

Triangle Technical Recruiters Association Bylaws

Article I *Name*

Section 1: The name of the Association shall be "Triangle Technical Recruiters Association (TTRA)".

Section 2: The principal office of the Association shall be located at the business address of the current association president. The Association may have other such offices as may from time to time be designated by the Board of Directors.

Article II *Purpose*

Triangle Technical Recruiters Association is a non-profit organization for individuals in the technical recruiting industry. The mission/purpose of the group is to provide leadership for our profession and information to the public as necessary to promote and develop awareness of issues of importance to our members..

Article III *Fiscal Year*

The fiscal year, for financial purposes only, shall commence on January 1st and shall end on December 31st.

Article IV *Seal*

The Association shall have a seal of such design as the Board of Directors may adopt.

Article V *Membership*

Section 1: Membership in TTRA is open to anyone involved in the recruiting of technical professionals and networking is highly encouraged.

Section 2: All members must be approved by the Board of Directors without regard to race, sex, creed, religion, national origin, age, disability, or veteran status. Each member shall have one vote.

Section 3 : Application for membership shall be made in writing on a form prescribed by the Board of Directors.

Section 4 : Every Active Member shall be entitled to one vote at elections and meetings of the Association.

Section 5 : Whenever, in the judgment of the Board of Directors, any question shall arise which it considers should be put to a vote of the Active Membership, and when it deems it inexpedient to call a special meeting for such purpose, the Directors may, unless otherwise regulated by these bylaws, submit such a matter to the membership in writing by email for vote and decision and the question thus presented shall be determined

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according to a majority of the votes received by email within thirty (30) days after such submission to the membership, provided that in each case votes of at least fifty-one percent (51%) of Association members be received. Signed facsimile and signed electronic mail responses shall be accepted as a vote by mail. Any and all action taken in pursuance of a majority vote in each case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

Article VI *Dues & Assessments*

Section 1 : The annual dues for each member of the Association shall be determined by the Board of Directors. Dues will be billed according to a calendar year January 1 through December 31.

Article VII *Board of Directors & Officers*

Section 1 : The Board of Directors shall have supervision, control, and direction of the affairs of the Association, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its objectives, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary. The Board of Directors shall have the authority to employ executive and management services, to fix term and compensation for such services, to designate executive officer titles, and to designate duties and authority to those performing such services.

Section 2: The Board of Directors shall be comprised of the following voting members: Five (5) officers: President, Immediate Past President, Vice President/President Elect, Secretary, and Treasurer; and Four (4) Directors/Board Members at Large. Officers and Directors/Members at Large shall be elected annually by the general membership. Each Officer and Director shall have one (1) vote on all matters.

In addition, the Board of Directors may elect up to four (4) Associate (non-voting) Board Members to assist with the leadership of the association as may be needed from time to time.

Section 3 : Meetings shall be called by the President on an as needed basis or shall be called upon demand of a majority of the members of the Board of Directors. The Board of Directors shall have a regular meeting at the time and place of the annual meeting and shall have at least nine (9) additional scheduled Board meetings planned for each calendar year. A calendar of prospective Board meetings will be maintained by the Board at least six (6) months in advance of each meeting. Notice of all scheduled Board meetings shall be sent to each member of the Board in timely fashion, and every reasonable effort shall be made to notify each member of the Board of upcoming meetings. The Board may by majority vote choose

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to meet by using teleconference or video conference techniques.

Section 4 : A quorum shall be a majority of the entire Board at any meeting of the Board of Directors. Any Board Member requesting absence from a meeting must offer his/her proxy vote to the President should a quorum/vote be required during their absence. A proxy vote allows the President to cast a vote as he/she deems or to rule in the majority of those present. If a quorum is not established at the start of each meeting, any voting must be adjourned until a quorum can be established.

Section 5 : Upon election to the Board of Directors, commitments to be an active member of the TTRA Board are required as follows: For each term committed (term equals one year) it will be the policy that failure to attend two (2) consecutive scheduled meetings, per term, without advanced notification or failure to attend a total of five (5) scheduled meetings, per term, regardless of notification, shall constitute resignation from the Board. Exception to this policy is at the discretion of the Board of Directors.

Section 6 : Vacancies that may occur on the Board by reason of death, resignation, or otherwise, may be filled by the remaining members of the Board for the un-expired term.

Section 7 : The President shall be the chief officer of the Association, and shall preside at meetings of the Association and of the Board of Directors. The President shall be a member of all committees except the committee on nominations. The President shall appoint all Committee Chairs to their positions and shall assign duties and responsibilities to the Directors/Board Members at Large. The President shall also, at the annual meeting of the Association, and at such other times as he/she shall deem proper, communicate to the Association or the Board of Directors, such matters and make such suggestions as may in his/her opinion tend to promote the welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident to the office of the President, or as may be prescribed by the Board of Directors.

Section 8 : The Vice President/President Elect shall act as President in the absence of the President, and with like authority and effect. The Vice President/President Elect shall be a member of all committees and shall chair the committee on nominations.

Section 9 : The Secretary shall give notice and attend all meetings of the Association and the Board of Directors and shall keep an official record of meeting proceedings.

Section 10 : The Treasurer will be authorized to receive all monies coming to the Association and disburse Association funds by direction of the Board of Directors on the signature of the Treasurer in combination with either the

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President or other designated officer. The Treasurer shall keep written or computerized records of all financial dealings and shall regularly report the Association's financial status to the Board of Directors and to the general membership at the annual meeting.

Section 11: The President of the Association shall assign duties to the Directors at Large for each service year and shall be at the advice and consent of the Board of Directors.

Article VIII *Resignations & Expulsions*

Section 1: Resignations shall be made in writing and sent to the Secretary. No resignation shall be accepted unless and until the member presenting it has paid all current indebtedness to the Association.

Section 2 : Charges preferred against any member must be made in writing and sent to the President or Secretary. The Secretary shall conduct an immediate investigation of all charges through all sources available and bring a report to the next meeting of the Board of Directors for appropriate action.

Section 3 : Any member, after a hearing where the member has been given notice and an opportunity to be heard, may be dropped from membership for breaches of the Standards of Ethical Practices, by recommendation by the Board of Directors and a majority vote of the Association members, provided written notice of hearing is given a least sixty (60) days prior to such action.

Section 4 : Any member of the Board of Directors against whom charges have been preferred shall be deprived of his/her vote at any hearings on his/her case.

Section 5 : Any member expelled from membership for the cause set forth in Article VIII, shall be indebted to the Association for the current year's dues.

Article IX *Committees*

Section 1 : All new, standing committees, except where otherwise provided, shall be appointed by the President and shall be presented to the Board of Directors for ratification within sixty (60) days following the annual election.

Section 2 : The following committees shall be known as standing committees :

- Membership Committee
- Programs Committee

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- Communications & Public Relations Committee
- Executive Committee (consisting of the five officers)

Section 3 : Other committees may be formed for any specific purpose at any time by the appointment of the President and with the approval of the Board of Directors.

Article X *Membership and Board of Director Meetings*

Section 1 : The Association will hold an annual meeting, the date to be held during the months of September or October, the date to be set by the Board of Directors. The annual meeting may be held in conjunction with a Fall Conference or be a special called meeting of Association members. The annual meeting will include election and installation of officers. There will be a minimum of ten (10) meetings of the Board of Directors per year. Other meetings may be set by the Board of Directors at its discretion.

Section 2: Special meetings of the Association may be called by the President or the Board of Directors, or shall be called by the President upon written request of one third (1/3) members of the Association. Notice of any special meeting shall be mailed to each member at his/her last recorded address at least ten (10) days in advance, with a statement of time and place and information as to the subject or subjects to be considered.

Section 3: A majority of the voting members in attendance at any meeting of the Association shall constitute a quorum.

Section 4: The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules laid down in "Robert's Rules of Order, Newly Revised" shall govern all deliberations, when not in conflict with these bylaws.

Article XI *Nominations and Elections*

Section 1 : The general membership shall elect annually a President, a Vice President/President Elect, a Secretary, a Treasurer, and four (4) Directors/Members at Large. These Officers and Directors, in addition to the Immediate Past President of the Association shall be elected at the annual meeting in September or October of each year.

Section 2: Additional nominations may be made from the membership, provided the nominee has given his/her prior approval.

Section 3: Elections shall be by ballot and written proxies of absent members of the Association and a majority of the votes cast shall elect. Notice of the nominating slate and ballot will be mailed out to the membership thirty (30) days before the election.

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Section 4: Officers and Directors, in addition to the Immediate Past President of the Association, shall serve a one (1) year term from January 1 to December 31st of the calendar year following their election. The calendar year thus coincides with the fiscal year of the Association.

Section 5: Any term limitation issues associated with future Board service shall be considered by each successive board as a mandatory agenda item based upon the prevailing circumstances during each service year.

Article XII *Limitation of Liability*

Section 1: Limitation of Liability — Nothing herein shall constitute members of the Association as partners for any purpose. No member, officer, director, agent, or employee of this Association shall be liable for the acts or failure to act on the part of any other member, officer, director, agent, or employee of the Association. Nor shall any member, officer, director, agent, or employee be liable for his/her acts or failure to act under these bylaws, excepting only acts or omissions to act arising out of his/her willful misfeasance and malfeasance.

Section 2 : Indemnification — Any officer or director of the Association or former officer or director of the Association shall be reimbursed against the reasonable expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been a director or officer or by reason of them currently serving as a director or officer of the Association, except in relation to matters as to which such director or officer or former director or officer, shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated on the existence of such liability.

Article XIII *Amendment*

These bylaws may be altered, amended, or repealed upon recommendation of the Board of Directors and by the affirmative vote of a majority of the active membership.