

Alabama SHRM State Council Bylaws

Adopted: January 22, 2005

Revised: January 1, 2025

ARTICLE 1 NAME AND AFFILIATION

Section 1.1: Name. The name of the State Council shall be SHRM Alabama State Council, Inc. (also referred to as the Alabama State Council of SHRM or ALSHRM and hereinafter referred to as "the State Council" or "the Council"). To avoid potential confusion, the State Council will refer to itself as the "Alabama State Council or ALSHRM," and not as "SHRM" or "Society for Human Resource Management".

Section 1.2: Affiliation. The State Council is affiliated with the Society for Human Resource Management (herein referred to as SHRM).

Section 1.3: Relationships. The State Council is a separate legal entity from SHRM. The State Council shall not be deemed to be an agency or instrument of SHRM and SHRM shall not be deemed to be an agency or instrument of the State Council. The State Council shall not hold itself out to the public as an agent of SHRM without the express consent of SHRM. The State Council shall not contract in the name of SHRM without the express written approval from SHRM's CEO/President or designee. 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 the State Council.

Section 1.4: Legal Status. ALSHRM is chartered as a non-profit organization in Alabama under Section 501(c) (6) of the Internal Revenue Code.

Section 1.5: Use of SHRM Domain, Logo and Brand. *The use of SHRM's Domain, Logo and Brand, or the requirement of using an "Affiliate of SHRM" logo, must be consistent with SHRM policies, procedures and practices. Any deviation from such policies, procedures and practices requires written approval from SHRM's CEO/President or designee.*

Section 1.6: Starting or affiliating with other groups. The State Council is required to obtain written approval from SHRM's CEO/President or designee (which includes the written approval of all governing documents associated with these organizations) before the State Council legally affiliates through the governance process with other groups or starts other groups or subchapters while affiliated with SHRM.

Section 1.6a: The State Council may initiate, facilitate or engage in mutually beneficial business relationships that further the State Council's business or mission objectives to the extent these business relationships are not in conflict with Section 1.6.

ARTICLE 2 OFFICES

The principal office of the State Council shall be located in such a place as shall be determined by the Governing Body (consisting of the members of the State Council defined in Article 5). The State Council may also have offices at such other places as the Governing Body may from time to time determine.

ARTICLE 3 PURPOSE

The purposes of the State Council shall be to promote the purposes of SHRM by providing a structure of SHRM members in the State of Alabama (hereinafter referred to as “the State Council”) to be able to:

- Serve in a leadership role for the State to provide shared business goals for the State Council and Chapters aligned to SHRM's mission and vision.
- Facilitate the growth of Chapter governance, foster professional development, and enhance volunteer leadership engagement and succession planning through dedicated forums.
- Provide a convening for the personal and professional development of members.
- Provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills.
- Provide an opportunity to interact with and provide opportunities to individuals new to the profession; including students and emerging professionals, as well as executives and other communities to get involved locally within chapters in the area, etc.
- Provide an opportunity to focus on current human resource management issues of importance to members.
- Provide a forum and advocacy focus on state and national workplace issues.
- Provide valuable information gathering and dissemination channels.
- Provide a succession pipeline of human resource professional leaders for succession of the Chapters, State Council and of SHRM.
- Serve as part of the two-way channel of communication between SHRM and Chapter individual members.

ARTICLE 4 FISCAL YEAR

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

ARTICLE 5 GOVERNING BODY

Section 5.1: Power and Duties. The State 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 State Council.

Section 5.2 Executive Board (Officers). The Officers, also known as the Executive Board, shall consist of the Director, Director-Elect, Immediate Past Director, Financial Business Manager, State Council Administrator, and Membership Director. The State Council Director shall serve, ex-officio, as President of the State Council, but shall be referred to as State Council Director.

Section 5.3: Number and Privileges. The following shall be voting members of the Governing Body:

State Director
State Director-Elect
Immediate Past State Director
State Council Administrator
Financial Business Manager
One Director for each Core Leadership Area (CLA) established by SHRM and co-chairs if established by the State Council
Chapter Presidents within the State
District Directors (maximum number not to exceed 50 percent of the SHRM Chapters In the state)
State Conference Co-Chairs

Section 5.4 Qualifications. All members of the Governing Body, both voting and non-voting members, must be SHRM members in good standing throughout the duration of participation on the Governing Body. The Certification Director, if any, shall be SHRM certified. 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 State Council and SHRM. This includes, 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.

Section 5.5 Election and Appointment-Term of Office. The State Director and State Director-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 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 State Council with full voting rights.

The District Directors, State Council Administrator and Core Leadership Area (CLA) Directors shall be appointed by the State Director and have full voting rights.

The Financial Business Manager shall be nominated by the State Director and elected by a majority vote of the Governing Body upon which such Financial Business Manager will serve and will have full voting rights.

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.

Leaders filling all positions on the Governing Body both voting and non-voting, must be SHRM members in good standing within the State through the duration of participation on the Governing Body.

All members of the Governing Body shall be elected or appointed to a one-year term beginning January 1 and ending December 31.

The State Director, State Director-Elect, State Council Administrator and Financial Business Manager shall be elected for a two-year term. The State Council Administrator may serve consecutive terms if invited by the State Director. The Financial Business Manager may serve an additional two-year term. All other elected and appointed leaders may serve in the same position for not more than a total of three consecutive years, unless invited to continue serving by the current State Director during his/her term.

Section 5.6 Vacancies. Any vacancy in the State Council Director position shall be filled for the unexpired term by the State Council Director-Elect. If the State Council Director-Elect position is vacant, the Governing Body may recommend a candidate for State Council Director consideration and be approved by vote of a majority of the Governing Body in attendance at any duly constituted meeting. Any vacancy in any other position on the State Council other than Chapter President shall be filled by appointment by the State Director with the concurrence of that person 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: Removal of any elected or appointed State Council leaders (Director, Officer, Committee Chair, Committee Member, or others). Any State Council leader may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Governing Body at a duly constituted Board of Directors meeting. Prior to the vote, the State Council leader shall be entitled to respond to the allegations deemed to constitute cause for removal from an elected or appointed role. SHRM reserves the right to remove any elected or appointed State Council Leader (Director, Officer, Committee Chair, Committee Member, or other) from office who has demonstrated actions that are inconsistent with the state council bylaws or operating guidelines. Chapter Presidents will be removed to the extent they vacate or are removed from their position as President of their respective SHRM Chapter.

ARTICLE 6 MEETINGS

Section 6.1: State Council Meetings. The State Council shall meet at least four times per year. The first of such meetings shall be held before the end of the 1Q each year. Meetings may be held in person or virtually. At least two of these meetings will be in-person meetings unless there are extenuating circumstances where the State Council cannot meet in person.

Section 6.2: Special Meetings. Special meetings of members shall be held on call of the State Council Director, or in the case of the absence or disability of the State Director, by the State Director-Elect, State Council Administrator and/or Financial Business Manager. A special meeting shall be called upon written request of a majority of the voting members of the Governing Body.

Section 6.3: Notice of Meetings. Written/electronic notice of each Governing Body meeting shall be given or mailed to each member at least fifteen (15) days before such meeting, or such greater period as may be required by Alabama State law. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the Governing Body.

Section 6.4: 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-either in person, or by conference call at any 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. In addition, the Governing Body may act by unanimous written consent of all voting members.

Section 6.5: Presiding Member. At all meetings of the Governing Body, the State Council Director shall preside. In the absence of the State Council Director, the State Council Director-Elect shall preside. In the absence of both the State Council Director and State Council Director-Elect, a chairperson shall be elected by a majority of voting members present.

ARTICLE 7 DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Governing Body shall be as outlined in the position descriptions maintained by the Secretary and distributed to the State Council. The position descriptions are subject to change as deemed necessary by the State Council Director and the State Council Governing Body. The State Council requires all members serving on the Board of Directors to be current members of SHRM in good standing throughout the duration of his/her term of office. The State Council is strongly encouraged to have at least one Board of Directors Member ("Volunteer Leader") attend SHRM's Volunteer Leader Business Meeting each year.

Section 7.1: The State Council Director. The State Council Director shall preside at the meetings of the Governing Body. He/she shall direct the State Council and have charge and supervision of the affairs and business of the State Council, subject to the ultimate management authority of the Governing Body. The State Council Director is responsible for the Council staying in compliance with SHRM affiliate requirements and guidelines and maintaining liaison with SHRM throughout the duration of his/her term of office. He/she must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.2: The State Council Director-Elect. The State Council Director Elect, at the request of the State Council Director or in his/her absence or disability, may perform any of the duties of the State Council Director. He/she shall have such other powers and perform such other liaison duties as the Board, or the State Council Director may determine. The State Council Director-Elect must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: Membership Director. The Membership Director shall serve as Chair of the Membership Committee. He/she shall encourage State Council and SHRM membership growth and shall maintain the official membership roster of the State Council. He/she shall have such other powers and perform such other duties as the State Council Director may determine. The Membership Director must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.4: The Financial Business Manager. The Financial Business Manager shall be responsible for the financial affairs of the State Council, including all local, state, Federal, and other jurisdictional required filings. These responsibilities shall include financial reports to the Council and coordinating arrangements for the annual examination audit of the accounts as may be required by the Council. The Financial Business Manager must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: The State Council Administrator. The State Council Administrator shall be responsible for recording the minutes of all meetings of the State Council, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the State Council's communication. The State Council Director requires the State Council Administrator to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.6: Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties including awareness sessions and initiatives in the particular CLA as the Governing Body, or the State Council Director may determine. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the CLA for the year. If there is a dedicated Certification Director or lead, this individual must be SHRM certified. The State Council Director requires each CLA Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.7: Immediate Past Director. The Immediate Past State Council Director shall serve as an advisor to the State Council Director, and fulfill such duties as requested by the State Council Director and/or Governing Body. The State Council requires the Past State Council Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

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 Membership Director, the State Council Administrator, the Financial Business Manager, and any other voting member of the Governing Body appointed to the Executive Committee by the Governing Body. The 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

Electronic voting has not been approved for non-profit corporations in the State of Alabama. Voting is limited to in-person or by virtual meetings. Voting by email is allowed.

ARTICLE 10 WITHDRAWAL OF AFFILIATED STATE COUNCIL STATUS

Affiliated State Council status may be withdrawn by the President/CEO of SHRM or his/her designee upon finding that the activities of the State 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 President/CEO or his/her designee with a written response to such a proposal within a thirty (30) day period. In addition, if the State Council fails to maintain the required affiliation standards as set forth by the SHRM President/CEO or his/her designee, it is subject to immediate disaffiliation by SHRM. After withdrawal of State Council status, the SHRM President/CEO or his/her designee may cause a new State Council to be created or may re-confer State Council status upon such body.

ARTICLE 11 STATE 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). Funds should be transferred within 180 days or as soon as reasonably practical.

**ARTICLE 12
STATEMENT OF ETHICS**

The State Council adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association to promote and maintain the highest standards among our members. Each member shall honor, respect, and support the purposes of this State Council and of SHRM. Each State Council Board Member and Officer shall attest that they abide by SHRM's Code of Ethics.

The State Council shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors.

**ARTICLE 13
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 the Law and the Bylaws of the Council.

**ARTICLE 14
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 seven (7) 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 SHRM Bylaws. Any motion to amend the bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

**ARTICLE 15
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.

Approved by:

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Date: 2/17/2025

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