

**REVISED Friday, December 7, 2023**

**BYLAWS FOR  
ARKANSAS SHRM STATE COUNCIL, INC.**

**ARTICLE I  
NAME**

The name of the State Council shall be Arkansas SHRM State Council, Inc. (also referred to as the Arkansas State Council of SHRM and hereinafter referred to as “the State Council” or “the Council”). To avoid potential confusion, the State Council will refer to itself as the “Arkansas State Council,” and not as “SHRM” or the “Society for Human Resource Management.”

**ARTICLE II  
OFFICES**

The principal office of the State Council shall be located at such place as shall be determined by the Governing Body. The State Council may also have offices at such other places as the Governing Body may from time to time determine.

**ARTICLE III  
PURPOSES**

The purposes of the State Council shall be on a non-profit basis to promote the purposes of the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in the State of Arkansas (hereinafter referred to as "the State") to consult together concerning the affairs, activities, needs and problems of SHRM in the state and to adopt programs which will promote the progress and welfare of SHRM and the human resource profession as a whole, including, without limitation, the provision of channels of communication between Chapters, the State Council, and the appropriate Regional Council, provision of services to all members of the human resource management profession within the State, and provision of leadership training at the state level.

**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. All members of the Governing Body shall serve without compensation.

B. Number and Privileges.

1. The following shall be the voting members of the Governing Body:
  - (a) one (1) State Director;
  - (b) one (1) State Director Elect;
  - (c) one (1) Past State Director (for one (1) calendar year as a voting member following the individual's term as State Director); and up to two calendar years in an advisory capacity [if the succeeding State Director remains in office] with optional attendance at meetings;
  - (d) one (1) Secretary;
  - (e) one (1) Finance Director;
  - (f) one (1) Core Leadership Area Director;
  - (g) seven (7) Directors to represent each of the established SHRM CLAs;
  - (h) one (1) Director of Professional Development;
  - (i) one (1) Director of At-Large Membership;
  - (j) one (1) Director of Communications and Awards;
  - (k) one (1) Social Media Director;
  - (l) one (1) Emerging Professionals Director;
  - (m) As many Chapter Presidents as there are SHRM Chapters within the State;
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, but at a minimum the non-voting member(s) include:
  - (a) ARSHRM State Conference Chair(s)
  - (b) ARSHRM ELLA Conference Chair(s)

C. Qualifications. All members of the Governing Body, both voting members and non-voting members, must be SHRM members in good standing throughout the duration of participation on the Governing Body. Non-voting members shall be drawn from such positions as the State Director feels should participate in the State Council in the best interests of the Council and SHRM, including without limitation, those positions such as student chapter presidents, student chapter advisors, and others whom the Council feels should participate in the best interests of the Society.

D. Election and Appointment – Term of Office.

1. The Nominating Committee will be responsible for making recommendations for open positions of the Governing Body. However, any member of the Governing Body may nominate someone when the Nominating Committee asks for additional nominees.

2. The State Director and State Director-Elect (if such a position is maintained on the State Council) shall be elected from the current year's Governing Body by its voting members no later than November of each year for the upcoming year.

3. Non-voting members of the Governing Body shall be appointed by the State Director with the prior concurrence of the Governing Body upon which such non-voting members will serve.

4. Leaders filling all positions on the Governing Body both voting and non-voting, must be SHRM members in good standing within the State through the duration of participation on the Governing Body.

5. All members of the Governing Body shall be elected or appointed to a two-year term beginning January 1 and ending December 31. The State Director, may serve one additional one-year term for a total of three (3) consecutive years. 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. All other elected and appointed leaders may serve in the same position for not more than a total of four (4) consecutive years.

6. Any member of the Governing Body may be removed for actions contrary to the best interests of the Council or SHRM upon a two-thirds vote of the entire voting members of the Governing Body. In addition to removal for cause pursuant to the previous sentence, Chapter Presidents will be removed to the extent they vacate or are removed from their position as President of their respective SHRM Chapter.

E. Vacancies. Any vacancy in the State Director position shall be filled for the unexpired term by the State Director-Elect (if such a position is maintained on the State Council), or if such a position does not exist, by vote of a majority of the Governing Body in attendance at any duly constituted meeting. Any vacancy in any other position on the Governing Body other than Chapter President shall be filled by appointment by the State Director with the concurrence of that person or body which must concur in the original appointment of such position. Any vacancy in the Chapter President position will be filled as and when the respective Chapter elects or appoints a new President.

F. Notice of Meetings. Written notice of each Governing Body meeting shall be given or emailed to each member at least five (5) days before such meeting, or such greater period as may be required by state law. Members may participate virtually in any type of meeting of the governing body.

G. Governing Body Meetings. The Governing Body shall meet at least three times each year, the first of such meetings shall be held before March 31. At least one of these meetings will be scheduled at a physical location.

H. Special Meetings of the Governing Body. Special meetings of the State Council 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, with the concurrence of the Executive Council. A special meeting may also be called upon written request of a majority of the voting members of the Governing Body.

I. Quorum; Governing Body Action. One-half (1/2) of the entire number of voting members of the Governing Body shall constitute a quorum for the transaction of business. Chapter Presidents unable to participate in actions of the governing body may designate another current officer from their chapter to serve as proxy with full voting rights, so long as the designation is made prior to the meeting's call to order. The act of a majority of voting members present, either in person or virtually, during any meeting at which there is a quorum shall be the act of the Governing Body, except to the extent that state law may require a greater number. In addition, the Governing Body may act by unanimous written consent of all voting members.

J. 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. In the absence of both the State Director and State Director-Elect, a chairperson shall be elected by a majority of voting members present.

K. 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. 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.

## **ARTICLE VI OFFICERS**

The State Director shall serve, ex-officio, as President of the State Council, but shall be referred to as State Director. The State Director-Elect, Secretary and Finance Director shall serve in those roles respectively on the Council.

## **ARTICLE VII EXECUTIVE COMMITTEE**

A. Composition. The 7-member Executive Committee will be composed of the designated Officer positions of the State Council (per Article VI), the Immediate Past State Director, the Professional Development Director, and a representative of the Chapter Presidents. The Chapter Presidents will elect one person amongst themselves at the Leadership Conference each year to serve on the Executive Committee.

B. Purpose. The Executive Committee shall have the responsibility and authority to act on behalf of the Governing Body (when the Governing Body is not in session) in the

management and business affairs of the Council except for (a) dissolution, merger, sale of all or substantially all assets of the State Council, (b) amend or repeal of the articles of incorporation, bylaws or similar documents, (c) amend or repeal any resolution designating the Executive Committee members, (d) or any other matters which applicable state law or resolution of the Governing Body prohibits such Executive Committee from taking action upon.

C. Executive Committee Action. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. The State Director, or their designee, may call upon the Executive Committee to act on a specific business purpose. A majority of the Executive Committee members shall constitute a quorum. The Executive Committee must provide notice to all members of the Governing Body, with respect to any action taken by the Executive Committee, no later the next regularly scheduled meeting of the Governing Body.

## **ARTICLE VIII RESPONSIBILITIES OF PARTICULAR GOVERNING BODY MEMBERS**

The responsibilities of each of the Governing Body member shall be as outlined in the position descriptions maintained by the Secretary and distributed to the members. The position descriptions are subject to change as deemed necessary by the State Director and/or the Governing Body.

## **ARTICLE IX COMMITTEES**

Committees of the Governing Body may be appointed by the State Director, subject to such conditions or limitations as may be specified by the Governing Body. Current standing committees, unless dissolved by the Governing Body, shall include:

- A. 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 Past State Director will chair the Nominating Committee. If the Past State Director cannot or will not serve, the State Director will appoint a replacement to Chair the Nominating Committee.
1. The Nominating Committee must provide sufficient notice that it is accepting nominations for open positions of the Governing Body. Such notice can be provided via email from the State Council to all its local chapters and members. Members may notify the Nominating Committee of their interest in being considered for any open position.
  2. The Nomination Committee shall announce a recommended slate of candidates for open positions no later than November of each year for the upcoming term

year. Additional nominees may be accepted from members of the Governing Body for up to 14 days after the slate is announced.

3. Election of members will be held by the regularly scheduled meeting of the Governing Body in December, or via pre-scheduled electronic vote. Election to office requires a majority vote of those present and voting. In the event of a contested election, voting will be made by secret ballot.

B. State Conference Committee. The State Conference committee works under the governing body of the Council and follows the guidelines of the Council's Conference Policy. The State Conference committee reports directly to the appointed State Conference Chair. The Conference Chair falls under the guidance and direction of the Professional Development Director, Finance Director and State Council Director, who will also serve as sitting members of the committee. The State Conference committee must present a conference budget to the State Council four (4) months prior to the State Conference.

C. Employment Law and Legislative Affairs (ELLA) Committee. The ELLA Conference Committee works under the governing body of the Council and follows the guidelines of the Council's Conference Policy. The ELLA conference committee reports directly to the appointed ELLA Conference Chair(s). The Conference Chair(s) fall under the guidance and direction of the Professional Development Director, Finance Director and State Council Director, who will also serve as sitting members of the committee. The Government Affairs Director will serve as advisor to the ELLA conference committee. The ELLA Conference Committee must present a conference budget to the State Council four (4) months prior to the ELLA Conference.

## **ARTICLE X ELECTRONIC VOTING**

Mail or electronic ballots can be used for the election of officers provided the State Council has had at least one in-person meeting that year.

## **ARTICLE XI WITHDRAWAL OF STATE COUNCIL STATUS**

State Council status may be withdrawn by a two-thirds (2/3) vote of the then entire number of voting members of the SHRM Board of Directors upon finding that the activities of the Council are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the State Council shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM President/CEO or designee with a written response to such a proposal within a thirty (30) day period. After withdrawal of State Council status, the SHRM President/CEO or designee may cause a new state council to be created, or, upon affirmative vote of two-thirds (2/3) of the then entire number of voting SHRM

Board of Directors and the consent of the body which has had State Council status withdrawn, may reconfirm State Council status upon such body.

**ARTICLE XII  
RELATIONSHIPS**

The State Council is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another State Council, and SHRM shall not be deemed to be any agency or instrumentality of the State Council. The State Council shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The State Council shall not contract in the name of SHRM without the express written consent of SHRM. The relationship of the State Council and SHRM is also governed by the terms and conditions of the State Council Charter granted by SHRM to State Council and accepted by State Council.

**ARTICLE XIII  
COUNCIL DISSOLUTION**

In the event of the State Council's dissolution, the remaining monies in the treasury, after Council expenses have been paid, will 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 State Council).

**ARTICLE XIV  
STATEMENT OF ETHICS**

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

**ARTICLE XV  
PARLIAMENTARY PROCEDURE**

Meetings of the State Council 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 Bylaws of the Council.

**ARTICLE XVI  
BYLAW AMENDMENTS**

The Bylaws of the State 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 fifteen (15) days prior to such meeting and provided such amendments have been pre-approved by the SHRM President/CEO or his/her designee, as being in furtherance of the purposes of SHRM and not in conflict with the Society's Bylaws.

## **ARTICLE XVII TERMS USED**

As used in these Bylaws, 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.

## **ARTICLE XVIII 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 XIX CONFLICTS OF INTEREST**

As HR professionals and volunteer leaders of the State Council, we must maintain a high level of trust with our membership. We must protect the interests of our stakeholders as well as our professional integrity and should not engage in activities that create actual, apparent, or potential conflicts of interest. The Guidelines below apply to all members of the Governing Body, all SHRM State Council committee chairs, committee members, and volunteers, collectively State Council Leaders and Volunteers.

Guidelines:

1. State Council Leaders and Volunteers must refrain from using positions for

personal, material, or financial gain or the appearance of such.

2. State Council Leaders and Volunteers must refrain from giving or seeking preferential treatment in the human resources processes.
3. State Council Leaders and Volunteers must identify conflicts of interest or the appearance thereof and when conflicts arise, disclose them to the Board of Directors.
4. State Council Leaders and Volunteers must avoid serving in other volunteer capacities that may create or appear to create a conflict of interest with the position held for the state council.

### **CERTIFYING OFFICIALS**

I certify this bylaws revision of the Arkansas SHRM State Council, Inc. was voted upon and ratified by a quorum of the governing body members during an official meeting held on **December 7, 2023**. The State Council will operate in good faith under the statutes of the revised bylaws while awaiting final and binding approval from SHRM.

\_\_\_\_\_  
State Council Director (Name) & Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
SHRM President/CEO (or designee)

\_\_\_\_\_  
Date