



Michigan Council of SHRM
established in 1988
*Dedicated to providing service, leadership and
development opportunities in Michigan.*



**BYLAWS FOR THE
MICHIGAN COUNCIL OF THE
SOCIETY FOR HUMAN RESOURCE MANAGEMENT**

**ARTICLE 1
NAME**

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

**ARTICLE 2
OFFICES**

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

**ARTICLE 3
PURPOSES**

The purpose of the Council shall be:

- 1) To serve as an information link between the people we serve and the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in the State of Michigan 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, the individual SHRM-affiliated chapters within the state, and the human resource profession as a whole;
- 2) To promote Human Resource professional development, to provide leadership training at the state level, and to provide services to all members of the profession within the State of Michigan on a non-profit basis;

- 3) To monitor and influence state legislation; and
- 4) To provide communication channels and opportunities for HR professionals among SHRM Chapters, SHRM State Councils, the North Central Regional Council, and SHRM.

ARTICLE 4 FISCAL YEAR

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

ARTICLE 5 MEMBER ORGANIZATION

The Council shall consist of those members, subsequently described, who make up its governing body.

ARTICLE 6 GOVERNING BODY

- A. Powers and Duties. The Governing Body of the Council shall manage and control the property, business and affairs of the Council, and in general exercise all powers of the Council.
- B. Number and Privileges. The following shall be voting members of the Governing Body:
 - i. An Executive Committee shall be made up of one (1) State Director, one (1) State Director Elect, one (1) Treasurer, one (1) Secretary and one (1) Immediate Past State Director.
 - ii. Directors shall be appointed by the Executive Committee for a two-year term. These shall include, but are not limited to, College Relations Director, Conference Liaison, Communications Technology Director, Diversity Director, SHRM Foundation Director, HR Certification Institute Director, Legislative Affairs Director, Membership Director, Workforce Readiness Director, and Social Media Director.
 - iii. Chapter Presidents or other representatives - one designated representative per SHRM chapter within the State.
 - iv. District Directors - as many as deemed necessary by the State Director to meet the State needs; maximum number not to exceed 50% of SHRM chapters within the State. In no event shall the aggregate District Directors exceed one third of the total number of voting members on the Governing Board.
- C. Qualification. All members of the Governing Body must be SHRM members in good standing throughout the duration of participation on the Governing Body.

- D. Election and Appointment - Term of Office. A biannual election shall be held to elect the following:
- i. The State Director, State Director-Elect, Secretary and Treasurer. Election shall take place no later than December of the election year. Election shall be conducted either at a meeting or by electronic ballot as allowed by the laws or regulations according to the State of Michigan.
 - ii. All members of the Executive Committee shall be elected or appointed to two year terms beginning January 1 and ending December 31, and may serve no more than two consecutive terms in a given position.
 - iii. The State Director may, with the approval of the Executive Committee, appoint certain non-voting members to the Council.
- E. 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 Executive Committee, after having been given an opportunity for an informal hearing before the Executive Committee. In addition to the 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 particular SHRM Affiliate Chapter.
- F. Vacancies. Any vacancy in the State Director position shall be filled for the unexpired term first by the State Director-elect, then by nomination of another member of the governing body and 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 Presidents shall be filled by appointment by the State Director with the concurrence of the Executive Committee. Any vacancy in the Chapter President position will be filled as and when the particular SHRM Chapter elects or appoints a new President.
- G. Governing Body Meetings. The Governing Body shall meet at least three times each year. Meetings need not be held in person, and may be conducted via electronic means.
- H. Special Meetings of the Governing Body. Special meetings of the Governing Body may be called by the State Director, or in the case of absence or disability of the State Director, by the Director-Elect. A special meeting shall be called upon written request of a majority of the voting members of the Governing Body.
- I. Notice of Meetings. Written notice of each Governing Body meeting shall be given to each member at least 15 days before such a meeting. It shall be the duty of the Secretary or other officer as appropriate to give notice of each general or special meeting, stating in general the purpose, time, date and location where it is to be held.

- J. Quorum/Governing Body Action. One-third (1/3) of the entire number of voting members of the Governing Body shall constitute a quorum for the transaction of business. The State Director may obtain proxies from the Core Leadership Directors, and the District Directors may obtain proxies from the Chapter representative of the Chapter(s) in their district thereby constituting appropriate quorum and voting rights. The act of a majority of voting members present at any meeting at which there is a quorum shall be the act of the Governing Body, except to the extent that the Bylaws or state law may require a greater number. Any business so transacted by the Council must be approved by a two-thirds vote of the voting members present.
- K. 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 shall preside. In the absence of both, the Secretary shall preside.
- L. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws to be taken at a meeting of the Council/Governing Body, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter involved. Such written consent shall have the same effect as a vote of such members.

ARTICLE 7 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, Secretary and Treasurer shall serve in those roles respectively on the Council.

ARTICLE 8 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 distributed to the members. The position descriptions are subject to change as deemed necessary by the State Director and/or Governing Body. The job descriptions for all MISHRM Council positions can be found at www.mishrm.org

ARTICLE 9 COMMITTEES

Committees of the Governing Body may be appointed by the Executive Committee and/or the Governing Body, subject to such conditions or limitations as may be specified by the Governing Body.

**ARTICLE 10
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 standard among its members. Each member shall honor, respect and support the purpose of the State Council and SHRM.

**ARTICLE 11
PARLIAMENTARY PROCEDURE**

Meetings of the Governing Body shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases in which they are applicable and in which they are consistent with the law, and the Bylaws of the Council.

**ARTICLE 12
BYLAW AMENDMENTS**

The Bylaws of the Council may be amended by a two-thirds (2/3) vote of the Governing Body voting members in which a quorum exists either at a meeting or by electronic ballot, provided such proposed amendment is circulated in writing at least 15 days prior to such meeting or to the ballot deadline, and provided such amendments have been approved by the SHRM President/CEO or his/her designee, and are not in conflict with the Society's bylaws.

**ARTICLE 13
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.

**ARTICLE 14
INDEMNIFICATION PROVISION**

Unless otherwise prohibited by law, the organization shall indemnify any person who is or was a party of, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, other than action by or in the right of the organization, by reason of the fact that such person is or was a member of the Council/governing body or officer or agent of the organization including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding, 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 organization or its members and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe that the

conduct was criminal or unlawful. Determination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of a nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonable believed to be in or not opposed to the best interest of the organization or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Unless otherwise prohibited by law, the organization shall indemnify any person who was or is a part to be threatened, pending or completed action or suit by or in the right of the organization to procure a judgment in its favor based on the fact that the person involved is or was a member, officer, or agent of the organization, against expenses, including actual reasonable attorney's fees and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the organization or its members. However, indemnification shall not be made for claim, issue or matter in which the person has been found liable to the organization, except and only to the extent that the court in which the action or suit was brought has determined upon application that in spite of the adjudication of liability, but in view of all circumstances, the person is fairly and reasonably entitled to indemnification for those expenses which the court considers proper.

Any claim for indemnification as here described, unless ordered by a court, shall be made by the organization only as authorized on a specific case basis and upon the determination that indemnification is proper under the circumstances because the person has met the applicable standard of conduct described above. This determination to authorize indemnification may be made in any of the following ways:

- a) By a majority vote of a quorum of the Council/Governing Body consisting of members who were not parties to the action, suit or proceeding;
- b) By independent legal counsel in a written opinion;
- c) By a majority vote of a committee of members of the Council/Governing Body who were not parties to the action. The committee shall consist of not less than three members.

ARTICLE 15 FISCAL RESPONSIBILITY

The financial well being of the Michigan Council of SHRM is dependent upon the responsible handling of Council finances.

To that end, the following policies will prevail:

- a) The Council will maintain reserves equal to a minimum of \$50,000 in low risk investment products (i.e. bank CD's, money market funds).
- b) Financial reserves may only be accessed for Council use under the following circumstances:

- o The expenses of the State Conference exceed the working capital available. As the revenues are received, the reserves must be replenished;
- o funds needed to conduct the on-going business of the Council
- c) The procedure for accessing reserves is:
 - o A proposal detailing the amount required and reason for withdrawal must be delivered to the full Council 30 days in advance of a vote to release funds;
 - o Access to financial reserves requires the approval of a quorum of the Michigan Council of SHRM membership.
- d) Members of the Executive Committee may obligate funds on behalf of the Michigan Council up to \$500 for Council business. Amounts over \$500 require the approval of a majority of the Executive Committee.
- e) The Michigan Council of SHRM will hire an independent financial accountant to audit the council's finances at a minimum of once every three years. The treasurer of the Council will maintain the audit results.
- f) The State Director or the State Director-Elect or the Immediate Past State Director will audit the Council financial records annually.

ARTICLE 16 COUNCIL DISSOLUTION

In the event of the 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 the dissolution. In such event, the recipient must be consistent with the purposes of the organization.

ARTICLE 17 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.


ARTICLE 18 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 any 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 19
ELECTRONIC VOTING**

Electronic ballots can be used for the election of officers provided the State Council has had at least one In-person meeting that year.

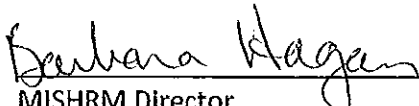
The foregoing bylaws were received and adopted by the Governing Body on this 30 day of November 2012.



SHRM President/CEO or Designee

11/21/12

Date



MISHRM Director

11/30/2012

Date