

# **Bylaws of the Society of County Human Resource Professionals of Pennsylvania**

Adopted January 1, 2010  
Amended August 29, 2014

## **ARTICLE 1. NAME AND AFFILIATION**

### *Section 1.1: Name.*

The name of the Membership Organization shall be the Society of County Human Resource Professionals of Pennsylvania (herein referred to as "SCHRPP").

### *Section 1.2: Affiliation.*

SCHRPP is affiliated with the County Commissioners Association of Pennsylvania (herein referred to as "CCAP") and will be taking the steps necessary to affiliate with the Society for Human Resource Management (herein referred to as "SHRM").

### *Section 1.3: Relationships.*

SCHRPP is a separate legal entity from all affiliates outlined in Section 1.2 hereof. It shall not be deemed to be an agency or instrumentality of any affiliate and no affiliate shall be deemed to be an agency or instrumentality of the SCHRPP. SCHRPP shall not hold itself out to the public as an agent of an affiliate without express written consent of the affiliate. SCHRPP shall not contract in the name of an affiliate without the express written consent of the affiliate.

## **ARTICLE 2. PURPOSE AND OPERATION**

### *Section 2.1: Purposes.*

SCHRPP was incorporated under the Pennsylvania Nonprofit Corporation Law of 1972. The affairs of SCHRPP are governed by the Pennsylvania Nonprofit Corporation Law of 1988, as amended. SCHRPP does not contemplate pecuniary gain or profit, incidental or otherwise. SCHRPP shall be operated exclusively for improving business conditions within the meaning of Section 501(c) (6) of the Internal Revenue Code of 1966, as amended, or the corresponding provisions of any subsequent tax laws of the United States (herein referred to as the "Code"). The purposes of SCHRPP, as a non-profit organization, are:

- a) To provide a forum for the personal and professional development of our Members;
- b) To provide an opportunity to develop leadership, managerial, and group decision-making skills;
- c) To provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- d) To provide an opportunity to focus on current human resource management issues of importance to our Members;
- e) To provide a focus for legislative attention to state and national human resource management issues;
- f) To provide valuable information gathering and dissemination channels;

- g) To provide a pool of human resource management leaders for the perpetuation of SCHRPP and of SHRM;
- h) To serve as an important vehicle for introducing human resource management professionals to SHRM;
- i) To serve as a source of new Members for SHRM; and
- j) To serve as part of the two-way channel of communications between SHRM and the SCHRPP Members.

SCHRPP 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.

*Section 2.2: Restrictions.*

No part of the net earnings of SCHRPP shall inure to the benefit of, or be distributable to, its Members, officers, or other private persons, except that SCHRPP shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Section 2.1 hereof. The net earnings of SCHRPP shall be devoted exclusively to the improvement of business conditions within the meaning of Section 501(c) (6) of the Code. SCHRPP shall not, directly or indirectly, participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office, nor shall it take a position on any issue raised in a political campaign for the purpose of aiding or opposing any candidate. SCHRPP shall not operate a social club for the benefit, pleasure or recreation of its Members or carry on a business with the general public in a manner similar to organizations which are operated for profit. Any other provision of these Bylaws to the contrary notwithstanding, SCHRPP shall not carry on any activities not permitted to be carried on by a membership organization exempt from Federal Income Tax under Sections 501(a) and 501(c)(6) of the Code. Upon the sale of substantially all of the assets or the dissolution of SCHRPP, surplus shall not be utilized for the private interest of any person. These Bylaws shall not be altered or amended in derogation of the provisions of this Section.

*Section 2.3: Termination.*

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (6) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes. Upon the sale of substantially all of the assets or the dissolution of SCHRPP, surplus shall not be utilized for the private interest of any person.

*Section 2.4: Offices.*

The registered office of SCHRPP shall be: 2789 Old Post Road, Harrisburg, PA 17110. SCHRPP may also have offices at such other places as the Members may from time to time determine.

### **ARTICLE 3. FISCAL YEAR**

*Section 3.1: Fiscal Year*

The fiscal year of SCHRPP shall be the calendar year.

### **ARTICLE 4. MEMBERSHIP**

To achieve the mission of SCHRPP there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

*Section 4.1: Non-transferability of Membership.*

Membership in SCHRPP is neither transferable nor assignable.

*Section 4.2: Classes of Members.*

Membership in SCHRPP is exclusively for Pennsylvania county and county related entity human resource personnel, and chief clerks and other personnel in counties or county related entities without designated human resource personnel. Vendor Membership is available for organizations who have a human resource related product or function and wish to conduct business with Pennsylvania county and county related entity human resource personnel and chief clerks. Membership in SCHRPP is held in the entity's name, not an individual's name.

There shall be three classes of Members which consist of the following:

a) Professional Member

The human resource or personnel director in a Member county or county related entity shall be considered the Professional Member. In counties without a designated human resource or personnel director, the chief clerk shall be the Professional Member. Professional Members may vote and hold office in SCHRPP. Professional Members receive one (1) annual membership to SHRM included in the Member dues as outlined in Section 4.9.

b) Associate Member

Professional Members may designate individuals from their staff to be Associate Members of SCHRPP. Associate Members should have a human resource related function within the county or county related entity. Associate Members receive full access to the benefits of SCHRPP, but do not receive an annual membership to SHRM. Associate members may not vote or hold office in SCHRPP.

c) Vendor Member

Vendor Members may be nonprofit or for profit organizations, corporations, foundations and educational institutions that support the mission, vision and code of ethics of SCHRPP. Vendor Members shall have no voting rights and cannot hold office.

*Section 4.7: Application for Membership.*

Application for membership shall be on a SCHRPP application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

*Section 4.8: Voting.*

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

*Section 4.9: Dues.*

Dues shall be assessed as governed by the affiliate agreement with CCAP, which is based on the number of human resources personnel within each Member. Dues will be increased on an annual basis by a percentage determined by the executive director of CCAP. Members in arrears by more than one quarter will forfeit membership privileges including voting rights.

Professional Members will receive one individual membership in SHRM. When applying for SCHRPP membership, if a Professional Member already a SHRM membership in good standing, with a valid membership ID and proof of dues payment, the cost of the SHRM annual membership may be deducted from the SCHRPP dues payment.

*Section 4.10: Management by Members.*

The business and affairs of SCHRPP shall be managed by and under the direction of the Members in lieu of a board of directors. Meetings of Members need not be called to elect directors. The Members of SCHRPP shall be subject to all liabilities imposed and shall enjoy all rights and immunities conferred by law on directors.

*Section 4.11: Liability of Members.*

- a) No person who is or was a Member of SCHRPP shall be personally liable for monetary damages for any action taken, or any failure to take any action, in the capacity of a director, unless the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
- b) This provision of the Bylaws shall not apply to:
  - i. the responsibility or liability of a Member pursuant to any criminal statute; or
  - ii. the liability of a Member for the payment of taxes pursuant to local, state or federal law.
- c) If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Member of SCHRPP, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

## **ARTICLE 5. MEMBER MEETINGS**

### *Section 5.1: Place of Meetings.*

All meetings of the Members shall be held at the registered office or such other places within the Commonwealth of Pennsylvania as the Members may from time to time determine.

### *Section 5.2: Regular Meetings.*

Regular meetings of the Members shall be held at such time and place as shall be determined from time to time, by resolution of the Members. The Secretary shall give written notice of each meeting of Members, specifying the place, date and hour, to each Member at least ten (10) days prior to the meeting.

### *Section 5.3: Annual Meetings.*

A meeting of Members shall be held for the election of the officers in each calendar year on such date and at such time and place as the Members shall determine. If the annual meeting shall not be called and held within a calendar year, a special meeting for the election of officers may be called at any time thereafter. Elections for officers shall be by written ballot and may be conducted by mail in accordance with Section 5.8 of this Article. The Secretary shall give written notice of the annual meeting of Members, specifying the place, date and hour, to each Member at least ten (10) days prior to the meeting. The slate of nominees for officers shall be provided to all Members prior to the Annual Meeting.

### *Section 5.4: Special Meetings.*

Special meetings of the Members, for any purpose or purposes, other than those regulated by statute or by the Articles of Incorporation, may be called at any time by the President, Executive Director or ten (10%) percent of the Members, upon written request delivered to the Secretary of SCHRPP. Upon receipt of any such request, it shall be the duty of the Secretary in conjunction with the Executive Director to fix the time of the meeting, which shall be held not more than thirty days thereafter. Written notice of any special meeting of the Members, stating the place, the date and hour and the general nature of the business to be transacted thereat, shall be given to each Member of record entitled to vote thereat at such address as appears on the books of SCHRPP, at least ten (10) days before such meeting, unless a greater period of notice is required by statute in a particular case. Business transacted at all special meetings shall be confined to the business stated in the written notice.

### *Section 5.5: Quorum.*

One-third (1/3) of the Members entitled to vote and present in person, shall be necessary to constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. A Member may be present by proxy.

### *Section 5.6: Members List.*

The Secretary of SCHRPP shall make a complete list of the Members entitled to vote at the meeting, arranged in alphabetical order, with the address of each, which list shall be kept on file at the registered office of SCHRPP.

*Section 5.7: Informal Action by Members.*

Except as otherwise provided in the Articles of Incorporation, any action required to be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the Members who would be entitled to vote at a meeting for such purpose and shall be filed with the Secretary of SCHRPP.

*Section 5.8: Voting by Mail and E-mail.*

Any action required or permitted under these Bylaws to be taken by the Members at any regular, annual or special meeting may be submitted to a vote of the Members conducted by mail or e-mail. The Secretary of SCHRPP shall mail or e-mail a paper or electronic ballot for such purpose, accompanied by written information (not to exceed five (5) pages in length) offered by the proponent of the matter to be voted upon, to each Member entitled to vote on the matter, at such address as appears on the books of SCHRPP, at least fifteen (15) days before the date established by the Members for the close of voting. The ballot shall state that, to be counted, it must be returned to the Secretary, by mail, e-mail, personal delivery or by such other reasonable means as the Members may direct, at the registered office of SCHRPP or at such other place as the Members may direct, at or before 5:00 p.m. (prevailing time at Harrisburg, Pennsylvania) on the date established by the Members for the close of voting. Timely received ballots of one-third (1/3) of the Members entitled to vote on the matter shall be necessary to constitute a quorum for the purpose of taking any action by mail or email, except as otherwise provided by statute or by the articles of incorporation or by these bylaws. When a quorum of ballots is timely received, the vote of a majority of the Members entitled to vote on the matter shall decide any question submitted to voting by mail or email, except as otherwise provided by statute or by the Articles of Incorporation or by these Bylaws. The Secretary of SCHRPP shall tally the votes recorded on all timely received ballots and shall mail or e-mail a report of the results of the vote to each Member entitled to vote on the matter within five (5) days after the close of voting.

## **ARTICLE 6. BOARD OF DIRECTORS**

*Section 6.1: Power and Duties.*

The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of SCHRPP, and in general, exercise all powers of SCHRPP.

*Section 6.2: Officers.*

The following shall be members of the Board of Directors and shall be Officers of SCHRPP: President, President-Elect, Vice President of Membership, Treasurer, and Secretary.

*Section 6.3: Composition of the Board of Directors.*

Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include seven Class Representatives and the Past President. These shall constitute the governing body of SCHRPP. The Class Representatives shall be elected from among the eligible membership as members of the Board of Directors. The composition of the seven elected Class Representatives shall be:

- a) One Representative from a First, Second, or Second-A Class county, or if none, a Representative at large from a member county of any class.

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- b) One Representative from a Third Class county, or if none, a Representative at large from a member county of any class.
- c) One Representative from a Fourth or Fifth Class county, or if none, a Representative at large from a member county of any class.
- d) One Representative from a Sixth Class county, or if none, a Representative at large from a member county of any class.
- e) One Representative from a Seventh or Eighth Class county, or if none, a Representative at large, from a member county of any class.
- f) One Representative from a county related entity, or if none, a Representative at large, from a member county of any class.
- g) One Trustee at large, from a member county of any class or a member county related entity.

No county or county related entity shall be represented by more than one Board of Directors member at any time, unless it is statistically impossible to avoid such a circumstance.

*Section 6.4: Qualifications.*

All candidates for the Board of Directors must be Professional Members of SCHRPP in good standing at the time of nomination or appointment and for their complete term of office. Officers and Directors must be current members in good standing of SHRM throughout the duration of his/her term of office.

*Section 6.5: Election - Term of Office.*

Officers and Directors shall be elected by the Members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. The offices of Past President and President shall be filled by the President and President-Elect at the time the other officers are elected. Each elected Officer and Director shall assume office on October 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

*Section 6.6: Vacancies.*

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.

*Section 6.7: 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 Governing Body, 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.

*Section 6.8: Board of Directors' Responsibilities.*

The Board of Directors shall transact all business of SCHRPP except as prescribed otherwise in these Bylaws or other governing instruments of SCHRPP. A Professional Member in good

standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

*Section 6.9: Removal of Director and Officer.*

Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

## **ARTICLE 7. INTERIM BOARD OF DIRECTORS**

*Section 7.1: Power and Duties.*

The Interim Board of Directors shall manage and control the property, business and affairs of SCHRPP, and in general, exercise all powers of SCHRPP through its initial months of operation.

*Section 7.2: Officers.*

The following shall be members of the Interim Board of Directors and shall be Officers of SCHRPP: President, President-Elect, Vice President of Membership, Treasurer, and Secretary.

*Section 7.3: Composition of the Interim Board of Directors.*

The Interim Board of Directors shall consist of the members of the Human Resource Services Development Committee established and appointed by CCAP in 2008. No county or county related entity shall be represented by more than one Interim Board of Directors member at any time, unless it is statistically impossible to avoid such a circumstance.

*Section 7.4: Qualifications.*

All members of the Interim Board of Directors must be Professional Members of SCHRPP in good standing for their complete term of office.

*Section 7.5: Appointment - Term of Office.*

The Interim Board of Directors is hereby created, to perform all the powers, duties and functions which accrue to the Board of Directors, from January 1, 2010 through August 31, 2010. On September 1, 2010 the Interim Board of Directors shall cease to exist and will be replaced by the Officers and Board of Directors selected as outlined in Article 6.

Members of the Interim Board of Directors may be appointed or elected to the SCHRPP Officers and Board of Directors after the Interim Board of Directors ceases to exist.

*Section 7.6: Vacancies.*

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

*Section 7.7: Quorum.*

A simple majority of the total Interim Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Interim 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



Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Interim Board may act by unanimous written consent of all voting Members.

*Section 7.8: Interim Board of Directors' Responsibilities.*

The Interim Board of Directors shall transact all business of SCHRPP except as prescribed otherwise in these Bylaws or other governing instruments of SCHRPP. A Professional Member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Interim Board of Directors.

*Section 7.9: Removal of Director and Officer.*

Any Officer or Director may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Interim Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

## **ARTICLE 8. DUTIES AND RESPONSIBILITIES**

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to SCHRPP Board. The position descriptions are subject to change as deemed necessary by the President and/or SCHRPP Board.

*Section 8.1: The President.*

The President shall preside at the meetings of the Members and of the Board. He/she shall direct SCHRPP and have charge and supervision of the affairs and business of SCHRPP, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current Member in good standing of SHRM throughout the duration of his/her term of office.

*Section 8.2: The President-Elect.*

The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. He/she shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the Members, social functions, and any workshops and/or seminars sponsored by SCHRPP as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. SCHRPP requires the president-elect to be a current Member in good standing of SHRM throughout the duration of his/her term of office.

*Section 8.3: The Vice President of Membership.*

The Vice President of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of SCHRPP. He/she shall have such other powers and perform such other duties as the President may determine. SCHRPP requires the Vice President of Membership to be a current Member in good standing of SHRM during his/her entire term of office.

*Section 8.4: The Treasurer.*

The Treasurer shall be responsible for the financial affairs of SCHRPP, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing and coordinating joint membership billing with SHRM. He/she shall also perform such other duties as the President may determine. SCHRPP requires the Treasurer to be a current Member in good standing of SHRM throughout the duration of his/her term of office.

*Section 8.5: The Secretary.*

The Secretary shall be responsible for recording the minutes of all meetings of SCHRPP, shall be responsible for making all Members aware of such meetings, and shall be responsible for coordinating the activities related to SCHRPP's newsletter. SCHRPP requires the Secretary to be a current Member in good standing of SHRM throughout the duration of his/her term of office.

*Section 8.6: Class Representatives.*

Class Representatives shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in particular regions of the state as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities for the year. SCHRPP requires each Class Representative to be a current Member in good standing of SHRM throughout the duration of his/her term of office.

*Section 8.7: Past President.*

The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. SCHRPP requires the Past President to be a current Member in good standing of SHRM throughout the duration of his/her term of office.

*Section 8.8: Compensation.*

The officers of SCHRPP shall serve without compensation.

## **ARTICLE 9. COMMITTEES**

*Section 9.1: Committees.*

The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

*Section 9.2: Committee Organization.*

Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

*Section 9.3: Committee Chairpersons.*

Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested Members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

*Section 9.4: Committee Activity.*

Committees are established to provide SCHRPP with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

## **ARTICLE 10. ADMINISTRATION**

*Section 10.1: Executive Director.*

An Executive Director shall be employed through and within the parameters of SCHRPP's affiliation agreement with the CCAP. The Executive Director shall have the custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to SCHRPP, and shall deposit all moneys and other valuable effects in the name and to the credit of SCHRPP in such depositories as shall be designated by the Members. The Executive Director shall maintain the financial records in accord with accepted accounting principles and will submit those records for independent audit on an annual basis. The Executive Director and Treasurer shall prepare the annual budget and present it to the Members for review and approval. The Executive Director shall be responsible for carrying out short and long-range goals and strategies for SCHRPP and will represent SCHRPP in negotiations and discussions with key policy makers. In addition, the Executive Director shall be charged with providing oversight to committees and task forces established by SCHRPP for the purpose of analyzing and reviewing proposed and existing state and federal requirements and communicating with members in this regard. The Executive Director shall also be responsible for managing the internal administration of SCHRPP, and for such other duties as necessary to promote and maintain SCHRPP. The Executive Director shall serve as staff to the Board of Directors.

*Section 10.2: Other Officers.*

The Members may provide for and designate such other officers and assistant officers, including vice presidents, assistant secretaries and assistant treasurers as the needs of SCHRPP may require. These officers shall hold their offices for such terms and shall have such authority and perform such duties as, from time to time, shall be specified by the Members.

*Section 10.3: Employees.*

SCHRPP may retain or employ and compensate such employees and independent contractors, professional or otherwise, as may be deemed necessary to carry out the purposes of SCHRPP through and within the parameters of SCHRPP's affiliation agreement with the CCAP.

## **ARTICLE 11. INDEMNIFICATION**

*Section 11.1: Terms.*

SCHRPP shall indemnify any person who was or is a party (other than a party plaintiff suing on her or his own behalf or in the right of SCHRPP), or who is threatened to be made such a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of

SCHRPP) by reason of the fact that she or he is or was a Member, officer or employee of SCHRPP, or is or was serving at the request of SCHRPP as a Member, officer or employee of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise (such person being herein called an “Indemnified Person”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action or proceeding (herein called collectively the “Indemnified Liabilities”), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness of the Indemnified Person. In addition, SCHRPP shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law.

*Section 11.2: Powers.*

SCHRPP shall have the power to indemnify any person who is or was an agent of SCHRPP, or is or was serving at the request of SCHRPP as an agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him by reason of her or his services on behalf of SCHRPP, except as prohibited by law.

*Section 11.3. Ability to Advance Expenses.*

Expenses incurred by a Member, officer, employee or agent in defending a civil or criminal proceeding may be paid by SCHRPP in advance of the final disposition of such action or proceeding, as authorized in the manner provided in Section 10.4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that she or he is not entitled to be indemnified by SCHRPP as authorized in this Article.

*Section 11.4: Determination of Indemnification and Advancement of Expenses.*

- a) Any indemnification under Section 1 of this Article (unless ordered by a court) shall be made by SCHRPP unless a determination is reasonably and promptly made that indemnification of the Member, officer or employee is not proper in the circumstances because she or he has not satisfied the terms set forth in Section 10.1.
- b) Expenses shall be advanced by SCHRPP to a Member, officer or employee upon a determination that such person is an Indemnified Person as defined in Section 10.1 of this Article and has satisfied the terms set forth in Section 10.3 of this Article.
- c) Any indemnification under Section 10.2 of this Article or advancement of expenses to an agent under Section 10.3 of this Article (unless ordered by a court) may be made upon a determination that the agent has satisfied the terms of Section 10.2 or 10.3, as applicable, and in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity or advancement of expenses.
- d) All determinations under this Section 10.4 shall be made:
- e) By the Members by a majority vote of a quorum consisting of Members who were not parties to such action or proceeding; or

- f) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested Members so directs, by independent legal counsel in written opinion; or
- g) By such other body as may be provided in these Bylaws.

*Section 11.5: Other Rights of Indemnified Person.*

The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested Members or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding such office.

*Section 11.6: Insurance.*

SCHRPP shall have power to purchase and maintain insurance on behalf of any person who is or was a Member, officer, employee or agent of SCHRPP, or is or was serving at the request of SCHRPP as a Member, officer, employee or agent of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not SCHRPP would have the power to indemnify her or him against such liability under the provisions of this Article.

## **ARTICLE 12. STATEMENT OF ETHICS**

The following principles and practices shall guide the conduct of all Members of SCHRPP:

*Section 12.1: Financial Interests.*

Members will not use their official position in SCHRPP to secure special privileges or advantages when entering into, or are making financial plans, contracting, servicing, or otherwise on behalf of SCHRPP unless approved and determined to be in the best interest of SCHRPP by the Members and Board of Directors. Members will not accept any free or preferred services, benefits, or concessions from any person or entity as a result of being a member of SCHRPP. Members will always take care, with diligence, to maintain the integrity of SCHRPP.

*Section 12.2: Solicitation.*

Members will not solicit or accept directly or indirectly any gift, gratuity, favor, loan, or any other item of value to imply an obligation that is inconsistent with the free and objective exercise of professional responsibility for SCHRPP.

SCHRPP 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.

*Section 12.3: Communication.*

Any Member communicating, either written or verbal on behalf of SCHRPP, will first seek the approval and consent of the President and/or the Executive Director of SCHRPP to ensure that any communication representing SCHRPP is done so in its best interest. Members will clearly

distinguish between those that are personal views and those that are statements and positions on behalf of SCHRPP prior to submitting a public statement.

*Section 12.4: Conduct.*

Members will respect the importance of all the components of the county government system and cultivate a professional cooperation with each component and their respective employees. Members acting in an official capacity on behalf of SCHRPP will not allow personal interest to impair objectivity in the performance of his or her duty or responsibility to SCHRPP. SCHRPP will strive to sponsor activities that encourage and promote positive interactions among colleagues.

*Section 12.5: Misrepresentation.*

Members will not misrepresent SCHRPP on any matters. Members will take care with diligence to maintain the integrity of SCHRPP.

*Section 12.6: Code of Ethical and Professional Standards in Human Resource Management.*

SCHRPP adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for Members of the Association in order to promote and maintain the highest standards among our Members. Each Member shall honor, respect and support the purposes of SCHRPP and of SHRM.

*Section 12.7: Violation.*

Any Member who is knowledgeable of any violation of the code of ethics by another Member shall notify a Board of Directors member immediately upon such knowledge. In the event that the Board of Directors is subject of such knowledge the information should be conveyed at the next meeting of Members. A Member who is found in violation of the Code of Ethics is subject to review by the Members for disposition by the Board of Directors. The Board of Directors will implement the recommended remedial measures to ensure all parties subject to the violation receive appropriate facts, dispensation, or other resolutions determined by the Board of Directors, in concert with the Members.

## **ARTICLE 13. MISCELLANEOUS**

*Section 13.1: Contracts.*

The President or Executive Director shall execute bonds, mortgages and other contracts requiring a seal, under the seal of SCHRPP, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Members to some other officer or agent of SCHRPP.

*Section 13.2: Depository for Corporate Funds.*

The funds of SCHRPP shall be deposited in its name in a depository or depositories designated by the Members. All checks, demands for money and notes for SCHRPP shall be signed by such officer or officers or the Executive Director as the Members may, from time to time, designate.

*Section 13.3: Fiscal Year.*

The fiscal year of SCHRPP shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

*Section 13.4: Seal.*

The seal of SCHRPP shall be circular in form, setting forth the name of SCHRPP, the year of its organization and the words "Corporate Seal."

*Section 13.5: Gifts.*

SCHRPP may accept on behalf of SCHRPP any contribution, gift, bequest or devise for the general purposes or for any special purpose of SCHRPP.

*Section 13.6: Waiver of Notice.*

Whenever any notice of any meeting is required as aforesaid, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

*Section 13.7: Subventions.*

SCHRPP shall be authorized by resolution of the Members to accept subventions from Members or nonmembers on terms and conditions not inconsistent with statute, and to issue certificates therefore.

*Section 13.8: Amendment of Bylaws.*

These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Members at any Regular, Annual, or Special Meeting duly convened after at least thirty (30) days written notice to the Members of that purpose. If a SHRM affiliation is established, 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 13.9: Parliamentary Procedure.*

Meetings of SCHRPP 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 SCHRPP.

*Section 13.10: 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 SCHRPP are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, SCHRPP 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 SCHRPP 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 14. DISSOLUTION**

In the event of SCHRPP'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, an HR degree program, or other such organization or charity with purposes consistent with those of SCHRPP).

#### **ARTICLE 15. 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 SCHRPP and signed by:**

SCHRPP President: \_\_\_\_\_

County/Entity: \_\_\_\_\_ Date: \_\_\_\_\_

#### **Approved by:**

CCAP Executive Director: \_\_\_\_\_

Date: \_\_\_\_\_

SHRM President/CEO or President/CEO Designee: \_\_\_\_\_

Date: \_\_\_\_\_