



IHRIM

International Association for Human Resource Information 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 the State of California, 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, 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

Purpose

3.01 - 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;*
- *And to serve as the trusted source for objective, vendor-neutral information about Human Resource Information Management.*

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

- Significantly contribute to the success of their employers by acquiring knowledge that enhances the member's ability to respond to employer needs and expectations;
- Contribute to the advancement of state-of-the-art human resource information management practices;
- Serve a unifying role in defining and leading this rapidly evolving field of management, by maintaining a community to exchange experiences, acquire information, and discuss common needs or problems relating to its application;
- And to nurture creativity, dignity, energy, resourcefulness, and well-being inherent in individuals and groups through thoughtful and appropriate application of human resource information processing practices and technologies.

Section 4

Board of Directors

4.01 - 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.

4.02 - The Association shall not have fewer than nine (9) Directors. The exact number of Directors may be fixed or changed by the Board from time to time to support its operations.

4.03 - 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.

4.04 - 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 and annual budget and other expenditures on behalf of the Association from time to time, and delegate by resolution to any Officer(s) of the Association the right to employ and pay salaries, contract for staff, and engage other 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, employees, and contractors 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 supporting the mission 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 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.

4.05 - Each Director's term of office shall be a period of three (3) years from their installation and/or until their 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 by the Executive Committee for a term not to exceed 1 year providing they meet all other requirements and their appointment is not in violation of other bylaws.

4.06 - 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.

4.07 - 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 Executive Committee. 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, agent, or other employee or contractor.

4.08 - 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 can be removed from office by resolution, unanimously recommended by the Executive Committee, passed by three-quarters of

the Members present at any meeting at which the resolution was timely noticed.

- The Board may declare a vacancy of any Directorship 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's Corporate Secretary. Such resignation shall be effective immediately upon receipt by the Secretary unless the notice specifies a later time for the resignation to take effect, in which case, the Executive Committee may accept the later date or set the effective date sooner.

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.

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

4.10 - Every Director or Officer of the association, and their 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 they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and
- All other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof,

provided only that such costs, charges or expenses are not occasioned by their 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.

4.11 - 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 worker, i.e. employee or contractor, 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.

4.12 - Meetings of the Board of Directors may be held at any time and place to be determined by the Executive Committee. Regular meetings of the Board shall be held at least twice per Association year. Any meeting of the Board may be held in person or remotely via electronic means, provided all Directors can communicate with each other during the meeting.

4.13 - Regular meetings of the Board shall be published from time to time and not less than once in advance of the calendar year, including date, time and location. Written notice of the schedule shall be given to all Directors promptly. Once the meeting schedule is established, the dates, times, or locations of such regular meetings shall not be altered without notice to all Directors.

4.14 - Special meetings of the Board (and regular meetings if not previously scheduled) may be called by the Chairperson of the Board, or in the Chairperson'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, via remote, electronic services.

4.15 - 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 ten (10) business 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 their address as shown on the roster of the Association.

4.16 - 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.

4.17 - 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 conducted. A Director may waive notice of any such meeting and ratify, approve, and confirm any or all proceedings conducted.

4.18 - A quorum shall consist of a majority of Board or Committee members actually serving at the time in accordance with these Bylaws. A Board or Committee member may participate in a meeting in person or remotely as permit all persons participating in the meeting to communicate with each other, and a Board or Committee member 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 be present at the meeting and cannot be represented by proxy.

4.19 - 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.

4.20 - 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.

4.21 - 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.

4.22 - 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.

4.23 - Meetings of the Board shall be presided over by the Chairman of the Board of the Association or, in their 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's Corporate Secretary shall act as recording secretary of all meetings of the Board, provided that, in their absence, the presiding Director shall appoint another recording secretary for that meeting.

4.24 - The Association's Corporate Secretary or designated staff 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's Corporate Secretary or in their absence, any another member of the Executive Committee.

4.25 - 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.

4.26 - 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 5

Officers

5.01 - The primary officers of the Association shall be a Chairman of the Board and CEO, a Vice Chair, a Corporate Secretary, and a Treasurer and CFO. 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.

5.02 - 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.

5.03 - Any officer may be removed, either with or without cause, by the Board upon unanimous recommendation of the Executive Committee, less the consent of the officer to be removed, at any time. Any officer may resign at any time by giving written notice to the Chairman of the Board or Association's Corporate

Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein subject to change by the Executive Committee. 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.

5.04 - Any vacancy caused by the death, resignation, removal or disqualification of any officer, or otherwise, may be filled by unanimous consent of the Executive Committee of the Board, or a simple majority of the entire Board. In the event of a vacancy in any office other than that of Chairman of the Board, such vacancy may be filled by appointment of the Chairperson/CEO until a regular meeting of the Board is convened to fill the vacancy. No appointee shall serve longer than the balance of the current term vacated.

5.05 - The Chairperson of the Board/CEO shall, subject to the control of the Board, supervise and control the affairs of the Association and the activities of its officers. The Chairperson/CEO 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 Association's members, Board of Directors, and Executive Committee; and shall serve as an *ex-officio member* of all Standing Committees.

5.06 - In the absence of the Chairperson/CEO, or in the event of their inability or refusal to serve, the Vice Chair shall perform all the duties of the Chairperson/CEO for the balance of the term vacated. 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 Chairperson/CEO.

5.07 - The Association's Corporate Secretary shall perform all duties incident to the office of Corporate 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 them from time to time by the Chairperson/CEO or the Executive Committee.

5.08 - Subject to the provisions of Section 9 of these Bylaws, "Execution of Instruments, Deposits and Funds," the Treasurer/CFO shall perform all duties

incident to the office of Treasurer/CFO and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws, or which may be assigned to them from time to time by the Chairperson/CEO or the Executive Committee.

5.09 – Immediate Past Board Chair shall be responsible for chairing the Leadership Development Committee, overseeing the board onboarding process, and advising the Board with governing the Association.

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

Section 6

Staff

6.01 - The Board may establish positions and hire staff who, subject to limitations and directions established by the Board, will have responsibilities in the administration of the Headquarters Office, other Association offices and agencies, the activities of other paid and unpaid staff, and other functions and activities as specified by the Executive Committee of the Board.

6.02 - Unless otherwise specified, paid and unpaid staff will be supervised by the CEO. Paid and unpaid staff shall attend and report when invited to meetings of the Board, Executive Committee, and Standing Committees of the Association. Paid and unpaid staff shall be excused from executive sessions. The Board may remove unpaid or unpaid staff from any committee(s) without cause.

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

Section 7

Executive Committee

7.01 - There shall be a permanent committee called the Executive Committee consisting of the officers of the Association, i.e., Chairperson/CEO, Vice Chair, Corporate Secretary, Treasurer/CFO, Immediate Past Board Chair, and Chairs of all Standing Committees, and presided by the Chairperson/CEO. The Executive Committee shall exercise all such powers in the daily management of the business and affairs of the Association as authorized by a majority of the Directors then in office, including creation and execution of the

budget and administration of all internal and external affairs of the Association, except with respect to:

- The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the Association members; or
- The amendment or repeal of these Bylaws or the adoption of new Bylaws; or
- The amendment or repeal of any resolution of the Board which by its express terms is not amendable or revocable; and
- 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. These Committees shall include: Finance, Membership, Education, and Partnerships.

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 - The Board may designate certain additional councils to act in an advisory capacity. Such councils shall be clearly identified as "advisory" in nature, and shall have at least one (1) Director as its member.

8.04 - The Board may create other working groups for the sole purpose of assisting with Association projects as defined by the Board from time to time. Such working groups shall be clearly identified as "temporary" in nature, and nothing shall prevent a working group from being constituted as a committee or council upon material completion of its work. It shall not be necessary that any member of a working group be a Director.

8.05 - Vacancies in the membership of any committee, council or working group may be filled by appointments made in the manner prescribed by policy and consistent with these Bylaws. A Standing Committee member may be removed by a majority vote of the Board upon unanimous recommendation of the Executive Committee.

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

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

8.08 - A quorum for conducting committee, council or working group business shall constitute at least two official members of the respective committee, council or working group.

8.09 - Each Committee, Council, and Working Group may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board. Each Committee, Council, and Working Group shall file reports with the Chairperson/CEO and Association's Corporate Secretary within thirty (30) calendar days following each meeting.

8.10 - The Chairperson/CEO, subject to the approval of the Executive Committee, may establish working groups 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. Approval of the annual budget shall constitute such general authority of the Officers to execute all duties and take such actions as required to operate and maintain the Association without any further authorization.

9.02 - Unless so authorized, no officer, agent, employee, or contractor shall have any power or authority to bind the Association by any contract or engagement or to

encumber its credit or to render it liable monetarily for any purpose or in any amount.

9.03 - 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 Chairperson/CEO, the Treasurer/CFO, other members of the Executive Committee as may be appointed by the Chairperson/CEO, or agents, bookkeepers, accountants, attorneys or others approved by the Executive Committee. All instruments in writing so signed shall be binding on the Association without any further authorization.

9.04 - 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 Executive Committee may select.

Section 10

Corporate Records, Reports and Seal

10.01 - The Association shall maintain:

- Minutes of all meetings of Directors, Executive Committee, and committees, councils, and working groups 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 each person's name, primary phone number, postal street address (not PO boxes), and personal and professional email 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 upon written notice to the Corporate Secretary.

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 upon it. The seal

shall be kept by the Chairperson/CEO or the Association's Corporate Secretary. Use of an electronic seal or 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 to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Association upon written notice to the Chairperson/CEO or the Treasurer/CFO.

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's Corporate Secretary, upon written demand and payment of a fee for services of not less than \$1 per record, 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, Committees, Councils, and Working Groups 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.

10.06 - The Association, by action of the Executive Committee, the Chairperson/CEO, or the Treasurer/CFO, shall retain an external accountant to review the financial statements of the Association, and remuneration shall be approved by the Executive Committee and consistent with the budget approved by the Board.

Section 11

Fiscal Year

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

Section 12

Membership

12.01 - 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 gender, orientation, 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.

12.02 - No member of this Association shall be personally liable for any debt, liabilities, or obligations of the Association.

12.03 - 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.

12.04 - The membership of a member may be terminated upon the occurrence of any of the following events:

- A member's death;
- Upon written notice of such termination or resignation by the member delivered to the Association, effective upon date of receipt of the notice by the Association;
- Upon consent by the majority of the Board that a 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 maintaining membership in good standing, i.e., failing to renew membership by paying dues on or before their due date or within the grace period to be set by the Membership Committee.

12.05 - Procedure for Expulsion. Upon determination that a member could be expelled under Section 13.04, an expulsion procedure shall be crafted by the Executive Committee, adopted by the Board, and followed pursuant to rules of fairness and due process. Minimally, a Select Committee shall be appointed by the Chairperson/CEO, subject to approval of the Executive Committee, to evaluate the reasons and evidence for expulsion and to provide the member intended for expulsion the opportunity to present an affirmative defense for their remaining a member of the Association.

Section 13

Affiliated Groups

13.01 - The Association may, from time to time, establish, or enter into agreements of cooperation and collaboration with other public, private and government organizations, known as "affiliated groups." All affiliated groups shall be subject to the terms and conditions as outlined in their respective affiliation agreements.

13.02 - The Executive Committee may terminate any agreement of an affiliated group if an affiliated group does not comply with any terms and conditions of the agreement.

13.03 - The Association's Board of Directors may terminate any affiliation agreement by majority consent without cause.

Section 14

Meeting of the Membership

14.01 - An Annual Meeting of Members shall be held at any place and at such date and time as may be designated by resolution of the Executive Committee, upon recommendation of the Leadership Development Council.

14.02 - The members shall convene once each fiscal year in person or remotely. 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 convention.

14.03 - Special meetings of the members shall be called by the Chairperson/CEO. In addition, special meetings of the members for any lawful purpose may be called by written request of at least five percent (5%) of the active members in good standing at the time of the its calling.

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

14.05 - Notices of meetings of the membership or any report by an officer, Committee, Council or Working Group, shall be given in writing, 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, by publication of notice of the meeting at least once in its electronic newsletter, or posted on its membership platform, website, or other electronic forum maintained by the Association. Notice shall be deemed to have been given when mailed, emailed, or posted. 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 by the Executive Committee pursuant to Section 7611 of the California Nonprofit Mutual Benefit Corporation Law and advised by the Leadership Development Council

14.06 - 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 and the mechanism to do so.

14.07 - 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 Chairperson/CEO, Vice Chair, or Association's Corporate 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 (30) nor more than ninety (90) calendar 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 in any and all manners defined in Section 15.05.

14.08 - 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.

14.09 - 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 having a personal or business-related financial interest;
- 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

14.10 - 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, i.e., consideration and passage of resolutions, 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) calendar days.

14.11 - 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.

14.12 - 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 the Membership.

14.13 - Any member may appoint as proxy any other member to vote at any Meeting of the Membership. The same member shall file this proxy in writing with the Association's Corporate Secretary at least seven (7) business 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 assignment shall be three (3) years from the date of its execution.

14.14 - Meetings of the Membership shall be presided over by the Chairperson/CEO, in their absence, by the Vice Chair of the Association or, in the absence of both of these persons, by any other member of the Executive Committee, or in the absence or willingness of any officer or Executive Committee member by a chairperson elected by a majority of the members present in person or by proxy. The Association's Corporate Secretary shall act as Recording Secretary of all Meetings of the Membership, provided that, in their absence, the presiding officer shall appoint another person to act as Recording Secretary of the Meeting.

14.15 - Meetings shall be governed by the current edition of 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.

14.16 - Any action which may be taken at any regular or special Meeting of the Membership 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 electronically 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.

14.17 - 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 Leadership Development Council and adopted by 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 their 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.

14.18 - Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the membership 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 15

Amendment of Articles and Bylaws

15.01 - Amendment of the Articles of Incorporation may be adopted by the members of the Association, upon a majority recommendation of the Board of Directors.

15.02 - 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, upon unanimous recommendation of the Executive Committee. Any amendment that materially and adversely affects 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 the proposed amendment(s) to 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 16

General

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