

REVISED WEDNESDAY SEPTEMBER 28, 2009

BYLAWS FOR

ARKANSAS SHRM STATE COUNCIL, INC.

**ARTICLE I
NAME**

The name of the organization shall be "Arkansas SHRM State Council, Inc." ("the Council").

**ARTICLE II
OFFICES**

The principal office of the Council shall be located at the residence or business place of the State Council Director. The Council may also have offices at other places as determined by the Governing Body of the Council.

**ARTICLE III
PURPOSES**

The purposes of the Council shall be to:

- 1) Promote the purposes of the Society for Human Resource Management ("SHRM") by providing a structure for SHRM members in the State of Arkansas ("the State");
- 2) Consult concerning the affairs, activities, needs and problems of SHRM in the State and adopt programs which will promote the progress and welfare of SHRM in the human resource management profession as a whole, including, without limitation, the provision of channels of communication between SHRM affiliated Chapters ("Chapters"), the Council, and the appropriate SHRM Regional Council;
- 3) Provide services to all members of the human resource management profession within the State; and
- 4) Provide leadership training for human resource management professionals in the State.

**ARTICLE IV
FISCAL YEAR**

The fiscal year of the Council shall be the calendar year.

**ARTICLE V
GOVERNING BODY**

- A. Powers and Duties. The Governing Body shall constitute the Board of Directors of the Council, and shall manage and control the property, business and affairs of the Council, and in general exercise all powers of the Council including, but not limited to review and approval, when necessary, of contracts, programs, conferences, and other Council sponsored events, programs, procedures or activities.
- B. Membership.
1. The voting members of the Governing Body are:
 - a. One (1) State Director;
 - b. One (1) Past State Director (for one (1) calendar year following the individual's term as State Director);
 - c. One (1) State Director-Elect;
 - d. One (1) Secretary/ Treasurer;
 - e. One (1) Governmental Affairs Director;
 - d. One Communications and Awards Director;
 - e. One (1) At-Large Director;
 - f. As many Chapter Presidents as there are SHRM affiliated Chapters within the State;
 - g. One (1) Professional Development Director;
 - h. One (1) Core Leadership Area Director; and
 - i. One (1) Chapter Advocate Director/Second State Director Elect
 2. The Governing Body shall contain as many non-voting members as the State Director deems necessary and appropriate to carry out the purposes and conduct the general business affairs of the Council.
- C. Qualification. All members of the Governing Body, voting and non-voting, must be SHRM members in good standing.
- D. Election and Appointment/Term of Office.
1. The Nominating Committee makes recommendations for State Director, State Director Elect, Chapter Advocate Director/Second State Director

Elect, and Secretary/Treasurer. However, any member of the Governing Body may nominate any member of the Governing Body for State Director, State Director Elect, Chapter Advocate Director/Second State Director Elect or Secretary/Treasurer. If the Council is unable to recruit a nominee for State Director, State Director Elect, Chapter Advocate Director/Second State Director Elect, or Secretary/Treasurer from the current Governing Body, then the Nominating Committee or any current member of the Governing Body may nominate a former member of the Governing Body or, with respect to the position of Secretary/Treasurer, an individual who has served in a leadership role with a SHRM-affiliated Chapter, for a position. The State Director, the State Director Elect, the Chapter Advocate Director/Second State Director Elect, and the Secretary/Treasurer for the upcoming year shall be elected from the current year's Governing Body by its voting members no later than November of each year. The State Director shall appoint all Directors, except the State Director Elect and the Chapter Advocate Director/Second State Director Elect, subject to approval by the Governing Body. If the State Director Elect or Chapter Advocate Director/Second State Director Elect position becomes vacant, the Nominating Committee shall convene before the next properly called meeting of the Governing Body to make a recommendation on an individual to fill the applicable position. At the next properly called meeting of the Governing Body, the Nominating Committee shall present its recommendation and the Governing Body will elect a successor. The successor to the State Director Elect position should be a current member of the Governing Body. However, if a current member of the Governing Body cannot serve as State Director Elect, a former member of the Governing Body may serve.

2. The State Director will appoint any non-voting members of the Governing Body, with the concurrence of a majority of the members of a majority of the members of the Governing Body.
3. Members of the Governing Body must be SHRM members in good standing within the State of Arkansas.
4. Except as described in this Paragraph, all members of the Governing Body shall be elected or appointed, to a two-year term beginning January 1 and ending December 31. All positions other than State Director, State Director Elect, and Secretary/Treasurer may serve one (1) additional two (2) year term for a total of four (4) consecutive years. Exceptions:
 - a. The State Director will serve a one (1) year term, and may seek approval of the Governing Body to serve two (2) additional terms of one (1) year each. Unless the State Director notifies the Governing Body before October 1, that he/she does not intend to seek an additional term(s), the State Director's term will be automatically

extended. If for any reason the State Director position is filled during mid-term, the partial term shall be considered a full one (1) year term. Under those circumstances, upon request from the individual filling the State Director position, the Governing Body may vote to allow an additional one (1) year term.

- b. The State Director Elect, the Secretary/Treasurer, and the Chapter Advocate Director/Second State Director Elect may serve one (1) additional one-year term, for a total of three (3) consecutive years.
 - c. The Governmental Affairs Director will be appointed to a three (3) year term beginning January 1 and ending December 31. The Governmental Affairs Director may serve one (1) additional one (1) year term for a total of four (4) consecutive years.
 - e. The State Director shall appoint a General Counsel for the Council for each year. There is no limit on the number of terms the General Counsel may be appointed.
- E. Removal. Any member of the Governing Body may be removed for cause when the member's actions are contrary to the best interests of the Council or SHRM, upon a two-thirds vote of the entire voting members of the Governing Body, after having been given an opportunity for an informal hearing before the Governing Body. In addition to removal for cause, Chapter Presidents will be replaced to the extent they vacate or are succeeded as President of their respective SHRM Chapter. The voting members of the Governing Body should decide, upon a two-thirds vote of the voting members present at a properly called meeting, removal on any other basis.
- F. Vacancies. The State Director Elect shall fill any vacancy in the State Director position, for the un-expired term. Any vacancy in any other position on the Governing Body other than Chapter Presidents shall be filled by appointment by the State Director. Any vacancy in the Chapter President position will be filled when the respective Chapter elects or appoints a new President.
- G. Governing Body Meetings. The Governing Body shall meet quarterly, and the first of the quarterly meetings shall be held before March 31.
- H. Special Meetings of the Governing Body. Special meetings of the Governing Body may be called by the State Director, or in the case of the absence or disability of the State Director, by the State Director Elect, or by a written request of a majority of the voting members of the Governing Body.
- I. Notice. Notice to members of the Governing Body of any meeting (except in the case of any meeting on a regularly scheduled day of the week, month, or year) shall be (i) given at least two (2) days in advance if by written notice delivered personally or by

facsimile transmission or by email, or (ii) sent at least four (4) days in advance if by written notice mailed to each such member's home or business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile transmission or email, such notice shall be deemed to be delivered upon transmission. Any member may waive notice of any meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

J. Quorum: Governing Body Action. One-half (1/2) of the entire number of voting members of the Governing Body, plus one (1), shall constitute a quorum for the transaction of business. The act of a majority of voting members present at any meeting at which there is a quorum shall be the act of the Governing Body, except to the extent that the Bylaws or state law may require a greater number.

K. Presiding Member. At all meetings of the Governing Body, the State Director shall preside. In the absence of the State Director, the State Director-Elect shall preside.

L. Ex-Officio Members. The State Conference Chair, Leadership Conference Chair, Employment Law & Legislative Affairs Conference Chair, and the Core Leadership Area Chairpersons will serve as Ex-Officio members of the Governing Body, and can, but are not normally required to, attend all Governing Body meetings. Further, the State Director may appoint, with approval of the Governing Body, other Ex-Officio members as deemed necessary and appropriate to perform the functions of the State Council. The Governing Body may periodically request Ex-Officio Members to attend a Governing Body meeting and/or provide information to the Governing Body.

M. Location and Means of Meetings. Regular or special meetings of the Governing Body or the Executive Committee may be conducted in-person, by telephone, by teleconference, or by other electronic means.

N. Action Without A Meeting. Any action required or permitted to be taken at a meeting of the Governing Body, or any committee thereof, may be taken without a meeting if the action is taken by all members of the Governing Body. The action must be evidenced by one or more written consents describing the action taken, signed by each member, and included in the minutes filed with the corporate records reflecting the action taken. Any action taken under this section 8 shall be effective when the last member has signed the consent, unless the consent specifies a different effective date, which effective date shall control. A consent delivered by facsimile transmission or email shall constitute a valid signed consent. A consent signed under this section 8 has the effect of a meeting vote and may be described as such in any document.

O. Telephonic Meetings Permitted. Members of the Governing Body, or any committee designated by the board, may participate in a meeting of such board or

committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

VI. EXECUTIVE COMMITTEE

- A. Composition. The Executive Committee will be composed of:
1. The State Director;
 2. The Past State Director;
 3. The State Director-Elect;
 4. The Secretary/ Treasurer;
 5. The At-Large Director;
 6. The Chapter Advocate Director/Second State Director Elect; and
 7. A representative of the Chapter Presidents. At the Leadership Conference each year, the Chapter Presidents will elect one Chapter President to serve on the Executive Committee.
- B. Powers. The Executive Committee shall have and may exercise all the powers of the Governing Body (when the Governing Body is not in session) in the management and affairs of the Council (and may authorize the seal of the Council to be affixed to all papers which may require it, except that the Executive Committee shall have no power to (a) elect directors; (b) alter, amend or repeal these By-laws; (c) alter, amend or repeal any resolution or resolutions of the Directors designating the Executive Committee; or (d) appoint any member of the Executive Committee.
- C. Meetings. Regular meetings of the Executive Committee may be held at such time and place, within the State of Arkansas, as set by the Executive Committee. Email notice of any meetings of the Executive Committee shall be provided to the Governing Body. Special meetings of the Executive Committee may be called at any time upon request of two (2) or more voting members of the Governing Body or by any member of the Executive Committee. Special meetings shall be held at such place, within the State of Arkansas, as set by the State Director. The date and location of the meeting shall be stated in the notice of the meeting. The Executive Committee may, upon agreement of all Committee members, meet by teleconference. Notice of each special meeting of the Executive Committee shall be given in the same manner as notice of a meeting of the Governing Body, except that notice may be provided with seven (7), rather than 15, days notice. If an emergency occurs and minimum notice is not provided, the minimum notice provisions may be waived in writing by all Executive Committee members. The Executive Committee must provide notice to all members of the Governing Body, with respect to any action taken by the Executive Committee, within 10 days after

the action was taken.

- D. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business and the act of a majority of the Executive Committee members shall be the act of the Executive Committee.

ARTICLE VII RESPONSIBILITIES OF GOVERNING BODY MEMBERS

The responsibilities for the Governing Body members are generally described as outlined below and in the position descriptions maintained by the Secretary/Treasurer. The Governing Body may modify the position descriptions as it deems necessary.

1. State Director. The State Director is the chief elected officer of the Governing Body, and shall be responsible for initiating policies, strategies, and objectives of the Council consistent with SHRM policies. The State Director shall preside over meetings of the Governing Body, and is an ex-officio member of all Council Committees. The State Director shall assign responsibilities among the members of the Governing Body. The State Director must be certified by HRCI.
2. State Director-Elect. The State Director Elect shall support the State Director in Council activities as well as be accountable to review the SHRM Honor State Council Guidelines, and work with all Governing Body members to ensure that the Council works towards meeting the required Honor State Council requirements/guidelines. If the State Director is not able to complete the term of the office, the State Director Elect will do so.
3. At-Large Director. The At-Large Director shall provide leadership and communication for those SHRM members not represented by a SHRM chapter. The At-Large Director shall promote SHRM membership among practicing members of the human resources management profession, identify potential leaders for the Council, provide direction, assistance and support of professional development activities within the State, region and national SHRM organizations, and develop and facilitate communications between SHRM and the Council.
4. Governmental Affairs Director. The Governmental Affairs Director is responsible for monitoring and evaluating legislative, regulatory, and legal actions that may have an impact on the human resource management profession and to communicate that information to SHRM Chapters and such other members as appropriate within the State. The Governmental

Affairs Director shall work closely with the SHRM headquarters staff in carrying out these responsibilities. The Governmental Affairs Director shall also be responsible for presenting, and reporting on all Council contracts with lobbyists, including performance of the lobbyists, and the organization, execution, and financial performance of the Council's Annual Legislative Conference. The Governmental Affairs Director may appoint Chairs and Committees as necessary to fulfill his or her functions as federal and state legislative affairs liaison to the Council and coordinating the annual Employment Law & Legislative Affairs Conference.

5. Core Leadership Area Director (representing the areas that SHRM designates as the core leadership areas.). The Core Leadership Area Director will be responsible for working with all Core Leadership Area Chairpersons. The Core Leadership Director will work with the Chairpersons to ensure human resource professionals in Arkansas have educational opportunities, to identify potential leaders for the Council Core Leadership areas, to provide direction, assistance and support of professional development activities within the State, region or national SHRM organizations, and to develop and facilitate communications between SHRM Chapters and the Council Core Leadership Chairpersons and to assist them with the performance of their respective positions. All Core Leadership Chairpersons, other than the College Relations Chairperson, shall be appointed to a two-year term beginning January 1 and ending December 31.
6. Professional Development Director. The Professional Development Director serves as the representative on the Governing Body for professional development initiatives within the state, including representation on the Governing Body for the Leadership Conference Committee and the State Conference Committee. The Professional Development Director shall make recommendations to the State Director for Chairpersons of the Leadership Conference and the ARSHRM State Human Resource Conference.
7. Communications & Awards Director. The Communications and Awards Director serves as representative for the Awards Committee, produces the newsletter, provides publicity about the Council and serves as liaison to the vendor for the Council's web-site and other technology needs.
8. Chapter Advocate Director/Second State Director Elect. The Chapter Advocate Director/Second State Director Elect will assist new or developing chapters, and/or assist chapters with affiliation requirements or leadership challenges/changes. This individual will also serve as a successor to the State Director Elect position.

9. Chapter Presidents. Chapter Presidents shall provide leadership to SHRM Chapters and shall communicate SHRM State, Region and/or National Goals, policies, and programs to the members of SHRM Chapters.
10. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the preparation of a record of the proceedings of all meetings of the Governing Body and shall be responsible for the financial affairs of the Council. This responsibility shall include the preparation, interpretation and dissemination of periodic financial reports to the Governing Body.
11. Immediate Past State Director. The Immediate Past State Director or the State Director Elect shall provide transition support and guidance to the new State Director.
12. General Counsel. The General Counsel will advise the Governing Body and any of its Committees on legal matters concerning the Governing Body, the Council, and its affairs, except those relating to taxes and tax matters.
13. The Governing Body may retain an attorney or law firm to act as general tax counsel. The general tax counsel will advise the Governing Body on legal matters relating to taxes.

ARTICLE VIII COMMITTEES

1. Nominating Committee. The Nominating Committee shall consist of the Immediate Past State Director, or a Past State Director if the Immediate Past State Director cannot serve, the Professional Development Director, and a Chapter President, selected by the Chapter Presidents. The Immediate Past State Director will chair the Nominating Committee. If the Immediate Past State Director cannot or will not serve, the State Director will appoint the Chair of the Nominating Committee
2. Committee Appointments. The Governing Body may appoint committees, subject to conditions or limitations set by the Governing Body.

ARTICLE IX VOTING

Mail ballots, electronic ballots, i.e. via Email, or by voice if the meeting is conducted via telephone conference or other electronic means, can be used for the election of officers

and any other business of the Council, provided that the Council has had at least one in-person meeting that year.

ARTICLE X INDEMNIFICATION

- A. Mandatory Indemnification. In accordance with Ark. Code Ann. §§ 4-33-852 and 4-33-856, the Council shall indemnify any director (which, for purposes of this Article X, shall include any member of the Governing Body), officer or similar representative and such person's estate or personal representative who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer is a party by virtue of such person's status as a director or officer of the Council.

- B. Permissible Indemnification. Pursuant to Ark. Code Ann. § 4-33-851, and except as provided in section C. below, the Council may indemnify a director or officer made a party to a proceeding by virtue of such person's status as a director or officer against liability incurred in the proceeding if the following conditions are met: (i) the director or officer conducted himself or herself in good faith; (ii) with respect to conduct in his or her official capacity, the director or officer had reason to believe that his or her conduct was in the best interests of the Council; and (iii) in cases of conduct not in his or her official capacity, the director or officer had reason to believe that his or her conduct was at least not opposed to the best interests of the Council.

- C. Prohibition of Indemnification in Certain Cases. The Council shall not indemnify a director or officer in connection with any proceeding by or in the right of the Council in which the director or officer was adjudged liable to the Council, or in connection with any other proceeding charging improper personal benefit to the director or officer, whether or not involving action in his or her official capacity, in which the director or officer was adjudged liable on the basis that personal benefit was improperly received by the director or officer.

- D. Procedure for Authorizing Indemnification of directors. Before the Council may indemnify any director pursuant to section B. above, a determination must be made that indemnification of a director is permissible because the director has met the standards of conduct set forth in section B. of this article. The board of directors shall make that determination by a majority vote of a quorum consisting of directors who are not at the time parties to the proceeding; provided however, if such a quorum cannot be obtained, the determination shall be made either by a committee designated by the board of directors or by special legal counsel in accordance with Ark.

Code Ann. § 4-33-855(b)(2) and (3). Furthermore, the Council may not indemnify a director until twenty (20) days after the effective date of the written notice of the proposed indemnification to the Attorney General of the State of Arkansas. The Council may pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding upon authorization made in accordance with Ark. Code Ann. § 4-33-855 and upon satisfaction of all the conditions prescribed in Ark. Code Ann. § 4-33-853.

E. Insurance. The Council may purchase and maintain insurance on behalf of its directors and officers to insure against liabilities asserted against or incurred by the Council's directors and officers in that capacity or arising from their status as directors and officers, whether or not the Council would have the power to indemnify them against the same liability under the preceding sections of this article.

F. Definitions. The following definitions apply to the indemnification provisions of this article:

(i) Proceeding. "Proceeding" means any threatened, pending or completed civil action, suit or proceeding, whether judicial, administrative, or investigative, and whether formal or informal.

(ii) Liability. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.

(iii) Expenses. Indemnification against expenses which is mandated or permitted under this article is limited to reasonable expenses, including attorneys' fees, incurred in connection with a proceeding.

ARTICLE XI COUNCIL DISSOLUTION

Notwithstanding any other provision in these By-laws, in the event of the dissolution or liquidation of this organization, any surplus funds, in excess of then current outstanding liabilities, shall be transferred and delivered to the member local SHRM Chapters in Arkansas, in proportion to their membership, and if a local SHRM Chapter cannot or will not accept the same, then the funds shall be contributed to an organization decided upon by the Council at the time of dissolution (e.g. the SHRM Foundation, an endowment fund at a university, or other such organization in keeping with the purposes of this Council) under the same terms and conditions which would have been applicable

had the funds been transferred to the member Arkansas Chapters. In no event shall any of the funds be disbursed to individual members of the Council.

**ARTICLE XII
STATEMENT OF ETHICS**

The Council adopts SHRM's Code of Ethical Standards for the Human Resource Profession for members of the Governing Body in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the Council and SHRM.

**ARTICLE XIII
PARLIAMENTARY PROCEDURE**

Meetings of the Governing Body shall be governed by the rules contained in *Robert's Rules of Order* (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the By-laws of the Council.

**ARTICLE XIV
BY-LAW AMENDMENTS**

The By-laws of the Council may be amended by a two-thirds (2/3) vote of the Governing Body voting members present at a meeting at which a quorum exists, provided such proposed amendment is circulated in writing at least seven (7) days prior to such meeting and provided such amendments have been reviewed and approved by the SHRM President/CEO or his/her designee, and are in furtherance of the purposes of SHRM and not in conflict with SHRM's By-laws.

**ARTICLE XV
TERMS USED**

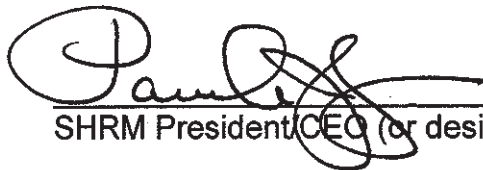
As used in these By-laws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.



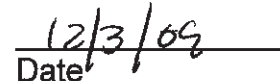
State Council Director (Name) & (Signature)



Date



SHRM President/CEO (or designee)



Date