

HUMAN RESOURCES ASSOCIATION OF CENTRAL OREGON, INC.

BYLAWS

ARTICLE I– Name and Affiliation

Section 1.1. Name. The name of the Chapter is the Human Resources Association of Central Oregon, Inc. (herein referred to as HRACO or the Chapter).

Section 1.2. Affiliates. The Chapter is affiliated with the Society of Human Resource Management (herein referred to as SHRM).

Section 1.3. Relationships. HRACO 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 HRACO. HRACO shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. HRACO shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE II – Purpose

The purposes of this Chapter, as a non-profit organization, are:

- to provide a forum for the personal and professional development of our members;
- to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- to provide an opportunity to focus on current human resource management issues of importance to our members;
- to provide a focus for legislative attention to state and national human resource management issues;
- to provide valuable information gathering and dissemination channels;
- to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- to serve as an important vehicle for introducing human resource management professionals to SHRM;
- to serve as a source of new members for SHRM; and
- to serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- to be a recognized world leader in human resource management;

- to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- to be the voice of the profession on human resource management issues;
- to facilitate the development and guide the direction of the human resource profession; and
- to establish, monitor and update standards for the profession.

ARTICLE III – Fiscal Year

The fiscal year of the Chapter shall be the calendar year.

ARTICLE IV – Membership

Section 4.1. Qualification for Membership. The qualifications for membership in HRACO shall be stated in Sections 4.4, 4.5 and 4.6 of this Article. To achieve the mission of the Chapter, there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin or disability or any other status protected by applicable law. Membership belongs to individuals only (not business or corporations) and is not transferable. The Chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM.

Section 4.2. Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.3. Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4. Professional Members. Membership shall be limited to (a) those individuals who are engaged in the profession of human resource management at the exempt level for at least three years; or (b) are certified by the Human Resource Certification Institute; or (c) faculty members holding an assistant, associate or full professor rank in the human resource management or any of its specialized functions at an accredited college or university and have at least three years' experience at this level of teaching; or (d) full-time consultants, including attorneys, with at least three years' experience in the field of human resource counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the Chapter.

Section 4.5. Associate Members. Individuals in non-exempt human resource management positions, as well as those individuals who do not meet the requirements of the professional membership category, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may vote and hold office in the Chapter.

Section 4.6. Student Members. Individuals who are actively enrolled in human resources degree programs at the college or university level. Student members may not vote and may not hold office in the Chapter.

Section 4.7. Application for Membership. Application for membership shall be on the SHRM and/or HRACO application form as adopted from time to time. All HRACO applications shall be reviewed and approved or denied by the Board and/or its designee. New members shall be afforded full membership rights granted to such new member's class of membership from the date of application approval by SHRM and/or HRACO.

Section 4.8. Voting. Professional and Associate members of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members shall have no right to vote. Votes shall be adjudged by the Board of Directors. Members may submit their vote by E-Mail, including for the election of Board positions.

Section 4.9. Dues. Should annual membership dues for HRACO be assessed, they shall be established for the next calendar year by the Board of Directors before the annual meeting prior to the next calendar year.

Section 4.10. Termination of Membership.

(a) A Member's membership in HRACO may be terminated only pursuant to a procedure that is fair and reasonable and is carried out in good faith. A procedure is fair and reasonable when either:

(1) the Member is given:

(i) not less than 15 days' prior written notice of the termination and the reasons therefore; and

(ii) an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place; or

(2) the procedure is fair and reasonable taking into consideration all of the relevant facts and circumstances.

(b) Notwithstanding any other provisions of this Section 4.10, it is fair and reasonable to terminate a Member's membership in the event such Member's status as a member in good standing with SHRM lapses.

(c) Any written notice given by mail must be given by first class or certified mail sent to the last address of the Member shown on HRACO's records.

(d) Any proceeding challenging a termination, including a proceeding in which defective notice is alleged, must be commenced within one year after the effective date of the termination.

(e) A Member whose membership has been terminated, may be liable to HRACO for dues, assessments or fees as a result of obligations incurred by the Member prior to termination.

ARTICLE V – Meeting of Members

Section 5.1. Regular Meetings. Regular meetings of the members shall be held on a monthly basis at the date and time designated by the Board of Directors.

Section 5.2. Annual Meeting. The annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held in December or at such other time as determined by the Board of Directors.

Section 5.3. Special Meetings. Special meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 5.4. Notice of Meetings. Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting. Notice can be by regular first class mail and/or E-Mail.

Section 5.5. Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the simple majority of the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted on by the members.

Section 5.6. Action by Consent. Any action required or permitted by law to be taken at a meeting of the members may be taken by written ballots and/or electronically without a meeting (written ballots, consents and signatures may be transmitted and received by electronic means, including E-mail).

ARTICLE VI – Board of Directors

Section 6.1. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A Professional member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 6.2. Number. The Board of Directors shall consist of a minimum of between eight (8) to a maximum of ten (10) Board members, as determined by the Board, as follows: President, President-Elect, Treasurer, Secretary, and Past-President, and up to five (5) other Board members, whose duties shall be determined by the Board.

Section 6.3. Qualification. All candidates for Board of Directors must be members of HRACO in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office.

Section 6.4. Election – Term of Office. The Board of Directors shall designate and present a slate of officers (President, President-Elect, Secretary and Treasurer) to the members

for their approval at or before the annual meeting of the membership, which officers shall serve on the Board of Directors. Two (2) member-at-large Board positions will be elected by the members on or before the annual meeting of the membership. The Past-President shall serve on the Board of Directors. All other Board positions will be filled by members selected by the Board of Directors. Each Director shall assume office on January 1 following his/her election or selection and shall hold office for one year or until his/her successor is elected or selected and takes office.

A Director may serve no more than four (4) consecutive years on the Board. **Exception:** a person may serve on the Board of Directors for five (5) or six (6) consecutive years, so long as each additional year (beyond the fourth year) involves service as President or Past President. For example, a Director may serve a fifth year as President and then a sixth year as Past President, but may not then serve a seventh consecutive year. Also for example, a Director may serve a fourth year as President and then a fifth year as Past President, but may not then serve a sixth consecutive year.

Section 6.5. Vacancies. Any vacancy in the Board may be filled for the unexpired term by the Board.

Section 6.6. Quorum. A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 6.7. Action Without a Formal Meeting. Any action to be taken at a meeting of the Board or any action that may be taken at a meeting of the Board members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Board members. Written consent and signatures may be transmitted and received by electronic means.

Section 6.8. Special Meetings. Special meetings of the Board shall be held when called by written notice signed by the President or Secretary of the Board, or by any three (3) Board members. The notice shall specify the time and place of the meeting and the nature of any special business to be considered. The notice shall be given to each Board member by one of the following methods: (a) by personal delivery; (b) written notice by first class mail, postage prepaid; (c) by telephone communication, including facsimile transmissions, either directly to the board member or to a person at the Board member's office who would reasonably be expected to communicate such notice promptly to the board member; or (d) by E-Mail. Notices sent by first class mail shall be deposited into a United States mailbox at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or E-Mail shall be delivered, telephoned, or E-Mailed at least seventy-two (72) hours before the time set for the meeting.

Section 6.9. Removal of Director and Officer. Any Officer or Director may be removed from office, with or without cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

Section 6.10. Waiver of Notice. A Board member may at any time waive any notice required by the Oregon Nonprofit Corporation Act, the Articles of Incorporation or these Bylaws. The waiver must be in writing, signed by the Board member entitled to notice, must specify the meeting for which notice is waived, and shall be delivered to HRACO for inclusion in the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 6.11. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws. A Professional member in good standing may request the President to place on an agenda of the next regular meeting of the Chapter any action taken by the Board of Directors.

Section 6.12. Indemnification. HRACO will indemnify a director or officer made party to a proceeding as the result of the individual being or having been a director or officer to the fullest extent provided by the laws of the State of Oregon now in effect or later amended.

ARTICLE VII– Standards of Conduct

Section 7.1. General Standards for Directors.

(a) A Director must discharge the duties of a Director, including the Director's duties as a member of a committee:

- (1) in good faith;
- (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- (3) in a manner the Director reasonably believes to be in the best interests of HRACO.

(b) In discharging the duties of a Director, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (1) one or more officers or employees of HRACO whom the Director reasonably believes to be reliable and competent in the matters presented;
- (2) legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- (3) a committee of the Board of Directors of which the Director is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence.

(c) A Director is not acting in good faith if the Director has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 7.1(b) unwarranted.

(d) A Director is not liable to HRACO or any other person for any action taken or not taken as a Director, if the Director acted in compliance with this Section 7.1.

(e) A Director will not be deemed to be a trustee with respect to HRACO or with respect to any property held or administered by HRACO, including without limit, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 7.2. Director Conflict of Interest.

(a) A conflict of interest transaction is a transaction with HRACO in which a Director of HRACO has a direct or indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director if the transaction is fair to HRACO at the time it was entered into or is approved as provided in Section 7.2(b).

(b) A transaction in which a Director has a conflict of interest may be approved:

(1) in advance by the vote of the Board of Directors or a committee of the Board of Directors if the material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors; or

(2) if the material facts of the transactions and the Director's interest were disclosed or known to the Members and they authorized, approved or ratified the transaction.

(c) For purposes of this Section 7.2, a Director of HRACO has an indirect interest in a transaction if:

(1) another entity in which the Director has a material interest or in which the Director is a general partner is a party to the transaction; or

(2) another entity of which the Director is a director, officer or trustee is a party to the transaction, and the transaction is or should be considered by the Board of Directors of HRACO.

(d) For purposes of Section 7.2(b), a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors or on the committee who have no direct or indirect interest in the transaction. A transaction may not be authorized, approved or ratified under this Section 7.2 by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction votes to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking action under this Section 7.2. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Section 7.2 (b)(1) if the transaction is otherwise approved as provided in Section 7.2(b).

(e) For purposes of Section 7.2 (b)(2), a conflict of interest transaction is authorized, approved or ratified by the Members if it receives a majority of the votes entitled to be counted under this Section 7.2(e). Votes cast by or voted under the control of a Director who has a direct or indirect interest in the transaction, and votes cast by or voted under the control of an entity described in Section 7.2(c) may be counted in a vote of Members to determine whether to authorize, approve or ratify a conflict of interest transaction under Section 7.2(b)(2). A majority of the Members, whether or not present, that are entitled to be counted in a vote on the transaction under this Section 7.2(e) constitutes a quorum for the purpose of taking action under this Section 7.2.

Section 7.3. Loans to or Guarantees for Directors and Officers. HRACO shall not lend money to or guarantee the obligation of a Director of HRACO.

ARTICLE VIII– Officers Duties and Responsibilities; Standards of Conduct

Section 8.1. The President. The President shall preside at the meetings of the members and of the Board. He/ she shall direct the Chapter and have charge and supervision of the affairs and business of HRACO, subject to the ultimate management authority of the Board of Directors. He/ she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office and must have previously served on the HRACO Board a minimum of two years.

Section 8.2. The President-Elect. The President-Elect, at the request of the President, or in his/ her absence or disability, may perform any of the duties of the President. He/ she shall have such other powers and perform such other liaison duties as the Board or the President may determine. HRACO requires the President-Elect to be a current member in good standing with SHRM and/or HRACO throughout the duration of his/her term of office and must have previously served on the HRACO Board a minimum of one year.

Section 8.3. The Treasurer. The Treasurer shall be responsible for the financial affairs of HRACO which includes maintaining the financial records of the Chapter. These responsibilities shall include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board. He/ she shall be responsible for overseeing for Chapter membership billing, if any. He/ she shall also perform such other duties as the President may determine. HRACO requires the Treasurer to be a current member in good standing with SHRM and/or HRACO during his/her entire term of office and must have previously served on the HRACO Board a minimum of one year.

Section 8.4. The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter. He/ she shall also perform such other duties as the President may determine. HRACO requires the Secretary to be a current member in good standing with SHRM and/or HRACO.

Section 8.5. Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. The

chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 8.6. Standards of Conduct for Officers. In addition to the duties set forth in Article VII above, officers of HRACO are obligated to comply with the following requirements:

- (a) An officer must discharge the officer's duties:
 - (1) in good faith;
 - (2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
 - (3) in a manner the officer reasonably believes to be in the best interests of HRACO.
- (b) In discharging the duties of an officer, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:
 - (1) one or more officers or employees of HRACO whom the officer reasonably believes to be reliable and competent in the matters presented; or
 - (2) legal counsel, public accountants or other persons as to matters the officer reasonably believes are within the person's professional or expert competence.
- (c) An officer is not acting in good faith if the officer has knowledge concerning the matter in question that makes reliance otherwise permitted by Section 8.6(b) unwarranted.
- (d) An officer is not liable to HRACO, any member or other person for any action taken or not taken as an officer if the officer acted in compliance with this Section 8.6.

ARTICLE IX – Committees

Section 9.1. Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors and must consist of two or more members of the Board of Directors.

Section 9.2. Committee Organization. Committees work under the direction of Board members and serve as advisors to the Board. The Board member with responsibility for a particular committee shall have Chairpersons approved by a majority vote of the Board of Directors before said person is asked to Chair that committee. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

Section 9.3. Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Programs, Communications/Newsletter, Workforce

Readiness/Back to School, Professional Development, Student Chapter Affairs, Public Relations, Diversity, etc.

ARTICLE X – 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 the SHRM Foundation.

ARTICLE XI – Statement of Ethics

HRACO adopts SHRM's Code of Ethics for members of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Chapter and SHRM.

- The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.
- No member shall actively solicit business from any other member at Chapter meetings or through the use of information provided to him/ her as a member of the Chapter without approval from the Board of Directors.

ARTICLE XII – Amendment of Bylaws

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which required notice has been met, 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 XIII– 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 _____

Date _____

Approved by:

SHRM President/CEO or President/CEO Designee *Laurie Mc Intosh*

Date 4/3/13