the Association.

6.04 - Any vacancy caused by the death, resignation, removal or disqualification of any officer, or otherwise, may be filled by the Board. In the event of a vacancy in any office other than that of Chairman of the Board, such vacancy may be filled temporarily by Presidential appointment until the Board shall fill the vacancy.

6.05 - The Chairman of the Board shall, subject to the control of the Board, supervise and control the affairs of the Association and the activities of its officers. The Chairman of the Board shall perform all duties incident to the office and such other duties as may be required by law, by the

Articles of Incorporation of the Association, or by these Bylaws, or which may be prescribed from time to time by the Board; shall preside at all meetings of the members and Board; and shall serve as an ex-officio member of all standing committees.

6.06 - In the absence of the Chairman of the Board, or in the event of his/her inability or refusal to serve, the Vice Chair shall perform all the duties of the Chairman of the Board. The Vice Chair shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by the Bylaws, by the Chairman of the Board.

6.07 - The Association Secretary shall perform all duties incident to the office of Secretary and such duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him/her from time to time by the Chairman of the Board.

6.08 - Subject to the provisions of Section 9 of these Bylaws, "Execution of Instruments, Deposits and Funds," the Chief Financial Officer shall perform all duties incident to the office of Chief Financial Officer and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be assigned to him from time to time by the Chairman of the Board.

6.09 - Immediate Past Board Chair shall be responsible for chairing the board nominating committee, overseeing the board onboarding process, and assisting the Board and Chairman of the Board with the board governance process.

6.10 - Officers of the Association shall serve without salaries unless otherwise provided for in these Bylaws.

## Section 7

### Executive Committee

7.01 - There shall be an Executive Committee consisting of the primary officers of the Association (Chairman of the Board, Vice Chair, Association Secretary, Chief Financial Officer, and the Immediate Past Board Chair), the Chair of which shall be the Chairman of the Board. The Executive Director shall be invited to attend all meetings of the Executive Committee except meetings held in executive session. The Executive Committee shall exercise such powers in the management of the business and affairs of the Association as are authorized by a majority of the Directors then in office, except with respect to:

- The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members.
- The filling of vacancies on the Board or on any committee which has the authority of the Board.
- The fixing of compensation of Directors for serving on the Board or any committee, or of any administrative, paid staff.
- The amendment or repeal of these Bylaws or the adoption of new Bylaws.
- The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable.
- The approval of any transaction to which the Association is a party and in which one or more of the Directors has a material financial interest.
- Any other acts beyond its legal purview.

## Section 8

### Standing Committees

8.01 - The Association shall have such Standing Committees as in the opinion of the Board are necessary for the proper functioning of the Association. The Board, by resolution, may establish, modify, and/or change the membership of Standing Committees. It may designate certain Standing Committees to act in an advisory capacity only to the Board. Such committees shall be clearly identified as "advisory" in nature, and shall have at least one (1) Director member. The Board may create other Standing Committees for the sole purpose of assisting with Association projects as defined by the Board from time to time. It shall not be necessary that any member of such committee be a Director.

8.02 - Each member of a Standing Committee shall continue as such in accordance with the charter of the committee. Standing Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duties.

8.03 - Vacancies in the membership of any committee may be filled by appointments made in the manner prescribed by policy. A Standing Committee member may be removed by a majority vote of the Board.

8.04 - The chair of each Standing Committee shall be appointed by the Board from the members of the Association, unless specified otherwise by policy.

8.05 - Except as otherwise provided, Standing Committees shall meet at the call of their chair or upon request of a majority of their members.



8.06 - Unless otherwise provided in a resolution from the Board designating a committee's quorum, a majority of the whole committee shall constitute a quorum for conducting committee business.

8.07 - Each Standing Committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board. Each Standing Committee shall file reports with the Chairman of the Board, Association Secretary, and Executive Director within thirty (30) days of each meeting.

8.08 - The Chairman of the Board, subject to the approval of the Board, may establish such "ad hoc" committees as shall be required from time to time.

## **Section 9**

### **Execution of Instruments, Deposits and Funds**

9.01 - The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer, agent, or employee of the Association to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

9.02 - Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Association shall be signed by the Executive Director, the CFO, Chairman of the Board or their designees. All instruments in writing so signed shall be

binding on the Association without any further authorization.

9.03 - All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board or its designated representative may select.

## **Section 10**

### **Corporate Records, Reports and Seal**

10.01 - The Association shall keep at the Headquarters Office;

- Minutes of all meetings of Directors, the Executive Committee, and/or committees of the Association;
- Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- A record of its members indicating their names and addresses; and
- A copy of the Association's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any member of the Association at all reasonable times.

10.02 - The Board may adopt, use and, at will, alter, a corporate seal. Such seal shall have the words International Association for Human Resource Information Management inscribed thereon. Such seal shall be kept at the Headquarters Office. Failure to affix the seal to corporate instruments shall not affect the validity of any such instrument.

10.03 - Every Director shall have the absolute right at any reasonable time to

inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association.

10.04 - Subject to the provisions of Chapter 13, Article 3 of the California Nonprofit Mutual Benefit Corporation Law, each member shall have the following inspection rights, for purposes reasonably related to that person's interest as a member:

- To inspect and copy the record of all members' names and addresses at reasonable times, upon five (5) days prior written demand on the Association, which demand shall state the purpose for which the inspection is requested.
- To obtain from the Association Secretary, upon written demand and payment of a reasonable charge, an alphabetized list of the names and addresses of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled, or as of the date specified by the member (which date must be subsequent to the date of demand). The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before ten (10) business days after the demand is received.
- To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or Standing Committees, upon written demand on the Association by the member.

10.05 - The Board shall cause an annual financial report to be published not later than one hundred and twenty (120) days after the close of the Association's fiscal year and made available to all Directors.

- The assets and liabilities of the Association as of the end of the fiscal year:
- The principal changes in assets and liabilities during the fiscal year;
- The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year; and
- The expenses or disbursements of the Association, for both general and restricted purposes, during the fiscal year.

The Association shall retain an auditor to audit the financial statements of the Association. The auditor shall hold office at the pleasure of the Board of Directors and his remuneration shall be fixed by the Executive Director with the approval of the Board.

#### **Section 11** **Fiscal Year**

11.01 - The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

#### **Section 12**

##### **Amendment of Articles and Bylaws**

12.01 - Amendment of the Articles of Incorporation may be adopted by the approval of the Board and members of the Association.

12.02 - Subject to any applicable provision of law, these Bylaws, or any of them, may be amended, or repealed and new Bylaws adopted, as follows:

- By approval of a majority of the Directors at a meeting of the Board unless the amendment would materially and adversely affect the

rights of members as to voting, dissolution, redemption or transfer; provided, however, that a Bylaw specifying or changing a fixed number of Directors or the maximum or minimum number of Directors, or changing from a fixed to a variable Board or vice versa, may not be adopted, amended, or repealed except as provided in the following subsection; or

- By approval of the members of the Association. Where approval of the members is necessary, the proposed amendment(s) of these Bylaws shall be distributed to the membership at least fourteen (14) days prior to a meeting at which the amendments will be considered.

### **Section 13**

#### **Membership**

13.01 - The Association may have multiple classes of members. There is no limit to the number of members the Association may admit. Membership is open to individuals regardless of sex, age, race, religion, national origin, or disability. Applications for membership shall be accepted upon receipt of membership dues, and approval of the Board of Directors.

13.02 - A member of this Association is not personally liable for the debt, liabilities, or obligations of the Association.

13.03 - Membership in the Association is transferable and/or assignable upon written instructions from the owner of the membership and acceptance by the Board of Directors.

13.04 - Grounds for Termination of membership. The membership of a member shall terminate upon the occurrence of any

of the following events:

- A member's death;
- Upon notice of such termination or resignation delivered to the Chairman of the Board or Association Secretary, or to the Executive Director personally or by mail; such membership to terminate upon the date of delivery of the notice;
- Upon a determination by the Board that the member has violated any rule or practice of the Association or engaged in any act or conduct materially and seriously prejudicial to the interests or purposes of the Association or in violation of the Code of Conduct of the Association;
- Upon failure to renew membership by paying dues on or before their due date or within a reasonable period of time thereafter.

13.05 - Procedure for Expulsion. Following the determination that a member should be expelled under Section 13.04, an expulsion procedure as defined by the Board will be followed.

### **Section 14**

#### **Affiliated Groups**

14.01 - IHRIM may, from time to time, establish, or enter into agreements with, affiliated groups. (All affiliated groups are subject to the terms and conditions as outlined in their respective affiliation agreements.)

14.02 - IHRIM's Board of Directors may terminate the affiliation agreement of an affiliated group if an affiliated group does not comply with the terms of the affiliation agreement.

14.03 - The IHRIM Board of Directors may terminate an affiliation agreement by a majority of the entire Board. Upon termination of an affiliated group, the affiliated group shall disposition its assets as outlined in the affiliation agreement to IHRIM or its designated representative and shall cease all use of the IHRIM name or any name that implies an affiliation with IHRIM.

## **Section 15**

### **Meeting of Members**

15.01 - The Annual Meeting of Members shall be held at any place and at such date and time as may be designated by resolution of the Board.

15.02 - The members shall meet once each fiscal year, typically during the annual conference of the Association. The members shall sanction and confirm the repeal, amendment, or re-enactment of any Bylaws requiring sanction or confirmation, and shall transact such other business as may properly come before the meeting.

15.03 - Special meetings of the members shall be called by the Chairman of the Board. In addition, special meetings of the members for any lawful purpose may be called by written request of five percent (5%) or more of the members.

15.04 - Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given by the Association Secretary by first-class mail not less than ten (10) nor more than ninety (90) days before the date of the meeting to each member who, on the record date for the notice of meeting, is entitled to vote thereat.

15.05 - Notice of a meeting of members or any report shall be given either personally or by mail or other means of written communication, addressed to the members

at the address of such members appearing on the membership roster of the Association or given by the members to the Association for the purpose of notice; or if no address appears or is given, at the Headquarters Office or by publication of notice of the meeting at least once in a newspaper of general circulation in the county in which the Headquarters Office is located. Notice shall be deemed to have been given when delivered personally or deposited in the mail or sent by telegram, electronic facsimile, or other means of written communication. The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 7611 of the California Nonprofit Mutual Benefit Corporation Law.

15.06 - Notice of a membership meeting shall state the place, date, and time of the meeting, and:

- In the case of a special meeting, the general nature of the business to be transacted, with sufficient information to permit the member to form a reasoned judgment on the decision to be taken, and the fact that no other business may be transacted;
- In the case of a regular meeting, those matters which the Board, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action;
- Contain a reminder that the member has the right to vote by written proxy.

15.07 - If a special meeting is called by members as authorized by these Bylaws,

the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail, or by electronic means with confirmation of delivery to the Chairman of the Board, Vice Chair, or Association Secretary. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Executive Committee and shall not be less than thirty five (35) nor more than ninety (90) days after receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

15.08 - The transaction of any meeting of members, however called and noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote, not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the Association records or made a part of the minutes of the meeting. Waiver of notices or consents need not specify either the business to be transacted or the purpose of any regular or special meeting of members, except that if action is taken or proposed to be taken for approval of any of the matters specified in Section 15.09, the waiver of notice or consent shall state the general nature of the proposal.

15.09 - If action is proposed to be taken or is taken with respect to the following proposals, such action shall be invalid unless unanimously approved by those

entitled to vote or unless the general nature of the proposal is stated in the notice of meeting or in any written waiver of notice:

- Removal of Directors without cause;
- Filling of vacancies on the Board by members;
- Approval of transactions involving Directors;
- Amending the Articles of Incorporation;
- An election to voluntarily wind up and dissolve the Association; and
- Approval of a plan of distribution upon dissolution of the Association

15.10 - Two percent (2%) of members in good standing, present in person, or represented by written proxy, shall constitute a quorum for the transaction of business at any meeting of the membership. The members present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to withdrawal of members from the meeting, provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the votes represented in person or by proxy at the meeting, but no other business shall be transacted at such meeting. When a meeting is adjourned for lack of sufficient number of members at the meeting or otherwise, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the

meeting at which the adjournment is taken of the time and place of the adjourned meeting. However, if after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. A meeting shall not be adjourned for more than forty-five (45) days.

15.11 - Every act or decision done or made by a majority of members present in person or by proxy at a duly held meeting at which a quorum is present is the act of members, unless the law, the Articles of Incorporation of the Association, or these Bylaws require a greater number.

15.12 - Each member in good standing present or represented by written proxy is eligible to vote and entitled to one (1) vote on each matter submitted to a vote at any Meeting of Members.

15.13 - Any member may appoint as proxy any other member to vote at any Meeting of Members. The same member shall file this proxy in writing with the Association Secretary at least seven (7) days prior to the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. The maximum term of any proxy shall be three (3) years from the date of its execution.

15.14 - Meetings of the Members shall be presided over by the Chairman of the Board of the Association or, in his absence, by the Vice Chair of the Association or, in the absence of both of these persons, by a chairperson chosen by a majority of the members present in person or by proxy. The Association Secretary shall act as Secretary of all Meetings of Members, provided that, in his absence, the presiding

officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent or in conflict with these Bylaws, the Articles of Incorporation of this Association, or any provision of law.

15.15 - Any action which may be taken at any regular or special Meeting of Members may be taken without a meeting if the Association distributes a legally recognized ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide a reasonable time within which to return the ballot to the Association. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 15.05. All legally recognized ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Association in order to be counted. Approval of action by legally recognized ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by legally recognized ballot. Such ballots for the

election of Directors shall list the persons nominated at the time the ballots are mailed or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld, they shall not be counted by votes either for or against the election of a Director.

A legally recognized ballot may be revoked after its receipt by the Association or its deposit in the mail, whichever occurs first. Legally recognized ballots may be returned via postal mail or alternative electronic means.

15.16 - This Association shall make available to members reasonable nomination and election procedures with respect to the election of Directors by members. Such procedures shall be defined by the Board from time to time and shall be reasonable given the nature, size and operation of the Association, and shall include:

- A reasonable means of nominating persons for election as Directors;
- A reasonable opportunity for a nominee to communicate to the members his qualifications and the reasons for the candidacy; and
- A reasonable opportunity for all nominees to solicit votes.

If the Association distributes any written election material soliciting votes for any nominee for Director at the Association's expense, it shall make available, at the Association's expense, to each other nominee, in or with the same material, the same amount of space that is provided any other nominee, with equal prominence, to be used by the nominee for a purpose reasonably related to the election.

Generally, any person who is qualified to be elected to the Board may be nominated. However, if the Association has five hundred (500) or more members, any of the additional nomination procedures specified in subsections (a) and (b) of Section 7521 of the California Nonprofit Mutual Benefit Corporation Law may be used to nominate persons for election to the Board. If the Association has five thousand (5,000) or more members, then the nomination and election procedures specified in Section 7522 of the California Nonprofit Mutual Benefit Corporation Law shall be followed by this Association in nominating and electing persons to the Board.

15.17 - Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

## **Section 16**

### **General**

16.01 - In these Bylaws, the singular shall include the plural and the plural the singular; the masculine shall include the feminine.