

**BYLAWS FOR WISCONSIN STATE COUNCIL
SOCIETY FOR HUMAN RESOURCE MANAGEMENT**

**ARTICLE 1
NAME**

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

**ARTICLE 2
OFFICES**

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

**ARTICLE 3
PURPOSES**

The purposes of the State Council shall be on a non profit basis to promote the purposes of the Society for Human Resource Management (SHRM) by providing a structure of SHRM members in the State of Wisconsin (hereinafter referred to as "The State") to consult together concerning the affairs, activities, needs and problems of SHRM in the State and to adopt programs which will promote the progress and welfare of SHRM in the human resource profession as a whole, including, without limitation, the provision of channels of communication between Chapters, the State Council, and the appropriate Regional Council, provision of services to all members of the human resource profession within the State, and the provision of leadership training at the state level.

**ARTICLE 4
FISCAL YEAR**

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

**ARTICLE 5
GOVERNING BODY**

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

Section 5.2: Numbers and Privileges.

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

deemed necessary by the State Director to meet the State needs (maximum number not to exceed 50% of the SHRM Chapters in the State); and any Elect position. In no event shall the aggregate District Directors and Membership Directors exceed one-third of the total number of voting members on the State Council. Chapter Presidents may designate another member of their chapter to act for the Chapter President at State Council meetings. Each voting member is allowed one vote per person regardless of the number of positions held. An individual may hold up to two voting positions on the Council.

B. The Governing Body may also contain as many non-voting members as the State Director deems necessary and appropriate to perform the functions of the Council.

Section 5.3: Qualifications. All members of the Governing Body, both voting and non-voting members, must be regular SHRM members in good standing throughout the duration of participation on the Governing Body. All members of the Governing Body must spend more than 50% of the time physically working in Wisconsin. Non-voting members shall be drawn from such positions as the State Director feels should participate in the State Council in the best interests of the Council and SHRM, including without limitation, those positions such as student chapter presidents, student chapter advisors and others whom the Council feels should participate in the best interests of the Society.

Section 5.4: Election and Appointment – Term of Office.

A. State Director position will be assumed by the State Director-elect and shall not be filled by an election. The State Director may serve two consecutive one-year terms. If for any reason the State Director-Elect is unable to serve in the office of State Director, the State Council may direct the Nominating Committee to include a nomination for the office of State Director on the next slate of officers for election or may refer to Article 5 of these bylaws.

State Director-Elect shall be elected from the current year's Governing Body by its voting members no later than December for a one-year term to begin January 1st of the second year of the State Director's term of office. The State Director-Elect will serve a one-year term prior to assuming the position of State Director for two consecutive one-year terms.

The President of each SHRM Chapter within the State shall be an ex-officio Chapter President on the State Council with full voting rights.

The Secretary and Treasurer positions will be assumed by the Secretary-Elect and Treasurer-Elect and shall not be filled by an election. These positions may serve two consecutive one-year terms. If for any reason either the Secretary or Treasurer is unable to fulfill the entire term in the role, the State Council may direct the Nominating Committee to include a nomination for the office on the next slate of officers for election or may refer to Article 5 of these bylaws.

The Secretary-Elect and Treasurer-Elect shall be nominated by the Nominating Committee and elected by a majority of the Governing Body upon which such Secretary-Elect and Treasurer-Elect will serve starting the second year of the Secretary and/or Treasurer's term. Each shall have full voting rights.

The Directors for each Core Leadership Area (CLA) established by SHRM, Conference Liaison Director, Social Media Director, Leadership Director and District Directors are all voting members of the Governing Body appointed by the State Director. The State Director shall have the ability to appoint an Elect for each position as deemed necessary beginning the last year of the term of each position. Each Elect shall have full voting rights.

B. Non-voting members of the Governing Body shall be appointed by the State Director with the prior concurrence of the Governing Body upon which such non-voting members will serve.

C. Leaders filling all positions on the Governing Body, both voting and non-voting, must be SHRM members in good standing with the State throughout the duration of participation on the Governing Body.

D. All members of the Governing Body shall be elected or appointed to a one-year term beginning January 1 and ending December 31. All members may serve in the same position for not more than two additional consecutive years.

Section 5.5: Removal. Any member of the Governing Body may be removed for actions contrary to the best interests of the Council or SHRM upon a majority vote of the Governing Body, not taking into account the vote of the subject of the removal action. In addition to the removal for cause pursuant to the previous sentence, Chapter Presidents may be removed to the extent they vacate or are removed from their position as President of their particular SHRM Chapter.

Section 5.6: Vacancies. Any vacancy in the State Director position shall be filled for the unexpired term by the State Director Elect /Past State Director, or if such a position does not exist, by vote of a majority of the Governing Body in attendance at any duly constituted meeting. Any vacancy in any other position on the Governing Body other than Chapter President shall be filled by appointment by the State Director with the concurrence of that person or body which must concur in the original appointment of such position. Any vacancy in the Chapter President position will be filled as and when the particular Chapter elects or appoints a new President.

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

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

Section 5.9: Notice of Meetings. Written notice of each Governing Body meeting shall be given electronically or in writing to each member at least ten (10) days before such meeting.

Section 5.10: Quorum; Governing Body Action. The act of a majority of voting members present – either in person, or by conference call at any meeting shall be the act of the Governing Body, except to the extent that the Bylaws or State law may require a greater number. In addition the Governing Body may act by unanimous written or electronic consent of all voting members.

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

ARTICLE 6 OFFICERS

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

ARTICLE 7 RESPONSIBILITIES OF PARTICULAR GOVERNING BODY MEMBERS

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

ARTICLE 8 COMMITTEES

Committees of the Governing Body may be appointed by the Governing Body, subject to such conditions or limitations as may be specified by the Governing Body. Such committees may include, without limitation, an Executive Committee consisting of the Officers of the Council and any other voting member of the Governing Body appointed to the Executive Committee by the Governing Body. The Executive Committee shall have the authority to act on behalf of the Governing Body in between meetings of the Governing Body on any matter except for dissolution, merger, sale of all or substantially all assets of the State Council, amendment of articles of incorporation, bylaws or similar documents, or any other matters which applicable state law or resolution of the Governing Body prohibits such Executive Committee from taking action upon.

Finance Committee. The Finance Committee is chaired by the Treasurer and shall be composed of the State Director, the Conference Liaison Director and up to three (3) appointed members who are also members of the Governing Body.

Nominating Committee. The Nominating Committee shall be composed of five (5) members including the Nominations Director and State Director who will serve as co-chairs, and no more than three (3) appointed members who are also members of the State Council. The Past State Director shall serve as the Nominations Director. It shall identify candidates for State Director-Elect, Secretary-Elect and Treasurer-Elect as outlined in Article 5. Nominations will be submitted to the Governing Body.

ARTICLE 9 ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of officers or other types of voting provided the State Council has had at least one in-person meeting that year.

ARTICLE 10 WITHDRAWAL OF STATE COUNCIL STATUS

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

the State Council shall have an opportunity to review a written statement of the reasons for such a proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. After withdrawal of State Council status, the SHRM Board of Directors may cause a new council to be created, or, upon affirmative vote of two-thirds (2/3) of the entire number of voting SHRM Board of Directors and the consent of the body which has had State Council status withdrawn, may reconfer State Council status upon such body.

ARTICLE 11 RELATIONSHIPS

The State Council is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another State Council, and SHRM shall not be deemed as an agency or instrumentality of the State Council. The State Council shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The State Council shall not contract in the name of SHRM without the express written consent of SHRM. The relationship of the State Council and SHRM is also governed by the terms and conditions of the State Council Charter granted by SHRM to State Council and accepted by State Council.

ARTICLE 12 COUNCIL DISSOLUTION

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

ARTICLE 13 STATEMENT OF ETHICS

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

ARTICLE 14 PARLIAMENTARY PROCEDURE

Meetings of the State Council shall be governed by the rules contained in *Robert's Rules of Order* (newly revised) in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Council.

ARTICLE 15 BYLAW AMENDMENTS

The Bylaws of the State Council may be amended by a two-thirds (2/3) vote of the Governing Body voting members present at a meeting at which a quorum exists, provided such proposed amendment is circulated in writing at least fifteen (15) days prior to such meeting and provided

such amendments have been pre-approved by the SHRM President/CEO or his/her designee, as being in furtherance of the purposes of SHRM and are not in conflict with the Society's Bylaws.

**ARTICLE 16
TERMS USED**

As used in these Bylaws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

Kelle Quinn Poggeman
State Council Director (Name)

Kelle Quinn Poggeman
State Council Director (signature)

8/2/2012
Date

Paul J. [Signature]
Approved SHRM President/CEO (or designee)

07/16/2012
Date