

BYLAWS OF THE
PHILADELPHIA SOCIETY OF PEOPLE AND STRATEGY

ARTICLE I: NAME

The name of this organization shall be: Philadelphia Society of People and Strategy, hereinafter referred to as PSPS.

ARTICLE II: ORGANIZATION

PSPS is incorporated under the laws of the Commonwealth of Pennsylvania as a non-stock nonprofit corporation. PSPS is organized exclusively for the purposes under section 501(c)(6) of the Internal Revenue Code.

ARTICLE III: PURPOSE

The primary purpose of PSPS is the advancement of strategic management of human capital to achieve business goals.

ARTICLE IV: MEMBERSHIP

Membership in PSPS shall be open to any individual who serves or has served in a leadership position with responsibility for people and strategy. PSPS prohibits unsolicited selling and distribution of vendor-related marketing materials.

ARTICLE V: ANNUAL MEETING

- Section 1. Meetings: There shall be an annual meeting of the PPS in the Spring of each year, at such time and place as may be determined by the Board. Notice of the meeting shall be given through official PPS channels of communication no fewer than thirty (30) days nor more than sixty (60) days before the meeting date.
- Section 2. Special Meetings: Special meetings may be held as deemed necessary by a majority vote of the members of the Board or on written request by two-thirds of the membership. The time and place for holding special meetings shall be determined by the Board.
- Section 3. Voting Body: The voting body of the annual meeting shall consist of the board of directors and all active members of PPS.
- Section 4. Quorum: A majority of the voting members present shall constitute a quorum.

ARTICLE VI: BOARD OF DIRECTORS

- Section 1. Number and Qualification: The board of directors shall consist of a minimum of nine (9) and a maximum of fifteen (15) members, each of whom shall be a Member.
- Section 2. Elections:
- 1) A nominating committee of at least three (3) members shall be appointed by the president with the approval of the board of directors in the spring of each year. The president and vice president of committees serve on the nominating committee. The president shall appoint one (1) member who is not on the current board of directors as the chairperson of the nominating committee.
 - 2) The nominating committee shall present a slate of candidates thirty (30) days prior to elections.
 - 3) Elections shall be by ballot and will be held annually in October of each year. The new board members will assume office on January 1st of the following year.
 - 4) A majority vote shall constitute an election.
- Section 3. Vacancies: Vacancies occurring between elections shall be filled by board of directors appointment.
- Section 4. Term of Office: The term of office of the president, vice president of committees, and vice president of operations shall be for a two-year period, while the terms of office for all other members of the Board shall be for a one year term.
- Section 5. Meetings:
- 1) Board Meetings: The Board shall meet at least quarterly at such times and places as it may decide.
 - 2) Special Meetings: Special meetings may be called by the president and shall be called at the written request of three (3) members of the Board. At least two (2) days' notice shall be given to each board member of the date, time, place and purpose of the meeting.
 - 3) Electronic Meetings: The board of directors is authorized to meet by telephone conference or through other electronic communications media so long as all members may simultaneously hear each other and participate during the meeting.
 - 4) Action Without Meeting: Any action that may be authorized or taken at a meeting of the board of directors may be authorized or taken in writing, without a meeting, if the action is taken by all members. Each board member shall sign a consent describing the action to be taken to be included in the minutes of the next meeting of the board of directors.
- Section 6. Duties and Authority: The Board shall have full power over the affairs of PSPS. The Board shall determine its policies or changes therein within the limits of these Bylaws and shall actively promote its purposes. The

Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

ARTICLE VII: OFFICERS AND THEIR DUTIES

- Section 1. The OFFICERS of PSPS shall consist of the president, vice president of committees, and vice president of operations. Other officers may be established by the Board in order to maintain the normal functions of the organization as needed.
- Section 2. The PRESIDENT shall serve as the leader for the organization, with fiduciary responsibility and as the officer authorized to make decisions on behalf of the membership. The President will maintain a strategic focus and lead the future development of the organization. He or she will be a “quotable expert” on human capital issues in the region and represent the organization to outside groups. The President leads the Executive Committee and convenes and leads Board meetings, board development and succession work. He or she maintains relationships with annual sponsors.
- Section 3. The VICE PRESIDENT OF PROGRAMS shall provide direction and guidance to the activities of Board members and leads the Programs, Leadership Forum, Marketing and Community Connections committees. The Vice President of Programs will help identify future board members from committee participation, support the fulfillment of responsibilities of current committee chairs. The Vice President of Programs participates in planning the board succession process and leads the nominations process. The Vice President of Programs also serves as the President-Elect and will succeed the President upon completion of his or her term.
- Section 4. The VICE PRESIDENT OF FINANCE shall act as the Treasurer for the organization, developing and monitoring annual budgets and providing oversight and guidance for the Board. The Vice President for Finance oversees the activities and relationships associated with Membership and Sponsorship committees, as well as the association’s management firm. He or she establishes board meeting protocol, advises the President on financial and administrative decisions, and leads any research initiatives sponsored by the organization. In the event that the Vice President of Programs cannot serve as President, the Vice President of Finance will be considered first, before general nominations.

ARTICLE VIII: COMMITTEES

The committees of the PSPS shall include programs, membership, sponsorship, leadership forum, marketing and community connections. Other committees may be created as deemed necessary by the Board.

ARTICLE IX: INDEMNIFICATION

Each Board member now or hereinafter serving as such, shall be indemnified by PSPS against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director, or by reason of any action alleged to have been taken, omitted or neglected by him or her as such director.

ARTICLE X: DISSOLUTION

Upon the dissolution of the organization, the Board shall, after paying or making provision for the payment of all the liabilities of the organization, dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations that qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

ARTICLE XI: AMENDMENTS

- Section 1. Amendments to these by-laws shall be by a majority of those members in attendance at the annual meeting or by a majority vote of all members who vote through an electronic ballot distributed to all members.
- Section 2. Amendments to these by-laws may be proposed by the Board of the PSPS acting in concert, or by a PSPS member whose petition is supported by five (5) other PSPS members or by a majority vote of the PSPS members present at the annual meeting of PSPS.