

**BYLAWS OF
HR ALLIANCE DC (HRADC)**

**ARTICLE I
OFFICE AND REGISTERED AGENT**

Section 1. Principal Office. The principal office of the HR Alliance DC (herein referred to as “HRADC” or “the Organization”) shall be in the State of Virginia.

Section 2. Registered Office and Agent. HRADC shall have and continuously maintain a registered office and a registered agent in the State of Virginia, as required by the State of Virginia Nonprofit Organization Act. The registered agent shall be either an individual resident of the State or an organization authorized to transact business in the State.

**ARTICLE II
MEMBERSHIP**

Section 1. Classes and Qualifications. The Board of Directors shall determine and set forth in separate documents the qualifications, dues, terms, and other conditions of each class of Member. While the Membership Committee, with the endorsement of the Officers and voted on by the Board of Directors, may define other membership types as are appropriate for limited or specific application, the following are the types of regular Members:

- **Individual Membership:** Individuals wishing to carry their HRADC membership in their own name, versus in the name of their company, organization or agency may do so by purchasing an Individual Membership. Individual Memberships are fully transportable regardless of the individual’s employer.
- **Organizational Membership:** Organizations wishing to have more than one of their employees enjoy the benefits of HRADC membership may purchase an Organizational Membership. The annual membership fee is determined on a sliding scale based on the number of members they wish to cover.
- **Student Membership:** Student members must be enrolled in a bachelor’s or master’s degree program as full or part time students in a Human Resource or related field. Student status will be verified at the time of application.

Section 2. Voting Rights. Only members in good standing shall have the right to vote at the Annual Meeting of the members on those items specified in Section 3 (below), as well as on other issues the Board may choose to bring before the members.

Section 3. Membership Meetings. The Board shall determine the date, time and location of an Annual Meeting of the members. During the Annual Meeting, voting members shall have the right to vote only on the following matters: election of the Board of Directors and Officers. Voting on all other matters is expressly reserved for the Officers and Board of Directors.

Section 4. Quorum and Voting. Each voting member in good standing shall have one vote at any meeting of the members. The presence of five (5%) of the members entitled to vote shall constitute a quorum. A majority of the votes cast at a meeting at which a quorum is present shall constitute the action of the members.

ARTICLE III BOARD OF DIRECTORS

Section 1. Authority. There shall be a Board of Directors of HRADC, which shall supervise and control the business, assets, and affairs of the Organization, except as otherwise expressly provided by law or these Bylaws.

Section 2. Number and Qualifications. The Board of Directors of HRADC shall at a minimum be comprised of: i) the President; ii) the Officers as described in Article IV; and iii), one (1) Board member to chair each active committee. The number of Directors may be increased or decreased to accommodate HRADC needs as directed by the President and Officers.

Section 3. Election and Term of Office. The Board of Directors shall be elected by the voting members at the Annual Meeting of the members (see Article II, Section 3 herein). Directors on the Board of Directors are elected for a term of two years, and may be eligible for reelection for subsequent two year terms. Board nominations beyond three two-year terms will be disclosed at the annual meeting. Individuals (provided they are identified as a Member in good standing) may self-nominate for a role on the Board of Directors and may be included on the slate of proposed Board candidates to be presented for election.

Section 4. Resignation. Any Director may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board.

Section 5. Removal. Any Board members unwilling or unable to fulfill the duties required is expected to resign as stated in Article III, Section 4 above. Any Board member absent from three (3) consecutive regular meetings of the Board of Directors without just cause as determined by the President shall automatically vacate the seat on the Board. Any Director may be removed, with or without cause, by a majority vote of the Board members present at a Board meeting.

Section 6. Vacancies. Vacancies shall be filled by proposed candidate(s) by a majority vote of the remaining members of the Board of Directors for the unexpired term of the vacating Board member.

Section 6A. Incremental Directors. Incremental Directors may be added to the Board upon recommendation of the President and/or Officers and approved by majority vote of the current Board of Directors. The term will generally commence when the Director is voted in and will end at the end of the calendar year not to exceed two years (e.g., a Director beginning their term in March 2022 will serve a term that ends December 31, 2023). If, however, the term begins in October, November or December of a year, they are to be considered a provisional board member for the remaining period of that calendar year; they may attend Board meetings, however their official term, when their vote on matters subject to a Board vote will count, will begin on January 1.

Section 7. Regular Meetings. There will be at least six (6) regular meetings of the Board of Directors each year, at such time, day, and place as shall be designated by the Board of Directors.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting Directors then in office; to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 9. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least two days prior to the meeting. The purpose for which a special meeting is called shall be stated in the notice.

Section 10. Quorum. A majority (more than 50%) of the Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 11. Manner of Acting. Except as otherwise expressly required by these Bylaws, the affirmative vote of a majority (more than 50%) of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy shall not be permitted.

Section 12. Unanimous Written Consent In Lieu of a Meeting. Any action may be taken without a meeting if one (1) or more written consents setting forth the action(s) taken are signed either before or after such action by all of the Directors then in office, which are then filed with the minutes of the proceedings of the Board. Such consents may be executed in two (2) or more counterparts, and the execution of any consent may be delivered by facsimile or email.

Section 13. Telephone Meeting. Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device,

which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present and voting.

ARTICLE IV OFFICERS

Section 1. Officers. The Officers of the HRADC Board of Directors shall consist of a President, Immediate Past President (as applicable and desired by the then-serving President), and Treasurer. The President and/or Board of Directors may designate other Officers, such as a President-Elect, one or more Vice Presidents, or other roles as part of their advisory/executive committee, as deemed necessary, and such officers shall have the authority prescribed by the Board.

Section 2. Election of Officers. The Officers of HRADC shall be elected by the voting members at the Annual Meeting of the Members.

Section 3. Term of Office. The Officers of the Organization shall be installed at the Annual Meeting at which they are elected and shall hold office for a one-year term. Officers are eligible to be elected to serve in the same office for multiple subsequent one-year terms.

Section 4. Resignation. Any Officer may resign at any time by giving written notice to the President of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Board.

Section 5. Removal. Any Officer may be removed from such office, with or without cause, by a majority of the voting board members at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by majority vote of the remaining Board of Directors for the unexpired term.

Section 7. President. The President shall give active direction and have control of the business of the Organization. He or she may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of President as may be prescribed by the Board of Directors. The President shall have signature authority with regard to HRADC's accounts and assets, however the authority to incur any unbudgeted expense or make any unbudgeted financial transaction shall require the concurrence of a majority vote by the Board of Directors.

Section 8. Officers. The President, at the first Board meeting of each year, shall designate a leadership hierarchy for President pro-tempore from among the elected Officers so as to identify who shall serve as President in the absence of or at the direction of the President, whether such period is for a limited time or through the remaining duration of the President's elected one year term. The President may designate one or more Officers to also hold the signature authority as described in Article IV Section 7 above

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of HRADC shall furnish, at the expense of HRADC, a fidelity bond, approved by the Board of Directors.

Section 11. Assets & Investment. The Treasurer shall be responsible for the oversight and management of the assets and investments of the Organization. Any decisions with respect to the assets and investment must be approved by the Board of Directors. In the unlikely event that HRADC would need to be disbanded or ceased to exist, all of the assets and investment should be put into a trust.

ARTICLE V INDEMNIFICATION

Unless otherwise prohibited by law, HRADC may indemnify any Director or Officer or any former Director or Officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to HRADC for damages arising out of his or her own gross negligence in the performance of a duty to HRADC.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee.

The Board of Directors shall also authorize the purchase of insurance on behalf of any Director, Officer, employee, or other agent against any liability incurred by him/her which arises out of such person's status as a director, Officer, employee, or agent, whether or not HRADC would have the power to indemnify the person against that liability under law.

ARTICLE VI
AMENDMENTS TO BYLAWS

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of a majority of the voting Board members at any regular or special meeting of Board of Directors. The notice of the meeting shall set forth a summary of the proposed amendments.

Adoption Date:

Signatures: