

BY LAWS
INDIANA STATE COUNCIL
Society for Human Resources Management
Revised and Effective September 29, 2009

ARTICLE I

Name

The name of the Council shall be the Indiana State Council of the Society for Human Resource Management.

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 purpose of the Council shall be:

1. To promote the educational and other non-profit purposes of the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in the State of Indiana,
2. To consult together concerning the affairs, activities, needs and problems of SHRM members in the State of Indiana,
3. To advance the human resources profession and serve the human resources professionals in the State of Indiana,
4. To promote the progress and welfare of SHRM to human resources' professionals as a whole, including the provision of channels of communication between SHRM chapters, the SHRM State Councils and the North Central Regional Council,
5. To provide services to all members of the human resources profession in Indiana, and,
6. To provide leadership training at the State level.

ARTICLE IV

Fiscal Year

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

ARTICLE V

Governing Board

A. Powers and Duties. The Governing Board 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 voting members of the Governing Board shall be:

- State Director
- Secretary-Treasurer
- Past State Director
- Technology Director
- One Directors for each Core Leadership Area (CLA) established by SHRM
- As many Directors At Large as deemed necessary to meet the State's needs
- One State Conference Chair/Director
- As many chapter presidents as there are regular SHRM chapters in the State

C. Non-voting members

The Governing Board shall contain as many non-voting members as the State Director deems necessary and appropriate to perform the functions of the Council. Non-voting members shall not exceed one-third the number of voting members of the Governing Board.

D. Qualifications

All members of the Governing Board must be members in good standing of SHRM. Non-voting members shall be drawn from such positions as the State Director and the Governing Board feel should participate in the best interest of the Council and SHRM, including without limitation, those positions responsible for membership coordination, student chapter presidents, student chapter advisors and representatives from other recognized human resource organizations in the State.

E. Election and Appointment.

1. The State Director shall be nominated by the Nominating Committee from the current year's Governing Board and elected by its voting members
2. The Secretary-Treasurer and Core Leadership Area (CLA) Directors for legislative, college relations, certification, workforce readiness, SHRM Foundation, diversity shall be nominated by the Nominating Committee and presented for election. Elections for the above positions shall occur by a majority vote of the voting members of the Governing Board in attendance at a meeting or who respond to a call for a vote no later than November 1 of each calendar year to take office on 1/1 of the subsequent year.
3. The Directors At Large and State Conference Chair/Director are all voting members of the Governing Body appointed by the State Council Director.
4. The President of each SHRM chapter in the State shall be an ex-officio chapter president on the Governing Board. Each chapter president may send a designee to governing board meetings who shall stand in place of the Chapter President for voting purposes. Such designees must be voting members of their chapter's governing board and SHRM members in good standing. Designees may vote on behalf of their chapter.
5. Non-voting members of the Governing Board shall be appointed by the State Director at any time with the concurrence of the Governing Board upon which such non-voting members shall serve.

F. Term of Office.

1. Chapter presidents who serve ex-officio shall have a term of office consistent with the term of office for chapter president stipulated in their chapter's by-laws. They may serve in this capacity as long as their chapter by-laws permit them to hold the chapter president office.
2. Directors At Large and the State Conference Chair/Director shall be appointed for a term of office as determined by the State Council Director.
3. All other members of the Governing Board shall be elected or appointed to a two-year term of office subject to the initial terms show below.
4. Members of the Governing Board shall rotate off the Governing Board according to the following:

Initial Term - Elected/appointed in -numbered year with term beginning January 1 in even-numbered year.

State Director
SHRM Foundation Director
Legislative Director
Diversity Director
Membership Director
Technology Director
Past State Director

Initial Term - Elected/appointed in even numbered year with term beginning January 1 in odd-numbered year.

Secretary-Treasurer
College Relations Director
Certification Director
Workforce Readiness Director

5. All positions other than Chapter President and Director, Legislative may be elected/appointed for an additional two-(2) year term. Such governing body members may not serve for more than five (5) consecutive years in the same position.

6. The Director, Legislative shall not be bound by term limits due to the critical nature of the role and the continuity needed to build strong relationships to increase effectiveness.

G. Removal. Any member of the Governing Board 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 Board, after having been given an opportunity for an informal hearing before the Governing Board. Any member of the Council that is found to participate in any illegal activity shall be immediately removed from their position on the Council. A council member may be suspended from their position pending an investigation of inappropriate activity. In addition to removal for cause pursuant to the previous sentence, chapter presidents shall be removed to the extent they vacate or are removed from their position as president of the particular SHMR chapter.

H. Vacancies. If the State Director cannot fulfill their term on the Council, the Past State Director shall appoint a replacement. The Appointee's term shall be for the unexpired term of the departing State Director. Any vacancy in any other position on the Governing Board, other than chapter presidents, shall be filled by appointment by the State Director. Any vacancy in the chapter president position shall be filled as and when the particular SHRM chapter elects or appoints a new president. In the event that the Past State Director is unable to fulfill their term, the State Director shall attempt to fill the position by appointment with prior Indiana State Directors, contacting first the most recent State Director, then the immediate previous State Director, and so on.

I. Governing Board Meetings. The Governing Board shall meet at least twice each year, the first of such meetings which shall be held before March 31.

J. Special Meetings of the Governing Board. Special meetings of the Governing Board may be called by the State Director, or in the case of the absence or disability of the State Director, by the Secretary-Treasurer; in the case of absence or disability of the Secretary-Treasurer, the Past State Director. A special meeting shall be called upon written request of a majority of the voting members of the Governing Board.

K. Notice of meetings. Notice of each Governing Body meeting shall be given, mailed or emailed to each member at least ten (10) days before such meeting.

L. Quorum; Governing Board Action. A minimum of six (6) voting members of the Governing Board 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 Board, except to the extent that the bylaws or state law may require a greater number.

M. Presiding Member. At all meetings of the Governing Board the State Director shall preside. In the absence of the State Director, the Secretary-Treasurer shall preside. In the absence of the Secretary-Treasurer, the Past State Director shall preside. In the absence of the Secretary-Treasurer, 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.

ARTICLE VII

Responsibilities of Governing Board Members

A. State Director. The State Director is the chief elected officer of the Council, and shall be

responsible for initiating policies, strategies and objectives of the Council consistent with SHRM regional and national board policies. The State Director shall preside over meetings of the Council, and is an ex-officio member of all council committees. The State Director shall assign responsibilities among the members of the Governing Board..

B. Legislative Affairs Director. The Legislative Affairs Director shall have responsibility to monitor and evaluate on a continuing basis pending state legislative, regulatory and legal actions which may have an impact on the human resource professionals and to communicate such information to SHRM chapters and such other members as appropriate within the State. The Legislative Affairs Director shall work closely with the SHRM Regional Legislative Affairs Director and the SHRM headquarters staff in carrying out these responsibilities.

C. Secretary-Treasurer. The Secretary-Treasurer shall be responsible for overseeing the preparation of a record of the proceedings of all meetings of the governing body, and be responsible for the financial affairs of the Council. This responsibility shall include the preparation, interpretation and dissemination of periodic financial reports to the governing body.

D. Past State Director. The Past State Director shall offer advice and guidance to the State Director.

E. College Relations Director. The College Relations Director shall serve as an appointed member of the state council with responsibility to assist and promote student chapter activities within the state. The College Relations Director shall promote SHRM membership among SHRM student chapters; facilitate and coordinate any state level student events and activities; coordinate various types of student meetings for student chapters within the State; provide direction, assistance and support of professional development activities within the State SHRM organization; and develop and facilitate communications between SHRM student chapters and the Council.

F. SHRM Foundation Director. The SHRM Foundation Director shall be the liaison between the SHRM Foundation, the Council and SHRM chapters in the State. The SHRM Foundation Director shall promote support of the Foundation through personal giving and professional chapter activities and donations.

G. Certification Director. The Certification Director shall promote professional SHRM certification among SHRM chapters; provide direction, assistance and support of study groups throughout the State.

H. Workforce Readiness Director. The Workforce Readiness Director is responsible for advocating, tracking, and coordinating projects and programs intended to improve the readiness of students to enter the workforce. The Workforce Readiness Director may work with SHRM at the national, regional, and local levels to encourage members in their work with school systems, advocate programs and activities, and serve as a resource and liaison for chapters and schools as programs are initiated and developed.

I. Diversity Director. The Diversity Director shall promote and present diversity programs among the chapters in the state consistent with the guidelines from SHRM.

J. Technology Director. The Technology Director monitors, evaluates, and advocates on a continuing basis activities concerning the use of information technology to facilitate better communication throughout the volunteer leadership in the State. Shall facilitate and promote effective communications within the State Council and throughout the state.

K. Membership Director. The Membership Director shall provide leadership to membership activities in chapters, particularly assuring that chapter membership directors have access to resources necessary to recruit at-large SHRM members to chapters, local chapter's members

only to SHRM, and non-affiliated HR professionals to both organizations.

L. Director(s) At Large. The Director(s) At Large shall work with the State Council Director to achieve the strategic initiatives of the State Council.

M. State Conference Chair/Director. The State Conference Chair/Director shall manage all activities related to the annual state conference.

ARTICLE VIII

Committees

Standing committees include the Executive Committee, Nominating Committee and the Audit Committee. The 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 State Council, amendment of 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. The Executive Committee is composed of the State Director, Past State Director, Secretary-Treasurer, and Director(s) At Large.

The Nominating Committee is responsible for announcing a proposed slate of candidates for elected positions to the governing body for election. The Nominating Committee is composed of at least three individuals from the governing body chosen by the Past State Director and includes the State Director. There shall be no more than one member of the Nominating Committee whose term is expiring in the next year unless such individuals have indicated they will not serve again on the governing body. The Nominating Committee shall determine by its own methods who from the committee will serve as chair.

The Audit Committee is responsible for reviewing the financial records of the Council on an annual basis. In addition, this committee shall arrange for the external audit of the financial records and for presenting the audited results to the Council.

Other committees of the governing body may be appointed by the governing body, subject to such conditions or limitations as may be specified by the governing body.

ARTICLE IX

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 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 during the calendar year. Minutes may also be approved by e-mail.

ARTICLE XI

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. This could be the SHRM Foundation or an endowment fund at a university.

ARTICLE XII

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 XIII

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 their designee, and are not in conflict with the Society's Bylaws.

ARTICLE XIV (Required)

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 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 XV(Required)

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.

State Council Director (Print Name)

State Council Director (Signature)

Date

Approved by:

SHRM President/CEO (or designee)

Date