

BYLAWS
OF THE
Leading Edge Human Resources Network (LEHRN)

ARTICLE I

NAME

The name of this corporation is the Leading Edge Human Resource Network (“LEHRN”)

ARTICLE II

PURPOSES

The LEHRN is organized for the purposes of:

- i. Professional membership organization dedicated to providing networking opportunities and educational resources for people interested in human capital management principles.
- ii. Provide information regarding integrating information technology and human resource information management.

ARTICLE III

REGISTERED OFFICE AND AGENT

The LEHRN shall have and continuously maintain in the State of Minnesota a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or outside the State of Minnesota and such other registered agents as the LEHRN Board may determine from time to time.

ARTICLE IV

MEMBERS

Section 1. Membership. Any individuals who is interested in supporting the purposes of the LEHRN may be members of the organization..

Section 2. Voting Rights. Each Member is entitled to one vote on each matter submitted to a vote of the LEHRN Members.

Resignation. Members may resign from LEHRN at any time by giving written notice to the Secretary. Any Member resigning from LEHRN continues to be responsible for all dues and charges until the end of the membership year.

Section 3. Termination of Membership. Membership in LEHRN may be terminated for cause. Sufficient cause for such termination of membership is a violation of the Bylaws, Code of Ethics or any rule or practice of LEHRN. Expulsion is by two-thirds (2/3) vote of the entire membership of the LEHRN Board of Directors, provided that a statement of the charges was mailed by certified mail to the last recorded address of the Member at least fifteen (15) days before final action is to be taken. This statement must be accompanied by a notice of the time and place of the meeting of the LEHRN Board of Directors at which the charges will be considered, and the Member may appear in person or via conference call, at the discretion of the LEHRN, and/or be represented by counsel, and may present any defense to the charges before by the LEHRN Board takes action. In addition, the membership of any Member who becomes ineligible for membership or who is sixty (60) days or more in default of the payment of any dues or charges will be terminated automatically. In special circumstances, such termination may be delayed by the LEHRN Board.

ARTICLE V

DUES AND ASSESSMENTS

The LEHRN Board will determine the initial and annual membership dues for Members of the LEHRN, and the time for paying such dues and other assessments, if any.

ARTICLE VI

MEMBERSHIP MEETINGS

Section 1. Meetings. An annual meeting of the Members for receiving reports, and for such other business as may properly come before the meeting, shall be held at such day, time and place as may be determined by the LEHRN Board.

Section 2. Special Meetings. Special meetings of the Members may be called by the President, by the LEHRN Board, or upon written request to the Secretary (stating the purpose of the proposed meeting) signed by at least one-tenth of the Members.

Section 3. Notice. Written notice of annual or special meetings of the Members must state the time, date and place of the meeting and must be delivered at least ten (10) and no more than sixty (60) days prior to the date of such meeting. In the case of a special meeting or when required by statute or by these LEHRN Bylaws, the purpose for which the meeting is called must be stated in the notice.

Section 4. Quorum. Except as otherwise provided by law or by these LEHRN Bylaws, the presence in person or by proxy of not less than one-tenth of the Members constitutes a quorum at any meeting of the Members.

Section 5. Action by Majority Vote. Except as otherwise provided by law or these LEHRN Bylaws, all questions must be decided by the vote of a majority of the Members entitled to vote and present in person or by proxy at a duly held meeting at which a quorum is present.

Section 6. Robert's Rules of Order. Except as set forth in these LEHRN Bylaws, the current edition of Robert's Rules of Order shall govern the conduct of all meetings of the LEHRN, insofar as such rules are not inconsistent with law, these Bylaws, or the LEHRN's Articles of Incorporation.

Section 7. Mail Vote. Voting by regular or electronic mail is permitted for any item of business. Unless the action of a greater number is required by law or these Bylaws, the act of a majority of ten percent (10%) of the voting Members returning ballots by a date certain is considered an act of the Members.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the LEHRN are managed by the LEHRN Board of Directors, which supervises, controls, and directs the affairs of the LEHRN, determines its policies or changes therein within the limits of these LEHRN Bylaws, actively furthers its purposes, and has discretion in the disbursement of its funds. The LEHRN Board may adopt rules and regulations for the conduct of its business that it deems advisable and may, in the execution of the powers granted, appoint agents it may consider necessary.

Section 2. Composition, Election, Tenure and Qualification. LEHRN Board of Directors is composed of the LEHRN Officers and a minimum of five Members of the LEHRN ("LEHRN Board Members-at-Large"), all of whom are elected to the Board [by the membership] OR [by the Board of Directors]. Each member of LEHRN Board must serve a term of office of two years or until his/her successor has been elected.

Section 3. Regular Meetings. LEHRN Board of Directors may provide by resolution the day, time and place for the holding of regular meetings of the LEHRN Board without other notice than such resolution provided, however, that at least four regular meeting(s) of the LEHRN Board must be held in each calendar year.

Section 4. Special Meetings. Special meetings of the LEHRN Board may be called by or at the request of the President or any three (3) LEHRN Board members.

Section 5. Notice. Notice of any special meeting of the LEHRN Board must state the day, time, place and purpose of the meeting, and be delivered at least ten (10) days prior to the date of such meeting, except that notice of any special meeting to be held by telephone conference call may be given at least twenty-four (24) hours in advance of the call.

Section 6. Quorum. A simple majority of the LEHRN Board of Directors constitutes a quorum for the transaction of business at any meeting of the LEHRN Board. If a quorum is not present, a majority of those members of the Board of Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the LEHRN Board of Directors unless otherwise provided by law or by these LEHRN Bylaws.

Section 8. Vacancies. In the event that a LEHRN Director or Officer, other than the President, becomes unable to serve, the LEHRN Board of Directors may elect, by majority vote, a LEHRN Member who is in good standing to fill the vacancy for the remainder of the term. In the absence of the President, or in the event of his/her death, inability or refusal to act, the Vice President will perform the duties of the President and, when so acting, will have all of the powers of and be subject to all of the restrictions upon the President.

Section 9. Resignation. Any LEHRN Board member may resign at any time by giving written notice to the President.

Section 10. Annual Reports to the Membership. The LEHRN Board of Directors must submit to the membership at each Annual Meeting a report showing the state of LEHRN and a financial statement setting forth the transactions of the LEHRN during the previous fiscal year.

Section 11. Telephone Conferences. Members of the LEHRN Board or of any committee designated by the LEHRN Board, may take any action permitted or authorized by these Bylaws through use of telephone conference or similar telecommunications equipment by means of which all persons participating in such meeting can communicate with each other. Participation in such a meeting pursuant to this subsection constitutes presence in person at such meeting.

Section 12. Mail Vote. Any action requiring a vote of the LEHRN Board may be taken by mail ballot. The action is effective upon the unanimous approval of the LEHRN Board members entitled to vote.

ARTICLE VIII

OFFICERS

Section 1. Officers. Officers of the LEHRN Board are elected by the LEHRN Board from among the membership of the Board, and consist of a President, Vice President, Secretary, Treasurer, and such other officers as may be determined from time to time by the LEHRN Board.

Section 2. Election and Term of Office. It is the responsibility of the President to coordinate this meeting of the LEHRN Board and election of officers. Each Officer holds office for a term of two years or until his/her successor has been duly elected and qualified. Officers may succeed themselves in office if duly elected.

Section 3. Removal. Any officer may be removed by a two-thirds vote of the entire LEHRN Board whenever in their judgment the best interests of LEHRN would be served thereby.

Section 4. President. The President is the principal elected officer of the LEHRN and, in general, directs all of the affairs of LEHRN. The President presides at all meetings of the LEHRN Board of Directors. The President may appoint, with the consent of the LEHRN Board, standing committees, ad hoc committees, and their respective chairs. The President is an ex officio member of all committees and may sign, with another proper Officer of the LEHRN authorized by the LEHRN Board, any deeds, mortgages, bonds, contracts or other instruments which the LEHRN Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the LEHRN Board or by these Bylaws or by statute to some other Officer or agent of LEHRN. In general, the President performs all duties incident to the office of LEHRN President, and such other duties as may be prescribed from time to time by the LEHRN Board of Directors.

Section 5. Vice President. The Vice President acts in the absence of and/or in support of the President in the performance of his/her duties. The Vice President, in general, carries out the duties of Vice President and such other duties as may be assigned by the President or the LEHRN Board.

Section 6. Treasurer. Subject to the rules, decisions and policies of the LEHRN Board, the Treasurer audits, manages, controls and authorizes both collection and disbursement of all funds of the LEHRN and keeps an account of all moneys received and expended by LEHRN. The Treasurer, in general, carries out the duties of Treasurer and such other duties as may be assigned by the President or the LEHRN Board.

Section 7. Secretary. The Secretary prepares and distributes minutes of the meetings of the members and the LEHRN's Board of Directors, maintains and updates LEHRN Board membership and historical records, and is responsible for any mailings required by the LEHRN Board. The Secretary, in general, carries out the duties of Secretary and such other duties as may be assigned by the President or the LEHRN Board.

Section 8. Advisory Members. The LEHRN Board of Directors may appoint other individuals to serve in an advisory, non-voting capacity to the Board and may invite advisory members and other guests to attend meetings of the LEHRN Board.

ARTICLE IX

COMMITTEES

Section 1. Committees. An Executive Committee comprised of the President, Vice President, Treasurer, and Secretary may act on behalf of the LEHRN Board of Directors in the intervals between meetings of the LEHRN Board; is chaired by the President; and will report to the LEHRN Board of Directors at its next succeeding meeting any action taken. A majority of the Executive Committee constitutes a quorum for the transaction of business. Meetings may be called by the LEHRN President or by any two (2) Executive Committee members.

Section 2. Other Committees. Other committees not having and exercising the authority of the LEHRN Board in the management of the LEHRN may be designated by a resolution adopted by a majority of the members of the LEHRN Board present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, the President appoints the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of LEHRN are served by such removal.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum. Unless otherwise provided in the resolution of the LEHRN Board designating a committee, a majority of the whole committee constitutes a quorum and the act of a majority of the members present at a meeting at which a quorum is present is the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these LEHRN Bylaws or with rules adopted by the LEHRN Board.

ARTICLE X

DIRECTORS AND STAFF

Section 1. Executive Director. The Executive Director is an independent contractor, hired by the board. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all LEHRN Board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The LEHRN Board can designate other duties as necessary.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts. The LEHRN Board may authorize, in writing, any officer or officers, agent or agents of LEHRN, in addition to the officers so authorized by these LEHRN Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of LEHRN, must be signed by such officer or officers, agent or agents of LEHRN and in such manner as is determined from time to time by resolution of the LEHRN Board. In the absence of such determination by the LEHRN Board, such instruments must be signed by the Treasurer and countersigned by the President or the Vice President.

Section 3. Deposits. All funds of the LEHRN must be deposited from time to time to the credit of LEHRN in such banks, trust companies or their depositories as the LEHRN Board selects.

Section 4. Bonding. The LEHRN Board may provide for the bonding of such officers and employees of the LEHRN as it may from time to time determine.

ARTICLE XII

BOOKS AND RECORDS

The LEHRN must keep correct and complete books and records of account and also keep minutes of the proceedings of its members and Board of Directors. In addition, LEHRN must keep at its registered or principal office a record of the names and addresses of the members entitled to vote.

ARTICLE XIII

FISCAL YEAR

The fiscal year of LEHRN shall begin on the first day of August and end on the last day of July each year.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the not-for-profit corporation act of the State of Minnesota or under the provisions of the Articles of Incorporation or Bylaws of LEHRN, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV

INDEMNIFICATION

LEHRN may provide for the indemnification of all officers, LEHRN Board members, employees and agents of LEHRN to the full extent permitted by the not-for-profit corporation act of the State of Minnesota, and is entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the LEHRN Board.

ARTICLE XVI

AMENDMENTS TO BYLAWS

These LEHRN Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority vote of the LEHRN Board of Directors, provided that at least thirty (30) days' written notice is given of intention to alter, amend or repeal these LEHRN Bylaws and to adopt new bylaws prior to the specified date of the vote.