

**SOCIETY FOR HUMAN RESOURCE MANAGEMENT – HAWAII CHAPTER
RESTATED BYLAWS**

ARTICLE I

NAME; NONPROFIT CHARACTER; AFFILIATION

SECTION 1.1 Name. The name of this affiliated state-wide Chapter shall be the Society for Human Resource Management – Hawaii Chapter (hereinafter referred to as the "State Chapter").

SECTION 1.2 Area of Operation. The area within which the State Chapter operates shall be confined to the State of Hawaii.

SECTION 1.3 Nonprofit Character. The State Chapter shall be a nonprofit corporation whose members shall have the sole right to govern and control all its activities through their own elected officers.

SECTION 1.4 Affiliation. The State Chapter is an affiliated Chapter of the Society for Human Resource Management (hereinafter referred to as the "SHRM National").

ARTICLE II

PRINCIPAL OFFICE; PLACE OF MEETINGS; SEAL

SECTION 2.1 Principal Office. The principal office of the State Chapter shall be located at such place as shall be determined by the Board of Directors of the State Chapter (hereinafter referred to as the "Board of Directors"). The State Chapter may also have offices at such other places as the Board of Directors may determine from time to time.

SECTION 2.2 Place of Meetings. All meetings of the Members and of the Board of Directors shall be held at the principal office of the State Chapter, unless some other place is stated in the call. Any meeting, regular or special, of either the Board of Directors or of the Members may be held by conference telephone or similar communication equipment as long as all Directors or all Members participating in the meeting can hear one another, and all such Directors or Members shall be deemed to be present in person at the meeting.

SECTION 2.3 Seal. The State Chapter may have a corporate seal as the Board of Directors shall determine.

ARTICLE III

PURPOSES

SECTION 3.1 General Purposes. The purpose of the State Chapter shall be as specifically set forth in Article IV of the Articles of Incorporation and as more fully set forth in Section 3.2 below.

SECTION 3.2 Specific Purposes. The specific purposes of the State Chapter shall be to:

(a) Promote the purposes of the Society for Human Resource Management ("SHRM") by: (1) providing a structure for SHRM members in the State of Hawaii (hereinafter referred to as "the State") to consult together concerning the affairs, activities, needs and problems of SHRM in the State; and (2) providing channels of communication between SHRM National, the State Chapter, and the local Educational Foundations.

(b) Facilitate the continuing education and operating effectiveness of human resource professionals by: (1) providing comprehensive information and tools to enable human resource professionals to make informed decisions; and (2) providing opportunities for cooperative relationships and exchange of information and ideas among members.

(c) Adopt programs which will promote the progress and welfare of SHRM and the human resource profession as a whole, including, without limitation: (1) providing leadership training to SHRM members at the State level; (2) promoting high ethical standards among human resource professionals and promoting recognition of human resources as a profession within the State; and (3) providing opportunities for cooperative relationships and exchange of information with other business professionals and within the community.

ARTICLE IV

MEMBERSHIP

SECTION 4.1 Classes of Membership. Persons possessing the necessary qualifications may upon approval of the State Chapter be admitted to membership in the State Chapter in one of the following classes.

(a) Professional members. Membership shall be limited to those individuals who are: (1) engaged in the profession of human resource management at the exempt level for at least three years; (2) certified by the Human Resource Certification Institute; (3) 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 at this level of teaching; (4) full-time consultants with at least three years experience in the field of human resource

management; and (5) 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 State Chapter.

(b) Associate members. Individuals in non-exempt human resource management positions and those individuals who do not meet the requirements for professional membership may be admitted as "associate members;" provided, however, they demonstrate a bona fide interest in human resource management and the mission of the State Chapter. Associate members may not vote and may not hold office in the State Chapter.

(c) Student members. Individuals who are enrolled as full time students in human resources degree programs at the college or university level may be admitted as "student members." There shall be no annual dues applicable to this class of membership and student members may not vote and may not hold office in the State Chapter.

(d) Honorary members. The Board of Directors by unanimous vote may recommend for approval the Honorary membership of a person who: (1) is deemed to be outstanding in human resource management, industrial relations or research and has made a significant contribution to the human resource community in these fields; and (2) has been a Professional Member for a minimum of ten (10) years. There shall be no annual dues applicable to this class of membership and the person may not vote and may not hold office in the State Chapter.

SECTION 4.2 Application for Membership. Application for any class of membership in the State Chapter shall be made in writing on the forms approved by the Board of Directors.

SECTION 4.3 Admission to Membership. The Board of Directors shall examine the qualifications of all applicants and may elect them to membership as specified in Article IV, Section 1. Membership is granted on an individual basis and is not transferable to any other individual, even within the same organization. New professional members shall be afforded full membership rights from the date of application approval by the Board of Directors.

SECTION 4.4 Annual Meeting. The annual meeting of the Membership shall be held in October of each year.

SECTION 4.5 Special Meetings. Special meetings of the Membership may be held at any time upon the call of the State Chapter President or any two (2) members of the State Chapter Executive Committee. Upon receipt of such call or written request, the State Chapter Secretary shall send out notices of the meeting to the Members in the same manner as for annual meetings of the Membership.

SECTION 4.6 Notice of Meetings. Subject to Section 4.5 of Article IV, notice setting forth the time and place of the annual and any special meetings and the general nature of the business to be considered thereat shall be given by the State Chapter

Secretary, or by the person or one of the persons calling the meeting, to the Members. Such notice shall be given to the Members by advising them of the meeting by facsimile or by personally delivering written notice thereof to the Members or by mailing written notice thereof, postage prepaid, addressed to the Members at their usual place of business at least ten (10) not more than sixty (60) days prior to the time set for the meeting.

SECTION 4.7 Waiver of Notice.

(a) A Member may waive notice of any meeting of the Membership in writing signed by his duly authorized proxy or attorney-in-fact, either prior to, at or after the meeting.

(b) The presence or representation at any meeting of a Member shall be the equivalent of the waiver of the giving of notice of such meeting to that Member, unless the Member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting.

(c) If a Member at any meeting signs by its proxy or other authorized representative a written consent or approval on the record of the meeting, actions taken at the meeting, however called or notified, shall be valid.

SECTION 4.8 Quorum. Professional 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 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 4.9 Voting; Proxies. A Professional Member is entitled to one (1) vote, either in person or by proxy, at all meetings of the Membership. The authority given by a Professional Member to any person to represent the Professional Member at meetings of the Membership shall be in writing and signed by the Professional Member, and shall be filed with the State Chapter Secretary. No proxy shall be valid after eleven (11) months from the date of such proxy, unless otherwise provided in such proxy.

SECTION 4.10 Adjournment. Any meeting of the Membership, whether annual or special, may be adjourned from time to time, without notice other than the announcement at the meeting, unless a new record date is or must be fixed under Hawaii Revised Statutes § 414D-107, in which event notice of the adjourned meeting shall be given to the Members of record as of the new record date. Such adjournment may be to such time and to such place as shall be determined by Board of Directors. At any such adjourned meeting, any business may be transacted which might have been transacted at the original meeting as originally called.

SECTION 4.11 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Membership may be taken without a meeting if the State Chapter delivers a written ballot to the Professional Member, which sets forth each proposed action, provides an opportunity to vote for or against each proposal.

A consent in writing, setting forth the action to be taken, shall be signed by at least eighty (80%) percent of the Professional Members with respect to the subject matter thereof and filed with the records of the meetings of the Members. Such consent shall have the same effect as a vote of the Professional Members at a meeting and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

SECTION 4.12 Dues. Members shall be liable for such annual membership dues and assessments as shall from time to time be determined by general or special resolution of the Board of Directors.

SECTION 4.13 Withdrawal; Removal; Membership.

(a) Withdrawal. Any Member may withdraw from the State Chapter at any time upon giving prior written notice to the State Chapter Secretary.

(b) Removal. Any Member ("Member in Question") may be removed from membership in the State Chapter, by the affirmative vote of the Board of Directors, under the following circumstances: (1) failure to pay the annual dues for the State Chapter, within the time frame and in the manner specified by the State Chapter; or (2) upon receipt of written charges, signed by ten or more Members, that the Member in Question has engaged in conduct detrimental to the interests of SHRM, the State Chapter, their respective Members, and/or the HR Profession as a whole. Not less than twenty (20) days prior to the date on which the vote for removal shall be held, the Member in Question shall be sent written notice, by hand delivery or first class mail, of his proposed removal and the reasons therefor. The Member may provide a written response no later than five (5) days prior to the date on which the vote shall be held, and his response shall be provided to the Board of Directors prior to the vote for removal. The Member in Question shall be notified of the results of the vote in writing.

ARTICLE V

BOARD OF DIRECTORS

SECTION 5.1 Powers and Duties. The Board of Directors of the State Chapter shall manage and control the property, business and affairs of the State Chapter, and in general exercise all powers of the State Chapter.

SECTION 5.2 Number and Privileges.

(a) The following shall be voting members of the Board of Directors: one (1) State Director; one (1) State Chapter President; two (2) State Chapter Vice Presidents; one (1) State Chapter Treasurer; one (1) State Chapter Secretary; and as many Standing Committee Directors as deemed necessary by the State Director to meet the State needs. Four (4) Educational Foundation District Representatives, one for each District in the Educational Foundation of the State Chapter, shall be ex-officio and voting members of the Board of Directors.

(b) The Board of Directors shall contain as many non-voting members as the State Director deems necessary and appropriate to perform the functions of the State Chapter.

SECTION 5.3 Qualifications.

(a) All members of the Board of Directors must be State Chapter members in good standing.

(b) Non-voting members shall be drawn from positions in the districts of the Education Foundation responsible for professional development (including certification), college relations, programs, and workforce readiness (including school-to-work) programs. Non-voting members may also be drawn from student chapter presidents, student chapter advisors, and representatives from other recognized human resource organizations within the State that the Board of Directors feel should participate in the State Chapter in the best interests of the State Chapter and SHRM.

SECTION 5.4 Election and Appointment/Term of Office.

(a) The State Director shall be elected from the current year's Board of Directors by its voting members no later than October 1 of each year for the upcoming year. The Board of Directors shall be elected by the voting members of the State Chapter no later than October 30 of each year for the upcoming year.

(b) The State Chapter President, the State Chapter Vice Presidents, the State Chapter Treasurer, the State Chapter Secretary, and the Educational Foundation District Representatives shall be nominated by the current year's Executive Committee and elected by a majority vote of the incoming year's Board of Directors no later than October 30 of each year for the upcoming year.

(c) Non-voting members of the Board of Directors shall be appointed by the Executive Committee with the concurrence of the Board of Directors upon which such non-voting members will serve.

(d) All members of the Board of Directors shall be elected or appointed to a one-year term beginning January 1 and ending December 31. The State Director, the State Chapter President, the State Chapter Vice Presidents, the State Chapter Treasurer, and the State Chapter Secretary may serve one additional one-year term for a total of two consecutive years. Educational Foundation District Representatives may serve four additional one-year terms for a total of five 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.

(a) Any member of the Board of Directors may be removed for actions contrary to the best interests of the State Chapter or SHRM upon a two-thirds vote of the entire voting members of the State Chapter Board of Directors. In addition to removal for cause pursuant to the previous sentence, the Educational Foundation District Representatives will be removed to the extent that they vacate or are removed from their positions as officers of the local Educational Foundation.

(b) The SHRM National Board of Directors, or the SHRM National Governance Committee acting on the Board's behalf, may remove any State Chapter officer or other member of the State Chapter Board of Directors, with or without cause, upon a two-third vote of the SHRM National Directors present at a duly constituted SHRM National Board of Directors meeting, provided at least a majority of the then entire number of voting SHRM National Directors vote in the affirmative, and shall allow the SHRM National Board of Directors to appoint individual(s) to fill the remaining term of those individual(s) removed.

SECTION 5.6 Vacancies. Any vacancy in the State Director position shall be filled for the unexpired term by vote of a majority of the Board of Directors in attendance at any duly constituted meeting. Any vacancy in any other position on the Board of Directors other than State Chapter President, shall be filled by appointment by the State Director with the concurrence of the Board of Directors. Any vacancy in the State Chapter President position will be filled as and when the respective State Chapter elects or appoints a new President.

SECTION 5.7 Annual Meeting. A meeting of the Board of Directors shall be held at the place of each annual meeting of the Membership and immediately following such meeting. At such annual meeting, the Board of Directors shall elect the Officers of the State Chapter for the ensuing year.

SECTION 5.8 Regular Meetings. The Board of Directors shall meet at least four (4) times each year, the first of such meetings which shall be held before February 1.

SECTION 5.9 Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the State Chapter President, or in the case of the absence or disability of the State Chapter President, by the State Chapter Vice Presidents. A special meeting shall be called upon written request of a majority of the voting members of the Board of Directors.

SECTION 5.10 Presiding Member. At all meetings of the Board of Directors, the State Chapter President shall preside. In the absence of the State Chapter President, a chairperson shall be elected by a majority of voting members present.

SECTION 5.11 Notice of Meeting. Except as otherwise expressly provided, reasonable notice of any meeting of the Board of Directors shall be given to each Director (other than the person or persons calling the meeting and other than the person

giving notice of the meeting) by the Secretary, or by the person or one of the persons calling the meeting, by advising the Director of the meeting by word of mouth or by telephone or by leaving written notice thereof with him or at his residence or usual place of business. Written notice of any special meeting of the Board of Directors shall be mailed not less than two (2) days prior to the date of the special meeting. Nonreceipt by a Director of any written notice of a special meeting mailed to such Director shall not invalidate any business done at the meeting while a quorum is present.

SECTION 5.12 Waiver of Notice.

(a) Any Director may, prior to, at the meeting, or subsequent thereto, waive notice of any meeting in writing, signed by him.

(b) The presence at any meeting of any Director shall be the equivalent of a waiver of the requirement of the giving of notice of said meeting to such Director, unless the Director, at the beginning of the meeting or prior to the vote on a matter not properly noticed, objects to the lack of notice and does not thereafter vote or assent to the objected action.

SECTION 5.13 Quorum: Board of Directors Action. One-half (1/2) of the entire number of voting members of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of voting members present at any meeting at which there is a quorum shall be the act of the Board of Directors, except to the extent that the Bylaws or state law may require a greater number.

SECTION 5.14 Adjournment. In the absence of a quorum at a meeting duly called, the State Chapter President or a majority of the Directors present may adjourn the meeting from time to time without further notice, and may convene or reconvene the meeting when a quorum shall be present.

SECTION 5.15 Action by Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors with respect to the subject matter thereof and filed with the records of the meetings of the Board of Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors and may be stated as such in any articles or documents filed with the Director of the Department of Commerce and Consumer Affairs.

SECTION 5.16 Proxies. Voting by proxy shall not be permitted at any meeting of the Board of Directors or of any committees, boards or bodies created by the Board of Directors.

SECTION 5.17 Responsibilities of Board of Directors. The responsibilities of each of the Board of Directors members shall be as outlined in the position descriptions maintained by the State Chapter Secretary and distributed to the members. The position

descriptions are subject to change as deemed necessary by the State Director and/or the Board of Directors.

SECTION 5.18 Executive Committee.

(a) The State Director, the State Chapter President, the State Chapter Vice Presidents, the State Chapter Treasurer, the State Chapter Secretary, and the Educational Foundation District Representatives shall constitute the Executive Committee of the Board of Directors. The Executive Committee shall have and may exercise all the authority of the Board of Directors; except that no such committee shall have the authority of the Board of Directors in reference to:

(1) Authorizing distributions;

(2) Approving or recommending to the Members dissolution, merger, or the sale, pledge or transfer of all or substantially all of the property and assets of the State Chapter;

(3) Electing, appointing or removing any member of any Standing Committee or any Director or Officer of the State Chapter;

(4) Adopting, amending, altering or repealing the Articles of Incorporation or Bylaws;

(b) The designation and appointment of any Standing Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon the Board of Directors or the Director by law.

SECTION 5.19 Volunteer Incentives. The Board of Directors shall have authority to fix incentives for members of the Board of Directors, Standing Committees, Educational Foundation leaders, and other State Chapter volunteers.

SECTION 5.20 Gifts and Contributions. The Board of Directors may accept on behalf of the State Chapter any contribution, gift, bequest or devise for the general purposes, or for any special purpose, of the State Chapter.

SECTION 5.21 Procedure. The Board of Directors shall fix its own rules of procedure which shall not be inconsistent with these Bylaws.

SECTION 5.22 Director Conflict of Interest. No contract or other transaction between the State Chapter and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable because of the relationship or interest or because the Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies the contract or transaction or because the vote of the interested Director or Directors are counted for that purpose, if:

(a) The material facts of the transaction and the Director's relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Director or Directors; or

(b) The contract or transaction is fair and reasonable to the State Chapter at the time it is entered into.

SECTION 5.23 Indemnification of Officers, Directors, Employees and Agents.

(a) As used in this Article, unless the context otherwise requires:

“Agent” means any person who is or was a Director, Officer, employee or other agent of the State Chapter, or is or was serving at the request of the State Chapter as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the State Chapter or of another enterprise at the request of the predecessor corporation.

“Expenses” include, without limitation, attorney's fees and any expenses of a completed action or proceeding, whether civil, criminal, administrative or investigative.

(b) The State Chapter shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the State Chapter or where the person was found liable on the basis of his improper receipt of a personal benefit) by reason of the fact that the person is or was an agent of the State Chapter against expenses (including reasonable attorneys' fees), judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be (1) in or not opposed to the best interests of the State Chapter if the person was acting in an official capacity; or (2) in all other cases, at a minimum, did not oppose the State Chapter's best interests; and, with respect to any criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. A director's conduct with respect to an employee benefit plan for a purpose the director reasonably believed to be in the interests of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of subparagraph (2) hereof. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative of the person's failure to meet the standard of conduct described herein.

(c) The State Chapter shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the State Chapter to procure a judgment in its favor by reason of the

fact that the person is or was an agent of the State Chapter against expenses (including reasonable attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the State Chapter. No indemnification shall be made in respect of any claim, issue or matter as to which the person shall have been adjudged to be liable for negligence or misconduct in the performance of the person's duty to the State Chapter unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

(d) To the extent that an agent has been successful on the merits or otherwise in defense of a proceeding referred to in subsection (b) or (c), or in defense of any claim, issue or matter therein, the agent shall be indemnified by the State Chapter against expenses (including reasonable attorneys' fees) actually and reasonably incurred by the agent in connection therewith.

(e) Any indemnification under subsection (b) or (c) of this Article shall be made by the State Chapter only as authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in subsection (b) or (c). The determination shall be made by (1) the Board of Directors by a majority vote of a quorum consisting of Directors who were not at the time parties to the proceeding; or (2) majority vote of a committee duly designated by the board consisting of two or more Directors not at the time parties of the proceeding, if a quorum is not obtainable; or (3) independent legal counsel selected by (1) or (2); or (4) the full Board of Directors if a quorum cannot be obtained under (1) or a committee appointed under (2); or (5) the court in which the proceeding is or was pending upon application made by the agent.

(f) Expenses incurred in defending any proceeding may be paid by the State Chapter in advance of the final disposition of the proceeding upon (1) receipt of a written affirmation of the person's good faith belief that he has met the applicable standard of conduct under subsection (b) or (c) of this Article; (2) receipt of a written undertaking by or on behalf of the person to repay such amount if it shall ultimately be determined that the person did not meet the applicable standard of conduct; and (3) the State Chapter making a determination that the facts then known would not preclude indemnification.

(g) The indemnification provided by this Article is not exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of the Members or disinterested Directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding office, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs and personal representatives of such a person.

(h) The State Chapter shall have the power to purchase and maintain insurance on behalf of any agent of the State Chapter against any liability asserted against or incurred

by the agent in any such capacity or arising out of the agent's status as such, whether or not the State Chapter would have the power to indemnify him against such liability under the provisions of this section. Any such insurance may be procured from any insurance company designated by the Board of Directors, including any insurance company in which the State Chapter shall have any equity or other interest through stock ownership or otherwise.

(i) This section does not apply to any proceeding against any investment manager or other fiduciary of an employee benefit plan in such person's capacity, though such person may also be an agent of the employer State Chapter as defined in subsection (a). Nothing contained in this section shall limit any right to indemnification to which a trustee, investment manager or other fiduciary may be entitled by contract or otherwise.

ARTICLE VI

OFFICERS AND MANAGEMENT

SECTION 6.1 Appointment, Term, Removal. The Officers of the State Chapter shall be the State Director, the State Chapter President, two State Chapter Vice Presidents, the State Chapter Secretary, the State Chapter Treasurer, and such Assistant Secretaries, Assistant Treasurers, or other Officers with such duties as the Board of Directors shall from time to time determine. The Officers shall be elected annually by the Board of Directors at the first meeting thereof after the annual or special meeting of the Membership at which the Board of Directors is elected and shall hold office at the pleasure of the Board of Directors until the next annual meeting and thereafter until their respective successors shall be duly elected or appointed and qualified. Any person may hold more than one office. The Board of Directors may, in its discretion, from time to time limit or enlarge the duties and powers of any officer appointed by it.

SECTION 6.2 The State Director. The State Director shall be the State Chapter's representative to SHRM. The State Director shall establish policy, strategies and objectives for the State Chapter which are consistent with SHRM national and regional policies, and provide guidance to elected and volunteer members of the State Chapter who are responsible for accomplishing state, regional, and national objectives. Subject to the direction and control of SHRM National, the Regional Council, and the State Chapter, the State Director shall:

- (a) Sit as a voting member on the SHRM Regional Council;
- (b) Provide for implementation and execution of Regional Council and national SHRM Board decisions;
- (c) Recommend policy and organizational changes to the State Chapter within the state charter requirements, after discussion with SHRM;
- (d) Assist the State Chapter volunteer leaders in their efforts to achieve state, regional and national objectives; and

(e) Prepare regular reports for the SHRM Regional Council and/or the national SHRM Board as required.

SECTION 6.3 The State President. The State President shall be the Chief Executive Officer of the State Chapter. He shall preside at all meetings of the Membership and at all meetings of the Board of Directors. He may call special meetings of Membership at his discretion and shall call annual meetings of Members, as provided by these Bylaws. Subject to the direction and control of the Board of Directors, the President shall:

- (a) be in personal charge of the principal office of the State Chapter;
- (b) have the general management, supervision and control of all of the property, business and affairs of the State Chapter, prescribe the duties of the managers of all branch offices, and exercise such other powers as the Board of Directors may from time to time confer upon him; and
- (c) subject to approval of the Board of Directors, appoint heads of departments and generally control the engagement, government and discharge of all employees of the State Chapter, and fix their duties and compensation.
- (d) He shall at all times keep the Board of Directors fully advised as to all of the State Chapter's business.

SECTION 6.4 The State Chapter Vice Presidents. The State Vice Presidents shall, in such order as the Board of Directors shall determine, perform all of the duties and exercise all of the powers of the State Chapter President provided by these Bylaws or otherwise during the absence or disability of the State President or whenever the office of State Chapter President shall be vacant, and shall perform all other duties assigned to him or them by the Board of Directors or the State Chapter President. The Board of Directors may designate one of the State Chapter Vice Presidents as Executive Vice President and the Vice President so designated shall be first in order to perform the duties and exercise the power of the State Chapter President in the absence of that Officer.

SECTION 6.5 The State Chapter Secretary. The State Chapter Secretary shall attend all meetings of the Membership and of the Board of Directors, and shall record the proceedings thereof in the minute book or books of the State Chapter. He shall give notice, in conformity with these Bylaws, of meetings of Membership and, where required, of the Board of Directors. In the absence of the State Chapter President and the State Chapter Vice Presidents, he shall have power to call such meetings and shall preside thereat until a State Chapter President Pro Tempore shall be chosen. The State Chapter Secretary shall perform all other duties incident to his office or which may be assigned to him by the Board of Directors or the State Chapter President.

SECTION 6.6 The State Chapter Treasurer. The State Chapter Treasurer shall have custody of all of the funds, notes, bonds and other evidences of property of the State Chapter. He shall deposit or cause to be deposited in the name of the State Chapter all monies or other valuable effects in such banks, trust companies or other depositories as

shall from time to time be designated by the Board of Directors. He shall make such disbursements as the regular course of the business of the State Chapter may require or the Board of Directors may order. He shall perform all other duties incident to his office or which may be assigned to him by the President or the Board of Directors.

SECTION 6.7 Assistant Secretaries; Assistant Treasurers; Other Officers. Assistant Secretaries, Assistant Treasurers and/or other Officers, if elected or appointed, shall, in such order as the Board of Directors may determine, perform all of the duties and exercise all of the powers of the State Chapter Secretary and State Chapter Treasurer, respectively, during the absence or disability, and in the event of a vacancy in the office of the State Chapter Secretary or State Chapter Treasurer, respectively, and shall perform all of the duties assigned to him or them by the State Chapter President, the State Chapter Secretary in the case of Assistant Secretaries, the State Chapter Treasurer in the case of Assistant Treasurers, or the Board of Directors.

SECTION 6.8 Absence of Officers. In the absence or disability of the State Chapter President and State Chapter Vice Presidents if there be more than one, the duties of the State Chapter President (other than the calling of meetings of the Membership and the Board of Directors) shall be performed by such persons as may be designated for such purpose by the State Director with the concurrence of the Board of Directors. In the absence or disability of the State Chapter Secretary and of the Assistant Secretary, or Assistant Secretaries if there be more than one, or of the State Chapter Treasurer and the Assistant Treasurer, or Assistant Treasurers if there be more than one, the duties of the State Chapter Secretary or of the State Chapter Treasurer, as the case may be, shall be performed by such person or persons as may be designated for such purpose by the State Director with the concurrence of the Board of Directors.

SECTION 6.9 Compensation. The Board of Directors shall have the authority to fix the compensation, if any, of the Officers, agents and employees.

ARTICLE VII

STANDING COMMITTEES

SECTION 7.1 Appointment. Standing Committees of the Board of Directors may be appointed by the State Director with the concurrence of the Board of Directors, subject to such conditions or limitations as may be specified by the Board of Directors.

SECTION 7.2 Responsibilities. The responsibilities of the Director and committee members of each Standing Committee shall be as outlined in the position descriptions maintained by the State Chapter Secretary and distributed to the members. The position descriptions are subject to change as deemed necessary by the State Director and/or the Board of Directors.

ARTICLE VIII

AUDIT OF BOOKS

The Board of Directors shall cause a complete audit to be made of the books of the State Chapter at least once in each fiscal year and more often if required by the Board of Directors, and shall thereafter make appropriate reports to the Membership and the Board of Directors. The Board of Directors may appoint some person, firm or corporation engaged in the business of auditing to act as the auditor of the State Chapter.

ARTICLE IX

EXECUTION OF INSTRUMENTS

SECTION 9.1 Proper Officers. Except as hereinafter provided or as required by law, all checks, drafts, notes, bonds, acceptances, deeds, leases, contracts, bills of exchange, orders for the payment of money, licenses, endorsements, powers of attorney, proxies, waivers, consents, returns, reports, applications, notices, mortgages and other instruments or writings of any nature, which require execution on behalf of the State Chapter, shall be signed by (a) the State Chapter President; and (b) a State Chapter Vice President, the State Chapter Secretary, or the State Chapter Treasurer. The Board of Directors may from time to time authorize any such documents, instruments or writings to be signed by such Officers, agents or employees of the State Chapter, or any one of them, in such manner as the Board of Directors may determine.

SECTION 9.2 Facsimile Signatures. The Board of Directors may, from time to time by resolution, provide for the execution of any corporate instrument or document, including but not limited to checks, warrants, letters of credit, drafts and other orders for the payment of money, by a mechanical device or machine or by the use of facsimile signatures under such terms and conditions as shall be set forth in any such resolution.

SECTION 9.3 Funds. All funds of the State Chapter shall be deposited from time to time to the credit of the State Chapter in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X

CORPORATE BOOKS AND RECORDS; INSPECTION OF SAME AND BYLAWS

SECTION 10.1 Permanent Records; Inspection. The State Chapter shall keep as permanent records minutes of all meetings of its members and Board of Directors, a record of all actions taken by the members or Directors without a meeting, and a record of all actions taken by committees of the Board of Directors. The State Chapter shall maintain appropriate accounting records and it, or its agent, shall maintain a record of its members in a form that permits preparation of a list of the names and addresses of all members, in alphabetical order by class, showing the number of votes each member is entitled to cast. A Professional Member, or a Professional Member's agent or attorney, may inspect and copy records of the State Chapter kept under this section and as provided

by HRS § 414D-302, at a reasonable time and location specified by the State Chapter, provided that the member gives the State Chapter written notice at least five (5) business days before the date on which the member wishes to inspect and copy.

SECTION 10.2 Records Maintained at Principal Office; Inspection. The State Chapter shall keep a copy of the following records at its principal office: (a) Articles of Incorporation and all amendments thereto currently in effect; (b) Bylaws and all amendments to them currently in effect; (c) resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category of members; (d) minutes of all meetings of members and records of all actions approved by the members for the past three (3) years; (e) all written financial statements furnished for the past three (3) years under Article IX of these Bylaws; (f) a list of the names and business or home addresses of its current Officers and Directors; and (g) the most recent annual report delivered to the Department of Commerce and Consumer Affairs of the State of Hawaii. All books and records of the State Chapter kept under this section may be inspected and copied at a reasonable time and location specified by the State Chapter, by any Voting Member or Voting Member's agent or attorney for any proper purpose, provided that the member gives the State Chapter written notice at least five (5) business days before the date on which the member wishes to inspect and copy.

ARTICLE XI

FISCAL YEAR

The fiscal year of the State Chapter shall be such as may from time to time be established by resolution by the Board of Directors.

ARTICLE XII

STATEMENT OF ETHICS

SECTION 12.1 Code or Ethics. The State Chapter adopts SHRM's Code of Ethical Standards for the HR Profession for members of the State Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the State Chapter and SHRM.

SECTION 12.2 Endorsements. The State Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. The Educational Foundation shall not engage in any activities outside of its charitable purposes.

SECTION 12.3 Solicitation. No member shall actively solicit business from any other member at State Chapter functions or through the use of information provided to him/her as a member of the State Chapter without the approval from the Board of Directors.

ARTICLE XIII

STATE CHAPTER DISSOLUTION

In the event of the State Chapter's dissolution, the remaining monies in the treasury, after State Chapter expenses have been paid will be contributed to an organization decided upon by the State Chapter at the time of dissolution (e.g., the SHRM Foundation, an endowment fund at a university, or other such organization or charity).

ARTICLE XIV

BYLAW AMENDMENTS

SECTION 14.1 Amendments. The Bylaws of the State Chapter may be amended by a vote of the majority of the Board of Directors then in office, provided such amendments have been reviewed by the SHRM Board of Directors, or the Governance Committee on behalf of the Board, and are not in conflict with the SHRM National's Bylaws.

SECTION 14.2 Copies of Amendments. A copy of all amended Bylaws shall be forwarded to SHRM National before amendment.

ARTICLE XV

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.