

**BYLAWS**

**GOVERNING**

**GOLDEN ISLES SOCIETY FOR HUMAN RESOURCE MANAGEMENT, INC.**

**Adopted: September 21, 2013**

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**ARTICLE I**  
**OFFICES**

1.1 **Principal Office:** The principal office of Golden Isles Society for Human Resource Management, Inc. (hereinafter referred to as "Corporation"), shall be located in the State of Georgia. The current principal office of Corporation is located at 203 Settlers Road, St. Simons Island Georgia 31522. The Corporation may from time to time have such other offices as the Board of Directors may determine necessary.

1.2 **Registered Office and Agent:** The Corporation shall have and continuously maintain in the State of Georgia a registered office and a registered agent whose office is located in such registered office. The registered office may be, but need not be, located in the principal office of the Corporation. The address of the current registered office of the Corporation is 203 Settlers Road, St. Simons Island Georgia 31522; and the current registered agent at this address is Michael Hendley. The Board of Directors may from time to time change the registered agent and/or registered office.

**ARTICLE II**  
**PURPOSE**

2.1 **Purpose:** The purposes of the Corporation shall include:

- (a) To provide opportunities for educational seminars and workshops, and exchange of information and experience among members;
- (b) To promote professionalism in human resource management; and,
- (c) To encourage adherence to the Code of Ethics of the Society for Human Resource Management.

2.2 **National Affiliation:** Corporation is affiliated with Society for Human Resource Management ("SHRM"). Corporation is a separate legal entity from SHRM. Corporation shall not be deemed to be an agency or instrumentality of SHRM or of a State Council and SHRM shall not be deemed to be an agency or instrumentality of Corporation.

Corporation shall not hold itself out to the public as an agency of SHRM without express written consent of SHRM. Corporation shall not contract in the name of SHRM without the express written consent of SHRM.

### **ARTICLE III**

#### **DIRECTORS**

**3.1 Control of Corporation:** The affairs of the Corporation shall be controlled and administered by a Board of Directors, subject to the law, the Articles of Incorporation, and these By-Laws.

**3.2 Number of Directors:** The Board of Directors shall be composed of 4-12 members. The Board of Directors consists of the four officers and all the chairs of the committees.

**3.3 Terms of Directors:** The terms of Directors shall be for one year and no Director may serve more than three consecutive terms without a break in service. A Director who has served two consecutive terms may be eligible for an additional term or terms if he or she has been off the Board for at least one year.

**3.4 Ex-Officio Directors:** As determined by a majority of the Board, a person may be designated an Ex-Officio Member of the Board of Directors by a majority vote of a quorum of Directors at any regular or annual meeting. Designees shall be non-voting ex-officio members of the Corporation's Board.

**3.5 Nomination and Election of Directors:**

On or before the first day of September of each year, the Nominating Committee shall, having considered the recommendations of members, nominate the officers and the chairs of the committees, who will serve as directors in their respective positions for the coming year. The list will be distributed to all voting members at least 2 weeks prior to the voting meeting, at which time the elections will take place. Directors so elected shall commence service at the next meeting of the Board following election.

Elections shall be by secret ballot (hand vote if no opposition candidate), or absentee ballot, conducted during the regular meeting in October. Electing by acclamation is acceptable. In the event nominations for office are made and seconded from the floor:

- a) Votes required: Each officer shall be elected on the basis of a plurality of votes cast for that office.
- b) Tie Votes: In the event a tie occurs, successive voting shall be conducted between the tied candidates until one candidate receives a plurality.

Referendum and Mail Balloting:

The Board of directors may submit any matter of the Corporation's business to the voting membership for resolution by hand vote or mail ballot, or electronic voting, at the discretion of the President.

**3.6 Resignation and Removal of Directors:** A Director may resign his appointment at any time and may be removed, with or without cause, by a two-thirds (2/3) vote of the Board of Directors. Upon the death, removal, resignation, or incapacitation of any member of the Board of Directors, a majority of the remaining Directors shall elect his or her successor, who shall then complete the term.

## **ARTICLE IV** **MEETINGS**

### **DIRECTORS MEETINGS**

**4.1 Annual Meeting of Directors:** The Directors shall meet annually in June of each year, at a place, time and date which shall be fixed by the President. Notice of such meetings shall be given to each Director in writing at least five (5) days prior to the meeting.

**4.2 Regular Meetings of Directors:** Regular meetings of the Board of Directors shall be held at least quarterly, at a place, time, and date which shall be fixed by the President unless determined unnecessary by the Executive Committee.

**4.3 Special Meetings of Directors:** Meetings other than the Annual or Regular Meetings may be held by the Board as may be necessary upon the call of the President or majority of the Board.

**4.4 No Compensation for Directors:** The Directors shall serve without compensation.

**4.5 Quorum of Directors:** Each Director shall be entitled to one (1) vote at all meetings and voting shall either be in person or by written proxy. A quorum shall be a majority of the Directors then in office.

**4.6 Action by Majority Vote:** Except as required by the Georgia Nonprofit Corporation Code, the Articles of Incorporation or these Bylaws, any action by a majority of the Board of Directors present at a meeting at which a quorum of Directors is present shall be deemed the action of the Board of Directors.

**4.7 Notice of Meetings:** Notice of all meetings of the Board of Directors shall be given by the President or his or her designee. Such notice shall be given by telephone, in person or in writing by mail or electronic-mail (e-mail). If in writing, notices shall be sent to each director at his or her postal or e-mail address shown on the records of the Corporation.

**4.8 Waiver of Notice:** Whenever notice is required to be given to any Director by the Georgia Nonprofit Corporation Code, the Articles of Incorporation, or these Bylaws, a waiver thereof in writing, signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Such waiver need not specify the purpose or purposes of the meeting.

**4.9 Vote by Directors Not Present at Meeting:** A Director may be advised by the Secretary of the Board of Directors of any action, resolution or matter proposed to be considered by the Board at any meeting and if a Director is unable to be present at the meeting, the Director may



cast his vote in writing for or against the action, resolution or matter and deliver his signed written vote to the Secretary. The Secretary shall read and display the written vote to the presiding officer of the meeting. Such vote shall be effective to the same extent as if such Director had been present and voted at the meeting.

**4.10 Proposing, Approving and Tabling Motions:** The proposing, approving and tabling of motions shall be handled as recorded in Robert's Rules of Order.

**4.11 Executive Committee of Directors:** There shall be an executive committee of directors, composed of the President, President-Elect, and Immediate Past President, who shall, by consensus of at least a majority of its members, manage the affairs of the Corporation between meetings of the Board, in accordance with, or not inconsistent with, policy established by the Board.

## **MEMBERS' MEETINGS**

**4.12 Regular member meetings:** Member meetings shall be held

at such time and place as the board of directors may determine with a minimum of six (6) meetings per calendar year not to exceed twelve (12) meetings per calendar year, in order to fulfill the purpose of the corporation.

**4.13 Quorum:** The majority of members at any regular or special member meeting shall constitute a quorum for transaction of business. Such meetings shall be announced at least one (1) week in advance.

## **ARTICLE V** **MEMBERSHIP**

**5.1 Emeritus Membership:** A person may be designated as an Emeritus Member of the Board of Directors by a majority vote of a quorum of Directors at any regular or annual meeting. Emeritus members may attend all Board functions but will not possess a vote at business meetings. Records of Emeritus members' names and dates of induction should be recorded in minutes and kept by the Secretary of the Corporation.

**5.2 Honorary Membership:** Honorary membership to the Board of Directors is a special honor reserved for individuals who have rendered special services of value for the promotion, advancement, and welfare of the Corporation. A person may be designated an Honorary Member of the Board of Directors by a majority vote of a quorum of Directors at any regular or annual meeting. Honorary members may attend all meetings and functions of the Board of Directors, but do not possess a vote in business sessions. Records of Honorary members' names and dates of induction should be recorded in minutes and kept by the Secretary of the Corporation.

**5.3 Professional Membership:** Individuals with a minimum three years experience at the exempt level whose primary responsibility is the practice of human resource management. Human resource management is defined as benefits, compensation, recruitment, health, safety and security, labor relations, personnel research and training. Membership in this category requires the individual to be practitioner a minimum of 50% of the time:

- a) Individuals currently accredited by the HR Certification Institute.
- b) Faculty members holding assistant or full professorial rank in human resource Management or any of its specialized functions in an accredited college or university and who possess at least three (3) years of experience at this level of teaching.

- c) Full time consultants with at least ten(10) years experience as practitioners in the field of human resource management.
- d) The rights and privileges of professional members include the right to vote and hold office.

#### **5.4 Associate Member**

- a) Individuals in non-exempt HRM positions as well as those who do not meet any of the foregoing categories but who demonstrate a bona fide interest in human resource management, as per HR Certification Institute guidelines and the purposes of the Chapter.
- b) Associate members may vote but may not hold office in the Chapter.
- c) The total membership in the category shall not exceed 25% of total membership in the Chapter.

#### **5.5 Student Membership**

- a) Full or part-time students pursuing a college education in a business-related field.
- b) May not vote or hold office.

**5.6 Member in Transition:** A member that is in good standing and, as such, remained current with their GISHRM dues and for whatever reason, loses their employment may be deemed this status. In such an instance and at the discretion of the board, may have his/her dues and lunch pre-meeting fees waived for a period of one year. A member in transition must actively participate in a committee, attend 6 out of 10 meetings and volunteer for community programs.

**5.7 Application for Membership:** Application for membership shall be made either in writing, on a form provided by the Chapter, or electronically via chapter website. Applicant must be sponsored by a member in good standing. All memberships must be approved by the Board. This may be done by telephone or electronic mail, at the discretion of the President.

**5.8 Transfer of Membership:** Local membership is not transferable from one individual to another. Membership is on an individual basis only.

## **5.9 Annual Dues**

- a) Annual dues will be paid within 30 days of invoicing.
- b) The amount of dues shall be determined each year by the Board of Directors prior to their due date. The membership shall be notified thereof.

## **5.10 Termination of Membership**

- a) Membership in the Chapter may be terminated for good cause by a two-thirds (2/3) vote of the board of directors.
- b) Any member who fails to meet dues (or any other obligation) within sixty (60) days of expiration of his/her present membership may be dropped from the membership of the Chapter by action of the Board of Directors.

## **5.11 Provision for Guests**

- a) All guests will be encouraged to join GISHRM after two meetings. After two meetings the guest must be sponsored by a member in good standing. After two meetings a guest may be required to pay for their meal or other expenses.
- b) Such guests must have been invited to the meeting by a member of the Chapter and may attend a Chapter meeting only with the sponsoring member being present or their representative.
- c) Attendance at the business meeting will be at the discretion of the presiding chair.
- d) Any member who brings a guest that is not a potential member will pay for their guest's meal or other expense. The Treasurer will account for these monies.

## **ARTICLE VI** **OFFICERS**

**6.1 Selection of Officers:** The officers of the corporation shall consist of a President, Vice-President, Secretary and a Treasurer, selected by the Nominating Committee and elected by the membership of the corporation at its annual meeting or at any meeting held in lieu thereof for that purpose, each to have such duties and authority as provided in these Bylaws, or as the Directors may from time to time determine. Any two (2) offices may be held by the same person.

**6.2 Terms of Office:** Each officer shall serve for one (1) year or until his or her successor is elected. There shall be no limit as to the number of terms an officer may serve.

**6.3 Powers of the President:** The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors, have and exercise general and active management of the Corporation, execute and enforce all orders and resolutions and regulations duly adopted by the Board of Directors, and execute all leases and other duties as the Board of Directors may direct. Any shares of stock, bonds, certificates, or other property, or instruments owned by the Corporation may be sold, conveyed, transferred or assigned by the President in the name of and on behalf of the Corporation as voted on by a quorum of the Board of Directors. When this is done, it shall be binding on the Corporation.

The President's duties shall specifically include, but not be limited to:

- (a) Ensure the Corporation's operation is conducted in a businesslike and effective manner.
- (b) Formulate and develop objectives and operational plans.
- (c) Direct plan implementation through leadership of other members of the Board of Directors/Officers.
- (d) Bring to the attention of the Board such matters of interest as they should be apprised.
- (e) Strictly enforce these Bylaws.

**6.4 Powers of the Vice-President:** The Vice-President shall have all the powers and perform all of the duties in the absence or inability of the President and shall perform other duties as may from time to time be directed by the Board of Directors. The Vice-President shall be the President-elect, and the chairperson of the Program Committee; arranging programs for all regular and special meetings that reflect topics of importance, interest, and relevancy in the field of human resources which will stimulate activity, growth, and community involvement.

**6.5 Powers of the Secretary:** The Secretary shall keep minutes of all meetings of the Directors; have charge of the Minute Books; maintain accurate books and records of the Corporation; keep the seal of the Corporation; make meeting arrangements and publish meeting announcements, accept meeting reservations, etc.; maintain mailing list and membership directory; and shall perform such other duties and have such powers as may from time to time be delegated to him or her by the Board of Directors.

**6.6 Powers of the Treasurer:** The Treasurer shall have custody of all monies and securities and deposit such sums to the credit of the corporation in such banks or financial institutions as directed by the Board of Directors; he or she shall submit to the Directors at each annual meeting or at any meeting when called upon by the Board of Directors detailed statements of receipts and disbursements and in general perform all duties usually incident to the Office of Treasurer subject at all times to the direction and control of the Board of Directors.

**6.7 Removal:** Any officer may be removed, either with or without cause, by a majority vote by the Board of Directors at any regular or special called meeting.

**6.8 Vacancies in Office:** A vacancy in office shall be filled by a majority vote of Directors at any meeting. The President may request that the Nominating Committee propose a Director for election to fill any such vacancy. Nominations shall be accepted from the floor.

## **ARTICLE VII** **STANDING AND SPECIAL COMMITTEES**

**7.1 Standing Committees:** Membership of standing committees shall be appointed by the President. Standing committees are those set forth below whose activities are a continuing function of the Corporation. Additional standing committee may be created by the Board. Written reports of activities of all committees' shall be submitted prior to each regular meeting of directors.

**7.2 Nominating Committee:** On or before June 1 each year, the President shall appoint a nominating committee consisting of three (3) Directors. The nominating committee shall prepare the slate of officers for the election held at the Annual Meeting; as well as the incoming committee chairs. This group when properly elected will compose the board of directors

**7.3 Executive Committee:** The Executive Committee shall be composed and empowered as described in section 4.11. This Committee shall assist the Board in its management responsibilities by proposing an annual plan of activities and budget for presentation to the Board relating to the fiscal year following the year in which the plan is presented.

**7.4 Other Committees:** Special Committees and task forces may be created by the President or the Board.

## **ARTICLE VIII** **OPERATIONS**

**8.1 Fiscal Year:** The fiscal year shall be January 1 through December 31.

**8.2 Debts:** Other than for current expenses and obligations, no indebtedness obligating the Corporation shall be incurred unless authorized by the Board of Directors.

**8.3 Audits:** The books and accounts of this Corporation shall be kept in accordance with the generally accepted accounting standards and shall be audited at the discretion of the Board of Directors.

**8.4 Execution of Documents:** Except as otherwise provided by law, promissory notes and other evidence of indebtedness of this Corporation shall be signed by the President and countersigned by the Treasurer. Checks may be signed by the Treasurer and countersigned by the President. The President may be the single signatory on contracts, leases, or other instruments executed in the name of and on behalf of the Corporation in accordance with existing board approved contracts and/or policies.

**8.5 Books and Records:** This Corporation shall keep correct and complete books and records of account, and keep minutes of the proceedings of its members and Board of Directors. The Corporation shall keep at its principal place of business a membership register which includes the name, address, class and other details of the membership of each member. The original or a copy of the Articles of Incorporation and By-Laws, including amendments to date certified by the Secretary, shall also be maintained and shall be available for reference at all Corporation meetings.

**8.6 Inspection of Books and Records:** All books and records of this Corporation may be inspected by any member or his or her duly authorized agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE IX** **INDEMNIFICATION**

**9.1 Indemnification:** The Corporation shall indemnify each Director, officer, or employee, present or former, to the maximum extent permitted by law against all cost and expense reasonably incurred by or imposed upon him or her in connection with any action, suit, or proceeding in which he or she may be involved by reason of being or having been a Director, officer or employee. The foregoing right of indemnification shall not be exclusive of other rights to which any such Director, officer, or employee may be entitled as a matter of law.

**9.2 Liability:** In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts, obligations, or liabilities.

**9.3 Insurance:** The Corporation shall have the power to purchase Directors and officers liability insurance on behalf of any such person who is or was a Director or officer of the Corporation.



**9.4 Prohibition Against Self-Dealing:** Anything contained in this Article to the contrary notwithstanding, the Corporation shall in no event indemnify any person otherwise entitled to such indemnification if such indemnification would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code of 1986, as amended.

## **ARTICLE X GENERAL PROVISIONS**

**10.1 Grants:** The Board of Directors may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf, of the Corporation and in the administration of an approved program, to make any grants or contributions or provide financial assistance to any qualified individuals or organizations.

**10.2 Execution of Contracts:** The Board of Directors, except as otherwise provided in these Bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name and on behalf of the Corporation, to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the Corporation. Any such authority may be general or confined to specific instances.

**10.3 Gifts:** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device to be used to achieve the purposes of the Corporation.

**10.4 Investments:** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors and restricted to the prudent investments which a Director is or may hereafter be permitted by law to make.

**10.5 Books and Records:** There shall be kept at the principal office of the Corporation correct books of accounts of all the business and transactions of the Corporation.

**10.6 Depositories:** The funds of the Corporation not otherwise employed shall from time to time be deposited to the order of the Corporation in such banks, trust companies or other depositories as the Directors may select, or as may be selected by any one (1) or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

**10.7 Signatories:** All checks, drafts and other orders for payment of money from the funds of the Corporation, and all notes and other evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Directors.

**10.8 Annual Audit:** The Board of Directors may require an annual audit be made of the books and accounting records of the Corporation.

## **ARTICLE XI** **AMENDMENTS**

**11.1 Bylaws:** With proper notice of intent the Bylaws may be amended a majority vote of the voting members present at any meeting of the Corporation 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 as being in furtherance of the purpose of the SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved the SHRM President/CEO or his/her designee. Required notice shall mean "notice of the proposed amendment is published and distributed to all voting members at least one (1) week prior to such meeting". Notice of the intent to alter, amend or repeal and adopt new Bylaws shall be given in accordance with Article II, Section 12.1 hereof.

**11.2 Articles of Incorporation:** The Articles of Incorporation, or any one (1) or more of the provisions thereof, may be altered, amended or repealed and new Bylaws adopted by a two-

thirds (2/3) vote of the Directors then in office at a meeting of the Board of Directors expressly called for that purpose or for which notice has been given to the Directors that changes to the Bylaws will be considered. Notice of the intent to alter, amend or repeal and adopt new Bylaws shall be given in accordance with Article II, Section 12 hereof. The By-Laws at no time shall contain any provision inconsistent with law or the Articles of Incorporation.

## **ARTICLE XII—CORPORATE DISSOLUTION**

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

## **ARTICLE XIII—WITHDRAWAL OF AFFILIATE STATUS**

**13.1 Withdrawal of Affiliate Status:** Affiliate 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 Affiliate are inconsistent with or contrary to the best interest of SHRM. Prior to withdrawal of such status, the Affiliate shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30 day) period. In addition, when the Affiliate 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 Affiliate status, the SHRM Board of Directors may cause a new Affiliate to be created, or, with the consent

of the President/CEO of SHRM and the consent of the body which has had Affiliate status withdrawn, may re-confer Affiliate status upon such body.

**SECRETARY'S CERTIFICATE**

I, \_\_\_\_\_, Secretary of Golden Isles Society for Human Resource Management, Inc., formed and existing under the laws of the State of Georgia, do hereby certify that the foregoing is a true and complete copy of the Bylaws of this nonprofit corporation as submitted to, and adopted by, the Board of Directors on \_\_\_\_\_, 2013.

IN WITNESS WHEREOF, I have hereunder subscribed my name on this the \_\_\_\_ day of \_\_\_\_\_, 2013.

\_\_\_\_\_  
Secretary  
Golden Isles Society for Human Resource  
Management, Inc.