

**OREGON SHRM
BYLAWS**

**ARTICLE 1
NAME**

The name of the State Council shall be Oregon SHRM and hereinafter referred to as the State Council or Council. To avoid potential confusion, Oregon SHRM will refer itself as "Oregon SHRM" not as "SHRM" or the "Society of Human Resource Management."

**ARTICLE 2
PURPOSE**

The purpose of Oregon SHRM shall be on a non-profit basis to promote the purpose of the Society of Human Resource Management (SHRM) by providing a structure for SHRM members in the State of Oregon (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 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, Oregon SHRM 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 3
FISCAL YEAR**

The fiscal year of Oregon SHRM shall be the calendar year.

**ARTICLE 4
MEMERSHIP**

Oregon SHRM shall have no members (as that term is defined in the Oregon Nonprofit Corporation Act.)

**ARTICLE 5
GOVERNING BODY**

Section 5.1: Powers and Duties. The Council shall consist of the Governing Body. The Governing Body shall manage and control the property, business and affairs of Oregon SHRM, and in general exercise all powers of the Council.

Section 5.2: Number and Privileges.

The following shall be voting members (the "Voting Members" or "Directors") of the Governing Body: one (1) State Director; one (1) State Director-Elect; one (1) Director that also serves as Secretary; one (1) Director that also serves as Treasurer; the immediate Past State Director; Directors serving in the Core Leadership area positions as defined by SHRM; as many Chapter Presidents as there are SHRM Chapters within the State; as many District Directors as deemed necessary by the State Director to meet the State's needs (maximum number not to exceed 50 percent of the SHRM Chapters in the state); other State Council Directors as deemed necessary by the State Director to meet the needs of the State Council.

The Governing Body may also contain as many non-voting members (the "Non-Voting Members") as the State Director deems necessary and appropriate to perform the functions of the Council.

In the event that Co-Directors are appointed, the Co-Directors shall cast only one vote, and shall abstain from voting in the event they are unable to agree.

Section 5.3: 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.

Section 5.4: Election and Appointment-Term of Office.

The incumbent State Director shall nominate a slate for the upcoming year for the State Director, State Director-Elect, Secretary and Treasurer. The State Director-Elect nominee must be a Director currently serving on the Governing Body. The Governing Body shall conduct the election no later than November of each year for the upcoming year. The President of each SHRM Chapter within the State shall be an ex-officio Chapter President on the Council. All other Directors shall be appointed by the incoming State Director.

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

All members of the Governing Body shall be elected or appointed to a two-year term beginning January 1 and ending December 31. All other elected and appointed leaders may serve in the same position for not more than a total of three consecutive years. At the request of the Governing Body, an appointed Director may serve in their position beyond their three year term.

Section 5.5: Removal. 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.

Section 5.6: Vacancies. Any vacancy in the State Director position shall be filled 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.

Section 5.7: Governing Body Meetings. The Governing Body shall meet at least three times each year, the first of such meetings which shall be held before March 31. At least two of these meetings will be in-person meetings.

Section 5.8: 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, Secretary and/or Treasurer.

Section 5.9: Notice of Meetings. Written notice of each Governing Body meeting shall be given or mailed (e-mail, fax or any other electronic form of written communication is acceptable) to each member at least fifteen (15) days before such meeting.

Section 5.10: Action without Meeting. Any action that may be taken at a meeting of the Governing Body 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 Director, and included in the minutes or filed with the corporate records reflecting the action taken. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

Section 5.11: 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. The act of a majority of Voting Members present-either in person, or by conference phone at any meeting at which there is a quorum-shall be the act of the Governing Body. In addition the Governing Body may act by unanimous written consent of all Voting Members.

Section 5.12: 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.

Section 5.13: Presumption of Assent. A Director of the Council who is present at a meeting of the Governing Body when action is taken is deemed to have assented to the action taken unless (a) the Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to the holding of the meeting or transacting business at the meeting; or (b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the Director delivers written notice of dissent or abstention to an Officer present at the meeting before its adjournment. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

ARTICLE 6 OFFICERS

Section 6.1: Officers. The Voting Members shall elect or appoint the following officers: President, Secretary and Treasurer for 2 year terms.

Section 6.2: Appointment of Officers. The State Director shall serve, exofficio, as President of the Council, but shall be referred to as State Director.

Section 6.3: Election of Officers. The Secretary and Treasurer shall be nominated by the State Director and elected by a majority vote of the Governing Body.

ARTICLE 7 RESPONSIBILITIES OF PARTICULAR GOVERNING BODY MEMBERS

The responsibilities of each of the Governing Body members 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 8
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. Such Committees may include, without limitation, an Executive Committee consisting of the State Director, the State Director Elect (if such exists), the Membership Director (if such exists), the Secretary, the Treasurer, and any other Voting Member of the Governing Body appointed to the Executive Committee by the Governing Body, which Executive Committee shall have the authority to act on behalf of the Governing Body in between meetings of the Governing Body on any matter except for dissolution, merger, sale of all or substantially all assets of the Council, amendment of the articles of incorporation, bylaws or similar documents, or any other matters which applicable state law or resolution of the Governing Body prohibits such Executive Committee from taking action upon.

**ARTICLE 9
ELECTRONIC VOTING**

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

**ARTICLE 10
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 Council shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. After withdrawal of State Council status, the SHRM Board of Directors 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 11
RELATIONSHIPS**

Oregon SHRM 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 Oregon SHRM. Oregon SHRM shall not hold itself out to the public as an agent of SHRM without express written consent

of SHRM. Oregon SHRM shall not contract in the name of SHRM without the express written consent of SHRM. The relationship of Oregon SHRM and SHRM is also governed by the terms and conditions of the State Council Charter granted by SHRM to Oregon SHRM and accepted by Oregon SHRM.

ARTICLE 12 COUNCIL DISSOLUTION

In the event of Oregon SHRM's dissolution, the Council shall contribute the remaining monies in the treasury, after expenses have been paid, to an organization or organizations exempt from taxation under section 501 of the Internal Revenue Code (e.g., the Oregon State Human Resources Chapters, the SHRM Foundation, an endowment fund at a university, or other such organization in keeping with the purposes of this Council). The Voting Members shall determine the identity of the organization to receive the contribution by majority vote.

ARTICLE 13 STATEMENT OF ETHICS

Oregon SHRM 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 Oregon SHRM and SHRM.

ARTICLE 14 PARLIAMENTARY PROCEDURE

Meetings of Oregon SHRM may 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 15 INDEMNIFICATION, INSURANCE, AND LIMITATION OF LIABILITY

Section 15.1: Definitions.

The term "Indemnified Person" shall mean any person who is or was:
Director, Officer, member of a committee, employee, or to the extent authorized by the Governing Body in any specific case, an agent of the Council;
A fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Council; or

Serving at the request of the Council as a Director, Officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expenses incurred for which indemnification or advancement of expenses can be provided under this Article.

The term "Proceeding" shall include any threatened, pending, or completed action, suit or proceeding, whether brought in the right of the Council or otherwise and whether of a civil, criminal, administrative or investigative nature, in which an Indemnified Person may be or may have been involved as a party or otherwise by reason of the fact that the person is an Indemnified Person.

Section 15.2: Indemnification. The Council shall indemnify to the fullest extent allowed by law, and to the extent not otherwise covered by insurance, any Indemnified Person who was or is a party, or is threatened to be made a party to any Proceeding, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Indemnified Person in connection with the Proceeding.

Section 15.3: Advancement of Expenses. Expenses incurred by an Indemnified Person in defending a Proceeding shall, in all cases, be paid by the Council in advance of the final disposition of such Proceeding at the written request of such Indemnified Person, if the Indemnified Person, if the Indemnified Person furnishes the Council with the following:

A written affirmation of the Indemnified Person's good faith belief that he or she is entitled to be indemnified by the Council under this Article or under any other indemnification rights granted by the Council to him; and a written undertaking by or on behalf of the Indemnified Person to repay such advance to the extent it is ultimately determined by a court that the Indemnified Person is not entitled to be indemnified by the Council under this Article or under any other indemnification rights granted by the Council to the Indemnified Person.

Such advances shall be made without regard to the Indemnified Person's ability to repay such advances and without regard to the Indemnified Person's ultimate entitlement to indemnification under this Article or otherwise.

Section 15.4: Non-Exclusivity and Continuity of Rights. The indemnification and entitlement to advancement of expenses provided by this Article are not exclusive of any other rights to which an Indemnified Person may be entitled under the Articles of Incorporation or any statute, agreement, general or specific action of the Governing Body, or otherwise. Such indemnification and entitlement to advancement of expenses provided by this Article shall continue as to a person who has ceased to be a person described within the definition of Indemnified Person, shall inure to the benefit of the heirs, executors and administrators of such an Indemnified Person, and

shall extend to all claims for the indemnification of advancement of expenses made after the adoption of this Article. The Council may enter into agreements to indemnify any Indemnified Person.

Section 15.5: Amendments. Any repeal of this Article shall be only prospective and no repeal, amendment or modification hereof shall adversely *affect* the rights under this Article in *effect* at the time of the alleged occurrence of any act or omission to act that is the cause of any Proceeding.

Section 15.6: Limitation of Liability. The civil liability of Directors, Officers, and executive board members shall be limited to the fullest extent permitted under the Act.

Section 15.7: Insurance. The Council is authorized to purchase and maintain in *effect* a policy or policies of insurance covering any liability of Directors, Officers, committee members, employees and agents of the Council, regardless of whether the Council would have the power to indemnify such persons against the liability so insured.

ARTICLE 16 CONFLICT OF INTEREST

Section 16.1: Conflict of Interest. A conflict of interest transaction is a transaction with the Council in which a Director or Officer of the Council has a direct or indirect financial interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director or Officer if the transaction is fair to the Council at the time it was entered into or is approved as provided below.

Section 16.2: Direct Financial Interest. A Director or Officer has a "direct financial interest" in any transaction or arrangement if the Director or Officer or a member of the Director's or Officer's family has a financial interest in the transaction or arrangement.

Section 16.3: Indirect Financial Interest. A Director or Officer of the Council has an "indirect financial interest" in a transaction if the Director or Officer, or a family member:

- A. Has a material interest or is a general partner in an entity which is a party to the transaction;
- B. Is a director, officer or trustee in a party to the transaction; or
- C. Has a compensation arrangement with an entity or individual with which the Council is involved in a transaction.

Section 16.4: Approval Procedures. Any Director or Officer with knowledge of an actual or potential conflict of interest on the part of that Director or Officer or any other Director or Officer of this Council shall inform the entire Governing Body of the

conflict. The Governing Body shall obtain disclosure of the financial interest and all material facts. After any discussion with the interested person, the interested person shall leave the meeting while the Governing Body determines whether a conflict of interest exists. If the Governing Body determines that a conflict exists, the Governing Body shall follow these procedures to address the conflict of interest:

A. The interested person may make a presentation to the Governing Body but after the presentation shall leave the meeting during the discussion of and the vote on the transaction or arrangement involving the conflict of interest.

B. The Governing Body shall investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Governing Body shall determine whether the transaction or arrangement is fair to the Council. The transaction must be approved by a majority of the Voting Members of the Governing Body who have no direct or indirect interest in the transaction. If a majority of the Voting Members vote to approve the transaction or arrangement and a quorum is present for the purpose of taking action, then the transaction or arrangement shall be duly authorized and approved. A conflict of interest transaction or arrangement cannot be approved by a single Director.

Section 16.5: Records of the Proceedings. The Governing Body minutes shall contain the names of the persons who had a conflict of interest, the nature of the financial interest, a summary of the discussion to determine whether a conflict was present and the vote as to whether a conflict was present, the names of the Directors and Officers present for the discussion and vote related to the transaction or arrangement, a summary of the discussion, and a record of the vote taken.

Section 16.6: Compensation. A Voting Member of the Governing Body who receives compensation, directly or indirectly, from the Council for services is precluded from voting on matters pertaining to that member's compensation. However, a Voting Member of the Governing Body or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Council, either individually or collectively, is not prohibited from providing information to any committee regarding compensation.

ARTICLE 17

BYLAW AMENDMENTS

The Bylaws 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 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 18
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.

Shauneen Scott

State Council Director (name)

Shauneen Scott

State Council Director (signature)

Date 5/23/18

[Signature]

Approved SHRM President/CEO (or designee)

Date 4/13/18