

## DE State Council By-Laws

### ARTICLE I NAME

The name of the council shall be The SHRM Delaware State Council (hereinafter referred to as "the Council").

### ARTICLE II 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 III PURPOSES

The purposes of the Council shall be to promote the purposes of the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in the State of Delaware (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, State Council, and the appropriate Regional Council, provision of services to all members of the human resource management profession within the State, and the provision of leadership training at the state level.

### ARTICLE IV FISCAL YEAR

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

### ARTICLE V 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.

1. The following shall be voting members of the Governing Body: one (1) State Director; one (1) State Director-Elect; one (1) Secretary; one (1) Treasurer; one (1) Legislative Affairs Director; one (1) Immediate Past State Director; as many Chapter Presidents as there are SHRM Chapters within the State; as many Directors as deemed necessary by the State Director to meet the State needs; and as many At-Large Directors as deemed necessary to meet the Director for each Governing Body. In no event shall the At-Large Directors

exceed one-third of the total number of voting members on the Governing Body.

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

C. Qualification.

All members of the Governing Body must be SHRM members in good standing. At-Large Directors shall represent the State's at-large membership 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 and Governing Body feel should participate in the Council in the best interest of the Council and SHRM.

D. Election and Appointment/Term of Office.

1. The State Director 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 an ex-officio Chapter President on the Governing Body with full voting rights. Directors, At-Large Directors, Legislative Action Director, Secretary and Treasurer shall be nominated by the State Director and elected by a majority vote of the Governing Body.
2. Non-voting members of the Governing body shall be appointed by the State Director with the concurrence of the Governing Body upon which such non-voting members will serve.
3. Leaders filling all positions on the Council must be National SHRM members in good standing within the state.
4. All members of the Governing Body shall be elected or appointed to a one-year term beginning January 1 and ending December 31. The Board of Directors may serve in the same position for not more than a total of four consecutive years.

E. Removal.

1. 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.

2. The SHRM Board of Directors, or the Governance Committee acting on the Board's behalf, may remove any State Council officer or other member of the State Council Governing Body, with or without cause, upon a two-third vote of the SHRM Directors present at a duly constituted SHRM Board of Directors meeting, provided at least a majority of the then entire number of voting Directors vote in the affirmative, and shall allow the SHRM Board of Directors to appoint individual(s) to fill the remaining term of those individual(s) removed.
- F. Vacancies. Any vacancy in board positions shall be filled for the unexpired term by vote of a majority of the Governing Body in attendance at a 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 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.
  - G. Governing Body Meetings. The Governing Body shall meet at least twice each year, the first of such meetings which shall be held before March 31.
  - 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 the absence or disability of the State Director, by the Secretary and Treasurer. A special meeting shall be called upon written request of a majority of the voting members of the Governing Body.
  - I. Notice of Meetings. Notice of each Governing Body meeting shall be provided to each member at least fifteen (15) days before such meeting.
  - J. Quorum: Governing Body Action. 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 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.
  - 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 be elected by a majority of voting members present. If neither position is available, the State Director will make arrangements prior to the meeting to have either the Secretary or Treasurer serve as the chairperson of the meeting.

## ARTICLE VI OFFICERS

The State Director shall serve, ex-officio, as President of the Council, but shall be referred to as State Director. The Officers of the Delaware State Council shall consist of

the State Director, State Director-Elect, Secretary, and Treasurer and shall serve in those roles respectively on the Council.

ARTICLE VII  
RESPONSIBILITIES OF PARTICULAR  
GOVERNING BODY MEMBERS

- A. The responsibilities of each of the governing body members shall be as 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 Council Director and/or the Governing Body.
- B. A fund shall be established as the Delaware State Council Fund. Money may be accepted into the Fund by virtue of donations and through proceeds from State Council functions.
- C. The Treasurer will be responsible for the financial affairs of the Chapter. This responsibility will include financial reports to the Board and arrangements for the annual examination and audit of the accounts of the Chapter. The Treasurer will be the custodian of the financial records of the Chapter.

ARTICLE VIII  
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.

ARTICLE IX  
ELECTRONIC VOTING\*

Mail or electronic ballots can be used for the election of officers provided the state council has had at least one in-person meeting that year.

ARTICLE X  
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 that advances the Human Resources profession decided upon by the Council at the time of dissolution.

ARTICLE XI  
STATEMENT OF ETHICS

The 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 Council and SHRM.

ARTICLE XII  
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 to which they are applicable and in which they are consistent with the Law and Bylaws of the Council.

ARTICLE XIII  
BYLAW AMENDMENTS

The Bylaws of the 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(s) is/are distributed to all voting members at least fifteen (15) days prior to such meeting and provided such amendments have been reviewed by the National SHRM Board of Directors, or the Governance Committee on behalf of the Board, and are not in conflict with the Society's Bylaws. A copy of all amended by-laws shall be forwarded to National SHRM before amendment.

ARTICLE XIV  
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.

\*If the Council is incorporated, please check the state statues for guidance on electronic voting privileges and applicability for not-for-profit corporations in your state.

Frank B. Ingraham Jr., SPHR  
State Council Director (Name)

  
State Council Director (Signature)

11 NOV 2008  
Date

Approved SHRM President/CEO (or designee)

 11/30/08

Date

ORIGINAL BYLAWS APPROVED AT BOARD MEETING ON JANUARY 1, 2003.

*BYLAWS REVISED AND APPROVED BY A TWO THIRDS AFFIRMATIVE VOTE BY MAIL BALLOT ON MARCH OF 2005.*

*BYLAWS REVISED AND APPROVED BY A TWO THIRDS AFFIRMATIVE VOTE BY APRIL MEETING BALLOT ON APRIL OF 2008. BYLAWS SUBMITTED TO NATIONAL SHRM FOR FINAL APPROVAL.*