

BY-LAWS

OF

THE NEW YORK STATE SOCIETY FOR HUMAN RESOURCE MANAGEMENT, INC.

ARTICLE I - NAME

The name of the State Council shall be the New York State Society for Human Resource Management, Inc. (also referred to as the New York State Council of SHRM and hereinafter referred to as "the corporation").

ARTICLE II - OFFICES

The principal office of the corporation shall be located c/o Barry Poppel, CPA, Dorfman-Robbie, CPA's, PC, 6 Wembley Court, City and County of Albany, New York. The corporation may also have offices at such other places within or without the State of New York as the Board may from time to time determine or the business of the corporation may require.

ARTICLE III - PURPOSES

The purposes for which this corporation has been organized are as follows:

- A. to promote and develop in all lawful ways the welfare, education and professionalism of human resource professionals who are members at large, or of New York State chapters affiliated with, the Society for Human Resource Management ("SHRM") located at 1800 Duke Street, Alexandria, Virginia;
- B. to conduct in every legal manner professional promotion activities including advertising and publicity so as to enhance the efficient and successful practice of the human resources profession;
- C. to further studies and engage in any researches, and to collaborate, cooperate and exchange data and ideas with SHRM and other firms or organizations;
- D. to hold and conduct seminars and leadership training opportunities on topics of interest to human resource professionals for development and training purposes;
- E. to promote initiatives and positions important to the field of human resources and human resource professionals in the State of New York;

F. to collaborate and cooperate in every legal manner with all branches of the local municipal, State and federal governments and agencies having to do with the field of human resources and human resource professionals in the State of New York;

G. to supply timely information in a legal manner to the members of this corporation, to any person engaged in the human resource profession, and to the general public with respect to any and all matters vital to the maintenance, preservation and development of the human resource profession in the State of New York; and

H. to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under Article 5 of the Not-For-Profit Corporation Law.

ARTICLE IV - MEMBERSHIP

1. QUALIFICATION FOR MEMBERSHIP.

For administrative purposes, there shall be one (1) class of members including:

A. Members-at-Large: members of SHRM in any area of the State of New York where no chapters have as yet been formed; and

B. Chapter Members: members of New York State chapters affiliated with SHRM and designated by SHRM as affiliated with SHRM.

All members shall have the right to vote at all meetings of members, to participate in the benefits of the corporation, and to receive notices or reports issued by the corporation.

2. SPECIAL MEETINGS.

Special meetings of the corporation may be called by the directors. The Secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

3. FIXING RECORD DATE.

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive

any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

4. ACTION BY MEMBERS WITHOUT A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the members entitled to vote thereon.

5. QUORUM AND VOTING.

Members entitled to cast one hundred votes, present in person or by proxy, shall constitute a quorum for the transaction of any business at any meeting of members. Each member shall be entitled to one vote.

6. PROXIES.

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS.

The order of business at all meetings of members shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business
7. Adjournments

8. MEMBERSHIP DUES.

There are no membership dues. Dues are paid at the National and Chapter levels.

ARTICLE V - DIRECTORS

1. BOARD OF DIRECTORS.

Subject to any provision in the certificate of incorporation the business of the corporation shall be managed by its Board of Directors which shall consist of not less than three (3) directors. Each director shall be at least 18 years of age.

2. NUMBER OF DIRECTORS AND PRIVILEGES.

A. The following shall be voting members of the Board of Directors: one (1) State Director; one (1) immediate past State Director; one (1) Secretary; one (1) Treasurer; one (1) State Director Elect; one (1) Director for each Core Leadership Area (CLA) established by SHRM; one At-Large Director; one (1) State Leadership Chairperson; one (1) Best Companies To Work For In New York Director; one (1) State Conference Chairperson; one (1) State Conference Treasurer; one (1) Marketing/Public Relations Director; one (1) Technology Director; one (1) Historian; as many Chapter Presidents as regular SHRM chapters within the State; and as many District Directors that are deemed necessary by the State Director to meet the State needs, maximum number not to exceed 50% of the SHRM chapters in the State. In no event shall the aggregate District Directors exceed one-third of the total number of voting members on the Board of Directors.

B. The corporation's General Counsel shall be a non-voting member of the Board of Directors and shall be appointed by the Board of Directors. The General Counsel shall serve a three (3) year term and may be re-appointed at the conclusion of the term.

C. The Board of Directors may also contain as many additional non-voting members as the State Director deems necessary and appropriate to perform the functions of the corporation.

3. DISTRICT DIRECTORS.

District Directors shall serve as SHRM liaisons for a designated geographical area within the State. The District Director shall promote SHRM membership among practicing members of the personnel profession; identify potential leaders for the corporation; provide direction, assistance and support of professional development activities within the State, area or national SHRM organizations; and develop and facilitate communications between SHRM chapters and the corporation.

4. AT-LARGE DIRECTORS.

At-Large Directors shall provide leadership and communications for those SHRM members not represented by a SHRM chapter. The At-Large Directors shall promote SHRM membership among practicing members of the personnel profession; identify potential leaders for

the corporation; provide direction, assistance and support of professional development activities within the State, area or national SHRM organizations; and develop and facilitate communications between SHRM members and the corporation.

5. CORE LEADERSHIP AREA DIRECTORS.

A. The Foundation Director will perform Foundation activities assigned by the State Director including, but not limited to representing the interests of the SHRM Foundation and its activities to the state council. Educates the chapters and the Board of Directors regarding the purpose and ongoing activities of the SHRM Foundation. Encourages chapters and the Board of Directors to contribute financially to the SHRM Foundation as a show of support for the human resources profession. Advises and updates the Board of Directors and chapters of the Foundation's activities and fund-raising needs. Conducts the annual fund-raising event at the State Conference.

B. The Certification Director will perform certification activities assigned by the State Director including, but not limited to promoting certification activities for the Board of Directors, SHRM affiliated chapters and their members. Promotes certification activities throughout the state and serves as a resource for the Board of Directors and chapters. Promotes the certification of human resource professionals through the Human Resource Certification Institute (HRCI). Develops communication programs in and about certification (e.g., topical, process, re-certification, issues, etc).

C. The College Relations Director will perform college relations activities assigned by the State Director including, but not limited to having the responsibility to assist and promote student chapter activities within the state. Works closely with SHRM's Student Program Manager in carrying out these responsibilities. Communicates state and SHRM goals and policies relative to student chapters and student membership to the chapters in the state. Serves as a liaison between student chapters within the state and the Board of Directors. Promotes the formation of new student chapters within the state by identifying potential sites and working with local professional chapters to develop these sites. Encourages participation of student chapters in the HR Games on the state and/or regional level. Provides guidance and direction to faculty advisors and chapter student liaison representatives relative to organization of new chapters, integration of Student Merit Award Program into student chapter activities, and opportunities for integration of student and professional chapter goals.

D. The Legislative Action Director will perform legislative activities assigned by the State Director including, but not limited to monitoring and evaluates, on a continuing basis, pending Federal, State and Local legislative regulatory and legal activities that may have an impact on the management of human resources. Communicates SHRM legislative affairs policies and goals to SHRM chapters and members within the state. Any lobbying or political activities of the Corporation are activities of the Corporation itself and not of SHRM. Works in close

cooperation with the SHRM Governmental Affairs and headquarters staff in carrying out these tasks. Attends the SHRM Legislative Conference and participates/organizes hill visits. Actively promotes SHRM's legislative involvement program, HRVoice, to members. Educates members on the importance of communicating to congress and conducts "How To" sessions on using the SHRM "Write Your Member of Congress" feature on the SHRM website or by individual letters/phone calls/faxes. Encourages and organizes state letter writing initiatives/competitions to federal and state legislators on pending issues and/or legislation or HR "hot topics".

E. The Diversity Director will perform diversity activities assigned by the State Director including, but not limited to monitoring and evaluates on a continuing basis state and local activities concerning diversity issues and works with chapter diversity directors to encourage involvement at the chapter level. Encourages the appointment of a diversity director at the chapter level within the state. Develops and works with chapter diversity directors to ensure they have information and materials to promote diversity. Coordinate efforts in developing diversity initiatives that can serve as models for other chapters.

F. The Workforce Readiness Director will perform workforce readiness activities assigned by the State Director including, but not limited to monitoring and evaluates workforce readiness issues and works with chapter workforce readiness advocates to plan and encourage chapter involvement and activities impacting the workforce readiness arena. Serves as advocate for workforce readiness on Board of Directors and at other professional meetings and assists chapters in coordinating programs and other chapter activities on workforce readiness. Serves as a resource for the Board of Directors on workforce readiness issues and provides leadership to the chapters on these issues. Monitors state and local activities concerning workforce readiness, workforce investment authorization, welfare-to-work, and education partnerships. Provides timely information on these issues to the State Director. Works with the SHRM staff liaison on workforce readiness issues.

G.

6. STATE LEADERSHIP CHAIRPERSON.

The State Leadership Chairperson will be responsible for the Annual State Leadership Conference and will plan a one-day conference for all chapter and State Council leaders and potential leaders. The event usually includes a keynote speaker as well as break out sessions on the core leadership areas as well as networking sessions.

7. BEST COMPANIES TO WORK FOR IN NEW YORK DIRECTOR.

The Best Companies To Work For In New York Director will be responsible for this State Council initiative by publicizing the event throughout the state, securing a business partner for the event and planning the event recognition dinner.

8. STATE CONFERENCE CHAIRPERSON.

The State Conference Chairperson is responsible for managing all activities related to running the annual state conference.

9. STATE CONFERENCE TREASURER.

The State Conference Treasurer is responsible for managing all the activities related to the finances of the annual state conference.

10. MARKETING/PUBLIC RELATIONS DIRECTOR.

The Marketing/Public Relations Director oversees and manages the marketing, public and media relations activities of the state council. Markets and promotes the organization's goals and objectives and increases awareness of our organization. Acts as a key spokesperson for the organization and responds to media inquiries related to the State Council. Develops and oversees execution of marketing, public and media relations programs, supporting and working collaboratively with communications practitioners on PR/media opportunities; tracking results of public relations efforts to include but not limited to the State Conference, Best Companies to Work for in NY program, HR Now magazine, advocacy efforts, and community and media relations.

11. TECHNOLOGY DIRECTOR.

The Technology Director serves as the Web Master for the State Council. This director monitors, educates and advocates national, state and local activities concerning the use of information technology to provide better communication for volunteer leaders.

12. HISTORIAN.

The Historian is the custodian of up-to-date historical records of the State Council and is responsible for recording and maintaining physical and electronic historical files of all significant data and information relating to the founding of the Chapter, legal documents (IRS, insurance, By-Laws, minutes, etc), State Council programs, events and actions, and individual honors and other important events. The Historian will keep and update a State Council scrapbook, with photographs/documents of significant events occurring during the term of office.

13. CHAPTER PRESIDENTS.

Chapter Presidents shall provide leadership to SHRM chapters and shall communicate SHRM state, area and/or national goals, policies, and programs to the members of SHRM chapters.

14. QUALIFICATIONS.

All members of the Board of Directors, both voting and non-voting must be regular SHRM members in good standing throughout the duration of participation in the Board of Directors. An At-Large Director shall represent the State's At-Large membership and shall not be affiliated with any other Chapter at the time of appointment. Non-voting members shall be drawn from such positions as the State Director and Board of Directors feel should participate in the corporation in the best interest of the corporation and SHRM, including, without limitation, student chapter presidents, student chapter advisors, and representatives from other recognized human resource organizations within the state.

15. ELECTION AND TERM OF DIRECTORS.

A. No later than May 1 of each year, the State Director shall appoint a nominating committee consisting of the State Director, and the two immediate past State Directors. If any of these individuals are unavailable or unwilling to serve on the Nominating Committee, the State Director shall appoint a replacement. The nominating committee shall present the slate of directors to be appointed or re-appointed at the annual meeting of members.

B. The State Director, the Secretary, the Treasurer, the State Director Elect, the Director for each Core Leadership Area Directors, the At-Large Director, the State Leadership Chairperson, the Best Companies To Work For In New York Director, the State Conference Chairperson, the State Conference Treasurer, the Marketing/Public Relations Director, the Technology Director, the Historian; and as many District Directors as has been determined to be necessary by the State Director, shall be elected at the annual meeting of the members, by a plurality of the votes cast. Elected directors shall begin their term January 1st following the annual meeting at which they are elected. The President of each SHRM chapter within the State shall be ex-officio Chapter President on the Board of Directors with full voting rights. All members of the Board of Directors shall be elected or appointed to a one-year term beginning January 1 and ending December 31. The State Director, State Director-elect, Secretary and Treasurer may serve two additional one-year terms for a total of three consecutive years. District Directors may serve four additional one-year terms for a total of five consecutive years. All other directors may serve in the same position for not more than five consecutive years. District Directors and other directors who have served the maximum number of consecutive terms may be elected or appointed again after at least two years have passed since the expiration of their last term.

C. Non-voting members of the Board of Directors shall be appointed by the State Director with the concurrence of the Board upon which such non-voting members will serve. These include student chapter president, student chapter advisors, representatives from other recognized human resource organizations and others who the Board feels should participate in the best interests of SHRM.

16. REMOVAL OF DIRECTORS.

Any member of the Board of Directors may be removed for actions contrary to the best interests of the corporation or SHRM upon two-thirds vote of the entire voting members of the Board of Directors, after having been given an opportunity for any informal hearing before the Board of Directors. In addition to removal for cause pursuant to the previous sentence, Chapter Presidents will be removed to the extent they vacate or are removed from their positions as President of their particular SHRM chapter and shall be automatically replaced with their successors as chapter President. Any or all of the directors may also be removed for cause by vote of the members. Directors may be removed without cause only by vote of the members.

17. NEWLY CREATED DIRECTORSHIPS AND VACANCIES.

Any vacancy in the State Director position shall be filled for the unexpired term by the State Director-Elect. Any vacancy in any other position on the Board of Directors other than chapter Presidents, shall be filled by appointments by the State Director with the concurrence of that person or body which must concur in the original appointment of such position. Any vacancy in the chapter President position will be filled as and when the particular SHRM Chapter elects or appoints a new President. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

18. RESIGNATION.

A director may resign at any time by giving written notice to the Board, the President/State Director or the Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

19. QUORUM OF DIRECTORS.

One-half ($\frac{1}{2}$) of the entire number of voting members of the Board of Directors shall constitute a quorum for the transaction of business; provided that in the case of a board of fifteen members or less the quorum shall be at least one-third of the entire number of members and in the case of a board of more than fifteen members the quorum shall be at least five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen. Chapter Presidents may send another Chapter Officer to a State meeting of the Board of Directors, when unable to personally attend. However, the representative shall have no voting rights. For the transaction of business, voting by telephone will be an acceptable alternative to scheduling special meetings to vote on routine items.

20. ACTION OF THE BOARD.

Unless otherwise required by law or these By-laws, the vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each Director present shall have one vote.

21. PARLIAMENTARY PROCEDURE.

Meetings of the Board of Directors 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 these By-laws.

22. REGULAR ANNUAL MEETINGS.

A minimum of three (3) regular annual meetings of the Board shall be held on the dates and at the places determined by the State Director no later than January 31 of each calendar year, the first of such meetings which shall be held before March 31.

23. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

A. Written notice of each Board of Directors meeting shall be given or mailed to each member at least fifteen (15) days before such meeting. Special meetings of the Board may be called by the State Director, or in the case of the absence or disability of the State Director, by the State Director-Elect, Secretary or Treasurer. A special meeting shall be called upon written request of the majority of the Board of Directors.

B. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

24. CHAIRMAN.

At all meetings of the Board, the State Director or, in his absence, the State Director-Elect, or other chairman elected by a majority of voting members present, shall preside.

25. COMMITTEES.

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members committees, each consisting of three (3) or more directors. Each such committee shall serve at the pleasure of the Board.

26. RESPONSIBILITIES.

The Secretary shall maintain position descriptions outlining the responsibilities of each member of the Board which shall be distributed to the members. The position descriptions are subject to change as deemed necessary by the State Director and/or the Board of Directors.

ARTICLE VI - OFFICERS

1. OFFICES, ELECTION, TERM.

A. Unless otherwise provided for in the certificate of incorporation, the State Director shall serve, *ex-officio*, as President but shall be referred to as "State Director". The State Director-Elect, Secretary and the Treasurer shall serve as State Director-Elect, Secretary and Treasurer respectively, of the corporation, who shall have such duties, powers and functions as hereinafter provided.

B. All officers shall be elected or appointed to hold office for a one-year term beginning January 1 and ending December 31. The State Director, the State Director-Elect, the Secretary and the Treasurer may serve two (2) additional one-year terms for a total of three (3) consecutive years. All other elected or appointed officers and directors may serve in the same position for not more than a total of five (5) consecutive years unless re-elected or re-appointed pursuant to Article 2, 4(A).

C. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, ETC.

A. Any officer elected or appointed by the Board may be removed by the Board with or without cause.

B. In the event of the death, resignation or removal of an officer, the Board in its discretion may elect or appoint a successor to fill the unexpired term.

C. Any two or more offices may be held by the same person, except the offices of President and Secretary.

3. STATE DIRECTOR/PRESIDENT.

The State Director shall be the chief executive officer of the corporation; he shall be responsible for instituting policies, strategies and objectives of the corporation consistent with SHRM national board policies; he shall preside at all meetings of the members and of the Board; he shall have the management of the business of the corporation and shall see that all orders and

resolutions of the Board are carried into effect and assign responsibilities among members of the Board of Directors.

4. STATE DIRECTOR-ELECT.

The State Director-Elect shall:

- A. Serve as an "understudy" to the state council director.
- B. Work with the State Director to establish policy, strategies and objectives consistent with SHRM Board policies.
- C. Provide guidance to elected and volunteer staff who are responsible for accomplishing state and SHRM objectives.
- D. In the absence of the State Director, manage the affairs of the Board.
- E. Serve on special or appointed committees and promote the Board and the profession by personal appearances and speaking engagements before SHRM chapters and other organizations within the state.

5. SECRETARY.

The Secretary shall:

- A. Attend all meetings of the Board and of the members;
- B. Record all votes and minutes of all proceedings in a book to be kept for that purpose;
- C. Give or cause to be given notice of all meetings of members and of the Board and of special meetings of the Board;
- D. Keep in safe custody the seal of the corporation and affix it to any instrument when authorized by the Board;
- E. Keep all the documents and records of the corporation as required by law or otherwise in a proper and safe manner;
- F. Perform such other duties as may be prescribed by the Board.

6. TREASURER.

The Treasurer shall be responsible for the financial affairs of the corporation and shall:

- A. Have the custody of the corporate funds and securities;

- B. Keep full and accurate accounts of receipts and disbursements in the corporate books;
- C. Deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board;
- D. Disburse the funds of the corporation as may be ordered or authorized by the Board and preserve proper vouchers for such disbursements;
- E. Render, prepare, interpret, and disseminate to the president and Board at the regular meetings of the Board, or whenever they require it, an account of all his transactions as Treasurer and of the financial condition of the corporation;
- F. Render a full financial report at any meeting of the members if so requested;
- G. Be furnished by all corporate officers and agents at his request, with such reports and statements as he may require as to all financial transactions of the corporation;
- H. Be responsible for peer review of the financial records on a yearly basis;
- I. Have the financial records examined by an outside source when the function is passed on to another Treasurer;
- J. Perform such other duties as are given to him by these by-laws or as from time to time are assigned to him by the Board or the President.

ARTICLE VII - CORPORATE SEAL

The seal of the corporation shall be as follows:

ARTICLE VIII - EXECUTION OF INSTRUMENTS

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate.

ARTICLE IX - INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. INDEMNIFICATION.

If a director or officer of the corporation is made a party to any civil or criminal action or proceeding in any matter arising from the performance by such director or officer of his or her

duties for or on behalf of the corporation, then, to the full extent permitted by law, the corporation, upon affirmative vote of the board of directors, a quorum of directors being present at the time of the vote who are not parties to the action or proceeding, shall:

A. advance to such director or officer all sums found by the board, so voting, to be necessary and appropriate to enable the director or officer to conduct his or her defense, or appeal, in the action or proceeding; and

B. indemnify such director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred, in connection with the action or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to the director or officer pursuant to clause A. of this paragraph.

2. INSURANCE.

The corporation is authorized to purchase insurance for indemnification of directors and officers.

ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation shall begin the first day of January in each year.

ARTICLE XI - REFERENCES TO CERTIFICATE OF INCORPORATION

Reference to the certificate of incorporation in these by-laws shall include all amendments thereto or changes thereof unless specifically excepted.

ARTICLE XII - CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and these by-laws, the provisions of the certificate of incorporation shall govern. As used in these by-laws, feminine or neutral pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where context may require such substitution.

ARTICLE XIII – WITHDRAWAL OF STATE COUNCIL STATUS

State Council status may be withdrawn by a two-thirds (2/3) vote of the then entire number of voting members of the SHRM Board of Directors upon finding that the activities of

the corporation are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the corporation 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. After withdrawal of State Council status, the SHRM Board of Directors may cause a new state council to be created, or, upon affirmative vote of two-thirds (2/3) of the then entire number of voting SHRM Board of Directors and the consent of the body which has had State Council status withdrawn, may reconfer State Council status upon such body.

ARTICLE XIV – RELATIONSHIPS

The corporation is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another State Council, and SHRM shall not be deemed to be any agency or instrumentality of the corporation. The corporation shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The corporation shall not contract in the name of SHRM without the express written consent of SHRM. The relationship of the corporation and SHRM is also governed by the terms and conditions of the State Council Charter granted by SHRM to the corporation and accepted by the corporation.

ARTICLE XV – COUNCIL DISSOLUTION

In accordance with the Certificate of Incorporation, in the event of dissolution, the assets of the corporation shall be distributed to the then existing New York State chapters affiliated with SHRM in a proportionate amount equal to the membership of each individual chapter as a percentage of the aggregate combined membership of all chapters affiliated with SHRM, subject to an order of a Justice of the Supreme Court of the State of New York.

ARTICLE XVI - STATEMENT OF ETHICS

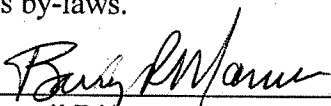
The corporation adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Board of Directors in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the corporation and SHRM.

ARTICLE XVII- BY-LAW CHANGES

AMENDMENT, REPEAL, ADOPTION.

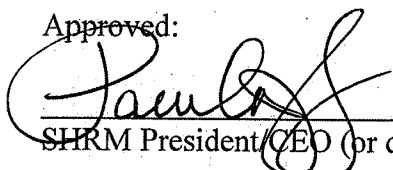
Except as otherwise provided in the certificate of incorporation, the by-laws may be amended, repealed or adopted by two-thirds (2/3) vote of the Board of Directors present at a

meeting at which a quorum exists provided that in the case of any amendment, each such proposed amendment is circulated in writing at least fifteen (15) days prior to such meeting or ballot, and provided such amendment has been approved by the SHRM President/CEO or his/her designee as being in furtherance of the purpose of SHRM and not in conflict with the Society's by-laws.



State Council Director

Dated: 10/23/10

Approved:


SHRM President/CEO (or designee)

Date: 9-17-10

COPY OF CERTIFICATE OF INCORPORATION

RECEIPT OF DEPARTMENT OF STATE