

**BYLAWS
OF
HAMPTON ROADS SOCIETY FOR HUMAN RESOURCE MANAGEMENT
Updated Sept 24, 2010**

**Article 1
Name and Affiliation**

- 1.1 Name.** The name of the Chapter is Hampton Roads Society for Human Resource Management (“Chapter”). To avoid potential confusion, the Chapter will refer to itself as Hampton Roads Society for Human Resource Management or HRSHRM and not as the Society for Human Resource Management or SHRM.
- 1.2 Affiliation.** The Chapter is affiliated with the Society for Human Resource Management (“SHRM”).
- 1.3 Relationships.** The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and neither SHRM nor a State Council shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of or contract in the name of SHRM or a State Council without the express written consent of SHRM or the State Council.

**Article 2
Purpose**

- 2.1 Chapter’s Purpose.** The purpose of this Chapter, as a non-profit organization, is:
- 2.1.1** To provide a forum for the personal and professional development of our members;
 - 2.1.2** To provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
 - 2.1.3** To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
 - 2.1.4** To provide an opportunity to focus on current human resource management issues of importance to our members;
 - 2.1.5** To provide a focus for legislative attention to state and national human resource management issues;
 - 2.1.6** To provide valuable information gathering and dissemination channels;
 - 2.1.7** To provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
 - 2.1.8** To serve as an important vehicle for introducing human resource management professionals to SHRM;
 - 2.1.9** To serve as a source of new members for SHRM; and
 - 2.1.10** To serve as part of the two-way channel of communications between SHRM and the individual members.
- 2.2 Promotion of SHRM’s Purpose.** The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- 2.2.1 To be a recognized world leader in human resource management;
- 2.2.2 To provide high-quality, dynamic, and responsive programs and service to its customers with interests in human resource management;
- 2.2.3 To be the voice of the profession on human resource management issues;
- 2.2.4 To facilitate the development and guide the direction of the human resource profession; and
- 2.2.5 To establish, monitor, and update standards for the profession.

Article 3 Membership

- 3.1 **SHRM Membership.** The Chapter is a 100% Chapter of SHRM; all Chapter members are required to be members in good standing of SHRM.
- 3.2 **Non-Discrimination.** To achieve the mission of the Chapter, there shall be no discrimination in membership because of race, religion, sex, age, national origin, disability, veteran's status, sexual orientation, or any other legally-protected class.
- 3.3 **Non-Transferability of Membership.** Membership in the Chapter is neither transferable nor assignable.
- 3.4 **Individual Membership.** Membership in the Chapter is held in the name of the individual, not an organization with which the member is affiliated.
- 3.5 **Professional Members.** Professional Members may vote and hold an officer's or director's position in the Chapter. Professional Membership shall be limited to those individuals who are engaged as one or more of the following:
 - 3.5.1 Practitioners of human resource management at the Fair Labor Standards Act-exempt level for at least three years;
 - 3.5.2 Certified by the Human Resource Certification Institute;
 - 3.5.3 Faculty members holding an assistant, associate, or full professor rank in human resource management or any of its specialized functions at an accredited college or university, and who have at least three years of experience at this level of teaching;
 - 3.5.4 Full-time consultants with at least three years of experience practicing in the field of human resource management; or
 - 3.5.5 Full-time attorneys with at least three years of experience in counseling and advising clients on matters relating to the human resource profession.
- 3.6 **Associate Members.** Associate members may vote and hold a director's position, but not an officer's position, in the Chapter. To qualify for Associate Membership, an individual must fall under one or both of the following descriptions:
 - 3.6.1 Practitioners of human resource management at the non-Fair Labor Standards Act exempt level; or
 - 3.6.2 Individuals who do not meet the qualifications of the other classes of

membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter.

- 3.7 Student Members.** Student members may not vote or serve as an officer or director in the Chapter. To qualify for Student Membership, an individual must meet all of the following criteria:
- 3.7.1** Be enrolled as either a full-time or part-time student at the freshman level or higher;
 - 3.7.2** Be enrolled in the equivalent of at least six credit hours;
 - 3.7.3** Be enrolled in a four-year or graduate institution, and/or a consortium of these, or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university;
 - 3.7.4** Be able to provide verification of a demonstrated academic emphasis in human resource management subjects; and
 - 3.7.5** Be able to provide verification of the college or university's human resources or related degree program.
- 3.8 Application for Membership.** Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors or its designee. Each new members shall be afforded full rights in accordance with his or her category of membership from the date his or her application is approved.
- 3.9 Voting.** Each Professional and Associate Member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members are not eligible to vote. Votes shall be tallied by an ad hoc committee appointed by the Board of Directors.
- 3.10 Dues.** There are no separate dues for the Chapter. Rather, Chapter members are required to pay all required SHRM dues.
- 3.11 Termination of Membership.** Members may resign at any time. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter. Upon majority vote of the Board of Directors, a member may be expelled from the Chapter.
- 3.12 Membership Privileges.** Chapter membership entails the following privileges:
- 3.12.1 Meetings.** All members are invited to attend monthly business meetings, workshops, and seminars, to work on committees, and to participate in the many other activities of the Chapter and SHRM. All members are welcome to bring guests to monthly business meetings. Sponsored guests may attend up to two monthly business meetings each year.
 - 3.12.2 Voting.** Professional and Associate Members have the right to vote during elections and on amendments to these Bylaws and on any other matter brought before a vote of the membership. Student Members are not eligible to vote.

- 3.13 Eligibility for Office.** Only Professional Members are eligible to hold officer positions on the Board of Directors. Professional and Associate Members are eligible to serve in non-officer director positions on the Board of Directors. Student Members are ineligible to hold office. All candidates for office must be members of the Chapter in good standing at the time of nomination or appointment and throughout their term in office.
- 3.14 Membership Responsibilities.** All members of the Chapter shall adhere to the SHRM Code of Ethical and Professional Standards in Human Resource Management and shall be members in good standing of SHRM.

Article 4 Member Meetings

- 4.1 Regular Meetings.** Regular meetings of the members shall be held on the second Thursday of each month or as otherwise determined by the Board of Directors.
- 4.2 Special Meetings.** Special meetings of the members for any purpose may be called at any time by the President, the Board of Directors, or if members together holding at least one-twentieth all votes entitled to be cast on any issue proposed to be considered at the special meeting sign, date and deliver to the Chapter's secretary a written demand for the meeting describing the purpose for which it is to be held. At a special meeting, no business shall be transacted and no action taken other than that stated in the notice of the meeting.
- 4.3 Places of Meetings.** All meetings of the members shall be held at such place as from time to time may be fixed by the Board of Directors.
- 4.4 Annual Meetings.** The annual meeting of the members for the election of directors and transaction of such other business as may come before the meeting shall be held in each year no later than the second Thursday in November, if that day is not a legal holiday. If that day is a legal holiday, the annual meeting shall be held on the next succeeding day not a legal holiday. The failure to hold an annual meeting at the time stated in or fixed in accordance with these Bylaws does not affect the validity of any Chapter action.
- 4.5 Notice of Annual and Special Meetings.** Written notice stating the date, time, and place of each annual and special meeting, and, in the case of a special meeting, the purpose for which the meeting is called, shall be given not less than ten nor more than sixty days before the date of the meeting to each member of record entitled to vote at such meeting. Notice may be by mail or electronic transmission. For a meeting to act on an amendment of the Articles of Incorporation, a plan of merger, domestication, a proposed sale of assets pursuant to Va. Code § 13.1-900, or the dissolution of the Chapter shall be given not less than twenty-five nor more than sixty days before the meeting. Meetings may be held without notice if all the members entitled to vote at the meeting are present in person or by proxy or if notice is waived in writing by those not present, either before or after the meeting.
- 4.6 Quorum.** Members holding one-tenth of the votes entitled to be cast, present in person or by telephone, shall constitute a quorum. The vote of a majority of the votes entitled to be cast by the

members present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by law or the articles of incorporation. Members entitled to vote as a separate voting group may take action on a matter at a meeting only if a quorum of those members exists with respect to that matter.

Article 5

Board of Directors

- 5.1 General Powers.** The Board of Directors shall manage and control the property, business, and affairs of the Chapter and in general exercise all powers of the Chapter, except as otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws.
- 5.2 Board Composition.** The Board of Directors shall consist of not less than seven nor more than fifteen directors, which shall be the officers and at least three additional directors, including the Core Leadership Area Directors and any At-Large Directors.
- 5.3 Officers.** The following shall be the officers and ex officio members of the Board of Directors: President, President-Elect, President Emeritus, Vice President of Membership, Treasurer, and Secretary. Officers shall be Professional Members of the Chapter in good standing at the time of their election and throughout their term in office. Officers shall be nominated by the Nominations Committee and elected by the Professional and Associate Members of the Chapter.
- 5.3.1 President.** The President shall be the chief executive officer of the Chapter and shall be primarily responsible for the implementation of policies of the Board of Directors. He or she shall have general management and direction of the business and operations of the Chapter, subject only to the ultimate authority of the Board of Directors. Except as otherwise provided in these Bylaws or in the resolutions establishing such committees, he or she shall be ex-officio a member of all Board Committees. The President may sign and execute in the name of the Chapter deeds, mortgages, bonds, contracts, or other instruments, except where the signing and the execution thereof has been expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Chapter or as otherwise required by law. The President shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned by the Board of Directors.
- 5.3.2 President-Elect.** The President-Elect assists the President in all activities of the Chapter, assumes duties of the President during the President's absence, and automatically assumes Presidency upon completion of term as President-Elect.
- 5.3.3 President Emeritus.** The President Emeritus is the most recent past President. He or she serves in an advisory capacity to the President and fellow Board members. Any unexpired term may be filled by another Past President as determined by a majority vote of the Board of Directors.
- 5.3.4 Vice President of Membership.** The Vice President of Membership shall be responsible for coordinating membership activities of the Chapter, responding to applicants' questions regarding membership, putting membership matters to a vote before the Board,

providing newly-accepted members with welcome letters, preparing a semi-annual roster, and providing to the Treasurer a list of members/guests scheduled to attend business meetings/workshops/seminars.

5.3.5 Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Chapter, and shall deposit all monies and securities of the Chapter in such banks and depositories as shall be designated by the Board of Directors. He or she shall be responsible for:

5.3.5.1 Collecting monies to offset the cost of business meetings;

5.3.5.2 Recommending increases or decreases in fees to the Board of Directors;

5.3.5.3 Maintaining adequate financial accounts and records in accordance with generally accepted accounting practices;

5.3.5.4 Preparing and administrating appropriate operating budgets as approved by the Board of Directors and preparing financial statements;

5.3.5.5 Preparing and filing all tax returns required by law; and

5.3.5.6 Performing all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors or the President. The Treasurer may sign and execute in the name of the Chapter stock certificates, deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and the execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Chapter or as otherwise required by law.

5.3.6 Secretary. The Secretary shall act as secretary of all meetings of the Board of Directors and of the Chapter membership. When requested, the Secretary shall also act as secretary of the meetings of the Board Committees. He or she shall keep and preserve the minutes of all such meetings in permanent books; see that all notices required to be given by the Chapter are duly given and served; have custody of the seal of the Chapter and affix the seal or cause it to be affixed to documents as needed; have custody of all deeds, leases, contracts, and other important corporate documents; have charge of the books, records, and papers of the Chapter relating to its organization and management as a Chapter; see that all reports, statements and other documents required by law (except tax returns) are properly filed; and perform all other duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors or the President.

5.4 Core Leadership Area (“CLA”) Directors. Along with the officers, CLA Directors shall be members of the Board of Directors. CLA Directors shall be Professional or Associate Members of the Chapter in good standing at the time of election and throughout their term in office. CLA Directors shall be nominated by the Nominations Committee and be elected by the Professional and Associate Members of the Chapter.

5.4.1 CLA Directors’ Duties and Authority. Each CLA Director shall have such powers and perform such duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board. Each CLA Director shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year.

- 5.5 At-Large Directors.** Along with the officers and CLA Directors, At-Large Directors shall be members of the Board of Directors. At-Large Directors shall be Professional or Associate Members of the Chapter in good standing at the time of their election and throughout their term in office. At-Large Directors shall be nominated by the Nominations Committee and elected by the Professional and Associate Members of the Chapter.
- 5.5.1 At-Large Directors' Duties and Authority.** Each At-Large Director shall have such powers and perform such duties as the Board or the President may determine. Each At-Large Director shall have the authority to appoint subcommittees to assist him or her in performance of the duties of his or her position.
- 5.6 Term.** The President, President-Elect, and President Emeritus shall each hold office for a one-year term. All other officers and directors shall hold office for two-year terms. No officer or director shall serve two consecutive terms in the same position.
- 5.7 Nominations and Elections.** Officers and Directors shall be elected by the Professional and Associate Members at the annual meeting of the membership from the proposed slate of the Nominations Committee. Any Professional or Associate Member interested in serving on the Board of Directors should notify the Nominations Committee prior to the regular May meeting. The Nominations Committee shall consider each nominee's professional qualifications and involvement in the Chapter and SHRM and present a slate of candidates to the membership via the Chapter website in September. Nominations may also be made by any member from the floor at the September regular meeting. The consent of all candidates must be secured prior to placing their names in nomination. Voting is required to be by secret ballot only if an office is contested, in which case the Nominations Committee will tally the votes and present the count to the President for announcement. New directors will assume their duties after installation ceremonies at the December business meeting.
- 5.8 Electronic Voting.** Mail or electronic ballots can be used for the election of officers and directors provided the Chapter has had at least one in-person meeting that year.
- 5.9 Vacancies.** Any vacancy in the Board may be filled by nomination of the President and the majority vote of the remaining directors, even if less than a quorum of the Board. The term of office of any director so elected shall expire at the installation ceremony at the next December business meeting.
- 5.10 Quorum.** A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Board of Directors, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.
- 5.11 Removal of Director or Officer.** Any Officer or Director may be removed from office upon a vote of the majority of Professional and Associate Members present at a special meeting of the members called expressly for that purpose pursuant to Section 4.5 of these Bylaws.
- 5.12 Meetings of Directors.** The Board of Directors shall meet monthly. An annual meeting of the Board shall be held as soon as practicable after the adjournment of the annual meeting of

members at such place as the Board may designate. Other meetings of the Board shall be held at places and times fixed by the Board, or upon call of the President and at least three Board members. The Secretary or designee shall give not less than five days notice by email, letter, or telephone to all Board members of any Board meeting held at a time or place other than the regular time and place fixed by resolution of the Board. Meetings may be held at any time without notice if all of the Directors are present, or if those not present waive notice in writing either before or after the meeting. The notice of meetings of the Board need not state the purpose of the meeting. Members of the Board of Directors may participate in any Board meeting by any means of communication whereby all persons participating in the meeting can simultaneously hear each other, and participation by such means shall constitute presence in person at such meeting. The Secretary or designee shall make a written record of all actions taken at Board meetings.

5.13 Board Committees. The Board of Directors may establish such standing or special committees of the Board, consisting of at least two Directors, as it may deem advisable, and the members, terms, and authority of such committees shall be as set forth in the resolutions establishing the same. One such committee shall be the Nominations Committee.

5.13.1 Nominations Committee. The Nominations Committee shall be headed by the President-Elect and assisted by the President and President Emeritus and shall be formed at the beginning of each year.

5.13.2 Quorum and Manner of Acting. A majority of the members of any committee serving at the time of any meeting thereof shall constitute a quorum for the transaction of business at such meeting. The action of a majority of those members present at a committee meeting at which a quorum is present shall constitute the act of the committee.

5.13.3 Term of Committee Membership. Membership on any committee shall continue until a successor is appointed or the Board of Directors dissolves the committee.

5.13.4 Resignation and Removal. Any member of a committee may resign at any time by giving written notice of his intention to do so to the President or the Secretary of the Chapter, or may be removed at any time by a majority vote of the Board.

5.13.5 Vacancies. Any vacancy occurring in a committee resulting from any cause whatever may be filled by the Board.

5.14 Actions by Directors or Board Committee Without Meeting. Any action which may be taken at a meeting of the Board or of a Board Committee may be taken without a meeting if written consents, setting forth the action so taken, are signed before or after such action by each member of the Board or Board Committee, as the case may be, and are delivered to the Secretary for inclusion in the Chapter's minutes or filing with the Chapter records. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date, in which event an action so taken shall be effective on the date specified therein, provided the consent states the date of execution by each director. Any such consent shall have the same force and effect as a unanimous vote of the Board or Board Committee.

5.15 Compensation. There is no compensation for service as an officer or director.

- 5.16 Electronic Business.** Any action required or permitted to be taken at a meeting of the Board may be conducted using electronic communications. The President will communicate matters requiring action of the Board and indicate that an electronic meeting is in progress. All motions, discussions, and votes will be recorded for documentation with the minutes. Board members will be given three business days to respond to vote requests. Board members' responses and votes will determine if a quorum exists.

Article 6 Statement of Ethics

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management in order to promote and maintain the highest standards among our members. Each member shall honor, respect, and support the purposes of this Chapter and SHRM.

The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member at Chapter meetings without the approval from the Board of Directors.

Article 7 Chapter Records

- 7.1 Minutes of Meetings and Records of Actions Taken Without Meetings.** The Chapter shall keep as permanent records minutes of all meetings of its members and Board of Directors, of all actions taken by the members or Board of Directors without a meeting, and all actions taken by a Board Committee in place of the Board of Directors on behalf of the Chapter.
- 7.2 Accounting Records.** The Chapter shall maintain appropriate accounting records.
- 7.3 List of Members.** The Chapter shall maintain a record of its members, in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by membership class.
- 7.4 Form of Records.** The Chapter shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.
- 7.5 Specific Records Which Chapter Must Keep.** The Chapter shall keep a copy of the following records:
- 7.5.1** The Chapter's Articles or Restated Articles of Incorporation and all amendments to them currently in effect;
 - 7.5.2** The Chapter's Bylaws or restated Bylaws and all amendments to them currently in effect;
 - 7.5.3** Any resolutions adopted by the Board of Directors;
 - 7.5.4** The minutes of all members' meetings, and records of all action taken by the members without a meeting, for the past three years;
 - 7.5.5** The minutes of all Board of Directors' meetings, and records of all actions taken by the

Board without a meeting, for the past three years.

- 7.5.6 All written communications to members generally within the past three years;
- 7.5.7 A list of the names and business addresses of the Chapter's current directors and officers;
- 7.5.8 The Chapter's most recent annual report delivered to the State Corporation Commission; and
- 7.5.9 IRS Form 1024, Application for Recognition of Exemption filed by the Chapter with the Internal Revenue Service.

Article 8 Miscellaneous Provisions

- 8.1 **Seal.** The seal of the Chapter shall consist of a flat-faced circular die, of which there may be any number of counterparts, on which there shall be engraved the word "Seal" and the name of the Chapter.
- 8.2 **Fiscal Year.** The fiscal year of the Chapter shall be the calendar year.
- 8.3 **Checks, Notes, and Drafts.** Checks, notes, drafts and other orders for the payment of money shall be signed by the Treasurer, President, or such other persons as the Board of Directors from time to time may authorize. If authorized by the Board of Directors, the signature of any such person may be a facsimile.
- 8.4 **Amendment of Bylaws.** Unless proscribed by the Articles of Incorporation, these Bylaws, or the law, these Bylaws may be amended or altered at any meeting of the Members, with prior approval of the Board of Directors, by affirmative vote of greater than two-thirds of the voting membership present at the meeting at which a quorum exists and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.
- 8.5 **Limitation of Liability and Indemnification.**
 - 8.5.1 To the full extent that the Virginia Non-stock Corporation Act, Va. Code §§ 13.1-801, *et seq.*, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Chapter shall not be liable to the Chapter or its members for monetary damages.
 - 8.5.2 To the full extent permitted and in the manner prescribed by the Virginia Non-Stock Corporation Act and any other applicable law, the Chapter shall indemnify a director or officer of the Chapter who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the Chapter as a director, officer, or agent, provided that the requirements of Va. Code § 13.1-876 and/or -877 are met.
 - 8.5.3 Reference herein to directors, officers, employees, or agents shall include former directors, officers, employees, and agents and their respective heirs, executors, and administrators.
- 8.6 **Parliamentary Procedure.** Meetings of the Chapter and the Board of Directors shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which

they are applicable and in which they are consistent with the law and the Bylaws of the Chapter.

- 8.7 Chapter Dissolution.** In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be contributed to an organization of the Board's choosing at the time of dissolution.
- 8.8 Terms Used.** As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

**Article 9
Withdrawal of Affiliated Chapter Status**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty-day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

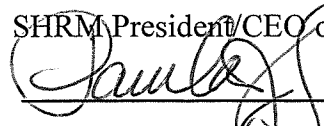
THESE REVISED BYLAWS ARE NOT EFFECTIVE UNTIL APPROVED AND SIGNED BY SHRM CEO OR DESIGNEE, RATIFIED BY THE MEMBERSHIP OF THIS CHAPTER, AND SIGNED BY:



Chapter President, Kristina Manwaren, MPA, PHR

Date: 9/24/2010

Approved by:

SHRM President/CEO or President/CEO Designee


Date: 8/4/10

ARTICLES OF AMENDMENT
OF
HAMPTON ROADS SOCIETY FOR HUMAN RESOURCE MANAGEMENT

The following amendment to the Articles of Incorporation, filed on July 9, 1997, was proposed by the Board of Directors and submitted to the members in accordance with the Virginia Nonstock Corporation Act. At a meeting on September 9, 2010, with a quorum of the voting members present, 53 votes were cast in favor of the amendment and 0 against it. Accordingly, the Articles of Incorporation are amended as follows:

ARTICLE IV
MEMBERSHIP

The Corporation shall have three classes of members: Professional Members, Associate Members, and Student Members. The qualifications and rights, including voting rights, of the members of each class of membership shall be set forth in the Bylaws. Meetings of the members shall be held as provided in the Bylaws of the Corporation.

ARTICLE VI
BOARD OF DIRECTORS

(a) The number of directors, which shall be not less than seven nor more than twenty, shall be fixed by the Bylaws of the Corporation from time to time.

(b) The Board of Directors of the Corporation shall consist of the President, President-Elect, President Emeritus, Director of Programs, Vice President of Membership, Director of Governmental and Legal Affairs, Secretary, Treasurer, and any other directors as determined by the Board. The directors shall be elected by the members in accordance with the Bylaws.

(c) Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors though less than a quorum of the Board, and the term of office of any director so elected shall expire at the next installation ceremony for newly elected directors.



KRISTINA MANWAREN, MPA, PHR
CHAPTER PRESIDENT