

**TENNESSEE STATE SHRM COUNCIL, INC. BY-LAWS**  
To Be Revised May 14, 2010

**ARTICLE 1**  
**NAME**

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

**ARTICLE 2**  
**OFFICES**

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

**ARTICLE 3**  
**PURPOSES**

The purposes of the State Council shall be on a non-profit basis to promote the purposes of the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in the State of Tennessee (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 and the human resource profession as a whole, including, without limitation, the provision of channels of communication between Chapters, the State Council, and the appropriate Regional Council, provision of services to all members of the human resource management profession within the State, and provision of leadership training at the state level.

**ARTICLE 4**  
**FISCAL YEAR**

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

**ARTICLE 5**  
**GOVERNING BODY**

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

*Section 5.2: Number and Privileges.*

- A. The following shall be voting members of the Governing Body: one (1) State Director; one (1) State Director-Elect; one (1) Secretary; one (1) Treasurer; (1) Director for each Core Leadership Area (CLA) established by SHRM; as many Chapter Presidents as there are SHRM Chapters within the State; as many District Directors as deemed

necessary by the State Director to meet the State's needs (maximum number not to exceed 50 percent of the SHRM Chapters in the state); and as many Membership At-Large Directors as deemed necessary to meet the State's at-large membership needs, but at least one (1) Membership At-Large Director. In no event shall the aggregate number of District Directors and Membership At-Large Directors exceed one-third of the total number of voting members on the Governing Body.

- B. 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.

*Section 5.3: Qualifications.* All members of the Governing Body, both voting members and non-voting members must be SHRM members in good standing throughout the duration of participation on the Governing Body. Non-voting members shall be drawn from such positions as the State Director feels should participate in the State Council in the best interests of the Council and SHRM, including without limitation, those positions such as student chapter presidents, student chapter advisors, and others whom the Council feels should participate in the best interests of the Society.

*Section 5.4: Election and Appointment – Term of Office*

- A. The State Director and State Director-Elect shall be elected from the current year's Governing Body by its voting members no later than October of each year for the upcoming year. The President of each SHRM Chapter within the State shall be an ex-officio Chapter President on the State Council with full voting rights. District Directors, Membership At-Large Directors, and Core Leadership Area (CLA) Directors shall be appointed by the State Director and will have full voting rights. The Secretary and Treasurer shall be nominated by the State Director and elected by a majority vote of the Governing Body upon which such Secretary and Treasurer will serve and will have full voting rights.
- B. Non-voting members of the Governing Body shall be appointed by the State Director with the prior concurrence of the Governing Body upon which such non-voting members will serve.
- C. Leaders filling all positions on the Governing Body, both voting and non-voting, must be SHRM members in good standing within the State throughout the duration of participation on the Governing Body.
- D. All members of the Governing Body shall be elected or appointed to a one-year term beginning January 1 and ending December 31. The State Director, State Director-Elect, the Secretary and Treasurer may serve one additional one-year term for a total of two consecutive years. All other elected and appointed leaders may serve in the same position for not more than a total of three consecutive years.

*Section 5.5: Removal.* Any member of the Governing Body may be removed for actions contrary to the best interests of the Council or SHRM upon a two-thirds vote of the entire voting members of the Governing Body. In addition to removal for cause pursuant to the previous sentence, Chapter Presidents will be removed to the extent they vacate or are removed from their position as President of their respective SHRM Chapter.

*Section 5.6: Vacancies.* Any vacancy in the State Director position shall be filled for the unexpired term by the State Director-Elect. Any vacancy in any other position on the Governing Body other than Chapter President shall be filled by appointment by the State Director with the concurrence of that person or body which must concur in the original appointment of such

position. Any vacancy in the Chapter President position will be filled as and when the respective Chapter elects or appoints a new President.

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

*Section 5.8: Special Meetings of the Governing Body.* Special meetings of the Governing Body may be called by the State Director, or in the case of the absence or disability of the State Director, by the State Director-Elect, Secretary and/or Treasurer. A special meeting shall be called upon written request of a majority of the voting members of the Governing Body.

*Section 5.9: 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, or such greater period as may be required by state law.

*Section 5.10: Quorum; Governing Body Action.* One-half (1/2) of the entire number of voting members of the Governing Body shall constitute a quorum for the transaction of business. The act of a majority of voting members present-either in person, conference call, teleconference, or by any other means of electronic communication whereby everyone can hear one another at which there is a quorum-shall be the act of the Governing Body, except to the extent that state law may require a greater number. In addition the Governing Body may act by unanimous written consent of all voting members.

*Section 5.11: Presiding Member.* At all meetings of the Governing Body, the State Director shall preside. In the absence of the State Director, the State Director-Elect shall preside. In the absence of both the State Director and State Director-Elect, a chairperson shall be elected by a majority of voting members present.

## **ARTICLE 6 OFFICERS**

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

## **ARTICLE 7 RESPONSIBILITIES OF PARTICULAR GOVERNING BODY MEMBERS**

The responsibilities of each of the Governing Body members shall be as outlined in the position descriptions maintained by the Secretary and distributed to the members. The position descriptions are subject to change as deemed necessary by the State Director and/or the Governing Body.

## **ARTICLE 8 COMMITTEES**

Committees of the Governing Body may be appointed by the State Director, subject to such conditions or limitations as may be specified by the Governing Body. Such Committees may include, without limitation, an Executive Committee consisting of the State Director, the State

Director-Elect, the Secretary, the Treasurer, and any other voting member of the Governing Body appointed to the Executive Committee by the Governing Body, which Executive Committee shall have the authority to act on behalf of the Governing Body in between meetings of the Governing Body on any matter except for dissolution, merger, sale of all or substantially all assets of the State Council, amendment of the articles of incorporation, bylaws or similar documents, or any other matters which applicable state law or resolution of the Governing Body prohibits such Executive Committee from taking action upon.

#### **ARTICLE 9 ELECTRONIC VOTING**

Mail or electronic ballots cannot be used for the election of officers.

#### **ARTICLE 10 WITHDRAWAL OF STATE COUNCIL STATUS**

State Council status may be withdrawn by a two-thirds (2/3) vote of the then entire number of voting members of the SHRM Board of Directors upon finding that the activities of the Council are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the 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 11 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.

#### **ARTICLE 12 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 the dissolution (e.g., the SHRM Foundation, an endowment fund at a university, or other such organization in keeping with the purposes of this State Council).

#### **ARTICLE 13 STATEMENT OF ETHICS**

The State 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 State Council and SHRM.

**ARTICLE 14  
PARLIAMENTARY PROCEDURE**

Meetings of the State Council 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 15  
BYLAW AMENDMENTS**


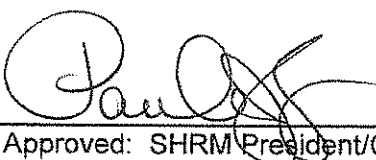
The Bylaws of the State Council may be amended by a two-thirds (2/3) vote of the Governing Body voting members present at a meeting at which a quorum exists, provided such proposed amendment is circulated in writing at least fifteen (15) days prior to such meeting and provided such amendments have been pre-approved by the SHRM President/CEO or his/her designee, as being in furtherance of the purposes of SHRM and not in conflict with the Society's Bylaws.

**ARTICLE 16  
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 17  
SCHOLARSHIP FUNDS**

The Tennessee State SHRM Council, Inc. currently holds scholarship funds that benefit the Joseph P. Goddard and the James House Williamson Scholarships (jointly, the "Scholarships"). A more detailed description of the funds which benefit the Scholarships is attached to these Bylaws as Exhibit A (the "Scholarship Funds"). It is hereby expressly understood that for so long as the corporation exists, the Scholarship Funds, and any additions thereto, shall be invested in secure interest-bearing accounts, with any interest from such accounts to be used solely for the Scholarships. The purpose and use of the Scholarship Funds as set forth in this Article 17 may only be amended by a unanimous vote of all members of the corporation.

<u>Don Ray</u> State Council Director (Name)	 State Council Director (Signature)	<u>5-14-2010</u> Date
 Approved: SHRM President/CEO (or designee)	<u>4/15/10</u> Date	