

State Council Bylaws Washington State SHRM

(Revised: June 2021)

Article 1 - Name

The name of the State Council shall be Washington State SHRM (hereinafter referred to as "the State Council," "the Council" or "Washington State SHRM"). To avoid potential confusion, the State Council will refer to itself as the "Washington State 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. The State Council may also have offices at such other places as the Governing Body may from time to time determine.

Article 3 - Purposes

The purposes of the State Council shall be on a non-profit basis, under Section 501(c)(3) of the Internal Revenue Code, to promote the purposes of the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in the State of Washington (hereinafter referred to as "the State") to consult together concerning the affairs, activities, needs and challenges of human resources in the State and to adopt programs which will promote the progress and welfare of SHRM and the human resource profession as a whole, including, without limitation, the provision of channels of communication between Chapters, the State Council, the appropriate Regional Council and the Northwest Human Resource Management Association (NHRMA), provision of services to all members of the human resource management profession within the State, and provision of leadership training at the State level.

Article 4 - Fiscal Year

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

Article 5 - Governing Body

Section 5.1: Powers and Duties.

The Council shall consist of the Governing Body. The Governing Body shall manage and control the property, business, and affairs of the Council; and, in general, exercise all powers of the Council.

Section 5.2: Number and Privileges.

- A. The following shall be voting members of the Governing Body: one (1) President (State Director); one (1) President-Elect (State Director-Elect); one (1) Past-President (State Past-Director); one (1) Secretary; one (1) Treasurer; one (1) Director for each Core Leadership Area (CLA) established by SHRM as many other Directors and District Directors as deemed necessary by the President to meet the State's needs; and as many Chapter Presidents or designees as there are SHRM Chapters within the State.
- B. The Governing Body may also contain as many non-voting members as the President deems necessary and appropriate to perform the functions of the Council.

Section 5.3: Qualifications.

All members of the Governing Body, both voting members and non-voting members, must be SHRM members in good standing throughout the duration of participation on the Governing Body. Non-voting members shall be drawn from such positions as the President 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 Council and SHRM.

Section 5.4: Election and Appointment-Term of Office.

- A. The Nominating Committee for Council officers will be chaired by the incoming President. The Past-President and/or current President will also be part of the committee. The President and President-Elect (if such a position is maintained on the State Council) shall be elected from the current year's Governing Body by its voting members no later than December of each year for the upcoming year. The President of each SHRM Chapter within the State shall be an ex-officio Chapter President on the State Council with full voting rights. District Directors, the Membership Director, and Core Leadership Area (CLA) Directors shall be appointed by the Executive Committee for Council officers (Executive Committee chaired by the incoming President-Elect and includes the Past-President and/or current President). The Secretary and Treasurer shall be nominated by the President-Elect and elected by a majority vote of the Governing Body upon which such Secretary and Treasurer will serve and will have full voting rights.
- B. Non-voting members of the Governing Body shall be appointed by the President with the prior concurrence of the Governing Body upon which such non-voting members will serve.
- C. Leaders filling all positions on the Governing Body, both voting and non-voting, must be SHRM members in good standing within the State throughout the duration of participation on the Governing Body.
- D. All members of the Governing Body shall be elected or appointed to one-year terms; generally beginning January 1 and ending December 31 unless otherwise stated in the Washington State SHRM job description for the position. The President specifically will be a two-year term. All elected and appointed leaders may serve in the same position for not more than a total of three consecutive years but may serve longer at the discretion and approval of the Council not to exceed five consecutive years, with the exception of the Executive Committee members.

Section 5.5: Removal.

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

Section 5.6: Vacancies.

Any vacancy in the President position shall be filled for the unexpired term by the President-Elect, 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 President with the concurrence of that person or body which must concur in the original appointment of such position. Any vacancy in the Chapter President position will be filled as and when the respective Chapter elects or appoints a new President.

Section 5.7: Governing Body Meetings.

The Governing Body shall meet at least three times each year, either in-person or virtually; the first of such meetings which shall be held before March 31.

Section 5.8: Special Meetings of the Governing Body.

Special meetings of the Governing Body may be called by the President, or in the case of the absence or disability of the President, by the President-Elect, Past-President, Secretary and/or Treasurer. A special meeting can also 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, mailed, faxed or e-mailed to each member at least fifteen (15) days before such meeting, or such greater period that may be required by state law.

Section 5.10: Quorum; Governing Body Action.

A simple majority of the entire number of voting members of the Governing Body shall constitute a quorum for the transaction of business. The act of a majority of voting members present - either in person, virtual, or by conference phone at any meeting at which there is a quorum - shall be the act of the Governing Body. In addition, the Governing Body may act by unanimous written consent of all voting members.

Section 5.11: Presiding Member.

At all meetings of the Governing Body, the President shall preside. In the absence of the President, the President-Elect shall preside. In the absence of both the President and President-Elect, the Immediate Past-President or another member of the Executive Committee shall preside.

Article 6 - Officers

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

Article 7 - Responsibilities of Particular Governing Body Members

The President is the chief elected officer of the Council and shall be responsible for initiating objectives, policies and strategies of the Council consistent with SHRM National policies. The President shall assign responsibilities among the members of the Governing Body.

The responsibilities of each of the Governing Body members shall also be as outlined in the position descriptions maintained by the Secretary and made available to the members on the WASTATESHRM website. The position descriptions are subject to change as deemed necessary by the President and/or the Governing Body.

Article 8 - Committees

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

Article 9 - Electronic Voting

Mail or electronic ballots can be used for the election of officers or official board votes provided the State Council has already had at least one in-person or virtual 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 then entire number of voting members of the SHRM Board of Directors upon finding that the activities of the Council are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the State Council shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. After withdrawal of State Council status, the SHRM Board of Directors may cause a new state council to be created, or, upon affirmative vote of two-thirds (2/3) of the then entire

number of voting SHRM Board of Directors and the consent of the body which has had State Council status withdrawn, may re-confer State Council status upon such body.

Article 11 - Relationships

The State Council is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another State Council, and SHRM shall not be deemed to be 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 the State Council and accepted by the State Council.

Article 12 - Council Dissolution

In the event of the State Council's dissolution, the remaining assets of the Council, after Council expenses have been paid, will be contributed to an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) and as 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 Federal and State law, the Bylaws of the Council and SHRM.

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 (in-person or virtual) at which a quorum exists, provided such proposed amendment is circulated in writing at least fifteen (15) days prior to such meeting and provided such amendments have been pre-approved by the SHRM President/CEO or his/her designee, as being in furtherance of the purposes of SHRM and not in conflict with SHRM'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.

Michael P. Arken

SHRM Representative - Printed

Date 8-27-2021

Michael P. Arken

SHRM Representative - Signature

Julie Orchard

State Council President - Printed

Date

Julie Orchard

State Council President - Signature

10-28-21