

**BYLAWS FOR WISCONSIN STATE COUNCIL
SOCIETY FOR HUMAN RESOURCE MANAGEMENT**

**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name. The name of the State Council shall be Wisconsin State Council Society for Human Resource Management (also referred to as the Wisconsin State Council SHRM or WI 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 Wisconsin State Council SHRM, and not as SHRM or the 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: Separate Legal Existence of State Council/Autonomy. Both parties are separate legal entities, and neither party nor its officers, agents or employees may hold themselves out as an agent of either organization. Neither party is an agency or instrumentality of the other party. Neither party shall contract in the name of the other organization or incur any financial or other obligations on behalf of the other, without the express written consent of the other organization. Neither party may hold itself out to the public as the other organization. State Council shall have autonomy with regard to all phases of its operation, subject to its governing instruments.

Section 1.4: Use of SHRM Domain, Logo, and Brand. The State Council agrees to follow SHRM Brand Standards Guides, as may be modified from time to time, and be consistent with SHRM in its use of any/all electronic, printed, oral, and all other types of media including but not limited to SHRM logos, resources, branding and branding requirements, affiliate of logo, and all others. The State Council may use only the "Affiliate of SHRM" logo or the approved SHRM branded block template, in accordance with SHRM Brand Standards Guides. The State Council shall not use the standard, standalone SHRM logo in any media, for any reason. The State Council may not use the SHRM name, logos, trademarks, or copyrightable materials in any manner that deviates from the SHRM Guidelines without SHRM's prior written permission. The State Council may register a domain name that is either as it appears in the SHRM approved bylaws or the approved SHRM branded block template.

Section 1.5: 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. This includes the written approval of all governing documents associated with these organizations.

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 this Section.

ARTICLE 2 PURPOSE

Section 2.1: State Council Purpose. The purpose of the State 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 Wisconsin (hereinafter referred to as "the State Council") to be able:

1. 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;
2. to facilitate the growth of chapter governance, foster professional development, and enhance volunteer leadership engagement and succession planning through dedicated forums;
3. to provide a convening for the personal and professional development of members;
4. to provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills;
5. to provide an opportunity to interact and provide opportunities to individuals new to the profession; including students and emerging professionals, as well as executives and other communities to get engaged locally and within chapters in the area, etc.;
6. to provide an opportunity to focus on current human resource management issues of importance to members;
7. to provide a forum and advocacy focus on state and national workplace issues;
8. to provide valuable information gathering and dissemination channels;
9. to provide a succession pipeline of human resource professional leaders for succession of the Chapter, State Council and of SHRM; and
10. to serve as part of the two-way channel of communications between SHRM and the chapters individual members.

Section 2.2: Alignment with SHRM. The State Council supports the purposes of SHRM, which are to promote the use of sound and ethical human resource practices in the profession and:

1. to be a recognized world leader in human resource management;
2. to provide high-quality, dynamic, and responsive programs and service to our customers with interests in human resource management;
3. to be the voice of the profession on human resource management issues;
4. to facilitate the development and guide the direction of the human resource profession; and
5. to establish, monitor and update standards for the profession.

ARTICLE 3 FISCAL YEAR

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

ARTICLE 4 STATE COUNCIL

Section 4.1: Powers and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business, and affairs of the State Council and in general exercise all powers of the State Council.

Section 4.2: Officers. The Officers of the State Council shall consist of the State Council Director, State Council Director-Elect, Past State Council Director, Secretary, and Treasurer. The Officers shall serve as the principal elected leadership officers of the State Council and shall perform the duties prescribed by these Bylaws and other responsibilities as assigned by the State Council.

Section 4.3: Composition of the Board of Directors. Along with the Officers listed in Section 4.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors, District Directors, Conference Liaison Director, Leadership Director, and Past State Council Director. Additional Directors shall be nominated by the State Council Director and elected from among the eligible members of the Board of Directors.

Section 4.4: Qualifications. All members of the State Council, both voting members and non-voting members, must be SHRM members in good standing throughout the duration of participation on the State Council. Non-voting members shall be drawn from such positions as the State Council Director determines should participate in the State Council in the best interests of the State Council and SHRM, including, without limitation, student chapter presidents, student chapter advisors, and other individuals whose participation would benefit the State Council.

Section 4.5: Election and Appointment - Term of Office. The State Council Director-Elect shall be elected by the voting members of the State Council no later than September of each year for the upcoming term. The State Council Director-Elect shall serve a two-year term and shall automatically succeed to the role of State Council Director upon completion of the Director-Elect term. The State Council Director shall serve a two-year term and shall automatically succeed to the role of Past State Council Director upon completion of the Director term. The Past State Council Director shall serve a one-year term.

The Secretary-Elect and Treasurer-Elect shall be elected by the voting members of the State Council no later than September of each year for the upcoming term. The Secretary-Elect and Treasurer-Elect shall each serve a one-year term and shall automatically succeed to the role of Secretary or Treasurer, respectively, upon completion of the Elect term. The Secretary and Treasurer shall each serve a two-year term.

The President of each SHRM Chapter within the State shall serve as an ex-officio Chapter President member of the State Council with full voting rights for the duration of his/her chapter leadership term. District Directors, Core Leadership Area (CLA) Directors, Conference Liaison Director, Leadership Director, At-Large Director(s), and any additional operational leadership roles established by the State Council shall be appointed by the State Council Director with concurrence of the Executive Committee. Appointed leaders shall serve one-year terms and may be reappointed annually for up to three consecutive years in the same role.

All terms shall begin on January 1 and conclude on December 31 unless otherwise specified by the State Council. All members of the State Council must maintain SHRM membership in good standing throughout the duration of their term of office. Exceptions to consecutive term limits may be approved by the Executive Committee on a case-by-case basis when deemed to be in the best interests of the State Council.

Section 4.6: Board of Directors' Responsibilities. The Board of Directors shall transact all business and fiduciary responsibilities of the State Council except as prescribed otherwise in these Bylaws or other governing instruments of the State Council. A Professional member in good standing may request the President to place on the agenda of the next regular Board of Directors meeting any action for consideration by the Board of Directors.

Section 4.7: 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 State Council may recommend a candidate for State Council Director consideration and be approved by vote of a majority of the State Council in attendance at any duly constituted meeting. Any vacancy in any other position on the State Council other than State Council Director 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. Individuals appointed to fill a vacancy for a partial term shall not have that partial term counted toward consecutive service limitations. Any vacancy in the Chapter President position will be filled as and when the respective Chapter elects or appoints a new President.

Section 4.8: 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 Board of Directors 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.

Section 4.9: Maintain Coverage. The State Council should seek to obtain and maintain a policy or policies of basic Directors & Officers (D&O) and Cyber Liability Insurance commensurate with assets and liabilities of the State Council. Errors and Omissions (E&O) Insurance is strongly recommended. These policies provide the board members, officers, employees, members, volunteers, or agents of the State Council with coverage for losses from wrongful or negligent acts, or to ensure the State Council's performance of its obligations under this Agreement. In all insurance policies, SHRM should be identified as an additional insured.

ARTICLE 5 DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Secretary and distributed to the State Council Board. The position descriptions are subject to change as deemed necessary by the State Council Director and the State Council Board. 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 must have at least one Board of Directors leader ("Volunteer Leader") attend SHRM's Volunteer Leader Business Meeting each year.

Section 5.1: The State Council Director. The State Council Director shall preside at the meetings of the members and of the Board. 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 Board of Directors. The State Council Director is responsible for the Council staying in compliance with SHRM affiliate requirements and guidelines; maintain 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 5.2: 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. He/she must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5.3: The 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 5.4: The Treasurer. The Treasurer 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 Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing and receivables. He/she must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5.5: The Secretary. The Secretary 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. He/she must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5.6: Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the State Council Director may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the State Council Director and the Board. 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 CLA lead, this lead must be a SHRM member in good standing for the duration of his/her term of office and be SHRM certified. Each CLA Director must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5.7: Past State Council Director. The 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 Board of Directors. The State Council requires the Immediate Past State Council Director to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5.8: Conference Liaison Director. The Conference Liaison Director shall be responsible for strategic direction and leadership as it relates to the management of all activities related to coordinating an annual State Council Conference and assists with the coordination of other State Council sponsored conferences. He/she must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5.9: Leadership Director. The Leadership Director shall coordinate leadership and volunteers for annual training at the Volunteer Leader Conference. The Leadership Director is also responsible for identifying human resource-related training and development activities that help support the State Council members and local SHRM chapters. He/she must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 5.10: District Directors. District Directors shall oversee chapters within a designated region in the state to provide leadership and communication to further the Society's goals and objectives between existing and future SHRM members and serve as a liaison for their assigned chapters with the State Council and SHRM. He/she must be a current member in good standing of SHRM throughout the duration of his/her term of office.

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 first quarter 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 the State Council shall be held at the call of the State Council Director or members of the State Council Board of Directors.

Section 6.3: Notice of Meetings. Notice of all special and annual meetings shall be given to all State Council members at least ten days prior to the meetings. Notice of regular meetings shall be given to all State Council members at least seven days prior to the meeting. The notice provision may be waived in the case of an emergency with the concurrence of a simple majority of the board.

Section 6.4: Quorum. State Council members holding one half of the votes entitled to be cast, represented in person, virtually, or by conference call, shall constitute a quorum. The vote of a majority of the members who are present at any meeting at which there is a quorum, either in person, virtually, or by conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

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

ARTICLE 7 ELECTRONIC VOTING

Mail or electronic ballots may be used for the election of Directors provided the State Council has had at least one in-person meeting that year unless there are extenuating circumstances where the State Council cannot meet in person.

ARTICLE 8 STATEMENT OF ETHICS

The State Council adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order 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 9 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, the following:

Executive Committee. The Executive Committee shall consist of the State Council Director, State Council Director-Elect, Past State Council Director, Secretary, Treasurer, Conference Liaison Director, and CLA Director Lead. Additional members may be appointed to the Executive Committee by the State Council Director with concurrence of the Officers.

The Executive Committee shall have authority to act on behalf of the State Council between regular meetings on matters requiring timely attention, except for actions reserved to the State Council under these Bylaws or applicable law, including matters that would materially alter the governance structure, financial obligations, or strategic direction of the State Council.

All actions taken by the Executive Committee on behalf of the State Council shall be communicated to the State Council and documented in the minutes of the next regular meeting of the State Council.

Finance Committee. The Finance Committee is chaired by the Treasurer and shall be comprised of the State Director, the Conference Liaison Director, and up to three (3) appointed members who are also members of the Governing Body.

Nominating Committee. The Nominating Committee shall be comprised of five (5) members, including the Nominations Director and the State Director, who will serve as co-chairs, and not more than three (3) appointed members who are also members of the State Council. The State Director-Elect shall serve as the Nominations Director. It shall identify candidates for State Director-Elect, Secretary-Elect, and Treasurer-Elect as outlined in Article 4. Nominations will be submitted to the Governing Body.

State Conference Committee. The State Conference Committee shall be comprised of two (2) Co-Chairs, not more than twelve (12) Subcommittee Co-Chairs, and committee members, as needed. The Conference Liaison Director and Executive Committee will appoint the Conference Co-Chairs. The Conference Co-Chairs will appoint Subcommittee Co-Chairs with approval of the Conference Liaison Director and Executive Committee.

ARTICLE 10 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 State Council.

ARTICLE 11 AMENDMENT OF BYLAWS

The Bylaws may be amended by a majority vote of the State Council members present at any meeting at which a quorum exists, and in which required notice has been met, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of SHRM and not in conflict with 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 12 STATE COUNCIL DISSOLUTION

In the event of the State Council's dissolution, the remaining monies in the Treasury, after State Council expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g., the SHRM Foundation, a local student Chapter, an HR degree program, or other such 501(c) organization in alignment with the purposes of the State Council). Funds should be transferred within 180 days or as soon as reasonably practical.

ARTICLE 13 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, when 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 14
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.

Ratified by the State Council and signed by:

State Director Signature: JEFF PALKOWSKI

Printed name: Jeffery C. Palkowski

Date: 7/14/2026

State Council mailing address: 4075 Vilas Road

Cottage Grove, WI 53527

State Council primary email address (if applicable): wishrm!@morgandata.com

State Council Director email: StateDirector@wishrm.org

State Council Director phone: 608-204-9827 (WI SHRM Admin)

Approved by:

SHRM President/CEO or President/CEO Designee: M. P. Aitken

Printed name: Michael P Aitken

Date: 9-15-2026