

BYLAWS OF AMERICAN RESEARCH UNIVERSITIES – HUMAN RESOURCE INSTITUTE

This instrument constitutes the Bylaws of American Research Universities - Human Resource Institute (the “corporation”), a Tennessee nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

The corporation is comprised of U.S. and Canadian public and private research universities. The corporation’s formation is predicated on the recognition of the leadership, governance, and management complexities related to size and scope of affiliated universities. The corporation is organized and operated for the purpose of: 1) providing a forum for professional relationships among chief human resources officers (“CHROs”) who are responsible for the nation’s most complex universities; 2) assembling the CHROs of these universities and other academicians in the corporate, public, and university sectors for advanced executive development, exposure, and opportunities; and 3) elevating the human resources discourse and leadership effectiveness of the nation’s major research universities.

ARTICLE I MEMBERS

Section 1.1. Definition. “Members” as used in these Bylaws are not equivalent to members as defined in Chapter 56 of the Tennessee Nonprofit Corporation Act. The members of the corporation will **not** have the right to vote with respect to the corporate affairs of the corporation.

Section 1.2. Classes of Membership. There shall be at least three classes of membership, in addition to any other classes that the Board of Directors deems appropriate to add from time to time.

Section 1.2.1. Member Institutions. Member Institutions are those designated as members of the Association of American Universities (“AAU”).¹ Other global institutions outside the United States that are comparable in size and complexity and who are approved by the Board of Directors may also be members. Member Institution Representatives are individuals employed at Member Institutions who regularly lead its human resources functions and activities. This individual would be recognized as the CHRO at the Member Institution. For purposes of these Bylaws, university system CHROs are included as membership eligible when one or more campuses hold membership in the AAU. Interim CHROs are not members, but may still attend the annual meeting and participate in other functions sponsored by the corporation.

Section 1.2.2. Honorary Members. An Honorary Member is any person who has made substantial and continuing contributions to the understanding and resolution of human resource issues affecting AAU universities. Any advisor or consultant to the

¹ The corporation is not affiliated with or endorsed by the AAU.

corporation meeting these qualifications, when so designated by the corporation, may also be elected an Honorary Member by the Board of Directors as a mark of distinction. Such Honorary Members have all rights and privileges of Member Institution Representatives, but shall not have the right to hold office in the corporation.

Section 1.2.3. Emeritus Members. An Emeritus Member is any representative of a Member Institution who has rendered outstanding service or made substantial contributions to the corporation who, upon his or her retirement, or upon such other termination of his or her representative status, may be elected to Emeritus Membership by the corporation. Such Emeritus Members shall have all rights and privileges of Member Institution Representatives, but shall not have the right to hold office in the corporation. Emeritus Membership is bestowed by the Board of Directors as a mark of distinction.

Section 1.3. Membership Rights. The voting rights of the corporation reside solely with the Board of Directors. The members do not have the right to vote with respect to the corporate affairs of the corporation. Members have the following rights:

- Assign representatives to nominate persons to serve as a member of the Board of Directors via a process determined by Board of Directors policy, who will be eligible to serve as members of workgroups, work teams, the Board of Directors, and as officers; and
- Be elected to and serve as a member of the Board of Directors, an officer, and/or a member of a committee.

Section 1.4. Termination of Membership. The corporation maintains the right to terminate any membership or designation of any representative.

ARTICLE II **BOARD OF DIRECTORS**

Section 2.1. Management. The affairs of the corporation shall be managed under the direction of a Board of Directors. The Board of Directors shall oversee the mission, vision, governance, activities, and finances of the corporation. The Board of Directors shall engage in strategic planning for the corporation and approve the annual budgets of revenue and expenses for the corporation. It shall be the duty and responsibility of the Board of Directors to arrange for an Annual Meeting of the corporation.

Section 2.2. Number and Composition of Board. The members of the initial Board of Directors shall be appointed by the Incorporator. Thereafter, the members of the Board shall be elected by the directors. The directors may solicit suggestions from the members of the corporation. The Board of Directors shall consist of no fewer than three directors. The number can be determined from time to time by the Board. The Board of Directors shall consist of natural persons who are Member Institution Representatives.

Section 2.3. Terms of Directors. Directors shall be elected for terms of three years. Directors may serve no more than two consecutive three-year terms excepting that a member

who serves as an officer may continue on the board until his/her term of office ends. Each member of the Board of Directors shall hold office until his or her successor shall have been duly elected.

Section 2.4. Quorum. At all meetings of the Board of Directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 2.5. Number Required for Action by Directors. Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 2.6. Written Action. Any action required or permitted to be taken at a Board of Directors' meeting may be taken without a meeting. If all directors consent to taking such action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. An electronic signature is acceptable. The written action is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a vote held at a duly called in-person meeting, and may be described as such in any document.

Section 2.7. Resignation of Directors. A director may resign at any time by giving written notice to any officer of the corporation. The resignation is effective when the notice is given to the corporation, unless a later effective time is specified in the notice.

Section 2.8. Removal of Directors. A director may be removed from office, with cause, by the affirmative vote of a majority of the directors then in office. A director may be removed from office, without cause, by the vote of two thirds of the directors then in office. No fewer than five nor more than 30 days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

Section 2.9. Filling Vacancies. In the event of the death, removal, or resignation of a director, a successor to fill the unexpired term may be elected by the affirmative vote of a majority of the directors present at a duly held meeting, or by written action as described in Section 2.6. Such appointee will serve out the unexpired term of his or her predecessor.

Section 2.10. Regular Meetings. The Board of Directors shall have regular meetings at such places and times as it shall establish. At least one regular meeting of the Board of Directors shall be held each year. This regular meeting shall be held immediately preceding or coincident with and at the same place selected for the Annual Meeting of the corporation. Any other regular meetings will be held upon the call of the Chair, or the majority of directors then in office, at such time and place as he or she shall select, giving reasonable advanced notice of such meeting.

Section 2.11. Special Meetings. Special meetings of the Board of Directors may be called at any time upon request of the Chair, or the majority of directors then in office, provided that any such request shall specify the purpose or purposes for the meeting. The Chair shall set the date for the special meeting within three working days of making or receiving such a request and the Secretary shall give not fewer than five nor more than 30 days' written notice of the time, place (including telephonically), and purpose of such special meeting.

Section 2.12. Annual Meeting. An Annual Meeting of the corporation shall be held once each year. The time and place of such meeting shall be designated by the Board of Directors as early as possible, but not less than 180 days prior thereto. The mailing of such information to every member at the address listed on the records of the corporation shall constitute compliance with this section. The Chair and Treasurer shall report during the meeting concerning matters of interest to the corporation, and the election of members of the Board of Directors shall take place at a business session during the Annual Meeting. Mailing in this context includes communicating through electronic means.

Registration for and participation in the Annual Meeting is restricted to members as defined in Article I of these Bylaws, with the exception of Sponsor representatives, invited speakers, and interim CHROs. Otherwise, no substitutions or replacements are permitted.

Section 2.13. Committees. The Chair shall from time to time appoint such committees as shall be deemed necessary to carry on the activities of the corporation and to further its objectives. Following the annual call for volunteers, the Vice Chair/Chair-Elect may designate such committees and their members to become effective upon his or her succession as Chair. Committees will have the duties and powers as determined by the Board of Directors, but no committee shall have the full authority of the Board of Directors. Members of a committee need not be directors. Committee members will be appointed for a term of one year from their appointment or until their successors are appointed, whichever occurs first. Meetings of a committee may be called from time to time upon request of the Chair or the chair of the committee. Notice requirements shall be the same as for special meetings of the Board of Directors.

Section 2.13.1. Executive Committee. The Executive Committee shall consist of the officers of the Board of Directors.

Section 2.14. Place of Meetings. The Board of Directors and any committee thereof, may hold its meetings at such places, whether in this state or in any other state, as the Board of Directors may establish.

Section 2.15. Electronic Communications. A conference among directors by a means of communication through which the directors may simultaneously communicate during the conference is a Board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. A director may participate in a Board meeting by any means of communication through which the director, other directors so participating, and all directors physically present at the meeting may

simultaneously communicate during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

Section 2.16. Form of Notice. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, notice is given:

- (a) when mailed to the director at an address designated by the director or at the last known address of the director;
- (b) when communicated to the director orally;
- (c) when communicated to the director by e-mail, or other electronic means, at an e-mail address designated by the director; or
- (d) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the U.S. mail with sufficient postage. Notice is considered received when it is given.

Section 2.17. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Waivers shall be recorded as part of the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is stated to be solely for the purpose of asserting the illegality of the meeting.

Section 2.18. Compensation of Directors. Directors shall not be compensated for their duties as directors. Directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE III **OFFICERS**

Section 3.1. Appointment and Terms of Board Officers. The Board officers of the corporation shall be a Chair, a Vice Chair/Chair-Elect, a Secretary, a Treasurer, an Immediate Past Chair, and such other officers as the Board of Directors may, from time to time, elect. The Board officers shall be directors of the corporation. Board officers shall be elected by the Board of Directors. The Board of Directors may solicit suggestions from the members of the corporation by mail. A person shall not hold more than one office with the corporation at any given time.

The Chair shall be elected for a term of one year. Immediately following this one-year term, the Chair shall assume the position of Immediate Past Chair for a one-year term. The Vice Chair/Chair-Elect shall be elected for a term of one year and shall succeed to the Chair at the time of election of officers in the ensuing year; and shall not be eligible to succeed himself or herself as Chair-Elect. The Secretary and Treasurer shall be elected for a term of three years each and shall hold office until a successor shall have been duly elected and shall have qualified.

Each officer, with the exception of the Chair, Vice Chair/Chair-Elect, and Immediate Past Chair, shall be eligible for re-election for one successive term of office and may also be nominated and elected for the positions of Vice Chair/Chair-Elect at any time during or after their term of office.

Section 3.2. Staff Officers. The day-to-day management of the corporation will be overseen by one or more staff officers of the corporation. These appointed officers shall consist of the President and, when appointed, one or more Vice Presidents. The Board shall appoint these officers at will to conduct the ongoing affairs of the corporation. During their period of appointment, the staff officers shall be ex-officio, non-voting members of the Board of Directors.

Section 3.3. Duties of Officers. The duties of the Board officers of the corporation shall be:

Section 3.3.1. Chair. The Chair shall preside at meetings of the Board of Directors and shall oversee the long term goals and purposes of the corporation. He or she shall also perform such other duties as may be determined from time to time by the Board of Directors, and shall recommend such actions to the Board of Directors as he or she deems proper. The Chair shall be an ex-officio, voting member of every committee.

Section 3.3.2. Vice Chair/Chair-Elect. The Vice Chair/Chair-Elect shall perform such duties as may be determined from time to time by the Board of Directors. The Vice Chair/Chair-Elect shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues. The Vice Chair/Chair-Elect shall be an ex-officio, voting member of every committee.

Section 3.3.3. Immediate Past Chair. The Immediate Past Chair shall offer his or her advice or insight as accumulated over the previous years of service.

Section 3.3.4. Secretary. The Secretary shall oversee maintenance of the minutes of the meetings of the Board of Directors, give notices contemplated by these Bylaws, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors. The Secretary shall be the officer in charge of the corporation's official files and records.

Section 3.3.5. Treasurer. The Treasurer shall oversee the financial practices of the corporation, including working with staff officers to develop proposed budgets, managing financial accounts of deposit for the corporation, and disbursing corporate funds as authorized, and shall have all of the powers and duties normally belonging to the Treasurer of a Tennessee nonprofit corporation. The Treasurer shall supervise the receipt, disbursement, and investment of all funds of the corporation, in a manner approved by the Board of Directors.

Section 3.3.6. President. The President shall be the chief executive of the corporation and shall be responsible for the operations, including the Annual Meeting of the corporation. The President may choose to name additional staff officers of the

corporation to assist in the day-to-day management of the corporation who will report to the President.

Section 3.3.7. Vice President. The Vice President, when appointed, shall report to and support the President in all matters related to the corporation, emphasizing program development.

Section 3.4. Salaries of Officers. Board officers shall not be compensated for their duties as Board officers. Board officers may be reimbursed for expenses incurred on behalf of the corporation. Staff officers may be compensated for their services.

Section 3.5. Resignation of Officers. A Board officer may resign at any time by giving written notice of the resignation to any officer of the corporation.

Section 3.6. Removal of Officers. A Board officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 3.7. Filling Vacancies. Any vacancy in a Board officer's position shall be filled by the Board of Directors of the corporation, such appointee to serve out the unexpired term of his or her predecessor.

ARTICLE IV **STANDARD OF CARE AND** **CONFLICTS OF INTEREST**

Section 4.1. Standard of Care. It is the responsibility of each director and officer of the corporation (Interested Party) to discharge his or her duties as a director in good faith, in a manner the Interested Party reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 4.2. Conflicts of Interest. When the corporation contemplates entering into a contract or other transaction between the corporation and:

- (a) an Interested Party, or a member of the family of an Interested Party; or
- (b) an organization in or of which one or more Interested Parties or a member of the family of an Interested Party are directors, officers, legal representatives, or have a material financial interest,

the corporation will follow a process to ensure that the contract or transaction is fair to the corporation and in the best interests of the corporation. The corporation's conflict of interest policy will define the process to be followed.

ARTICLE V **FINANCE**

Section 5.1. Fiscal Year. The fiscal year of the corporation shall be from July 1st through June 30th.

Section 5.2. Income. Income shall be derived from registration fees for the Annual Meeting and from such other sources as the Board of Directors may approve.

Section 5.3. Dues. Dues, if any are required, shall be established by the Board of Directors and assessed annually for each membership class.

Section 5.4. Receipts. Dues, contributions, grants, bequests, or gifts made to the corporation shall be accepted in the manner authorized by the Board of Directors.

Section 5.5. Deposits. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated from time to time by the Board of Directors.

Section 5.6. Contracts; Orders for Payment. The Board of Directors shall set parameters regarding (a) the appropriate signatories for contracts, (b) the deposit of checks, (c) orders for the payment, receipt, or deposit of money, and (d) access to securities or other investments of the corporation.

Section 5.7. Title to Property. Title to all property of the corporation shall be held in the name of the corporation in the manner authorized by the Board of Directors.

Section 5.8. Annual Budget. The annual budget of estimated income and expenses shall be approved by the Board of Directors.

Section 5.9. Summary Financial Report. A summary report of the financial condition of the corporation shall be made by the Treasurer at least annually to the Board of Directors.

ARTICLE VI **INDEMNIFICATION**

The corporation shall indemnify and provide advances to directors, officers and employees to the full extent permitted by, and in the manner described in the Tennessee Nonprofit Corporation.

ARTICLE VII **AFFILIATION**

The corporation has a professional affiliation with the National Academy of Human Resources. The corporation also has a professional and operational affiliation with the College and University Professional Association for Human Resources for the purpose of accounting, logistical support, and the identification of emerging human resource issues that may merit

review by the corporation. Expenditures shall be determined by the authority of the Board of Directors of the corporation.

ARTICLE VIII
AMENDMENT OF BYLAWS

These Bylaws may be amended at any time and from time to time by the affirmative vote of a majority of the directors then in office; provided that written notice of the meeting and of the proposed amendment shall be given to each director through the Secretary not fewer than 30 days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted. The Board of Directors may at any regular or special meeting held prior to such Annual Meeting propose amendments for consideration at such Annual Meeting.

--END OF BYLAWS--

Adopted: _____, 2018