



**SHRM Georgia State Council, Inc.
By-Laws**

ARTICLE I

NAME

The name of the Council shall be The SHRM Georgia State Council, Inc. (hereinafter referred to as "the Council")

ARTICLE II

OFFICES

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

ARTICLE III

PURPOSES

The purposes of the Council shall be to promote the purposes of the Society for Human Resource Management (SHRM) on a non-profit basis by providing a structure for SHRM members in the State of Georgia (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 in the human resource profession as a whole, including, without limitation, the provision of channels of communication between local SHRM chapters (Chapters), the Council, and the appropriate SHRM Regional Council, provision of services to all members of the human resource management profession within the State, and the provision of membership 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 of the Council shall manage and control the property, business and affairs of the Council, and in general exercise all powers of the Council.
- B. *Number and Privileges.* The following shall be members of the Governing Body with voting rights. one (1) State Director; one (1) secretary and one (1) treasurer (except in cases where these positions are contracted out on a pay-for-services basis), one (1) Governmental Affairs Director; one (1) Diversity Director; one (1) Workforce Readiness Director; one (1) College Relations Director; one (1) HRCI Certification Director; one (1) SHRM Foundation Director; one (1) International Director; one (1) Professional Development Director; one (1) State Conference Chair; one (1) director-elect; one (1) immediate past-director; as many Chapter Presidents as there are Chapters within the State, as many District Directors as deemed necessary by the State Director to meet the State needs, maximum number not to exceed 50 percent of the SHRM Chapters in the State; and as many At-Large Directors as deemed necessary by the State Director, to meet the State's at-large membership needs, but at least one (1) At-Large Director for each Governing Body. In no event shall the aggregate District Directors and At-Large Directors exceed one-third of the total number of members on the Governing Body. All appointed members of the Council should reflect the regional areas within the State.
- C. *Qualifications.* All members of the Governing Body, both voting and non-voting, *must be SHRM members* in good standing throughout the duration of participation on the Council.
- D. *Election and Appointment-Term of Office.*
1. The State Director-elect *shall be elected* from the Governing Body of the current or two *previous Fiscal Years*, by members with voting rights, of the current Governing Body. The election shall normally take place no later than November, immediately prior to the beginning of the term of office. The term of office shall be two Fiscal Years, after which the State Director – elect shall become the State Director.
 2. The term of office for State Director shall be two Fiscal Years.
 3. Except in cases where such positions are contracted out on a pay-for-service basis, the Secretary and Treasurer shall be nominated by the State Director and elected by members, with voting rights, of the current Governing Body. Their term of office shall be two Fiscal Years.

4. District Directors, Governmental Affairs Director, Diversity Director, Workforce Readiness Director, College Relations Director, HRCI Certification Director, SHRM Foundation Director, International Director, Professional Development Director, State Conference Director, and At-Large Directors shall be appointed by the State Director. Their term of office shall be one Fiscal Year; however, they may be reappointed to serve additional terms up to a maximum of four Fiscal Years.
 5. The Governing Body may also contain as many non-voting members as the State Director deems necessary and appropriate to perform the functions of the Council; including but not limited to at-large SHRM members, student chapter presidents, student chapter advisors.
 6. At-Large Directors, who represent the SHRM members at-large in the State, shall not be affiliated with any Chapter at the time of appointment.
- E. 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.
- F. Vacancies.* Any vacancy in the State Director position shall be filled for the unexpired term 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 Presidents shall be filled by appointment by the State Director. Any vacancy in the Chapter President position will be filled as and when the respective Chapter elects or appoints a new President.
- G. Governing Body Meetings.* The Governing Body shall meet at least quarterly each year, the first of such meetings which 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. A special meeting shall be called upon written request of a majority of the voting members of the Governing Body.
- I. Notice of Meetings.* Written notice of each Governing Body meeting shall be given or mailed to each member at least fifteen (15) days before such meeting. Such notice may be provided by e-mail or fax.

J. *Quorum; Governing Body Action.* One-third (1/3) 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 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 will preside or a chairperson shall be elected by a majority of voting members present.

ARTICLE VI

OFFICERS

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

ARTICLE VII

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 Council Director and/or the Governing Body

ARTICLE VIII

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. These Committee Chairs do not have voting rights on the Council.

ARTICLE IX

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

ARTICLE X

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 reconfer State Council status upon such body.

Article XI

RELATIONSHIPS

The Council is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another Council, and SHRM shall not be deemed to be any agency or instrumentality of the Council. The Council shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Council shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE XII

COUNCIL DISSOLUTION

In the event of the 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 Council).

ARTICLE XIII

STATEMENT OF ETHICS

The 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 Council and SHRM.

ARTICLE XIV

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 Bylaws of the Council.

ARTICLE XV

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 approved by the SHRM President/CEO or his/her designee.

ARTICLE XVI

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 XVII

INDEMNIFICATION

- A. 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, suit or proceeding, 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 or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorney fees, 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 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 reasonable cause to believe that such person's conduct was unlawful.

- B. 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 or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, including attorney fees, 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 except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper
- C To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any Action, suit or proceeding referred to in subparagraphs A. and B. of this Article, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith, including attorney fees.
- D Any indemnification under subparagraph A. and B. of this Article, 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 or officer is proper in the circumstances because such director or officer has met the applicable standard of conduct set forth in subparagraphs A. and B. of this Article. 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 written opinion, or (c) by the members.

- E. Expenses incurred by a director or officer 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 upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Corporation as authorized in this Article. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.
- F. The indemnification and advancement of expenses provided by, or granted pursuant to, the other subparagraphs of this Article shall not be deemed exclusive of any other right to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office.
- G. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against that person and incurred by that person in the appointed capacity, or arising out of that person's status as serving in such capacity, whether or not the Corporation would have the power to indemnify the person against liability under the provisions of this Article.
- H. For purposes of this Article, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued would have had power and authority to indemnify its directors or officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.
- I. For purposes of this Article, reference to "other enterprises" shall include employee benefit plans, references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan, and reference to "serving at the request of the corporation" shall include any service as a director or officer of the Corporation which imposes

duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries, and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

- J The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

- K. Any repeal or modification of this Article shall not affect any action theretofore taken pursuant to the terms of this Article prior to the time of such repeal or modification.



Robbin W. Morton
State Director
SHRM Georgia State Council, Inc

11/25/2012
Date



Approved by
SHRM President/CEO or Designee

11/26/12
Date

