

GREATER VALLEY FORGE HUMAN RESOURCE ASSOCIATION, INC.

BYLAWS

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the Chapter is Greater Valley Forge Human Resource Association, Inc. (GVFHRA) (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Greater Valley Forge Human Resource Association, Inc. or GVFHRA and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM") as a 100% Affiliated chapter. As a SHRM affiliated chapter, the chapter is also a member of the Pennsylvania State Council of SHRM, serving on the Board of the State Council and is an integral part of the State Council governance process and structure.

Section 1.3: Separate Legal Existence of Chapter/Autonomy. Both parties are separate legal entities, and neither party nor its officers, agents or employees may hold themselves out as an agent of either organization. Neither party is an agency or instrumentality of the other party. Neither party shall contract in the name of the other organization or incur any financial or other obligations on behalf of the other, without the express written consent of the other organization. Neither party may hold itself out to the public as the other organization. The Chapter shall have autonomy with regard to all phases of its operation, subject to its governing instruments.

Section 1.4: Use of SHRM Domain, Logo and Brand. The Chapter agrees to follow SHRM Brand Standards Guides, as may be modified from time to time, and be consistent with SHRM in its use of any/all electronic, printed, oral, and all other types of media including but not limited to SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others. The Chapter may use only the "Affiliate of SHRM" logo or the approved SHRM branded block template, in accordance with SHRM Brand Standards Guides. The Chapter shall not use the standard, standalone SHRM logo in any media, for any reason. The Chapter may not use the SHRM name, logos, trademarks, or copyrightable materials in any manner that deviates from the SHRM Guidelines without SHRM's prior written permission. The Chapter may register a domain name that is either as it appears in the SHRM approved bylaws or the approved SHRM branded block template.

Section 1.5: Starting or affiliating with other groups. The Chapter is required to obtain written approval from SHRM's CEO/President or designee before the Chapter legally affiliates through the governance process with other groups or starts other groups or subchapters while affiliated with SHRM. This includes the written approval of all governing documents associated with these organizations.

Section 1.5a: The Chapter may initiate, facilitate or engage in mutually beneficial business relationships that further the Chapter's business or mission objectives to the extent these business relationships are not in conflict with Section 1.5.

Section 1.6: Approved Service Area. The service area (zip code ranges) for the Chapter is listed in the Chapter Charter (“affiliation agreement”) and subsequent addendums, as appropriate. The service areas reference where the Chapter is allowed to overtly solicit for members and event activity. Chapters may only hold physical events within their service area unless the Chapter obtains written approval of SHRM’s CEO/President or designee.

Section 1.7: Member Service Area. The Chapter is required to obtain written approval from SHRM’s CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) prior to the Chapter starting a new Chapter, sub-chapter, or adding a Member Service Area (“MSA”) to an approved service area, while affiliated with SHRM.

Section 1.8: Approved Service Area Modifications. Should the Chapter wish to request a modification to the Approved Service Area, request consideration to become a Member Service Area (“MSA”) or have another currently affiliated chapter become an MSA of the Chapter, the Chapter is required to obtain written approval from SHRM’s CEO/President or designee.

ARTICLE 2 PURPOSE

The purposes of this Chapter, as a non-profit (or not for profit) organization, are:

1. to grow dual membership – members who are both SHRM Chapter and SHRM members;
2. to provide a forum for the personal and professional development of members;
3. to provide an opportunity to develop leadership, business acumen, managerial, public speaking and group decision-making skills;
4. to provide an opportunity to interact and develop individuals new to the profession; student chapters, and all individuals acting in a Human Resources related function or responsibility in the area;
5. to provide an arena for the development of trust relationships where common problems may be discussed and deliberated;
6. to provide an opportunity to focus on current human resource management issues of importance to our members;
7. to provide a focus on state and national workplace public policy issues;
8. to provide valuable information gathering and dissemination channels;
9. to provide a pool of human resource professional leaders for succession as volunteer leaders of the Chapter, State Council and of SHRM;
10. to serve as an important vehicle for introducing human resource professionals to SHRM;
11. to serve as a source of new members for SHRM; and
12. to serve as part of the two-way channel of communications between SHRM and the individual members.
13. to support individuals in career transition by providing access to resources, networking, and professional development.
14. to promote high professional standards and ethical conduct in the field of Human Resources.
15. to serve the broader community by offering HR expertise through volunteerism and outreach.
16. to support students preparing to enter the HR field and foster the development of emerging leaders.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource practices in the profession and:

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

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter shall begin the first day of July in each year and end the last day of June.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, 4.5, 4.6, and 4.7 of this Article.

The Chapter is a 100% Affiliated Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM in order to then be a chapter member.

To achieve the mission of SHRM and the Chapter 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 classes under federal, state or local laws.

Section 4.2: Non-transferability of Membership. Membership in SHRM and the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership. Membership in SHRM and the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members. Professional membership requirements shall be the same as SHRM professional member requirements. Individuals who are engaged in the profession of human resource management and who meet one of the following criteria:

- i. Possess at least three (3) years of exempt-level human resource management experience.
- ii. Hold an HR certification recognized by SHRM.
- iii. Are faculty members holding assistant, associate or full professorial rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching.
- iv. Are full-time consultants with at least three (3) years of experience as a practitioner in human resource management.

- v. Are full-time attorneys with at least three (3) years of 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 4.5: Associate Members. Associate membership requirements shall be the same as SHRM Associate member requirements. Individuals in non-exempt human resource management positions, plus persons who do not meet the qualifications of the other classes of membership, but who are interested in the field of human resource management. Associate Members have no vote and may not hold office in the chapter.

Section 4.6: Student Members. Student membership requirements shall be the same as SHRM. Individuals may be granted student membership provided they meet the criteria as outlined below. They shall have no vote and may not hold office in the chapter.

- i. Student is currently enrolled in a degree-seeking program. Student shall provide proof of enrollment in a college or university to qualify for student membership.
- ii. Student's coursework, taken or planned, supports an interest in Human Resource Management or a related degree program.
- iii. Student membership will be limited to six (6) years from initial start date. A full-time student enrolled in a graduate degree program may apply for an additional (2) years of student membership. A student member cannot have previously held professional membership. Upon graduation or academic withdrawal, student member must convert to professional membership during the next renewal cycle.

Since the chapter is a 100% Affiliated chapter, student members must be SHRM student members in good standing in order to then be a chapter student member.

Section 4.7: Retiree Members. Retiree membership requirements shall be the same as SHRM retiree member requirements. A current chapter member, in the Professional, General, or Special Expertise class of membership, who has retired from active full-time employment may apply to the Chapter for Retired Membership. Retired Annual Members shall have no vote and may not hold office in the chapter.

Section 4.8: 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, Retiree and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.9: Dues. Chapter annual membership dues shall be established for the next year by the Board of Directors. If the Chapter does not charge dues, then the Chapter may add: The chapter currently does not charge annual membership dues for Chapter members.

Section 4.10: Discipline and Termination of Membership. Any member may be removed from membership, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted meeting.

Cause may include, but is not limited to:

- Failure to maintain SHRM membership (required for Chapter affiliation);

- Violations of SHRM's Code of Ethical and Professional Standards in Human Resource Management;
- Conduct that reflects poorly on the Chapter or undermines its mission; or
- Behavior that interferes with Chapter operations, events, or the safety and inclusivity of members.

The member shall be given notice of the proposed removal and an opportunity to respond to the allegations prior to the vote. All removal actions shall be documented in the Chapter's official records.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members may be held as determined by the Board of Directors, but at least one regular meeting shall be held annually.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held in May or at such other time as determined by the Board of Directors. Such meeting may be held in-person or virtually.

Section 5.3: Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such in-person meeting or via electronic voting methods for virtual meetings.

Section 5.4: Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least five (5) days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the board.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person, virtually, or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person, virtually, or by conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

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 the Chapter and in general exercise all powers of the Chapter.

Section 6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President; President-Elect; Immediate Past President; Treasurer; Secretary; Director - Presidents Circle; Director - Community Partnerships & Workforce Readiness; Director - Professional Development; Director- Marketing & Communications; Director - Special

Projects; Director - Program; Director - Member Relations; Director - Diversity, Equity, Inclusion & Belonging; Director - Special Interests Groups; and Director - Business & Career Relations.

Section 6.3: Composition of the Board of Directors. The Board of Directors shall consist of the Officers and Directors listed in Section 6.2 of this Article. The Board shall serve as the governing body of the Chapter and shall exercise all authority and responsibilities described in these Bylaws.

Section 6.4: Executive Committee. The Executive Committee of the Board of Directors shall consist of the Chapter President, President-Elect, Immediate Past President, Secretary, Treasurer, and the Director of the Presidents Circle.

The Executive Committee may act on behalf of the Board of Directors between regularly scheduled Board meetings when a timely decision is required, provided such actions are consistent with the authority delegated by the Board of Directors and these Bylaws.

The Executive Committee shall not exercise authority over matters reserved to the Board of Directors, including but not limited to approval of the annual budget, amendments to the Chapter Bylaws, election or removal of officers or directors, or other actions requiring Board or membership approval.

All actions taken by the Executive Committee shall be reported to the Board of Directors at the next regular Board meeting.

Section 6.5: Qualifications. All candidates for the Board of Directors must be SHRM members and Professional members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. If the Chapter has a designated Certification Director role, the person holding this role must be SHRM certified. All board members shall abide by SHRM's Bylaws and Conflict of Interest Policies.

Section 6.6: 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. The Executive Committee shall serve as the Nominating Committee for the Chapter and shall present a slate of candidates to the membership each year. Each elected Officer and Director shall assume office on July 1 following his/her election and shall hold office for a two-year period or until his/her successor is elected and takes office. The Treasurer shall serve a three-year term. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position.

Section 6.7: 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. In the event of a vacancy in the office of President, the President-Elect shall assume the duties of the President for the remainder of the term or until otherwise determined by the Board of Directors in accordance with these Bylaws.

Section 6.8: 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 virtual, shall be the act of the Governing Body, except to the extent that applicable state/local law may require a greater number. In addition, the Board may act by unanimous written or email consent of all voting members.

Section 6.9: Board of Directors' Responsibilities. The Board of Directors shall transact all business and fiduciary responsibilities of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. 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 6.10: Removal of any elected or appointed Chapter leaders (Director, Officer, Committee Chair, Committee Member, or other). Any Chapter leader 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. Prior to the vote, the Chapter leader shall be entitled to respond to the allegations deemed to constitute cause for removal from elected or appointed role. SHRM reserves the right to remove any elected or appointed Chapter Leader (*Director, Officer, Committee Chair, Committee Member, or other*) from office who has demonstrated actions that are inconsistent with the chapter bylaws, the chapter charter or operating guidelines.

Section 6.11: Maintain Coverage. The Chapter should seek to obtain and maintain a policy or policies of basic Directors & Officers (D&O) and Cyber Liability Insurance and Fiduciary Liability Insurance commensurate with assets and liabilities of the Chapter. Errors and Omissions (E&O) Insurance is strongly recommended. These policies provide the board members, officers, employees, members, volunteers, or agents of the Chapter with coverage for losses from wrongful or negligent acts, or to ensure the Chapter's performance of its obligations under this Agreement. In all insurance policies, SHRM should be identified as an additional insured.

Section 6.12: Matters Requiring Full Board Approval. The following matters must be reviewed and approved by a majority vote of the full Board of Directors at a duly convened meeting with quorum, unless otherwise required by law or these Bylaws:

- Approval of the annual Chapter budget
- Amendments to the Chapter Bylaws
- Strategic plans that substantially alter the Chapter's mission or governance
- Changes to the Chapter's affiliation with SHRM
- Removal of Board members
- Dissolution or merger of the Chapter

All other business matters not explicitly reserved for the full Board may be delegated to the Executive Committee, as outlined in Section 6.4.

ARTICLE 7 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 the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board. All Officer and Board members must be a current SHRM member and Chapter member and in good standing throughout the duration of their term of office. The Chapter is required to have at least one Board of Directors Member (“Volunteer Leader”) attend SHRM’s Volunteer Leader Business Meeting each year.

Section 7.1: The President. The President shall provide leadership to the local chapter consistent with state, regional, and SHRM policies, strategies, and objectives. The President shall preside at meetings of the members and the Board, direct the Chapter, and have general charge and supervision of its affairs and business, subject to the ultimate management authority of the Board of Directors. The President is responsible for ensuring that the Chapter operates effectively to meet the needs of its members, remains in compliance with SHRM affiliate requirements and guidelines, and serves as a liaison with SHRM and the Pennsylvania State Council, on which the President serves as a voting member.

The President shall serve on the Executive Committee, whose primary focus is to shape the Chapter’s strategic direction and drive its growth by making critical decisions regarding overall strategy, key initiatives, and long-term goals, always keeping the members at the forefront of all decision-making. The President shall preside over meetings of the Executive Committee and is responsible for communicating Executive Committee decisions to the full Board. The President shall perform other duties as required by the Chapter’s bylaws.

Section 7.2: The President-Elect. The President-Elect shall assist the President in overseeing all activities of the Chapter and shall have such other powers and perform such other duties as the President or the Board may determine. At the request of the President, or in the President’s absence or disability, the President-Elect shall perform all presidential responsibilities and serve as a voting member of the Pennsylvania State Council of SHRM.

The President-Elect shall also serve on the Executive Committee, whose primary focus is to shape the Chapter’s strategic direction and drive its growth by making critical decisions regarding overall strategy, key initiatives, and long-term goals, always keeping the members of the Chapter at the forefront of all decision-making. The primary role of the President-Elect is to observe, ask questions, and learn in preparation for stepping into the role of President.

Section 7.3: The Treasurer. The Treasurer shall serve as the financial officer and advisor to the Chapter’s Board of Directors and shall be responsible for the financial affairs of the Chapter, including preparing and filing all required local, state, federal, and other jurisdictional filings, including appropriate forms and information with the IRS. The Treasurer’s responsibilities include providing regular financial reports to the Board, coordinating arrangements for any annual examination or audit of the accounts as may be required by the Board, and managing membership billing and receivables.

The Treasurer shall also serve on the Executive Committee, whose primary focus is to shape the Chapter's strategic direction and drive its growth by making critical decisions regarding overall strategy, key initiatives, and long-term goals, always keeping the members of the Chapter at the forefront of all decision-making.

Section 7.4: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter and maintaining all official Chapter records and history. The Secretary shall provide notice of meetings and handle general correspondence to ensure that all members are aware of Chapter meetings and activities. The Secretary shall also coordinate activities related to the Chapter's newsletter and other communications as needed.

The Secretary shall serve on the Executive Committee, whose primary focus is to shape the Chapter's strategic direction and drive its growth by making critical decisions regarding overall strategy, key initiatives, and long-term goals, always keeping the members of the Chapter at the forefront of all decision-making.

Section 7.5: Core Leadership Area (CLA) Directors. Core Leadership Area Directors 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 the particular CLA 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 CLA for the year. If there is a dedicated Certification CLA lead, this lead must be a SHRM member in good standing for the duration of his/her term of office and be SHRM certified.

Section 7.6: Immediate Past President. The Immediate Past President shall serve as an advisor to the President, other officers, and the Board of Directors, providing insight into past practices, general operations, and other matters to help ensure the smooth functioning of the Chapter. This role may include committee leadership, event participation, and contributions to strategic planning, as well as fulfilling other duties as requested by the President or the Board of Directors. The Immediate Past President shall serve on the Executive Committee, whose primary focus is to shape the Chapter's strategic direction and drive its growth by making critical decisions regarding overall strategy, key initiatives, and long-term goals, always keeping the members of the Chapter at the forefront of all decision-making.

Section 7.7: Presidents Circle. The Presidents Circle Director serves as an advisory body to the President and other officers, offering insights into past practices, general operations, and other matters to ensure the smooth functioning of the chapter. The Director will serve on the Executive Committee. The primary focus of this committee is to shape the Chapter's strategic direction and drive its growth by making critical decisions regarding overall strategy, key initiatives, and long-term goals with the members of the chapter at the forefront of all decision making.

Section 7.8: Member Relations. The Member Relations Director is responsible for developing strategies to actively engage members through activities, events, and initiatives that support member communication, outreach, and retention. The Director shall encourage Chapter and SHRM membership growth, maintain the official membership roster, and oversee the Membership Committee and Ambassadors Program.

Key responsibilities include communicating regularly with members regarding the Chapter's mission, goals, and upcoming events; addressing member concerns in a timely manner; identifying and addressing factors contributing to member attrition; and developing recruitment campaigns and networking events to attract new members aligned with the Chapter's values.

Section 7.9: Professional Development. The Professional Development Director is responsible for promoting and overseeing initiatives that support the professional growth and career advancement of HR practitioners within the Chapter.

This role provides strategic leadership for related subcommittees, including College Relations, Professional Certifications, and Emerging Leaders, ensuring alignment with the Chapter's mission and member development goals. The Director collaborates with committee leads to deliver programs that enhance education, credentialing, and engagement across all stages of the HR career path.

Section 7.10: Marketing & Communications. The Marketing & Communication Director is responsible for overseeing all chapter communication activities and ensuring a consistent and professional brand identity across all platforms.

The Director promotes the purpose and initiatives of the Chapter through strategic messaging, branding efforts, and the use of communication tools, including social media. This role provides leadership to related subcommittees, including Communications, Social Media, Event Publicity, and the Newsletter, working collaboratively to enhance visibility, engagement, and member outreach.

Section 7.11: Special Projects. Special Projects Director focuses on the charitable initiatives of the Chapter, including planning, coordinating, and promoting the annual Silent Auction/Holiday Event. The Chair may establish a Silent Auction Committee to support these efforts. Additionally, the Director supports the Chapter's philanthropic partnership with the SHRM Foundation by assisting in awareness and fundraising activities in collaboration with the SHRM Foundation Director.

Section 7.12: Programs. The Programs Director is responsible for developing and managing chapter programs, including selecting topics and speakers, coordinating logistics, and promoting events. The Director oversees the Programs Operations Specialists, who assist with event execution and coordination. The Director also collaborates with Special Interest Groups (SIGs) to align program topics with member interests and emerging HR trends. The Director works closely with Board members to ensure programs support the Chapter's mission and uses attendee feedback to continually improve offerings.

Section 7.13: Diversity, Equity, Inclusion & Belonging. The Diversity, Equity, Inclusion, and Belonging (DEIB) Director champions diversity and inclusion within the Chapter by monitoring local diversity initiatives, fostering an inclusive environment, and leading efforts to diversify membership and leadership. The Director oversees the Diversity, Equity, Inclusion, and Belonging Committee, which develops and promotes programs that advance equity and inclusion both within the Chapter and in the broader community. The Director models inclusive behaviors, encourages openness to new ideas, and drives positive change aligned with the Chapter's mission and values.

Section 7.14: Special Interests Groups. The Special Interest Groups Director oversees and supports the various Special Interest Groups in developing and delivering programs that align with the Chapter's goals and address the interests of its members. This role works closely with the Programs Director to ensure that program topics from the Special Interest Groups are coordinated and aligned with member interests as well as emerging trends in the human resources profession. The Special Interest Groups include Compensation and Benefits, Organizational Development, Recruitment and Retention, Employee Relations, and Legislative and Governmental Affairs.

Section 7.15: Business & Career Relations. The Business and Career Development Director leads efforts to identify, implement, and enhance revenue-generating strategies while fostering and maintaining business partnerships that support the Chapter's financial sustainability and growth. This role oversees the Sponsorship Committee, the Career Management Roundtable, and the Career Center, ensuring these committees work collaboratively to provide value to members and sponsors and to advance the Chapter's mission.

Section 7.16: Community Partnerships & Workforce Readiness. The Community Partnerships & Workforce Readiness Director is responsible for identifying workforce development needs, promoting job readiness initiatives, and serving as a liaison between the Chapter and community partners, including educational institutions and workforce development agencies. The Director may establish a committee to support program implementation, volunteer engagement, and community outreach. This committee shall assist in the development of partnerships, participation in career-related initiatives, and promotion of employment access and equity within the region.

ARTICLE 8 COMMITTEES

Section 8.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Standing Committees include Community Partnerships & Workforce Readiness, SHRM Foundation, Silent Auction, Diversity, Equity, Inclusion & Belonging, Professional Certifications, College Relations, Emerging Leaders, Programs Operations Specialists, Compensation & Benefits, Organizational Development, Recruitment & Retention, Employee Relations, Legislative & Governmental Affairs, Social Media, Event Publicity, Newsletter, Ambassadors, Member Relations, Sponsorship, Career Management Roundtable, and Career Center.

Nominating Committee: The President shall appoint a Nominating Committee no later than the date of the regular February membership meeting. The Nominating Committee shall consist of at least three (3) members of the Board of Directors. The Nominating Committee shall prepare the slate of candidates for the election of officers and the remaining board members. It shall solicit nominees for officers and board members through chapter communications. Successful nominees must:

- a. be an active committee member; or
- b. be an active or past Board member; or
- c. a member of the chapter in the event a committee or board member is unable to fill the open role(s)

The Nominating Committee will review all of the candidates and, if deemed necessary by the Nominating Committee, might include conducting interviews or requesting additional information. Nominees will be voted in by members of the Chapter at our final meeting of the year.

In its evaluation, the Nominating Committee shall consider each candidate's professional experience, skills relevant to the position, and any potential conflicts of interest with the interests of the Chapter.

Investment Committee: The Chapter shall maintain an Investment Committee responsible for overseeing the Chapter's investment portfolio and long-term financial strategy. The committee shall meet on a quarterly basis to review investment performance, make recommendations regarding financial growth, and ensure alignment with the Chapter's fiscal policies and goals.

The Investment Committee shall be composed of:

- a. The Treasurer (serving as Committee Chair),
- b. A minimum of three (3) Past Presidents appointed by the Executive Board, and
- c. The Chapter's external Investment Advisor (non-voting), who is selected and approved by the Board of Directors.
- d. The President may attend Investment Committee meetings as a non-voting participant.

The Investment Committee shall have the authority to make recommendations to the Board of Directors regarding the Chapter's investment allocations and long-term financial planning. All investment decisions shall be approved by the Board of Directors in accordance with the Chapter's financial governance policies.

Past Presidents shall serve a two-year term on the Investment Committee and may be reappointed by the Executive Board. Appointments shall be staggered to ensure continuity of knowledge and experience.

Conference Committee: The Chapter shall maintain a Conference Committee responsible for the planning and execution of the Annual Summit, typically held in October, as well as any additional conferences or symposiums approved by the Executive Committee.

The Conference Chair and Conference Vice Chair shall be appointed by the Executive Committee. The Vice Chair serves a one-year term before assuming the role of Chair in the following program year. The Chair serves a one-year term and leads all aspects of conference planning, ensuring alignment with the Chapter's mission and strategic goals.

The Conference Chair shall appoint and oversee committee leads for Programs, Sponsorship, and Marketing, with support from the Executive Director and Vice Chair. The committee is responsible for developing event themes, coordinating logistics, securing speakers and sponsors, managing communications, and delivering a high-quality attendee experience.

Section 8.2: Committee Organization. Standing Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons. The appointment of committee Chairpersons is the responsibility of the President and the Executive Board. The Chairperson and the President or other Executive Board members will work together to recruit interested members to participate in committee activities. The President may also establish special committees or task forces as needed to support Chapter initiatives. No Committee Chairperson or Co-Chair may serve in the same role for more than two (2) consecutive years.

Section 8.4: Committee Activity. Committees are established to support the Chapter by providing ongoing services aligned with its mission and objectives. Each committee is empowered to meet as needed to carry out its responsibilities. Meetings may be held at any time, place, or format (in-person or virtual), as determined by the Committee Chair or Co-Chairs.

ARTICLE 9 ELECTRONIC VOTING

Mail or electronic ballots may be used for the election of Directors and for any other matters requiring a vote of the membership, in accordance with Pennsylvania nonprofit law. Electronic voting must include clear instructions, a voting deadline, and a method of authenticating eligible voters. The results of electronic votes shall be recorded in the Chapter's official records. No in-person meeting is required for such votes to be valid unless specified elsewhere in these bylaws.

ARTICLE 10 STATEMENT OF ETHICS

The Chapter 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 this Chapter and of SHRM. Each Chapter Board Member and Officer shall attest that they abide by SHRM's Code of Ethics.

The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

**ARTICLE 11
PARLIAMENTARY PROCEDURE**

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 12
AMENDMENT OF BYLAWS**

Amendments to these Bylaws may be proposed 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 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.

**ARTICLE 13
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, an HR degree program, or other such 501(c) organization in alignment with the purposes of the chapter). Should a Chapter become an MSA of another chapter (host), the Chapter would be dissolved. In this situation, the dissolving Chapter funds shall be transferred to the host chapter (successor). Funds should be transferred within 180 days or as soon as reasonably practical.

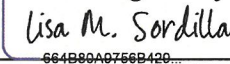
**ARTICLE 14
WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

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 President/CEO or his/her designee 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 President/CEO or his/her designee, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM President/CEO or his/her designee may cause a new Chapter to be created or may re-confer Chapter status upon such body.

**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 Chapter and signed by:

Chapter President Signature: 
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Printed name: Lisa M. Sordilla

Date: 4/21/2026

Chapter mailing address: PO Box 162
Valley Forge, PA 19481

Chapter primary email address (if applicable): gvfhra@gmail.com

President's email: lisa.sordilla@energage.com

President's phone: 407-373-4844

Approved by:

SHRM President/CEO or President/CEO Designee: 

Printed name: Michael P Aitken

Date: 5-11-2026