

**CHAPTER BYLAWS  
OF  
RIVER VALLEY HUMAN RESOURCE ASSOCIATION, INC.**

**ARTICLE I  
ARTICLES OF INCORPORATION**

The name, location of the registered office, the registered agent, and the purposes of the Corporation shall be as set forth in the Articles of Incorporation and these Bylaws; the purposes and powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation; and the Articles of Incorporation are hereby made a part of these Bylaws.

All references in these Bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the corporation as from time to time amended.

The Corporation is a mutual benefit corporation with members, as described in the Vermont Nonprofit Corporation Act, title 11B of the Vermont Statutes Annotated.

**ARTICLE II  
AFFILIATION**

Section 2.1 Affiliation. The Corporation is and shall be affiliated with the Society for Human Resource Management ("SHRM"). The Corporation became affiliated with SHRM as a "Regular" chapter (as defined by Article V, Section 2(a) of SHRM's bylaws, which are attached hereto as Exhibit A in 2001 by filing a written petition indicating that at least fifty percent (50%) of the Corporation's members were also members of SHRM. To remain in good standing as a SHRM Regular chapter, at least ten (10) or thirty percent (30%) of the Corporation's active membership, whichever is greater, must also be SHRM members and the President of the Corporation must be a SHRM member at all times.

As a SHRM Regular chapter, the Corporation's purposes must include, but do not have to be limited to, those purposes set forth in Article V, Section 2(c)(i)-(x) of SHRM's Bylaws, such purposes are set forth in Corporation's Articles of Incorporation. Pursuant to Article V, Section 6 of SHRM's bylaws, a Regular chapter has autonomy with regard to all of its operations; however, any changes to the Corporation's Articles of Incorporation or Bylaws must be filed with and approved by the national SHRM office. As a Regular chapter, the Corporation is a separate legal entity from SHRM and is not an agent or instrumentality thereof. The chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM. 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 SHRM 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 SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

**ARTICLE III  
PURPOSE**

Section 3.1 Purpose. The purposes of this Chapter, as a non-profit organization, are:

1. to provide a forum for the personal and professional development of our members;
2. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;

3. to provide an area for the development of trust relationships where common problems can be discussed and deliberated;
4. to provide an opportunity to focus on current human resource management issues of importance to our members;
5. to provide a focus for legislative attention to state and national human resource management issues;
6. to provide valuable information gathering and dissemination channels;
7. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
8. to serve as an important vehicle for introducing human resource management professionals to SHRM;
9. to serve as a source of new members for SHRM; and
10. to serve as part of the two-way channel of communications between SHRM and the individual members.

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:

- a) to be a recognized world leader in human resource management;
- b) to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c) to be the voice of the profession on human resource management issues;
- d) to facilitate the development and guide the direction of the human resource profession; and
- e) to establish, monitor and update standards for the profession.

#### **ARTICLE IV MEMBERS**

Section 4.1 Classes of Membership; Application for Membership. The Corporation shall have classes of membership as described in Sections 4.1 – 4.7, and each member (a “Member”) shall belong to one class only. Membership is limited to individuals only. Membership in the Chapter is neither transferable nor assignable. An individual’s application and qualification for membership shall be reviewed without regard to race, religion, sex, age, national origin or disability, veteran’s status, or any other legally protected class. No Member may transfer its membership or any right arising there from, and any such attempt shall be null and void and of no force and effect whatsoever.

Each Member will complete an application for Membership in a form approved by the Board of Directors, as amended from time to time.

The Board of Directors may establish annual fees for Membership, in amounts determined in its discretion for each class of Membership.

Section 4.2 Professional Membership. Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) the profession of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (c) 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 have at least three years of experience at this level of teaching; (d) full-time consultants with at least three years experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the Chapter.

Section 4.3 Associate Members. Individuals in non-exempt human resource management positions as well as those 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. Associate members may not vote or hold office in the Chapter.

Section 4.4 Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) 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; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

Section 4.5 Application for Membership. Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Membership Chairman. New members shall be afforded full membership rights from the date of application approval by the Membership Chairman.

Section 4.6 Voting. Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.7 Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

## **ARTICLE V**

### **MEMBER MEETINGS**

Section 5.1 Regular Meetings. Regular meetings of the Members shall be held each month or as otherwise determined at the previous month's meeting or by the Board of Directors. Regular meetings may be held inside or outside the State of Vermont.

Section 5.2 Annual Meeting. The annual meeting of the Members shall be held on such date as may be set by the Board of Directors, at the place and hour as shall be stated in a notice of the meeting or in a duly executed waiver thereof. The purpose of the annual meeting shall be to elect a Board of Directors and to transact such other business as may properly be brought before the meeting. The annual meeting may be held inside or outside the State of Vermont and may also be conducted by means of any telecommunications mechanism. At the annual meeting of the Members, the President and Treasurer of the Corporation will present a report as to the activities and financial condition of the Corporation.

Section 5.3 Special Meetings. Special meetings of the Members may be called by the President or the Board of Directors or by members having one-twentieth of the notes entitled to be cast at such meeting. The special meeting shall be held at such place and on such date and hour as shall be stated in the notice of the meeting, or in a duly executed waiver thereof. Special meetings may be held inside or outside the State of Vermont and may be conducted by means of any telecommunications mechanism.

Section 5.4 Notice of Meeting; Waiver. Written or oral notice (including notice distributed by electronic medium) of the place, date and hour at which a regular meeting is to be held shall be given not less than seven (7) days prior to the meeting. Written or oral notice of the place, date and hour at which an annual or special meeting is to be held shall be given not less than ten (10) nor more than sixty (60) days before the meeting by or at the direction of the President, or the Board of Directors. Notice of a special meeting shall state, in addition to the foregoing information, the purpose for which it is called. A written waiver of Notice of a meeting, signed before or after the meeting by the person or persons entitled to notice, shall be deemed equivalent to notice, provided that such Waiver of Notice is inserted in the Corporate Record

Book. Such writing need not state the purpose of the meeting for which it waives notice. A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting unless the Member makes timely objection to holding the meeting or transacting business at the meeting.

Section 5.5 Quorum. Members holding ten percent (10%) of the votes entitled to be cast, represented in person, shall constitute a quorum. The vote of a simple majority of the members present at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted on by the members.

Section 5.6 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Members of the corporation may be taken without a meeting if: (i) one or more written consents setting forth the action so taken shall be signed by all of the Members; or (ii) one or more written consents setting forth the action so taken shall be signed by at least a majority of the votes entitled to be cast on the action, if each Member is given prior notice of the action proposed to be taken.

Section 5.7 Regional Program Participation. Members may participate in programs sponsored by SHRM chapters in Vermont and New Hampshire.

## **ARTICLE VI** **BOARD OF DIRECTORS**

Section 6.1 Powers. Subject to the provisions of the Vermont Nonprofit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and these bylaws relating to actions that require the approval of the Members, the business and affairs of the corporation shall be managed and all powers shall be exercised by or under the direction of the Board of Directors.

Section 6.2 Number and Qualifications of Directors. The number of directors that shall constitute the Board of Directors of the corporation shall be not less than three (3) nor more than sixteen (16), the exact number within such range to be determined by the Board of Directors from time to time. In the event that the directors increase the number of directors on the Board of Directors within such range during the year, the directors may then appoint such additional directors to serve until the election of directors at the next annual meeting of the Members. The directors may also establish the exact number of directors on the Board of Directors within such range prior to the election of directors at each annual meeting of the Members. The Board of Directors shall be elected annually at the corporation's annual meeting. Each director shall hold office until his successor is elected and qualified or until his earlier resignation or removal. In the event of a vacancy on the Board of Directors, a replacement director may be appointed by the President subject to the consent of a majority of the directors on the Board of Directors. The corporation's President, President-Elect, Vice President Membership, Treasurer, Secretary, and past President shall serve on the Board of Directors. One director shall be elected to serve New Hampshire, one director shall be elected to serve Vermont. All directors shall be elected from the membership at large.

The nominating process for directors is as follows: the Board of Directors will request nominations both at monthly meetings and by email. The Board of Directors will then present a slate of nominees at the annual meeting. At the annual meeting, nominations will be kept open and the Board of Directors will make a final request for nominations. Following the final request, the nominations will be closed.

All candidates for the Board of Directors must be Professional members of the Corporation in good standing at the time of nomination and appointment. SHRM also requires that the chapter President be a current Member in good standing of SHRM through the duration of their term. A Director may succeed him or herself no more than twice (i.e., a director cannot serve two consecutive terms), unless approved by a vote of the majority of the Board of Directors; the Director seeking to succeed him or herself more than twice shall not participate in such vote.

Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Mail or electron ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

Section 6.3 Quorum and Voting. A majority of the number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as these Bylaws shall otherwise require.

Section 6.4 Fees and Compensation of Directors. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be fixed or determined by resolution of the Board of Directors. This Section 6 shall not be construed to preclude any director from serving the corporation in any other capacity as an officer, agent, employee or otherwise, and receiving compensation for those services.

Section 6.5 Committees. The Board of Directors may, by resolution passed by a majority of the whole board, designate one or more committees, including an executive committee, from among the members of the whole board, provided that any such committee shall include at least two or more directors. Any such committee, to the extent provided in the resolution of the board which establishes it and to the extent permitted by Vermont law, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Any director may be a member of more than one committee. Each committee shall have a Chairperson appointed by the President. The committee Chairperson and the President shall seek interested Members to participate in Committee activities to provide ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

Section 6.6 Telephone Meetings and Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors or committees thereof may be taken by telephone conference call, by which all directors participating may simultaneously hear each other during the meeting, between at least a majority of the directors, or may also be taken without a meeting if all members of the board or committee, as the case may be, consent to such action in writing and the writings are filed in the minute book of the board or committee.

Section 6.7 Place, Time and Notice of Meetings. The directors may hold their meetings in such a place and at such time as the Board of Directors may determine, provided that at least one meeting of directors shall be held in the State of Vermont each year. The board of Directors shall meet each year for the purpose of organization, election of officers, and consideration of any other business that may properly come before the meeting. Written notice of the date, time and place of directors, meetings, except the annual meeting or a regular meeting shall be given to each director entitled thereto not less than two (2) business days before the meeting. Such notice may also be given by word of mouth, telephone or other electronic equipment not less than two (2) business days before the meeting. Such notice may be waived by a director in writing signed either before or after the meeting for which such notice was required to be given, and shall be deemed waived by any director who attends the meeting for which such notice was required to be given, unless such attendance is for the express purpose of objecting to the holding of the meeting and such director does not thereafter vote for or assent to action taken at the meeting.

Section 6.8 Removal of Directors. Except as otherwise provided herein, any director may be removed with or without cause by a vote of a majority of the Members entitled to vote at any annual meeting or special meeting called for such purposes or by unanimous consent of the Members. Unless properly waived, the meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the director.

## ARTICLE VII

## OFFICERS

Section 7.1 Officers. The officers of the Corporation shall consist of a President, President-Elect, a Treasurer and a Secretary, and the directors may appoint other officers, including a Chairman, and one or more Vice-Presidents, Assistant Secretaries, or Assistant Treasurers, as determined in their discretion from time to time. An officer shall be a Professional Member in good standing. Each officer shall serve until his or her successor is elected and qualified. Any officer may resign at any time upon delivering his or her resignation in writing to the President or other officer responsible for recording the minutes of the meeting of the Members and Directors. Such resignation shall be effective upon receipt unless otherwise specified. Any officer may be removed at any time for cause or without cause by majority vote of the whole Board of Directors. Neither notice nor a hearing need be given to any officer proposed to be so removed. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors at any time, at a meeting duly called and held, in the same manner as provided for ordinary elections of officers by directors, and an officer so chosen shall hold office until the next regular election for that office, or until earlier death, resignation or removal. The salaries of all officers, if any, shall be fixed from time to time by the Board of Directors.

Section 7.2 Chairman. It shall be the duty of the Chairman to preside at all meetings of the Members and all meetings of the Board of Directors. If no Chairman is elected or appointed, the President shall undertake such duties.

Section 7.3 President. The president shall be the Corporation's chief executive officer and shall have general authority over the day-to-day business of the corporation. The President shall maintain communication with SHRM and shall be a SHRM member in good standing at all times.

Section 7.4 Vice-President. If appointed, the Vice-President or Vice Presidents shall have such powers and duties as shall be assigned to them by the Board of Directors or the President. The Vice-President or Vice-Presidents shall also chair the Program Committee. As chair of the Program Committee, the Vice-President or Vice Presidents shall oversee all programs conducted at all regular meetings of the Members, all social functions, and any workshops and/or seminars sponsored by the corporation as determined by the President and the Board of Directors. The Vice-President or Vice-Presidents shall have the authority to appoint subcommittees to plan and implement activities associated with the Program year. The Vice-President or Vice-Presidents shall be SHRM members in good standing at all times.

Section 7.5 Treasurer and Assistant Treasurers. If appointed, the Treasurer shall, subject to the direction and under the supervision of the directors, have general charge of the financial concerns of the Corporation; care and custody of the funds and valuable papers of the Corporation; authority to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money payable to the Corporation or its orders, and to accept drafts on behalf of the Corporation; keep, or cause to be kept, accurate books of account, which shall be the property of the Corporation; make financial reports to the Board of Directors as requested by the Board of Directors; make arrangements for any examination or audit as requested by the Board of Directors; and bill Members for any associated membership dues.

The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of directors and the Treasurer may from time to time prescribe and shall be responsible to and shall report to the Treasurer.

Section 7.6 Secretary. The Secretary shall, in addition to any duties imposed upon him or her by virtue of the office pursuant to Vermont law, the Articles of Incorporation or these Bylaws, keep an attested copy of the Articles of Incorporation and amendments thereto, and of these Bylaws with a reference on the margin of said Bylaws to all amendments thereof, all of which documents and books shall be kept at the registered office of the Corporation or at the office of the secretary. The Secretary shall keep or cause to be kept, at the registered office of the

Corporation, the records of the corporation, in which shall be contained the names of all members, their record addresses, and the time when they respectively became Members. The Secretary shall also keep or cause to be kept a record of the meetings of the Directors and of the Members, and shall be responsible for authenticating the records of the corporation. The Secretary shall give or cause to be given such notice as may be required of all meetings of Members and all meetings of the board of Directors, and shall keep the seal of the corporation in safe custody and affix it to any instrument when such action is incident to his or her office or is authorized by the Board of directors. The Assistant Secretary, or if there are more than one, the Assistant Secretaries, in the order determined by the Secretary, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors and the Secretary may from time to time prescribe.

Section 7.7 Other Powers and Duties. Subject to these Bylaws, each officer shall have, in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as the directors or the President may from time to time delegate to him or her.

## **ARTICLE VIII**

### **NOTES, CHECKS, DRAFTS AND CONTRACTS**

Section 8.1 Notes, Checks and Drafts. The notes, checks and drafts of the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate and, in the absence of such designation, by the Treasurer. Manual signature or signatures shall be required on all notes and drafts of the corporation. In the case of checks of the Corporation, either manual or facsimile signature or signatures may be used.

Section 8.2 Contracts. Contracts of the corporation shall be executed by such person or persons as may be generally designated by the Board of Directors and, in the absence of such designation, by the President, a Vice-President or the Treasurer.

## **ARTICLE IX**

### **INDEMNIFICATION AND INSURANCE**

Section 9.1 Indemnification Policy. It is the intent of the corporation to provide for indemnification of directors and officers to the fullest extent authorized by Vermont law. The Corporation shall indemnify its directors and officers, and by action of its directors, may indemnify its employees and agents, against liability incurred by any of them in their capacity as such, to the extent permitted by and in accordance with the laws of Vermont as amended from time-to-time. Such indemnification shall continue as to a person who has ceased to be a director, officer or agent and shall inure to the benefit of the heirs, executors, administrators and estate of such person with respect to such person's activities while a director or officer.

Section 9.2 Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him or her in serving in any such capacity or arising out of his or her status liability or cost.

Section 9.3 Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the Corporation to indemnify its Directors to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by applicable law.

Section 9.4 Authorization of Corporate Officers. The proper officers of the Corporation are, and each of them acting without the other is, authorized to take any action, for and in the name of the Corporation, which he or she deems necessary or appropriate (as conclusively presumed from the taking of such action) to carry out and effect the foregoing sections.

Sections 9.5 Savings Clause. If all or any portion of this Article IX shall be invalidated on any ground by any court of competent jurisdiction, after exhaustion of all appeals, then the Corporation shall nevertheless indemnify each director and officer, and may indemnify any

officer, employee, agent or person entitled to indemnification, as to costs, charges and expenses (including attorney's fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of these Bylaws that shall not have been invalidated and to the full extent permitted by applicable law. To the full extent permitted by law, the Corporation may enter into and perform agreements with persons, including, without limitation, present and former officers, directors and employees of the Corporation and of companies acquired by or merged with the Corporation, obligating the Corporation, among other things, to provide indemnification and advancement of costs, charges and expenses to such persons in addition to any indemnification or advancement which may be available to such person under this Article IX.

## **ARTICLE X STATEMENT OF ETHICS**

Section 10.1 Adoption. The Corporation adopts SHRM's code of Ethical and Professional Standards in Human Resource management (attached hereto as Exhibit B) for Members of the Corporation in order to promote and maintain the highest standards among its Members.

Section 10.2 Advocacy and Endorsement of Issues. The Corporation shall not be represented as advocating for or endorsing any issue unless approved by a majority of the Board of Directors.

Section 10.3 Member Solicitation. No Member shall actively solicit business from any other Member at Member meetings or through the use of any information provided to him or her as a Member of the corporation without the prior approval of the Board of Directors.

## **ARTICLE XI PARLIAMENTARY PROCEDURE**

Section 11.1 Parliamentary Procedure. The Meetings of the Chapter 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.

## **ARTICLE XII MISCELLANEOUS PROVISIONS**

Section 12.1 Fiscal Year. Except as from time to time determined by the directors, the fiscal year of the corporation shall end on December 31.

Section 12.2 Registered Office and Registered Agent. The address of the registered agent shall be as set forth in the Articles of Incorporation, and as amended from time to time by any filing with the Secretary of state permitted by law.

Section 12.3 Principal Place of Business. The principal place of business of the Corporation shall be maintained in Vermont. The books of the Corporation, including its books of account shall be kept at the principal place of business of the Corporation.

Section 12.4 Amendment. These Bylaws may be amended or repealed by vote of the Members and as otherwise provided by law, provide such proposed amendment has been reviewed by SHRM and is not in conflict with SHRM's bylaws. The Bylaws may be amended by a majority vote of the members present at any 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 as being in furtherance of the purposes 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 by the SHRM President/CEO or his/her designee.

Section 12.5 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 decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM

Foundation, a local student chapter, the State Council, and HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

Section 12.6 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 (30) 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.

**ARTICLE XIII**  
**TERMS USED**

Section 13.1 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.

Ratified by the Membership of Chapter and signed by:

Chapter President, Sally A. McEwen

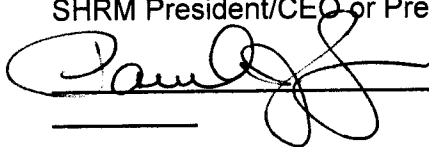
Date:

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Approved by:

SHRM President/CEO or President/CEO Designee

Date:



2/25/08