

VIRGINIA STATE COUNCIL BY-LAWS

ARTICLE I

THE VIRGINIA SHRM STATE COUNCIL

The name of the State Council shall be "The Virginia SHRM State Council", (also hereinafter referred to as the "the State Council" or "the Council". To avoid potential confusion, the State Council will refer to itself as the "Virginia SHRM State Council", and not as "SHRM" or the "Society for Human Resource Management." From time to time and in different media, the Council may do business as "HR Virginia".

ARTICLE II

OFFICES

The principal office of the State Council shall be located at such place as shall be determined by its Governing Body.

ARTICLE III

PURPOSES

The purposes of the Council shall be to promote the educational and other non-profit purposes of the Society for Human Resource Management ("SHRM") by providing a structure for SHRM members in the Commonwealth of Virginia and District of Columbia (DC) to consult together concerning the affairs, activities, needs, and problems of SHRM in the state and DC, and to adopt programs that will promote the progress and welfare of SHRM and the human resources profession as a whole, including without limitation, the provision of channels of communication between SHRM chapters SHRM state councils, and the SHRM Southeast Region board, provision of services to all members of the human resources profession within the state, and the provision of leadership training at the state level.

ARTICLE IV

FISCAL YEAR

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

ARTICLE V

GOVERNING BODY

- A. Powers and Duties. The Council shall consist of the Governing Body. The Governing Body of the Council shall function as its board of directors and 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: one president, whose title shall be "State Director"; one past president, whose title shall be "Past State Director"; one vice president, who shall be the president-elect and whose title shall be "State Director-Elect"; one Secretary; one Treasurer; one director or two co-directors for each Core Leadership Area ("CIA") established by SHRM; one Membership Director; as many Chapter Presidents as there are SHRM Chapters within the State/DC and other chapters that the State Council votes to admit; as many District Directors as deemed necessary by the State Director to meet the needs (maximum number not to exceed 50 percent of the SHRM Chapters in the state/DC and other chapters that the State Council votes to admit); and as many Membership At-Large Directors as deemed necessary to meet at-large membership needs, but at least one Membership At-Large Director. In no event shall the aggregate number of District Directors and Membership 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.

- C. Qualifications. All members of the Governing Body, both voting and non-voting members, must be active SHRM members throughout the duration of their participation on the Governing Body. "Active" shall mean in good standing with all dues fully paid. Membership At-Large Directors shall represent the state/DC'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, including without limitation, those positions such as student chapter presidents, student chapter advisors, and others.

- D. Election and Appointment/Term of Office.
 - I. The State Director shall be elected from among the current Governing Body by its voting members no later than November of each year for the upcoming year. The State Director shall serve a two-year term. The State Director-Elect, Secretary and the Treasurer shall be nominated by the State Director and elected by a majority vote of the voting members of Governing Body. The State Director-Elect, Secretary, and Treasurer each shall serve a two-year term. The Governing body may extend the term of any Secretary or Treasurer to three years. The CLA

directors shall serve three-year terms. All other members of the Governing Body shall serve one-year terms.

2. The President of each SHRM Chapter within the state/DC and each other chapter recognized by the State Council shall be members of the Governing Body with full voting rights.
 3. 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 nonvoting members will serve.
 4. All members of the Governing Body, both voting and non-voting, must be active SHRM members within the State/DC throughout the duration of participation on the Governing Body.
 5. The term of office for all members of the Governing Body shall begin on January 1st.
- 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 two-thirds vote of the entire voting members of the Governing Body, after having been given an opportunity for an informal hearing before 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 particular SHRM Chapter.
- F. Vacancies. Any vacancy in the State Director position shall be filled for the unexpired term by the State Director — Elect. Any vacancy in any other position on the Governing Body other than the Chapter Presidents shall be filled by appointment by the State Director with the concurrence of that person or body which must occur in the original appointment of such position. 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 four (4) times each year, the first of such meetings shall be held before March 31. Meetings may be held in person or by electronic means provided that all participants can simultaneously hear each other during the meeting.
- H. Special Meetings of the Governing Body. Special meetings, either in person or by electronic means, shall be held as needed, as deemed necessary by the State Director, or in the case of the absence or disability of the State Director, by the State

Director-Elect. A special meeting may also 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 mailed or delivered by electronic means to each member at least 15 days before such meeting.
- J. Quorum/Governing Body Action. A majority of the 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 or by electronic means, at the meeting at which there is a quorum shall be the act of the Governing Body, except to the extent that state law may require a greater number. Voting may be in person or by electronic means. In addition, the Governing Body may act by unanimous written consent, including consent via electronic means, of all voting members.
- K. Presiding Member. The State Director shall preside at all meetings of the Governing Body. In the absence of both the State Director and State Director-Elect, a chairperson shall be elected by a majority of voting members present.

ARTICLE VI

OFFICERS

The State Director shall serve, ex-officio, as President of the Council, but shall be referred to as the State Director. The other officers of the Council shall be the State Director-Elect, Past State Director, Secretary, and Treasurer.

ARTICLE VII

RESPONSIBILITIES OF PARTICULAR GOVERNING BODY MEMBERS

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 Director and/or the Governing Body.

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. Such Committees

may include, without limitation, an Executive Committee consisting of the State Director, the State Director-Elect, the Secretary, the Treasurer, the Membership Director 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 IX

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 not inconsistent with the Bylaws of the Council.

ARTICLE X

ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of officers and for any other matter.

ARTICLE XI

WtTHDRAWAL OF STATE COUNCIL STATUS

State Council status may be withdrawn by a two-thirds 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 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 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 reconfer State Council status upon such body.

ARTICLE XII

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 State Council and accepted by State Council.

ARTICLE XIII

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 XIV

STATEMENT OF ETHICS

The State Council shall adhere to 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 XV

BYLAW AMENDMENTS

The Bylaws of the Council may be amended by a two-thirds vote of the Governing Body voting members present at a meeting at which a quorum exists, provided notice of such

proposed amendment is delivered at least 15 days prior to such meeting, and provided such proposed amendments have been approved by the SHRM President/CEO or his/her designee.

ARTICLE XVI

TERMS USED

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

Karen A. Edmonds

Karen A. Edmonds, SHRM-SCP, IPMA-SCP, SPHR

8/6/18

Date


Approved: SHRM President/CEO (or designee)

8/6/18

Date