

**SHRM Maine State Council
Bylaws**

**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name. The name of the State Council shall be SHRM Maine State Council and hereinafter referred to as "the State Council" or "the Council". To avoid potential confusion, the State Council will refer to itself as the "Maine State Council," 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.

Section 1.5a: 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 1.5.

ARTICLE 2

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 Maine 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 opportunities to individuals new to the profession; including students and emerging professionals, as well as executives and other communities to get engage 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.

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: *Power 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 State Council Director shall serve, ex-officio, as President of the State Council, but shall be referred to as State Council Director. The State Council Director-Elect, Secretary and Treasurer shall serve in those roles respectively on 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, Past State Council Director, District Director, Marketing Director, Maine HR Convention Director, Scholarships Director, two Special Projects Directors, as many Chapter Presidents as there are SHRM Chapters within the State, and one designated representative of the Diversity Hiring Coalition (DHC) shall serve as the CLA Director for Diversity, Equity & Inclusion. 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 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 Council.

Section 4.5: Election and Appointment - Term of Office. The State Director and State Director-Elect shall be elected from the current year's State Council 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 Chairperson (or designated representative) of the DHC shall be elected by the members of the DHC. District Directors, the Membership Director, and Core Leadership Area (CLA) Directors shall be appointed by the State Director and will have full voting rights. The Secretary and Treasurer shall be nominated by the State Director and elected by a majority vote of the State Council upon which such Secretary and Treasurer will serve and will have full voting rights.

All members of the State Council shall be elected or appointed to a two-year term beginning January 1 and ending December 31. The State Council Director, State Council Director-Elect, Secretary and Treasurer may serve two additional one-year terms if the Governing Body determines that it is necessary for succession planning purposes. The CLA appointed Directors may serve in the same position for not more than a total of four consecutive years. All other appointed Directors and other members of the Governing Body may continue to serve in their role at the State Council Director's discretion. Their terms on the Governing Body will be coterminous with their office in the Chapter or DHC.

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. 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 and 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 Past State Council Director to 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 on 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-third 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 State Director-Elect, a chairperson shall be elected by a majority of voting State Council 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
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 10
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 11
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 12
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 13
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.

Note* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Ratified by the State Council and signed by:

State Council Director Signature:

Printed name:

Date:

State Council mailing address:

State Council primary email address (if applicable):

State Council Director email:

State Council Director phone:

Approved by:

SHRM President/CEO or President/CEO Designee:

Printed name:

Date:

Jodie Griffith
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1/7/2026

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