

HRC SWMi

Human Resource Council of Southwest Michigan



BYLAWS

OF

**HUMAN RESOURCE COUNCIL OF SOUTHWESTERN
MICHIGAN**

AFFILIATE OF



SOCIETY FOR
HUMAN
RESOURCE
MANAGEMENT

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**BYLAWS
OF
HUMAN RESOURCE COUNCIL OF SOUTHWESTERN MICHIGAN**

ARTICLE I – OFFICES

Section 1.1 Registered Office. The registered office of the Corporation shall be as set forth in its Articles of Incorporation.

Section 1.2 Business Offices. The Corporation may have business offices at such places as the Board of Directors may from time to time determine.

ARTICLE II – PURPOSE

Section 2.1 General. The purposes of the Corporation are as set forth in Article II of the articles of Incorporation of the Corporation.

ARTICLE III – MEMBERS

Section 3.1 Eligibility. The initial Members shall be those individuals who are currently Members of the Human Resource Council of Southwestern Michigan. An individual may become a Member if:

(a) the individual is, by reason of his/her occupation, directly engaged in, or responsible for, or demonstrates a bona fide interest in, the policy-making and/or administration of human resource functions in Southwestern Michigan;

(b) the individual is sponsored by a current Member of the organization and such sponsor files a properly completed application for such individual with the Secretary/Treasurer of the organization who shall refer all applications to the Board of Directors for action;

(c) the individual pays an initiation fee established by the Board of Directors and pays dues established by the Board of Directors;

(d) the individual delivers to the organization such documents as the Board of Directors may require;

(e) the individual completes such applications and other membership forms as the Board of Directors may require; and

(f) the individual is accepted to membership by the Board of Directors of the organization.

All members shall have the same rights, responsibilities and privileges. Membership shall not be limited to or based on race, color, creed, religion, age, sex, handicap, height, weight or marital status.

Section 3.2 Membership Dues. The Board of Directors may, from time to time, establish reasonable annual membership dues to be paid by all Members. For purposes of dues payment, Members may be divided into classes, with Members in different classes paying a different amount of dues.

Section 3.3 Term of Membership. Each member shall be a Member for an initial term commencing on the date such individual meets the requirements set forth in Section 3.1 and continuing until such individual's membership terminates, either voluntarily or involuntarily. A Member may voluntarily terminate his or her membership at any time by giving written notice to the Board of Directors. A Member's membership shall be involuntarily terminated in the Member is more than 120 days late in paying dues. Membership renewal may be denied for any Member who uses materials prepared by the organization or membership for advertising or promotional purposes without the express written consent of the Board of Directors.

Section 3.4 Benefits. Members are entitled to receive such benefits as are approved, from time to time, by the Board of Directors.

Section 3.5 Place of Meeting. All meetings of the Members of the organization shall be held in Southwestern Michigan, or such other place, either within or without the state of Michigan, as may be determined from time to time by the Board of Directors.

Section 3.6 Annual Meeting of the Members. The annual meeting of the Members, for the purpose of electing the Directors and Officers to serve for the coming year and for transaction of other business that may come before the meeting shall be held on the 3rd Wednesday of October, if not a legal holiday, and if a legal holiday, then on the next business day following. The Board of Directors with proper written or printed notice will designate the time and place for this meeting. If the annual meeting is not held on the date designated therefore, the Board of Directors shall cause the meeting to be held as soon thereafter as convenient.

Section 3.7 Order of Business at Annual Meeting. The order of business at the annual meeting of the Members shall be as follows:

- (a) reading of notice and proof of mailing;
- (b) reports of Officers;

- (c) election of Directors and Officers;
- (d) transaction of other business mentioned in the notice;
- (e) adjournment;

provided that, in the absence of any objection, the presiding Officer may vary the order of business at his/her discretion.

Section 3.8 Notice of Meeting of Members. Except as otherwise provided in the Bylaws, written notice of the time, place and purpose of a meeting of Members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail or by facsimile or email, to each Member of record entitled to vote at the meeting. If a purpose of a meeting of Members is to vote upon an amendment to the Bylaws then the notice of the meeting shall be sent at least twenty (20) days before the date of the meeting and shall set forth the proposed amendment or a summary of the changes to be affected thereby. All notices shall be sent to the last known address of each Member.

When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting, only such business is transacted at the original meeting. However, if after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record on the new record date entitled to vote at the meeting.

Section 3.9 List of Members Entitled to Vote. The President shall make and certify a complete list of Members and have this available at a Members' meeting or adjournment thereof. The list shall:

- (a) be arranged alphabetically, with the address of each Member;
- (b) be produced at the time and place of the meeting;
- (c) be subject to inspection by any Member during the whole time of the meeting; and
- (d) be prima facie evidence as to who are the Members entitled to examine the list or to vote at the meeting.

Section 3.10 Inspectors of Election. The Board of Directors in advance of a Members' meeting may appoint one (1) or more inspectors of election to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a members' meeting may, upon request of a Member entitled to vote thereat shall, appoint one (1) or more inspectors. In case a person appointed fails to appear or act, the vacancy may be filled by appointment made by the Board of Directors in advance of the meeting or at the meeting by the person presiding thereat. The inspectors shall determine the number of Members eligible to vote, count and tabulate votes, ballots or consents, determine the result, and do such acts as are proper to conduct the election or vote with fairness to all Members. On request of the person, presiding at the meeting or a

Member entitled to vote thereat, the inspectors shall make and execute a written report to the person presiding at the meeting.

Section 3.11 Quorum of Members. Unless a greater or lesser quorum is provided in a Bylaw adopted by the Members, the presence of thirty percent (30%) or more of current Members shall constitute a quorum.

Section 3.13 Vote of Members. Each Member is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing. Members shall not be allowed to vote by proxy. When an action, other than the election of Directors, is to be taken by vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote.

Section 3.14 Record Date of Determination of Members. For the purpose of determining Members entitled to notice of and to vote as a meeting of Members or an adjournment thereof, or to express consent or to dissent from a proposal without a meeting, or for the purpose of determining Members entitled to allotment of a right, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of Members. The date shall not be more than sixty (60) nor less than ten (10) days before the date of the meeting, nor more than sixty (60) days before any other action.

Section 3.15 Resignation. Any Member desiring to resign shall submit a written resignation to the Board of Directors. The resignation shall be effective when received.

ARTICLE IV – BOARD OF DIRECTORS

Section 4.1 Functions. Except as specifically provided in the Bylaws, all rights, powers, duties and responsibilities relative to the management and control of the organizations property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these Bylaws, the Board of Directors may take any lawful action on behalf of the organization, which not by law or by Bylaw required to be taken by some other party.

Section 4.2 Number, Selection, and Term. The number of Directors that shall constitute the Board of Directors shall be not less than two (2) persons and not more than ten (10) persons, as determined from time to time by the Members. The first Board of Directors shall consist of six (6) Directors. The Directors shall consist of the persons who are elected as the President, Vice President, Secretary and Treasurer, Director of Communication and Legislative and Diversity Director and one (1) past president. Each Officer will serve a two (2) year term, which expires on December 31, or upon the election or appointment of their respective successors. In addition, to the elected office, a Director may hold the additional position of President Elect. The current President Elect will fill the position of President. In the event the President Elect is unable to fulfill the duties of President, the Vice President will be appointed to the position of President. In the event the Vice President is unable to fulfill the duties of President Elect, the President

Elect position will be filled through the election of the organization. Past Presidents will serve a two year term or until such person is replaced by a new Past President.

The first Directors shall be elected by the organization. Thereafter, as the term of Officers expires, the Members shall elect four (4) persons to serve as Officers, and those persons who are elected shall serve as Directors until the next election or appointment of their respective successors. The persons who serve on the Board by reason of being Past presidents shall not be elected by the members, but shall automatically serve on the Board by virtue of their position; however, in the event of a vacancy in a Board position held by a Past President, this shall be filled as described in Section 4.7 below.

Section 4.3 Meetings. The Board of Directors may set the time and place for regular meetings of the Board of Directors, including phone conference. Unless otherwise determined, regular meetings shall be held on the first Monday of each month at such time and place as may be determined by the Board of Directors.

(a) the annual meeting of the Board of Directors shall be held at the same place as and immediately following the annual meeting of Members in each year.

(b) special meetings of the Board of Directors may be called by the Secretary upon request of the President or one (1) of the Directors.

Section 4.4 Notice of Meetings. The annual meeting of the Board of Directors shall be held without other notice than this Bylaw. Regular and special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, email or facsimile to each Director not less than twenty-four (24) hours before the meeting.

Section 4.5 Resignation. A Director may resign by giving written notice to the President which notice shall be immediately forwarded to the Board of Directors. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the President, and the acceptance of the resignation shall not be necessary to make it effective.

Section 4.6 Removal. Any Director may be removed at any time, with or without cause, by vote of majority of Members entitled to vote at an election of Directors.

Section 4.7 Vacancies. A position occurring in the Board of Directors resulting from a vacancy or an increase in the number of Directors shall be filled either by the affirmative vote of a majority of the Members present at a meeting at which a quorum is present, or by the affirmative vote of a majority of the remaining Directors, though less than a quorum. A person elected by the Members to fill a Director position shall serve for the unexpired portion of the term of the Director who is being replaced. A Director elected by the Members because of an increase in the number of Directors shall serve for an initial term that is approved by the Members not to exceed two (2) years. If a position

on the Board of Directors is to be filled by the vote of the Directors, the person so elected shall serve only until the next election of Directors by the Members.

Section 4.8 Quorum. The presence of a majority of the total number of Directors then in office shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present may reschedule the meeting for a date certain. Notice of the rescheduled meeting shall be given to the terms of the Bylaws.

Section 4.9 Voting. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required. Each Director present shall have one (1) vote.

Section 4.10 Action by Unanimous Consent. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by all the Directors.

Section 4.11 Compensation of Directors. The Directors, as such, shall not be compensated for the performance of services for the organization, but may, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the organization.

Section 4.12 Participation in Meeting by Telephone. Upon agreement by majority of the Board of Directors, monthly meetings may be held by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to the Section constitutes presence in person at the meeting.

ARTICLE V – OFFICERS

Section 5.1 Officers. The Officers of the Organization shall be a President, Vice President, a Treasurer/Secretary, a Director of Communications and a Legislative and Diversity Director. In addition, any position can also be considered President Elect. An Officer must serve on a board position for a full term before becoming President. An Officer shall serve for a term of two years, or until the Officer's resignation or removal, whichever occurs first. The Officers' terms shall commence on January 1st after the meeting at which the Officers are elected.

The same person may hold any two or more offices, except that of President and Secretary/Treasure. In addition to the powers and duties of the Officers of the Organization as set forth in the Bylaws, the Officers shall have such authority and shall perform such duties as from time to time may be determined by the Board of Directors. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if law or the Bylaws require the instrument. To be executed, two (2) or more Officers must verify it.

Section 5.2 President. The President shall be the chief operating officer of the Organization. They will preside at all meetings of the Board of Directors. The President shall perform such other duties and the Board of Directors shall assign functions as to them from time to time. They will be, ex officio, a Member of all standing committees. The President shall be a current active member of the Society of Human Resource Management and shall attend State Council meetings and actively participate in State Council matters. The President shall, unless otherwise provided by resolution, possess the power and authority to sign all certificates, contracts, instruments, papers, and documents of every conceivable kind and character whatsoever in the name of and on behalf of the Organization.

Section 5.3 President Elect. The President Elect shall have such powers and perform such duties as shall from time to time be assigned by the Bylaws or the President. In the event the President is absent or unavailable, then the President Elect shall perform the duties and exercise the powers of the President. The President Elect shall act as Chair of the Annual Conference and participate in activities designed to ready the President Elect for the future role of President.

Section 5.4 Vice President. The Vice President shall have such powers and perform such duties as shall from time to time be assigned by the Bylaws or the President. The Vice President shall act as Chair of Program Committees.

Section 5.5 Secretary/Treasurer. The Secretary/Treasurer shall keep the minutes of all meetings and all contracts when authorized to do so. They shall have custody of all the funds and securities, endorse checks, notes and other obligations for collection on behalf of the organization and shall deposit the same to the credit of the organization in such bank or banks as the Board of Directors may designate; sign all receipts, keep full and accurate accounts of all monies received and paid on account, and render statements of such accounts.

Section 5.6 Legislative/Diversity Director. The Legislative/Diversity Director will keep the Membership and the Board of Directors up to date in legislative and legal matters in addition to diversity issues in the workplace.

Section 5.7 Communications Director. The Communications Director will maintain the electronic web site, along with communications to and from the Members.

Section 5.8 Resignations. Any Officer can resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.9. Removal. The Board of Directors may remove any of Officers designated in Section 5.1 of this Article V, whenever in its judgment the best interests of the Organization will be served thereby, by the vote of a majority of the total number of Directors. Any subordinate Officer elected or appointed in accordance with Section

5.1 of this Article V may be removed by the Board of Directors for like reason by a majority of the Directors present at any meeting, a quorum being present, or by any superior Officer upon whom such power of removal has been conferred by resolution of the Board of Directors.

Section 5.10 Vacancies If there is a vacancy in any Officer position; the Board of Directors may fill the vacancy. Any person elected to fill a vacancy shall serve until the next election of Officers by the Members.

ARTICLE VI – COMMITTEES

Section 6.1. General. Any special Committee shall be dissolved as soon as it has fulfilled its function.

ARTICLE VII – INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 7.1 Indemnification of Directors and Officers The organization may, in the complete discretion of the Board of Directors, indemnify in full or in part, 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 action by or in the right of the Organization) by reason of the fact that he or she is or was a Director, Officer, or serving at the request of the Organization.

Section 7.2 Actions by or in Right of the Organization. The Organization may, in complete discretion of the Board of Directors, indemnify in full or in part, 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 Organization to procure a judgment in its favor by reason of the fact that he or she is or was a Director, Officer or agent of the Organization or is or was serving at the request of the Organization, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization.

Section 7.3 Expenses. To the extent that a Director, Officer or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2 of the Article or in defense of any claim, issue or matter therein, the Organization may, in the complete discretion of the Board of Directors, indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 7.4 Determination of Indemnification. As a condition, precedent to any indemnification under Sections 7.1 and 7.2 of this Article, the Board of Directors shall make a determination that indemnification of the Director, Officer or agent is proper in the circumstances because they met the applicable standard of conduct set forth in

Sections 7.1 and 7.2. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (defined in Bylaws) consisting of Directors who are not parties to such action, suit or proceeding or (ii) if such quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. If a determination is made that the person seeking indemnification has met the applicable standard of conduct described in Sections 7.1 and 7.2, then the Board of Directors shall decide the amount the person seeking indemnification shall be indemnified under Section 7.1 and 7.2 for a portion of his or her expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement, by not for the total amount thereof, the Organization shall indemnify such person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the Board of Directors has determined the person is entitled to be indemnified and the Organization shall not be liable for any additional amounts.

The Organization is not obligated to indemnify such person unless the Board of Directors, in its complete discretion, determines that indemnification should be made in the particular case and determines the amount to be paid to such person for indemnification.

Section 7.5 Repayment of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding describe in Sections 7.1 and 7.2 of the Article may, in the complete discretion of the Board of Directors, be paid by the Organization in advance of the final disposition of receipt of an undertaking by or on behalf of the Director, Officer or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Organization.

Section 7.6 Insurance. The Organization shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer or agent against any liability asserted.

ARTICLE VIII – FISCAL YEAR

Section 8.1 Fiscal Year. The fiscal year of the Organization shall be the calendar year.

ARTICLE IX – MISCELLANEOUS PROVISIONS

Section 9.1. Contracts, Conveyances, Etc. Unless otherwise directed by the Board of Directors, all conveyances, contracts and instruments of transfer and assignment shall be specifically approved by the Board of Directors and shall be executed on behalf of the Organization by such Officers or the Board of Directors may specifically authorize agents as.

Section 9.2 Execution of Instruments. Unless otherwise designated by the Board of Directors, all Organization instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligations or orders for the

payment of money shall be signed by the President or by such other Officers of the Organization as from time to time are designated by resolution of the Board of Directors.

Section 9.3 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Organization except as authorized by the Board of Directors of the Organization. When authorized to do so, any Officer or agent of the Organization may affect loans and advances. The authority contained in this Section 9.3 shall be express and confined to specific instances.

Section 9.4 Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks as the Board of Directors may select. For the purpose of deposit and for the purpose of collection for the account of the Organization, checks, drafts and other orders for the payment of money which are payable to the order of the organization shall be endorsed, assigned and delivered by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

Section 9.5 Method of Giving Notices. Any notice required by statute or by these Bylaws to be given to the Directors, or to any Officers of the Organization unless otherwise provided herein or in any statute, shall be given by mailing to such Director or Officer at his/her last address as the same appears on the records of the Organization, and such notice shall be deemed to have been given at the time of such mailing.

Section 9.6 Seal. The Organization shall have the right to adopt a corporate seal.

Section 9.7 Heading and Parenthetical Insertions. The article and paragraph heading included in these Bylaws have been used solely for convenience and shall in no event act as or be used in conjunction with the interpretation of the Bylaws.

Section 9.8 Conflict with Statute. In the event any article or section of these Bylaws shall conflict with the Act, the Act shall rule.

Section 9.9 Affiliations. The Organization shall exist and function independently of and unaffiliated with any other organization except as a local Chapter with the Society for Human Resource Management, headquartered in Alexandria, Virginia. With the approval of two-thirds of the Members, the Organization may affiliate with any state or national federation now in existence or which may later be organized, having purposes and objectives which are the same or related to and substantially consistent with those of the Organization.

ARTICLE X – AMENDMENTS AND ADDITIONS

Section 10.1 Amendments. These Bylaws may be altered or amended at any duly called meeting of the Members, at which a quorum is present, by a majority vote of those present, provided that written notice describing the substance of the proposed amendment has been sent to each Member of the Organization at least ten (10) days in advance of the date of meeting, unless such notice is waived by all the Members and provided that such

proposed amendment(s) have been reviewed by SHRM and found not be in conflict with the Bylaws of the Society. These Bylaws may not be altered or amended by the Board of Directors.

Section 10.2 Rules and Regulations. The Members may adopt additional rules and regulations, general or specific, for the conduct of meetings and additional rules and regulations, general or specific, for the conduct of the affairs of the Organization provided however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the articles of the Bylaws.

I certify that the Human Resource Council of Southwestern Michigan adopted the foregoing Bylaws on the 18th of October 2006.

Chuck Varney, President