

Illinois Fox Valley SHRM Bylaws

ARTICLE I NAME AND AFFILIATION

Section 1. Name

The name of the Chapter is Illinois Fox Valley Society for Human Resource Management (Illinois Fox Valley SHRM), hereinafter referred to as the Chapter and not as SHRM or the Society for Human Resource Management.

Section 2. Affiliation

The Chapter is affiliated with the national organization known as the Society for Human Resource Management (SHRM).

Section 3. Relationships

The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE II STATEMENT OF PURPOSE

Section 1. Representation

The individual members of the Chapter represent, but are not limited to, the Northwest and West suburban areas of Chicago, Illinois, in the communities surrounding the Fox River Valley area.

Section 2. Purpose

The purposes and objectives of this Chapter are:

- To provide a medium for exchange of information regarding common issues among local human resource professionals;
- To advance the understanding of the principles of human resource management through professional education programs for members; and
- To encourage the establishment of networks of local human resource professionals in order to enhance cooperative problem solving and maintenance of professional standards.

ARTICLE III MEMBERSHIP

Section 1. Eligibility

An individual who has demonstrated a continuing career interest in the human resource profession, who has human resource responsibility for a company or who meets the

requirements for national SHRM membership and maintains membership with the national SHRM shall be eligible for Chapter membership. The Chapter is a 100% Chapter of SHRM, and all Chapter Members are required to be members in good standing of SHRM. Memberships are individual and are not transferable to other individuals. Replacement of membership is subject to Board approval. There shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, handicap, sexual preference or orientation, or other protected class categories defined by state or federal law.

Section 2. Admission to Membership

Application for membership shall be made in writing on a format provided by the Chapter. No applicant shall be admitted to membership until approved by a majority of the Board of Directors. The Board of Directors shall have the final approval on all new memberships. The number of memberships approved for service providers (non HR professions that sell a product or receive a fee for services for profit) may be limited by the Board of Directors.

Section 3. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Proxy votes shall be permitted.

Matters presented to membership for a vote may be presented electronically. The Board of Directors may elect to define and communicate its recommended position. Members have the option and are encouraged to indicate their preference by voting for or against any item presented within two (2) weeks of distribution. During this period, members are free to comment on items presented for vote. A simple majority of the entire membership will be needed for items to be adopted.

Section 4. Termination of Membership

Membership may be terminated by voluntary written or oral resignation, but no such resignation shall relieve the member so resigning of the obligation to pay dues or other charges owed and unpaid at that time.

Any member failing to maintain membership in SHRM or within this Chapter will forfeit his/her membership.

The Board of Directors may, on its own motion or complaint of any member, investigate actions by any member that may be injurious or prejudicial to the Chapter or to the human resource profession. If, in the opinion of a majority of the Board of Directors, such action is detrimental to the interest of the Chapter or the human resource profession, it may request the immediate resignation of the member involved, or take other appropriate action.

Section 5. Dispute Resolution

In the event the Board of Directors censures a member or terminates a membership, the member may dispute the decision through a letter of appeal to the Board of Directors. The letter of appeal must be sent within forty-five (45) days after notification of the Board's decision. The Board will review its decision, but is not obligated to reverse its previous decision. The final decision of the Board is binding and will be communicated in writing

to the appellant.

Section 6. No Solicitation Policy

One of the stated purposes of the Chapter is to encourage the establishment of networks of local human resource professionals in order to enhance cooperative problem solving and maintenance of professional standards. Such contacts are distinguished from active marketing, selling, soliciting or dissemination of such information for personal or business gain.

No member of the Chapter shall use the meeting forum, member listings or any other Chapter provided member information for personal or business gain. Any member in violation of this policy may be asked to resign his or her membership immediately.

Section 7. Dues

Annual Chapter dues shall be established for the next year by the Board of Directors prior to the mailing of the renewal notice.

Annual dues are payable upon acceptance into membership and thereafter are due annually on January 1. For partial-year membership, such dues may be prorated for the remainder of the year, as determined by the Board of Directors.

**ARTICLE IV
MEETINGS**

Section 1. General Meetings

The Chapter shall meet on the third Thursday of each month, or at such times as the Board of Directors shall establish on an annual basis. Any member may request the President to place an issue on the next meeting agenda.

Section 2. Notice of General Meetings

An electronic notice of all general meetings shall be sent to all members at least ten (10) day prior to the meetings. General meeting times may be extended to allow for special presentations and/or events.

Section 3. Special Meetings Called by Members

Special meetings of all the members may be called by the President, the Board of Directors, or by the written request of 10% of current members of the Chapter in good standing, stating the purpose of the meeting.

Section 4. Annual Meeting

The Annual Meeting will take place during the general monthly meeting in the month of September each year or at such other times as determined by the Board of Directors.

Section 5. Strategic Planning

Shortly after the annual meeting, the Chapter will undergo a strategic planning session. This session will take place at a time determined by the sitting Officers and Directors.

Current and newly elected Officers and Directors will be required to attend the strategic planning meeting to begin the transition period and assist in planning the upcoming year. Any absence by a current and newly elected Officers and Directors from the strategic planning meeting will require Board approval. All members in good standing will be encouraged to attend and offer suggestions for improving the organization.

Section 6. Quorum — General and Special Meetings

Ten percent (10%) of membership shall constitute a quorum for consideration at any meeting of Members; provided, however, that if less than a quorum of the Members is present at said meeting, a majority of the Members present may adjourn the meeting at any time without further notice. If a quorum is present, the affirmative vote of the majority of votes presented and voted at the meeting shall be the act of the Members.

Section 7. Meeting Sponsor

Upon approval by a majority of the Board of Directors and payment of a stipulated sponsor fee to the Chapter, a meeting sponsor may be permitted to set up a display table at a general meeting for the presentation of products or services or distribution of literature, and a brief (5 minute) communicated presentation to the membership at a time as specified on the meeting agenda.

**ARTICLE V
BOARD OF DIRECTORS**

Section 1. Board of Directors

The Board of Directors shall transact all business of the Chapter. The Board of Directors shall consist of a maximum of fifteen (15) members. The Board of Directors shall reserve the right to modify the number of Board positions and redefine the roles to accommodate the needs of the Chapter. No more than three (3) Board positions shall be filled by volunteers whose job description does not include HR responsibilities. All members serving in the Officer capacity shall serve on the Board of Directors. Members in the Director capacity as specified in Article V, Section 3 of these bylaws shall fill any remaining Board of Directors positions.

Section 2. Officers

The Officers shall consist of:

1. President
2. President Elect
3. Past President
4. Treasurer
5. Secretary
6. Vice President, Membership
7. Vice President, Programs

Section 3. Directors

The Directors shall consist of

1. Director, Member Benefits

2. Director, Community Outreach
3. Director, Legislation
4. Assistant Vice President, Membership
5. Assistant Vice President, Programs

Section 4. Duties and Responsibilities

Duties and responsibilities of the Board of Directors are defined in the position descriptions maintained in Chapter files and as updated from time to time. Position descriptions are mandated and approved by the Board of Directors.

Section 5. President Elect's Qualifications

To be qualified for nomination for President Elect, an individual shall serve as an Officer or Board Member capacity for a minimum of one year.

Section 6. Terms and Limits

	Term (Years)	Consecutive Terms	Total* (Years)
1. President	2	0	2
2. President Elect	1	0	1
3. Past president	1	0	1
4. Treasurer	2	2	4
5. Secretary	2	2	4
6. Vice President, Membership	2	2	4
7. Vice President, Programs	2	2	4
8. Director, Member Benefits	2	2	4
9. Director, Community Outreach	2	2	4
10. Director, Legislation	2	2	4
11. Assistant VP, Membership	2	2	4
12. Assistant VP, Programs	2	2	4

* Members may serve on the Board up to a maximum of nine (9) consecutive years after which there shall be a minimum of a one (1) year break. An exception will be granted if elected to President Elect, allowing the person to complete the term(s) as President Elect, President and Past President prior to taking the required one (1) year break.

Section 7. Meetings of the Board of Directors

The Board of Directors shall meet at times agreeable to a majority of the Directors, but not less than four times per year. The Board members must attend a minimum 70% of all general member and board meetings. The Board may tender a written request for the officer or director to resign his/her position on the Board if this requirement is not fulfilled. Any general member may request the president to place on the next meeting agenda any action to be taken by the Board of Directors. The President or four Board members may call a special meeting.

Section 8. Quorum for Board Business

A quorum shall be declared only if all Board members are notified of intent for a quorum and at least 51% of Board members are present to participate. Any resulting act of a

quorum shall be an act of the Board of Directors.

Section 9. Vacancies

The Board of Directors shall reserve the right to fill any vacant position on the Board that occurs throughout the year. The vacant position shall be filled by a majority vote of the Board.

Section 10. Changing Composition of the Board

The Board of Directors shall reserve the right to modify the number of Board positions and redefine the roles to accommodate the needs of the Chapter.

Section 11. On-line Voting for Board Business

On-line voting requests shall be submitted to the President. The President shall make the determination to approve or table the on-line vote request within three (3) business days. The President reserves the right to table the issue for discussion at the upcoming Board meeting or forward it to the Board Members for comments. Board members will use 'reply to all' to discuss items.

Normal quorum and voting standards shall apply.

Section 12. Removal of Director or Officer

Any director or officer 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.

**ARTICLE VI
OFFICER AND BOARD OF DIRECTORS NOMINATIONS AND VOTING**

Section 1. Nominating Committee

The nominating committee shall consist of three Board members with at least one (1) Officer member appointed no less than sixty (60) days before each Annual meeting. The Chairperson will be selected from one of the three (3) members. The nominating committee shall give consideration to the qualifications of persons to be nominated in terms of the offices or vacancies to be filled and shall present nominations for the offices of the Board of Directors before the Annual Meeting of the Chapter.

Eligibility for nomination, election and continuation in office shall be limited to persons who have been members of the Chapter in good standing, for a minimum of one (1) year. The recommendations of the nominating committee shall be confirmed by the Board of Directors. The Official Ballot shall be communicated to the general membership at least ten (10) days prior to the Annual Meeting.

Section 2. Voting for Board of Directors

Nominations for each officer and directorship shall be acted upon by separate vote of members at the Annual Meeting. After the Board of Directors communicates the Official

Ballot, additional nominations may be made from the floor by any member eligible to vote. Persons nominated from the floor must be present at time of nomination. A member eligible to vote must second all nominations.

If there are more than two (2) nominees for a particular position and none receive a majority of votes cast, the President shall direct that a second ballot with voting by the general membership be taken to select among the nominees who received the highest and second highest number of votes.

ARTICLE VII CONTRACTS, USE OF CHAPTER NAME, AND FINANCIAL ADMINISTRATION

Section 1. Contracts

The majority of the Board of Directors may authorize any officer or officers, agent or agents, to enter into any transaction, contract, or to execute and deliver any instrument in the name of and on the behalf of the Chapter and such authority may be general or confined to specific instances.

Section 2. Use of Funds

The Board of Directors has the discretion to set a budget for specific chapter expenses on an annual basis. Members may request a copy of the annual budget report.

Section 3. Use of Chapter Name

Any use of the Illinois Fox Valley SHRM name and/or logo by any party outside the Chapter must be authorized by the Board of Directors.

Section 4. Checks

All checks, drafts, or other orders for the payment of money issued in the name of the Chapter shall be signed by two of the following signatories of the organization:

1. President

3. Treasurer

2. President Elect

4. As appointed by the Board

Section 5. Deposits

All funds of the Chapter shall be deposited within thirty (30) days to the credit of the Chapter in such bank or banks, trust companies, or other depositories as the Board of Directors shall select.

Section 6. Fiscal Year

The fiscal year of the Chapter shall be from January 1 through December 31.

Section 7. Annual Review of Funds

The Treasurer shall arrange for an annual review of Chapter funds.

ARTICLE VIII PROCEDURES

Except as herein provided, Robert's "Rules of Order" shall govern the proceedings of the Chapter.

ARTICLE IX CHAPTER DISSOLUTION

In the event of the Chapter's dissolution, the remaining monies in the treasury, after Chapter expenses have been paid will be contributed to the SHRM Foundation.

ARTICLE X STATEMENT OF ETHICS

Section 1. Code of Ethics

The Chapter adopts the Society for Human Resources Management (SHRM) Code of Ethics for members of the Chapter in order to promote and maintain the highest standards among the members. Each member shall honor, respect, and support the purpose of this Chapter and SHRM.

Section 2. Endorsement

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

ARTICLE XI AMENDMENTS

These Bylaws may be amended by a majority vote of the 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 XII WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter 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 thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by

SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new Chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had Chapter status withdrawn, may re-confer Chapter status upon such body.

ARTICLE XIII LIMITATION ON LIABILITY

Section 1. Directors and Officers

No Director or Officer serving with or without compensation, other than reimbursement for actual expenses, of the Chapter, shall be liable, and no cause of action may be brought for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director or Officer unless the act or omission involved willful or wanton conduct.

Section 2. Person Serving Without Compensation

No person, who without compensation other than reimbursement for actual expenses, who renders services to or for the Chapter shall be liable, and no cause of action may be brought, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or want conduct.

Section 3. References to Willful or Wanton Conduct

As used in this Article, "willful or wanton conduct" means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

Section 4. Insurance

The Chapter may purchase and maintain insurance on behalf of any person who is or was a Member, Director, Officer, employee or agent to the Chapter, or who is or was serving at the request of the Chapter as a Member, Director, Officer, employee or agent of another Chapter, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Chapter would have the power to indemnify such person against such liability under the provisions of the Article.

Ratified by the Membership of the Chapter

Chapter President: *Crystal Gonzalez* Date: 10.20.16

Approved by SHRM: *Tina O'Brien* Date: 10-13-2016