

GMA SHRM Bylaws

**Revised 03/2007
Greater Madison Area Society of Human Resource Management
2830 Agriculture Drive
Madison, WI 53718**

Article I General

- 1.1 Name. The name of this organization is the Greater Madison Area Society of Human Resource Management, Inc. (the “Corporation”).
- 1.2 Affiliation. The Corporation shall be a chartered Chapter of the Society for Human Resource Management (SHRM).
- 1.3 Relationships. The Corporation is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Corporation. The Corporation shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Corporation shall not contract in the name of SHRM without the express written consent of SHRM.
- 1.4 Purpose of Corporation. The purposes of this Corporation shall be set forth in the Articles of Incorporation of the Corporation. These Bylaws specify various matters affecting the operations and governance of the Corporation.

Article II Members

- 2.1 Classes. There shall be three classes of Members: Local Members, National Members, and Retired Members.
- 2.2 Approval of Members. A person who wishes to become a Local Member, National Member, or Retired Member must apply for acceptance. Membership in the Corporation is available for persons with a bonafide occupational relationship to the management of human resources.

Local membership is determined by the Corporation. Applicants must pay the annual membership dues to become Local Members

National Membership is reviewed and approved by the SHRM and verified by the Corporation.

Applicants for Retired Membership must be appointed by the Corporation, according to the requirements set by the Board of Directors. Retired Members receive special privileges as periodically determined by the Board of Directors.

Membership is based on occupational and professional qualifications as outlined in this Article and is without regard to race, color, creed, national origin, age, sex, marital status, sexual orientation, handicap, Vietnam Era Veteran status, or arrest or conviction record.

- 2.3 Responsibilities and Voting Rights of Members.
 - A) Members shall have no responsibilities and voting rights on any matter except as specifically set forth herein.

- B) Any voting rights specified herein shall be exercised only by the Members acting as a whole, and not by classes, except as otherwise specifically provided. Each Member shall be entitled to one vote on any matter submitted to a vote of the Members as a whole or of any class.
- C) The Corporation Members are eligible to vote, chair, or serve on Corporation committees, hold Corporation Office, or serve on the Corporation's Board of Directors. The only matters as to which the Members shall have any voting rights are as follows:
 - 1) Election of Directors;
 - 2) Amendment or restatement of the Articles of Incorporation;
 - 3) Amendment or restatement of the Bylaws;
 - 4) Merger or consolidation of the Corporation;
 - 5) A sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation; or
 - 6) The voluntary dissolution of the Corporation.

Eligibility to participate in SHRM activities shall be as specified in the SHRM Bylaws.

2.4 Meetings

- A) Annual Meeting. An Annual Meeting of the Members shall be held during the fall of each year. Failure to hold the Annual Meeting shall not work a forfeiture or dissolution of the Corporation.
- B) Regular Meetings. Regular Meetings of the Members will be held monthly from January through December, with the exception of June, July, and August. Regular Meetings will normally be held on the fourth Tuesday of each month, but the Board of Directors may schedule them at other times, provided the membership is given prior notice.
- C) Special Meetings. Special Meetings of the Members may be called by the President, the Board of Directors, or one-twentieth of the votes of Members entitled to be cast at such Meeting or by such other Officers or such other Proportion of Members as may be provided by the Articles of Incorporation or these Bylaws.

2.5 Place of Meetings. Meetings of the Members may be held at any place within or outside of Wisconsin.

2.6 Notices. Notices of any Meetings of the Members of the Corporation, in each case specifying the place, date, and hour of the Meeting and, in the case of a Special Meeting, the purpose or purposes for which it is called, shall be given to each Member by delivering notice, orally, electronically, or in writing, not more than 50 days prior to the date of the Meeting but at least 10 days before the time set for such Meeting or, if notification is by mail, by mailing such notice at least 10 days before then time set for such a Meeting, unless a different time shall be prescribed for a particular action by Chapter 181 of the Wisconsin

Statutes. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the Member at his or her address as it appears on the records of the Corporation.

- 2.7 Waiver of Notice. The transactions of any Meeting of the Members of the Corporation, however called or noticed or wherever held, shall be as valid as though they occurred at a Meeting duly held after regular call and notice, if a quorum (as described in Section 2.9) is present and if, either before or after the Meeting, a written waiver of notice of the Meeting, containing the same information as would have been required to be included in a proper notice of the Meeting, is signed by the Member or Members entitled thereto. Such waiver shall contain the same information as would have been required to be included in such notice, except that the time and place of the Meeting need not be stated. All such waivers shall be filed with and made part of the minutes of the Meeting.
- 2.8 Action Without Meeting. Any action which may be taken at a Meeting of the Members may be taken without a Meeting if all the Members shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Members.
- 2.9 Quorum: Action. Ten percent (10%) of the Members shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Members present at a duly-held Meeting, at which a quorum is present, shall be by act or decision of the Members, unless the law, the Articles of Incorporation of the Corporation, or the Bylaws require a greater proportion.
- 2.10 Adjournment. Any Meeting of the Members, whether Annual, Regular, or Special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Members present. Notice of the time and place of an adjourned Meeting need not be given to absent Members if said time and place are fixed at the Meeting adjourned. However, if such notice is given to any absent Member, it shall be given to all absent Members. At any such adjourned Meeting at which a quorum is present, any business may be transacted which might have been transacted at the Meeting adjourned.
- 2.11 Transfers; Termination; expulsion. No Member may transfer membership or any right or rights arising there from unless transfer is authorized by the Articles of Incorporation or, if the Articles of Incorporation so provide, these Bylaws. Unless otherwise provided in the Articles of Incorporation, membership shall be terminated by death, voluntary withdrawal, or failure to pay dues, and therefore all the rights of the Member in the Corporation shall cease.
- 2.12 Dues. The SHRM establishes dues for its Members. In addition, the Board of Directors may impose additional dues or fees on Local Members, National Members, and Retired Members as provided in a policy adopted by the board of Directors from time to time. The membership dues structure shall be as follows:
- A) A separate dues structure may be established for each class of Members
 - B) The initial membership dues for new Members shall be submitted with the application for membership.

- C) All money collected shall be used to defray Corporation expenses, to support programs in human resource management sponsored by the Corporation or the SHRM, or in support of the Corporation's goals.

Article III Directors

3.1 Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Wisconsin, the affairs of the Corporation shall be managed by the Board of Directors. Such responsibilities shall include the achievement of the Corporation's goals through Officers, any employees, and the administrative structure designated by the Board of Directors; the collection and investment of Members' dues to assist the Corporation in achieving such goals; the formulation of any desirable amendments to the Articles of Incorporation of these Bylaws of the Corporation; and attendance at Meetings of the Board of Directors and committees thereof.

3.2 Number; Election; Term.

- A) The Board of Directors shall consist of up to eleven Officers and Directors. Officers will include the duly elected President, President-Elect, Vice President, Secretary, Treasurer, and the Immediate Past President. Other than the President and President-Elect, and Officer may serve in more than one of the specified Offices.
- B) The President, President-Elect, and Vice President shall maintain a membership in the SHRM.
- C) Each Director shall hold Office for a term of one (1) year or until such Director's successor shall have been duly elected or until such Director's death, resignation, or removal. Directors may be re-elected to serve more than one term in Office, but not more than five (5) consecutive terms. Directors need not be residents of the State of Wisconsin.
- D) The Board of Directors shall be elected or appointed in the following manner:
 - 1) The President may appoint a Nominating Committee of not less than three (3) Members to present a slate of Officers and Directors for election to the Board of Directors for the coming year. A list of names of Members nominated shall be mailed or sent electronically to Members at least ten (10) days prior to election.

The President Elect will chair a Nominating Committee to consist of the President and one (1) member. The Committee will communicate and seek nominations from the general membership for eligible Board of Directors positions by electronic means. Nominations will be open for 10 days. Members nominated for eligible board positions will be contacted electronically by the Nominating Committee and asked to submit a letter of interest and resume within 10 days of notice. The Nominations committee will select a Slate of Officers from those submissions and present a slate of officers to the membership for their electronic vote. Elections will be open for 10 days and the slate must be approved in whole by a majority of those

responding. Total respondents must be greater than 15% of the membership.

- 2) Elections will be held at the Annual Meeting. At the Annual Meeting, other nominations for Officer or Director may be made from the floor if the nominee has given prior consent.
- 3) Ballots shall be used if the nominee does not have a clear majority voice of the Members present at the Meeting. Ballots shall also be used if a Member present at the Meeting calls for a written ballot. If a nominee does not have a majority of the written ballots, an additional ballot will be distributed and the top two nominees reconsidered for final balloting.
- 4) Clerks of election and watchers will be appointed by the president, if a written ballot is used or if other circumstances, as identified by the President, so warrant.
- 5) When elected according to this Section, Officers and Directors of the Corporation will be installed at the conclusion of the Annual Meeting and will serve a term of one year. (See Section 3.2c above.)

3.3 Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

3.4 Removal. Any individual Director may be removed from Office for cause by a vote of the majority of Directors at which a quorum is present, not taking into account the vote of the Officers who is the subject of the removal action.

3.5 Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the authorized number of Directors pursuant to the maximum number noted in Section 3.2a, may be filled by a majority vote of the Directors in Office, even though less than a quorum, after considering any recommendations of the Nominating committee. Each Director so elected shall hold Office for the un-expired portion of the term such Director was elected to fill and until such Director's successor is elected and qualified, or until such Director's death, resignation, or removal. A Director may be appointed to a vacant Office by a majority vote of the Directors then in Office.

3.6 Meetings.

A) Regular Meetings. Regular Meetings of the Board of Directors of the Corporation may be held whenever called by the President of the Corporation or if the President is absent or is unable to act, by the President-Elect, by the Vice President, or by a majority of Directors, for the transaction of such business as may properly come before the Meeting.

B) Special Meetings. Special Meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation or if the President is absent or is unable or refuses to act, by the President-Elect, by any vice President, or by a majority of Directors.

- 3.7 Notices. Notice of any Meeting of the Board of Directors, in each case specifying the place, date, and hour of the Meeting, shall be given to each Director by delivering notice, orally, electronically, or in writing, not more than fifty (50) days prior to the date of the Meeting, but at least forty-eight (48) hours before the time set for such Meeting or, if notification is by mail, by mailing such notice at least seventy-two (72) hours before the time set for such Meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addresses to the Director at the Directors address as it appears on the records of the Corporation. Neither the business to be transacted at, nor the purpose, of any Meeting of the Board of Directors need be specified in the notice or waiver of such notice of such Meeting.
- 3.8 Waiver of Notice. The transaction of any Meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though it occurred at a Meeting duly held after regular call and notice, if a quorum is present and if, either before or after the Meeting, a written waiver of notice of the Meeting, containing the same information as would have been required to be included in a proper notice of the Meeting, is signed by a) each Director not present at the Meeting, and b) each Director present at the Meeting who objected thereto to the transaction of any business because the Meeting was not lawfully called or convened. All such waivers shall be filed with and made a part of the minutes of the Meeting.
- 3.9 Action Without Meeting. Any action which may be taken at a Meeting of the Board of Directors may be taken without a Meeting if all the Directors shall consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.
- 3.10 Quorum. A majority of the number of Directors fixed pursuant to the Articles of Incorporation or Section 3.2a of these Bylaws shall constitute a quorum for the transaction of business, except as allowed by the Executive Committee(s) under Section 3.13c. The act of the majority of the Directors at a Meeting at which a quorum is present shall be the act or decision of the Board if Directors, unless the act of a greater proportion is required by the law, the Articles of Incorporation, or these Bylaws.
- 3.11 Adjournment. Any Meeting of the Board of Directors, whether Regular or Special, and whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the Directors present. At any such adjourned Meeting at which a Quorum is present, any business may be transacted which might have been transacted at the Meeting adjourned.
- 3.12 Compensation. Upon resolution of the Board of Directors, any one or more Directors may receive reasonable compensation (including without limitation gifts of appreciation) for their services as Directors and reimbursement of expenses in attending any Meeting of the Board of Directors or in otherwise fulfilling their duties as Directors hereunder. Nothing herein contained shall be construed to preclude and Director from servicing the Corporation in any other capacity, or receiving reasonable compensation thereof.
- 3.13 Committees.
- A) The President shall appoint committees of Officers, Directors, and/or Members-at-large as needed to perform the tasks of the Corporation. Committees can be

standing committees to work with recurring issues or ad hoc committees to deal with particular issues.

- B) Involvement in the Corporation by Members is an important element to the success of the Corporation. The President shall encourage Members to volunteer for committees and where specific needs are identified, to appoint Members to committees to address those needs.
 - C) The Board of Directors may, by appropriate resolution, designate one or more committees (called "Executive Committees"), each of which shall consist of three(3) or more Directors elected by the Board of Directors, which to the extent provided in said resolutions of the these Bylaws, shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the affairs of the Corporation, except action with respect to election of Officers and the formation of and the filling of vacancies in committees with limited board authority pursuant to this subsection. The Board of Directors may elect one or more Directors as alternate Members of any such Executive Committee, who may take the place of any absent committee Member or Members at any Meeting of such Committee. The designation of such Committee or Committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or any individual Director by law.
- 3.14 Director Conflicts of Interest. No Contract or other transaction between this Corporation or one or more of its Directors or any other corporation, firm, association. Or entity in which one or more of its Directors are directors or officers or has a material financial interest, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the Meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction of because his or their votes are counted for such purpose, 1) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorized, approves, or ratifies the contract of transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or 2) the fact of such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or 3) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a Meeting of the Board of Directors, or a committee thereof, which authorizes, approves, or ratifies such a contract or transaction.

Article IV Officers

- 4.1 Officers. The Corporation shall have a President, President-Elect, a Vice President of Membership and/or Programming, a Secretary, and a Treasurer.
- 4.2 Election. The Officers of the Corporation shall be chosen annually as provided in Article III, Section 3.2 above.
- 4.3 Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the

Secretary or the Board of Directors, as the case may be, and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

- 4.4 Removal. Any Officer may be removed from Office by the action of the Board of Directors, whenever, in their judgment, the best interests of the Corporation will be served thereby, without prejudice to the contract rights, if any, of the Officer so removed.
- 4.5 Vacancies. A vacancy occurring in any Office, for any reason, may be filled for the unexpired portion of the term of said Office by the Board of Directors.
- 4.6 President. The primary responsibility of the President is to serve as the Corporation's leader and chief administrative officer, setting the direction of the Corporation for the year, and answering the needs of the Members. The President shall be the chief administrative officer of the Corporation and shall have such duties, responsibilities, and powers as may be necessary to carry out the directions and policies of the Board of Directors or prescribed in these Bylaws, or otherwise delegated by the Board of Directors, and shall at all times be subject to the policies, control, and direction of the Board of Directors.

In particular, the President shall preside at all Meetings of the Members and Directors, appoint all committees, make an annual report at the end of the fiscal year, and perform all other services required by the Bylaws of the Corporation. The President may sign and execute, in the name of the Corporation, any instrument or document consistent with the foregoing general delegation of authority or any other instrument or document specifically authorized by the Board of Directors, except when signing and execution thereof shall have been expressly delegated by the Board of Directors or by these Bylaws to some other President nor any other Officer may sign any deed or instrument of conveyance or endorse any security or execute any checks, drafts, or other orders for payment of money, notes, acceptances, or other evidence of indebtedness without the specific authority of the Board of Directors pursuant to the Article V below of these Bylaws dealing with such matters.

The President shall, whenever it may be in the President's opinion be necessary, prescribe the duties of the other Officers and employees of the Corporation, in a manner not Inconsistent with the provisions of these Bylaws and the directions of the Board of Directors.

- 4.7 President-Elect. The President-Elect, in the absence of the President, shall act in all matters in place of the President, shall succeed the President in Office, and perform other duties as assigned by the President.
- 4.8 Vice President. The Vice President, in the absence of the President and President-Elect, shall call the Meeting to order and officiate at the Meeting. In addition, the Vice President shall be chairperson of the Program Committee, which includes responsibility for the monthly programs of the Corporation, and/or shall chair the Membership Committee, which includes overseeing the process of approving new members, and assisting in welcoming new Members to the Corporation.
- 4.9 Secretary. The Secretary shall:
 - A) Certify and keep at the principal office of the Corporation the original or a copy of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date.

- B) Keep at the principal office of the Corporation or such other place as the Board Of Directors may direct, a book of minutes of all Meetings of the Members of the Corporation, the Board of Directors, and committees thereof, with the time and place of holding, whether Regular or Special and, if Special, how authorized, the notice thereof given, and the names of those present at the Meetings.
 - C) See that all notices duly given in accordance with the provisions of these Bylaws or as required as law.
 - D) Be custodian of the records of the Corporation.
 - E) See that the books, reports, statements, and all other documents and records required by law are properly kept and filed.
 - F) Exhibit for inspection upon request the relevant books and records of the Corporation to any Member for any proper purpose at any reasonable time.
 - G) Conduct correspondence for the Corporation.
 - H) In general, perform all duties incident to the Office of the Secretary, and such other duties as from time to time may be assigned by the Board of Directors.
- 4.10 Treasurer. The Treasurer shall perform or have performed under the Treasurer's direction the following functions:
- A) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
 - B) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains, losses, capital, and surplus.
 - C) Exhibit for inspection upon request the relevant books and records of the Corporation to any member for any proper purpose at any reasonable time.
 - D) Render interim statements of the condition of the finances of the Corporation to the Board of Directors upon request and to the Members at the Annual Meeting, and publish a full financial report after the close of each fiscal year to the Board of Directors and to the Members.
 - E) Receive, and give receipt for monies due and payable to the Corporation from any source whatsoever.
 - F) In general, perform all the duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.
- 4.11 Compensation. The reasonable compensation of the Officers, if any, shall be fixed from time to time by the Board of Directors, and no Officer shall be prevented from receiving

such compensation by reason of the fact that such Officer is also a Director of the Corporation.

Article V
Instruments; Bank Accounts; Checks and
Drafts; Loans; Securities

- 5.1 Execution of Instruments. Except as in these Bylaws otherwise provided, the Board of Directors may authorize and Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorized, or in these Bylaws otherwise expressly provided, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose in any amount.
- 5.2 Bank Accounts. The Board of Directors from time to time may authorize the opening and keeping of general and/or special bank accounts with such banks, trust companies, or other depositories as may be selected by the Board or by any Officer or Officers, agent or agents, of the Corporation to whom such power may be delegated from time to time by the Board of Directors. The Board of Directors may make such rules and regulations with respect to said bank accounts, not inconsistent with the provisions of these Bylaws, as the Board may deem expedient.
- 5.3 Checks and Drafts. All checks, drafts, or other orders for the payment of money, notes, acceptances, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation, and in such manner as shall be determined from time to time by resolution of the Board of Directors. All checks, drafts, or other orders above \$500 shall require two signatures. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without counter-signature, by the President or any Vice President or the Treasurer or any Assistant Treasurer or by any other Officers or agent of the Corporation to whom the Board Of Directors, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.
- 5.4 Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loans may be made to any Officer or Director of the Corporation, directly or indirectly, except that reasonable advances of reimbursable expenses may be made in the discretion of the President or, in the case of the President, as determined by the board of Directors.
- 5.5 Sale of Securities. The Board of Directors may authorize and empower any Officer or Officers to sell, assign, pledge, or hypothecate and all shares of stock, bonds, or securities, or interest on stocks, bonds, or securities, owned or held by this Corporation at any time, including without limitation because of enumeration, deposit certificates and warrants or rights which entitle the holder thereof to subscribe for shares of stock, and to make and execute to the purchase or purchases, pledge or pledges, on behalf and in the name of this Corporation, any assignment of bonds or stock certificates representing shares of stock owned or held by this Corporation, and any deposit certificates for stock, and any certificates representing any rights to subscribe for shares of stock. However, this Corporation shall not offer or sell ay of its securities in violation of any State or Federal securities law registration or other requirement.

Article VI
Miscellaneous

- 6.1 Fiscal Year. The fiscal year of the Corporation shall end on December 31 or such date as established by the Board of Directors.
- 6.2 Corporate Seal. The Corporation shall not have a seal and the words “no seal” may be affixed to all documents signed on behalf of the Corporation.

Article VII
Indemnification

- 7.1 Action Not in Name of Corporation. The Corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, Officer, Member, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, trustee, officer, member, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys’ fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe such person’s conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person’s conduct was unlawful.
- 7.2 Action in Name of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, Officer, Member, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director , trustee, officer, member, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorneys’ fees, actually and reasonably incurred by such persons in connection with the defense of settlement of such action or suit of such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- 7.3 Successful Defense. To the extent that a Director, Officer, Member, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action,

suit, or proceeding referred to in Section 7.1 or 7.2, or in the defense of any claim, issue, or matter therein, such person shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by such person in connection therewith.

- 7.4 Authorization of Indemnification Under Sections 7.1 or 7.2. Any indemnification under Section 7.1 or 7.2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, Member, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 7.1 or 7.2. Such determination shall be made:
- A) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or
 - B) If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.
- 7.5 Advances for Expenses. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit, or proceeding, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Section 7.4 upon receipt of an undertaking by or on behalf of the Director, Officer, Member, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized by this Section.
- 7.6 Non-Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of disinterested Directors or otherwise, both as to action in any such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Member, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.
- 7.7 Insurance. The Corporation may, upon resolution of its Board of Directors, duly adopt, purchase, and maintain insurance on behalf of any person who is or was a Director, Officer, Member, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this provision of the Corporation's Bylaws.

Article VIII Amendment

A copy of all proposed amendments to the bylaws shall be forwarded to SHRM before adoption.

Amendments to these Bylaws may be made by a two-thirds vote of the Members present at any Annual or Regular Meeting, provided written or electronic notice of proposed amendment or amendments be given to Members at least ten (10) days prior to the Meeting and provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of the

SHRM and not in conflict with SHRM bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

**Article IX
Chapter Dissolution**

In the event of the chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

**Article X
Withdrawal of Affiliated Chapter Status**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

Ratified by the Membership of Chapter and signed by:

Chapter President *Sue A. Estes*

Date *3/19/07*

Approved by:

SHRM President/CEO or President/CEO Designee *A. J. Murolo* *3/9/07*
OK

Date _____

[Signature]
3/8/07