

PORTLAND HUMAN RESOURCE MANAGEMENT ASSOCIATION, INC.

Bylaws

ARTICLE I

Name

Section 1.1: Name. The name of this corporation shall be PORTLAND HUMAN RESOURCE MANAGEMENT ASSOCIATION, INC. ("PHRMA" or the "Chapter"), a chapter of the Society for Human Resource Management.

Section 1.2: Affiliation. PHRMA is affiliated with the Society for Human Resource Management ("SHRM").

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

ARTICLE II

Purpose

The purpose of PHRMA is to engage the human resource community by providing professional development, relationship building opportunities, and other resources in order to stimulate professional growth and enhance workplace contributions.

ARTICLE III

Fiscal Year and Annual Report

Section 3.1. Fiscal Year. The fiscal year of PHRMA shall be January 1 through December 31.

Section 3.2. Annual Report. The Board of Directors ("Board") shall cause to be prepared, not later than one hundred and twenty (120) days after the close of the fiscal year, an annual report of the financial affairs of the Chapter.

ARTICLE IV

Membership

Section 4.1. Members as Individuals. Membership in PHRMA is conferred on individuals rather than organizational or institutional memberships. There is neither succession of membership nor shared membership in the Chapter. PHRMA is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. To achieve the mission of PHRMA there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

Section 4.2. Professional Members. Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) certified by the Human Resource Certification Institute; (c) faculty members holding an assistant, associate, or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience practicing in the field of human resource management; (d) full-time consultants with at least three years experience practicing in the field of human resource management; or (e) full-time attorneys with at least three years experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the Chapter.

Section 4.3 Associate Members. Individuals in non-exempt human resource management positions, as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may vote or hold office in the Chapter.

Section 4.4. Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter.

Section 4.5. Membership Year. For purposes of local dues, the membership year shall consist of any twelve month period determined by the Board of Directors ("Board").

Section 4.6. Categories of Membership. Membership in PHRMA shall be approved by the Director of Membership on an individual basis, based upon the membership criteria defined by SHRM. All PHRMA members, with the exception of Student Members, may vote and hold office in the Chapter.

Section 4.7. Termination of Membership. Membership will be terminated automatically if dues are 90 days past due. Membership may also be terminated by a two-thirds affirmative vote of the members of the Board then in office, provided that the member is given 15 days' prior written notice of the termination and the reasons therefore, and an opportunity to be heard by the Board, orally or in writing, at least five days before the effective date of the termination. Any member failing to maintain membership in SHRM will forfeit his/her membership in the Chapter.

Section 4.8. Dues. Chapter or special dues shall be approved by the Board.

ARTICLE V

Meetings

Section 5.1. Chapter Meetings.

- A. Frequency: The number of Chapter meetings during the year will be determined by the Board.
- B. Notice: Notice of Chapter meetings shall be provided through PHRMA's newsletter addressed to each member's current e-mail address as shown in the Chapter's records no later than seven days before the meeting. Each notice shall state the date, time, place and purposes of the meeting.
- C. Attendance: Chapter members are always authorized to attend. Subject to advance Board approval, Chapter meetings may also allow attendance by members of affiliated SHRM Chapters, certain related

organizations offering reciprocal agreements, or invited guests. No one may attend in place of a member.

Section 5.2. Business Meetings.

- A. Frequency: There will be an annual business meeting of members in October each year to report on the status of the Chapter, elect Directors, conduct other necessary business, and bring to the attention of the Chapter members matters as determined by the Board. The regular Chapter meeting in October may be designated the annual business meeting. The Board may call other special business meetings of the members at such time and place as it deems appropriate.
- B. Notice: Notice of meetings shall be provided through the PHRMA newsletter addressed to each member's current e-mail address as shown in the Chapter's records no later than seven days before the meeting. Each notice shall state the date, time, place, and purposes of the meeting.
- C. Quorum: The number of Chapter members present at an annual or special meeting for the transaction of business that are entitled to vote shall constitute a quorum.
- D. Rules: Roberts Rules of Order shall govern the conduct of Chapter business meetings.
- E. Voting: Each PHRMA member (with the exception of Student Members) in good standing is entitled to one vote on all matters requiring a vote of PHRMA membership. The affirmative vote of a majority of the PHRMA members eligible to vote, present at a meeting at which a quorum is present shall be required to approve any action unless law or these Bylaws require the vote of a different number. There shall be no voting by proxy.

Section 5.3. Board Meetings.

- A. Frequency: Dates and times of the Board meetings shall be determined by the Board. Special meetings of the Board may be called by the President or one-third of the Directors on the Board.
- B. Quorum: One-half of the number of Directors determined by resolution pursuant to Section 2 of Article VI of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless law or these Bylaws require the act of a greater number.
- C. Notice: Notice of board meetings, describing the date, time, and place of the meeting, shall be provided to each Director.
- D. Voting: All Directors present at the Board Meeting are entitled to vote on all matters requiring a vote of the Board. Each Director's vote regarding any matter constitutes a single vote.

Section 5.4. Other Meetings. Special Interest Group meetings and training seminars are open to all members of the Chapter. With Board approval, non-members may attend one or two Special Interest Group meetings on a trial basis without joining the Chapter. Trial basis attendance is capped at one or two Special Interest Group meetings total, regardless of whether the trial meetings are at different Special Interest Groups or repeat attendance at a meeting of the same Special Interest Group. Non-members wishing to attend additional Special Interest Group meetings or any training seminars may do so only after becoming a Chapter member.

ARTICLE V1

Board of Directors

Section 6.1. General Powers. The affairs of PHRMA shall be managed by the Board of Directors.

Section 6.2. Number of Directors and Qualifications. The Board will have a minimum of five Directors. The actual number of Directors shall be determined by resolution of the Board as needed. Directors must be a current member of PHRMA.

Section 6.3. Elections and Term of Office. The Board shall be elected by the Chapter members at the annual meeting of the members in October and the Directors shall take office the following January 1st. The term of office for Directors shall be one calendar year. The Board will be elected in the manner specified below:

- A. Prior to the annual business meeting in October, the President shall appoint a Nominating Committee, chaired by a former Director or the immediate Past President, which shall submit a slate of candidates for election as Directors to the Chapter members for consideration.
- B. Nominations will also be considered from any Chapter member provided they are submitted in writing, to the Nominating Committee at least sixty (60) days prior to the annual business meeting.
- C. The notice of the annual business meeting of members shall present the slate of candidates for election as Directors and shall also state the Nominating Committee's recommendations to the Board as to the officer and Director positions for the ensuing year.
- D. The Nominating Committee shall conduct the election. Directors shall be elected on the basis of a majority vote of those Chapter members eligible to vote, attending the annual business meeting.

Section 6.4. Position Limits. A Director may be reelected without limitation on the number of terms she or he may serve. A Director shall not serve more than two consecutive years in the same position.

Section 6.5. Removal. A Director may be removed, with or without cause, at a Chapter meeting called for that purpose, by a vote of a majority of the Chapter members present at the meeting and entitled to vote, provided that the notice of such meeting states that the purpose, or one of the purposes, of the meeting is removal of such Director. In addition, the Board may remove a Director from office by majority vote of the Directors then in office if such Director (i) has left the human resources profession or (ii) failed to attend at least half of the duly called meetings of the Board during the calendar year unless attendance was prevented by illness or emergency or was excused by the President.

Section 6.6. Resignation. A Director may resign at any time by giving written notice of such resignation to the Board, the President, or the Secretary.

Section 6.7. Vacancies. Vacancies occurring on the Board, including vacancies resulting from an increase in the number of positions on the Board, shall be filled by appointment by the President, subject to approval of the Board, for a term expiring on the next succeeding January 1st.

Section 6.8. Duties and Responsibilities. Except as provided in these Bylaws with respect to officers of PHRMA, the President shall approve written descriptions of responsibilities for each position on the Board and shall make position assignments.

Section 6.9. Quorum. One-half of the number of Directors determined by resolution pursuant to Section 2 of Article VI of these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a

quorum is present shall be the act of the Board, unless law or these Bylaws require the act of a greater number.

Section 6.10 No Salary. Directors shall not receive salaries for their Board services.

Section 6.11 Action by Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors.

ARTICLE VII

Officers

Section 7.1. Titles. The officers of PHRMA shall be a President, a President-Elect, a Past President, a Secretary, and a Treasurer. A given individual may hold one or more offices simultaneously.

Section 7.2. Election, Term of Office, Removal, Vacancy. The officers of PHRMA shall be elected by the Chapter members at its annual business meeting each year. Each officer shall hold office until his or her successor shall have been duly elected, or until his or her death, or until he or she shall resign or shall have been removed from office. The Board may remove any officer at any time by a majority vote of the Directors then in office. A vacancy in any office for any reason, including death, resignation, removal, or incapacity, may be filled by appointment by the President, subject to the approval of the Board, for the unexpired portion of the term.

Section 7.3. President. The President shall be the principal executive officer of the Chapter, and shall, subject to the control of the Board, have general supervision, direction, and control of the affairs of the Chapter, and, in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President shall be an ex officio member of all the standing Board committees and shall preside at Board meetings. The President may sign, with the Secretary or any other officer of the Chapter authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Chapter. He/she shall maintain liaison with and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.4. President-Elect. In the absence of the President or in the event of inability or refusal to act, the President-Elect shall perform all duties of the President and, when so acting, shall have all of the powers of and be subject to all of the restrictions placed upon the President. The President-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board. The President-Elect shall succeed to the office of President in the event the office of President becomes vacant for any reason.

Section 7.5. Past President. There may be more than one Past President at any given time. Each Past President shall have such powers and perform such duties as from time to time may be prescribed by the Board. In the event that the President-Elect succeeds to the office of President, the Past President or, if more than one, the Past President then elected by the membership of the Chapter shall succeed to the office of President-Elect.

Section 7.6. Secretary. The Secretary shall perform, or cause to be performed, the recording of the minutes of all meetings of the Board in one or more books provided for that purpose, such books to be open for inspection as prescribed by law; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records, the execution of which on behalf of the Chapter is duly authorized in accordance with the provisions of these Bylaws, keep a register of the post office address of each Director which shall be furnished to the Secretary by

each Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Board.

Section 7.7. Treasurer. If required by the Board, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such sureties as the Board shall determine. The Treasurer shall cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Chapter, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses, and shall render to the President and the Board, at their request, an account of all transactions as Treasurer, and of the financial condition of PHRMA. The Treasurer shall be responsible for all funds and securities of the Chapter and for causing the receiving and the giving of receipts for monies due and payable to the Chapter from any source whatsoever, and shall cause to be deposited all such monies in the name of the Chapter in such bank, trust companies or other depositories as shall be selected in accordance with these Bylaws. In general, the Treasurer shall perform all duties of the office, and such other duties as from time to time may be prescribed by the Board.

Section 7.8 Other Officers. The Board may elect or appoint other officers as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board.

ARTICLE VIII

Committees

Section 8.1. Creation, Term of Office, Chairperson, Vacancies, Quorum. The Board, by action of a majority of Directors then in office, may from time to time create such standing or special committees, consisting of one or more Directors and, with respect to committees other than the Executive Committee, such other persons as desired, and designate powers and duties thereof, as it may deem necessary or advisable, consistent with the Oregon Nonprofit Corporation Act. The President, or presidential designate shall appoint the members of such committees, subject to the approval of a majority of all the Directors then in office and except as otherwise provided for in these Bylaws. Each member of a committee shall continue as such until the first regular meeting of the Board held after the next succeeding annual meeting of the Board and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof. One member of each committee shall be appointed chairperson by the members thereof. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointment. A majority of the whole committee shall constitute a quorum and the acts of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 8.2. Executive Committee. The principal officers, being the President, President-Elect, Secretary, Treasurer, each Past President and such other officers as the President may designate, shall constitute the Executive Committee of PHRMA which shall have and exercise the authority of the Board in the management of the Chapter, except that the Executive Committee may not take any action to elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; to amend or repeal the articles of incorporation or Bylaws; to approve dissolution, merger, or the sale, pledge or transfer of all or substantially all of the property or assets of the Chapter to authorize distributions; or to amend, alter or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such Executive Committee. No resolution of the Board imposing further limitations upon the authority of the Executive Committee may be amended, altered or repealed by the Executive Committee. The delegation hereby of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon it, him or her by law. The Executive Committee shall meet at such times as designated by the President. Minutes will be kept of all business transacted by the Executive Committee and the same shall be available to each Director at all times. The minutes of the

meetings of the Executive Committee shall be presented at the next succeeding meeting of the Board. Directors who are not members of the Executive Committee are privileged to attend all meetings of the Executive Committee.

Section 8.3. Notice of Committee Meetings. Committee meetings shall be subject to the same notice requirements applicable to Board meetings.

ARTICLE IX

Contracts, Checks, Deposits, and Funds

Section 9.1. Contracts. The Board may authorize any officer or officers, agent or agents of PHRMA, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or limited to specific instances.

Section 9.2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of PHRMA shall be signed by the Treasurer of the Chapter or such officer or officers, agent or agents of the Chapter and in such manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the President and countersigned by the Treasurer of the Chapter.

Section 9.3. Deposits. All funds of the Chapter not otherwise employed shall be deposited from time to time to the credit of PHRMA in such banks, trust companies or other depositories as the Board may select.

Section 9.4. Gifts, Grants, Etc. The Board may accept on behalf of the Chapter any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of the Chapter.

ARTICLE X

Books and Records

PHRMA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and Executive Committee and shall keep at its registered or principal office a record giving the names and addresses of the Directors. All books and records of the Chapter may be inspected by any member or Director or his or her agent or attorney, for proper purpose at any reasonable time.

ARTICLE XI

When Notice Effective; Waiver of Notice

Whenever any notice is required to be given under the provisions of the Oregon Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the Chapter, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting unless the Director, at the beginning of the meeting or promptly upon his or her 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. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

ARTICLE XII

Amendments

The Bylaws may be amended by a majority vote of the members eligible to vote, present at a Chapter business meeting at which a quorum is present. Any proposed amendment shall be submitted to all members through the PHRMA newsletter or separately in writing, together with notice of such meeting, at least ten days in advance, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee.

ARTICLE XIII

Chapter Dissolution

In the event of PHRMA's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

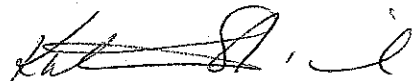
ARTICLE XIV

Withdrawal of Affiliated Chapter Status

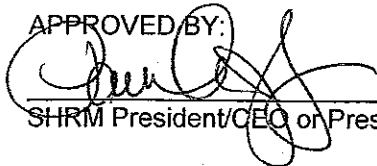
Affiliated chapter status may be withdrawn by the President/CEO of SHRM and his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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 reconfer Chapter status upon such body.

RATIFICATION:

Ratified by the Chapter and signed by:


Katie Slick, Chapter President

Date: 12-31-09

APPROVED BY:

SHRM President/CEO or President/CEO Designee

Date: 12/31/09