

Society for Human Resources Management

Alaska State Council

Bylaws

Article 1

NAME

The name of the State Council shall be the "Alaska State Council", (also referred to as the State Council of 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 "Alaska State Council," 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 locations 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 to promote the purposes of the Society for Human Resources Management (SHRM) by providing a structure for SHRM members in the State of Alaska (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 and the human resource profession as a whole, including, without limitation, the provision of channels of communication between Chapters, the State Council, and the Pacific West Regional Council, provision of services to all members of the human resource management profession within the State, 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 a 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.

The following shall be voting members of the Governing Body: one (1) State Director; one (1) State Director-Elect; one (1) Secretary/Treasurer; one (1) Legislative Affairs Director; one (1) Communications Director; one (1) College Relations Director; one (1) SHRM Foundation Director; one (1) Diversity Director; one (1) Professional Development Director; one (1) Workforce Readiness Director; one (1) Certification Director; one (1) Social Media Director; and as many Chapter Presidents as there are regular SHRM Chapters within the State of Alaska; as many District Directors as are deemed necessary by the State Director to meet the Council's needs, (maximum number not to exceed 50% of the SHRM Chapters in the State); and as many At-Large Director(s) as may be deemed necessary to meet the Council's at-large membership needs, but at least one (1) Membership At-Large Director. In no event shall the aggregate District Directors and At-Large Directors exceed one-third of the total number of voting members on the Governing Body. 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 members and non-voting members, must be SHRM members in good standing throughout the duration of participation on the Governing Body. Membership At-Large Directors shall represent the SHRM members at-large in the State, and shall not be affiliated with any Chapter at the time of appointment. 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. The State Director and State Director-Elect shall be elected from the current year's Governing Body by its voting members no later than November of each year for the upcoming year. The President

of each SHRM Chapter within the State shall be ex-officio Chapter President on the State Council with full voting rights. District Directors, Membership At-Large Director(s), and the Legislative Affairs Director, Communications Director; College Relations Director; SHRM Foundation Director; Diversity Director; Professional Development Director; Workforce Readiness Director; and Social Media Director shall be appointed by the State Director and will have full voting rights. The Secretary/Treasurer shall be nominated by the State Director and elected by a majority vote of the Governing Body upon which such Secretary/Treasurer will serve and will 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 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 term beginning January 1 and ending December 31. The State Director, State Director-Elect, the Secretary/Treasurer may serve one additional one-year term for a total of two consecutive years. All other elected and appointed leaders may serve in the same position for not more than a total of three consecutive years unless another volunteer cannot be identified for the position.

Section 5.5: Removal.

Members of the Governing Body may be removed for actions contrary to the best interests of the Council or SHRM upon two-thirds (2/3) 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 State Director position shall be filled for the unexpired term by the State Director-Elect, or if such a position does not exist, by a majority vote of the remaining 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 Governing Body concurrence of the person or body which must concur in the original appointment of such position. Any vacancy in the Chapter President

position shall 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, the first of such meetings which shall be held before March 31.

Section 5.8: Special Meetings of the Governing Body.

The State Director-Elect, Secretary/Treasurer may call by the State Director, or in the absence or disability of the State Director, special Meetings of the Governing Body. 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, mailed, or sent via electronic mail to each member of the Governing Body at least fifteen (15) days prior to the meeting; if a standing meeting calendar is adopted, two (2) days is adequate notice.

Section 5.10: Quorum.

One-half (1/2) 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 of the Governing Body present-either in person, or by conference phone 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. In addition, the Governing Body may act by unanimous written consent of all voting members.

Section 5.11: Presiding Member.

The State Director shall preside at all meetings of the Governing Body. In the absence of the State Director, the State Director-Elect shall preside. If the State Director and the State Director-Elect are absent, a chairperson shall be elected by a majority vote of voting members present if the Past-Director is not present to preside.

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 and Secretary/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 as outlined in position descriptions maintained by the Secretary/Treasurer and distributed to the members. The position descriptions are subject to change as deemed necessary by the State Council Director and/or the Governing Body. The general duties of individual members are:

- A. State Director. The State Director is the chief elected officer of the Council and shall be responsible for initiating policies, strategies, and objectives of the Council consistent with SHRM Pacific West Region, National SHRM policies, and Northwest Human Resource Management Association (NHRMA). The State Director shall preside over meetings of the Council and is ex-officio member of all Council committees. The State Director shall assign responsibilities among the members of the Governing Body.
- B. State Director-Elect. The Director-Elect shall assist the State Director on projects or tasks as the State Director may assign. The Director-Elect shall preside over meetings of the Council if the State Director is absent. The Director-Elect will assume the role of State Director when the State Director's term of office is completed. The Director-Elect shall assist the State Director in identifying potential candidates for Council roles and provide assistance and support for professional development opportunities for Council members and for Alaska SHRM members.
- C. Past-Director. The Past-Director shall assist and advise the State Director as the Past-Director deems appropriate. The Past-Director shall preside over meetings of the Council if the State Director and the Director-Elect are both absent. The Past-Director shall serve on Council committees at the request of the State Director.
- D. District Directors. District Directors shall serve as SHRM representatives for designated geographical areas within the Council. District Directors shall promote SHRM membership among practicing members of the human resource profession; identify potential leaders for the Council; provide direction, assistance, and support of professional development activities within the Council; and develop and facilitate communications between SHRM Chapters and the Council.
- E. Membership At-Large Directors. At-Large Directors shall provide leadership and communication for those SHRM members who are not members of a SHRM chapter. At-Large Directors shall promote SHRM membership among practicing members of the human resource management profession; identify potential leaders for the State Council; provide direction, assistance, and support of professional development activities within the Council; and develop and facilitate communication between SHRM at-large members and the Council.

- F. Legislative Affairs Director. The Legislative Affairs Director shall have responsibility for monitoring and evaluating, on a continuing basis, pending state legislative, regulatory and legal actions which may have an impact on the human resource management profession and to communicate such information to SHRM Chapters and such other members as appropriate within the Council. The Legislative Affairs Director shall work closely with the SHRM Pacific West Region Legislative Affairs Director and SHRM headquarters staff in carrying out their responsibilities.
- G. Chapter Presidents. Chapter Presidents shall provide leadership to SHRM Chapters and shall communicate SHRM, Pacific West Region, State and/or NHRMA goals, policies, and programs to the members of SHRM Chapters.
- H. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for the preparation of a record of the proceedings for all meetings of the Governing Body; and the preparation, interpretation, and dissemination of periodic financial reports to the Governing Body and shall perform such other duties as the State Director may determine.
- I. Certification Director. The Certification Director promotes certification activities for the state council, SHRM affiliated chapters and their members. Incumbent must hold active human resource related certification (SHRM-CP, SHRM-SCP, PHR, SPHR, GPHR).
- J. SHRM Foundation Director. The SHRM Foundation Director serves as an appointed member of the state council. Represents the interests of the SHRM Foundation and its activities to the state council.
- K. Workforce Readiness Director. The Workforce Readiness Director monitors and evaluates on a continuing basis state and local activities concerning workforce readiness issues, and works with chapter involvement and activities impacting the workforce readiness arena. Presents a report or update to the state council director and members on workforce readiness developments, issues and/or initiatives.
- L. Professional Development Director. The Professional Development Director manages the activities of the professional development committee to provide seminars, workshops and other professional development opportunities for the chapter membership.
- M. Social Media Director. The Social Media Director promotes awareness of the purpose and actions of the council through ongoing communication efforts and branding initiatives, using the social media tools. Makes sure that HR professionals, both within and without of SHRM are fully informed of council resources and activities by using existing and developing social media. Works closely with other council members to ensure that the council is portraying a consistent and professional image to its members and to the business community at large.

Article 8
COMMITTEES

Committees of the Governing Body may be appointed by the State Director, 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 State Director, the State Director-Elect, the Secretary/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.

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 thirty (30) days. 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 the 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 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 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 dissolution of the Council, the net assets of the Council shall be distributed among the chapters comprising the Council at the time of dissolution based on fully paid chapter membership or as the Governing Body may specify.

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 PARLIMENTARY 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 not in conflict with the Society's Bylaws.

Article 16 TERMS USED

As used in these Bylaws, the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

Article 17
ADOPTION

The foregoing Bylaws of the Alaska State Council of SHRM were reviewed and approved by appropriate regional and national SHRM authorities and were adopted by majority of the quorum of a duly convened meeting of the Alaska State Council on the 7th day of JUNE, 2016 *at*

Anne Sakumoto Anne Sakumoto 6/7/16
AN Nancy Miller, Alaska State Director Date

Tim O'Brien 5/17/16
Approved SHRM President/CEO (or designee) Date