



By-Laws and Articles of Incorporation

of the

PERSONNEL AND INDUSTRIAL RELATIONS ASSOCIATION, INCORPORATED

inc.
Los Angeles, 1954

Article I.

PRINCIPAL OFFICE

The principal office of the Association shall be located in the city of Los Angeles, county of Los Angeles, state of California.

Article II.

OBJECTIVE

The objective of this Association is to advance personnel and industrial relations, (a) by education in fundamental industrial relations methods, practices, and techniques; (b) by gathering and circulating relevant information to members and their managements; (c) by promoting high ethical standards and fostering friendly relations between those whose work it is to synchronize human relationships in business.

Article III.

MEMBERSHIP

Section 1.

The membership of the Association shall consist of five (5) types of membership:

1. Full
2. Life
3. Associate
4. Student
5. Honorary

Membership in the Association shall be limited to persons of good moral character engaged in Personnel and/or Industrial Relations work or studies.

Section 2.

A. Full Membership shall be open to those responsible for or actively engaged in Personnel and/or Industrial Relations activities in a bona fide executive, administrative or professional capacity.

B. Life Membership: Presidents shall automatically become Life Members upon completion of their term of office. By unanimous vote of the Board of Directors, one additional Life Membership may be bestowed in any one calendar year upon a member who has rendered an outstanding service to the Association. Life Members shall have all the privileges of Full Membership without the payment of dues.

Section 3.

A. Associate Membership shall be open to those actively engaged in Personnel and/or Industrial Relations activities for an organization that has at least one (1) Full Membership and bears the recommendation of that full member. Associate members shall not be entitled to receive the roster or special mailings.

B. Student Membership shall be open to Senior or Graduate students in accredited colleges or universities majoring in Personnel and/or Industrial Relations and having a bona fide interest in personnel work and the purpose of the Association, and providing his application bears the approval of his professor or department head. Student members shall not receive the roster, special mailings or the regular badge.

C. Honorary Membership: Persons who have made extraordinary contributions to the advancement of personnel administration may be made honorary members by a unanimous vote of the Board of Directors. They shall have all the privileges of Full Membership without the payment of dues, except the right to vote, hold office, or act as chairman of committees.

Section 4.

The President of the Association shall appoint a membership committee. This committee shall consist of three or more full members who shall also be members of the Board of Directors and the committee may prescribe qualifications for membership in addition to those set forth herein. The membership committee must review all applications for membership submitting their recommendations to the Board of Directors. Such recommendations shall be made by a majority vote. The Board of Directors shall be empowered to either accept or reject the recommendation for membership.

Section 5.

No applicant shall be admitted to membership until he has paid the annual dues in advance. Such dues shall be returnable in case of rejection.

Section 6.

The dues of the full members shall be fifteen Dollars (\$15.00); associate members ten Dollars (\$10.00); and student members five Dollars (\$5.00) per calendar year.

Section 7.

Membership shall be transferable from one individual of a company to another individual of the same company in the event the company has paid the membership dues and the individual to whom the membership is transferred is considered qualified by the Board of Directors. The approval of the majority of the Board of Directors is necessary to effectuate the transfer. A member paying his own dues shall retain membership for as long as he remains in the field of personnel or industrial relations in the same or higher capacity provided that in changing from one employer to another the Board of Directors shall review the circumstances and approve the continued membership. A member may be expelled or suspended from membership for cause by a vote of the majority of the members of the Board of Directors. All rights of a member, including his rights in any assets of the corporation, shall cease upon death, expulsion, resignation or other termination of membership.

Article IV. BOARD OF DIRECTORS

Section 1. NUMBER AND POWERS

The powers, business and property of the Association shall be exercised and controlled by a Board of at least seven Directors. The Board of Directors shall be composed of a minimum of three Directors from each district. Additional Directors will be elected based on the proportion of their district membership to the total membership of the organization. The number of Directors from each district will be governed by the following formula:

1. Districts having 21% to 30% of the total membership shall have four Directors.
2. Districts having over 30% of the total membership shall have five Directors.

The proportion of district membership to total membership shall be based on the count determined by the Secretary on November 1st of each year. The method of districting and geographic partitioning shall be determined by the Board of Directors. There shall be elected from each district three members to

the Board of Directors, except when there is only one district in which case there shall then be elected seven members; and further in the event there are only two districts the Board of Directors shall select one additional member. All members of the Board of Directors shall be full members of the Association. In addition to the powers and authority expressly conferred upon them by these By-Laws the Board of Directors may exercise all such powers and do all such lawful acts and things as are not by statute or these By-Laws or Articles directed or required to be exercised or done by the members or membership committee in connection with the management of the affairs of the association.

Section 2. TERM

The full members of each district shall annually elect full members to the Board of Directors in accordance with rules prescribed by the Board of Directors. Each director shall serve for a term ending on any succeeding annual meeting of the members and until his successor shall have been chosen unless he shall resign, become disqualified or disabled. Prior to the first regularly scheduled January meeting of the Association each district shall elect from among its full members individuals to serve as representatives of that district on the Board of Directors. Such directors shall be elected for the first year as follows: (a) 1 director for a 3-year term; (b) 1 director for a 2-year term; and (c) 1 director for a 1-year term. The director receiving the highest number of votes shall serve for three years, the one receiving the next highest number of votes shall serve for two years and the third director shall serve for one year. After the first year 1 director shall be elected each year thereafter to serve for a three-year term.

Section 3. VACANCIES

In case of any vacancy in the Board of Directors through death, resignation, disqualification or any other cause, the remaining directors, though less than a quorum, by affirmative vote of a majority thereof, may elect a successor from the full members of the Association in the affected district to hold office for the remainder of the calendar year.

Section 4. PLACE OF MEETING

The directors shall hold their meeting and keep the books of the Association at the principal office of the Association in Los Angeles, California.

Section 5. QUORUM

A majority of the directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting.

Article V. AMENDMENT

These By-Laws may be amended or repealed and new By-Laws may be adopted by a plurality vote of full members. Voting shall be by ballot and ballots shall be mailed to all full members by the Secretary. Counting of such ballots shall be made within 15 days after mailing by a special committee appointed by the President.

Article VI.

OFFICERS

Section 1.

The officers of the Association shall be a President, Vice President, Secretary and Treasurer.

Section 2.

All officers must be full members in good standing.

Section 3.

All officers shall be nominated and elected by and from the Board of Directors. Voting shall be by ballot and a plurality of the votes cast shall be sufficient for election to office. Officers shall be elected annually and shall serve until the election and qualification of their successors.

Section 4.

DUTIES OF OFFICERS

The President shall be the Chief Executive of the Association. He shall preside at all meetings of the directors and members and shall perform such other executive duties as shall be assigned to him by the Board of Directors. The President shall designate, appoint the members for, and discharge all committees.

The Vice President shall act for the President during his absence or disability and shall perform such other duties and exercise such powers as the Board of Directors or the President may assign to him.

The Secretary shall keep a record of all minutes of the meetings of the members and directors, give notices of all meetings, provide ballots, and perform any other duties as may be assigned him by the Board of Directors.

The Treasurer shall be in charge of the financial affairs of the Association and shall prepare and deliver to the Board of Directors a statement of the financial condition of the Association at least once a year and at such other times as the Board of Directors may direct. The Treasurer shall deposit all money in the name of the Association in the bank

or banks as may be approved by the Board of Directors. The Treasurer shall pay all debts of the Association. All instruments drawn on the credit of the Association shall be signed jointly by any two officers of the Association to be designated by appropriate resolution of the Board of Directors. Expenditures in excess of fifty dollars (\$50.00) may be made only with the approval of a majority of the Board of Directors. Lesser amounts may be approved by the President. The officers shall give a security bond in an amount determined by the directors and the premium therefor shall be paid out of the treasury of the Association. The Treasurer shall perform such other duties as may be assigned him by the Board of Directors.

Article VII.

MEETINGS

Section 1.

Regular meetings of the members shall be held on call of the President or Board of Directors. The annual meeting of the members of the Board of Directors for the election of officers shall be held on or before the last day of January of each year on call of the President or Board of Directors.

Section 2.

Special meetings of the members may be held at such times and place as the President or the Board of Directors may from time to time determine.

Section 3.

Regular meetings of the Board of Directors shall be held at such time as the President or the Board of Directors may determine and notice thereof is dispensed with. Special meetings of the Board of Directors may be called by the President or any two members of the Board of Directors.

Section 4.

The Secretary shall give five days written notice to every full or associate member of the Association of all regular and special meet-

These By-Laws amended December 11, 1950 and May 4, 1954

ings of the members, describing the nature of the business to be acted upon. The Secretary shall give twenty-four hours notice to each member of the Board of Directors in the event of the calling of a special meeting of the Board.

Section 5.

At a meeting of the members, a quorum shall be 10 per cent of the full members; at a committee meeting a majority shall be a quorum. Voting privileges are reserved to full members whose dues are not in arrears.

Article VIII.

SEAL

The Board of Directors shall provide a suitable seal containing the name "Personnel and Industrial Relations Association, Incorporated" and the words "incorporated 1945 California," or other appropriate words, which seal shall be in the charge of the Secretary.

Article IX.

MEMBERSHIP CERTIFICATES

There shall be issued to each member a certificate of membership, and, at the commencement of each calendar year, a membership card. Such certificate and membership card shall certify that such member is a member in good standing, shall contain such other wording as the Board of Directors from time to time may determine, and shall be signed by the President and Secretary of the Association. In the event a member shall cease to be a member either because of failure to pay his dues or expulsion from membership, he shall immediately surrender his membership certificate and membership card and shall be liable for the payment of dues until the same shall have been surrendered to the Secretary of the Association.

Article X.

ORDER OF BUSINESS

Order of business shall be according to latest edition of "Robert's Rules of Order."

ARTICLES OF INCORPORATION

The Undersigned do hereby voluntarily associate themselves for the purpose of forming a private, non-profit corporation under and pursuant to the provisions of Division First, Part IV, Title XII, Article I, of the Civil Code of the State of California, and we hereby certify:

First: The name of this corporation is PERSONNEL AND INDUSTRIAL RELATIONS ASSOCIATION, INCORPORATED.

Second: The purposes for which this corporation is formed are:

(A):

1. To advance personnel and industrial relations, (a) by education in fundamental industrial relations methods, practices, and techniques; (b) by gathering and circulating relevant information to members and their managements; (c) by prompting high ethical standards and fostering friendly relationships between those whose work it is to synchronize relationships in business.

2. This corporation does not contemplate pecuniary gain or profit to the members thereof.

(B):

In order to carry out the foregoing purposes, this corporation shall have power to purchase and otherwise acquire, convey, exchange, lease, mortgage, encumber, transfer upon trusts, or otherwise

dispose of all property, real or personal, and to borrow money, contract debts and issue bonds, notes and debentures and secure the same by mortgage, deed of trust or pledge of the property of the corporation; to enter into, make, perform and carry out contracts of every kind which may be necessary or convenient to accomplish the purposes of the corporation, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

Third: The county in this state where the principal office for the transaction of the business of the corporation is to be located is the County of Los Angeles.

Fourth: The number of directors of the corporation shall not be less than seven, and the names of the persons who are charter members of the Board of Directors and who are appointed to act in the capacity of directors until the election of their successors are as follows:

A. W. Abrahamsen
A. J. Alstrom
Armond J. Bas
Lewie C. Borden
Louis West Clark
E. L. Dalany
L. W. Dill
Richard K. Frank
Karl Hansen

E. B. Hassett
G. S. Honey
E. E. Kenway
C. C. Lincoln
Roy I. Madsen
F. N. Pauly
Lewie S. Peck
Ralph B. Smith
F. E. Vaughan

Authority is hereby granted to change the number of directors from time to time by the adoption of a by-law or amendment thereof.

Fifth: The membership of the Association shall consist of full members and such other classes of members as may be provided by the by-laws.

Full membership shall be limited to company executives responsible to management for personnel and industrial relations activities but such membership may include, regardless of position, those recommended by the membership committee with the approval of 75 per cent of the Board of Directors.

The authorized number and qualifications of its members, the different classes of membership, the property, voting, and other rights and privileges of each class of membership, and the liability of each or all classes to dues or assessments and the method of collection thereof shall be set forth in the by-laws.

Sixth: The existing unincorporated association which is hereby incorporated has been known and designated by the name of Personnel and Industrial Relations Association.

Seventh: The Articles of Incorporation may be amended by an affirmative vote of not less than two-thirds of the full membership.

IN WITNESS WHEREOF, the undersigned, who are the directors herein named, have hereunto set their hands this 20th day of November, 1945.