

**Illinois Valley SHRM (IV SHRM)  
Chapter Bylaws**

**ARTICLE 1  
NAME AND AFFILIATION**

*Section 1.1: Name.*

The name of the Chapter is the Illinois Valley – SHRM (IV SHRM) (herein referred to as the "Chapter").

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

*Section 1.3: 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 2  
PURPOSE**

*Section 2.1:* The purposes of this Chapter, as a non-profit organization, are:

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. to provide a focus for legislative attention to state and national human resource management issues;
- vi. to provide valuable information gathering and dissemination channels;
- vii. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- ix. to serve as a source of new members for SHRM; and
- x. To serve as part of the two-way channel of communications between SHRM and the individual members.

*Section 2.2:* The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and:

- a. to be a recognized world leader in human resource management;

- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. To establish, monitor and update standards for the profession.

### **ARTICLE 3 FISCAL YEAR**

*Section 3.1:* The fiscal year of the Chapter shall be the calendar year.

### **ARTICLE 4 MEMBERSHIP**

*Section 4.1: Qualifications for Membership.* Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Sections 4.4 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

*Section 4.2: Non-transferability of Membership.* Membership in the Chapter is neither transferable nor assignable.

*Section 4.3: Individual Membership.* Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

*Section 4.4: Membership shall be by individuals who are engaged as one or more of the following:* (a) practitioners of human resource management at the exempt or non-exempt level; (b) members of SHRM in good standing; (c) certified by the Human Resource Certification Institute; (d) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university; (e) full-time consultants with at least three years experience practicing in the field of human resource management; (f) full-time attorneys with experience in counseling and advising clients on matters relating to the human resource profession and/or (g) demonstrate a bona fide interest in human resource management and the mission of the Chapter. All members may hold office in the chapter.

*Section 4.5: Voting* Each member shall have the right to cast one vote on each matter brought before a vote to the members.

*Section 4.6: Application for Membership.* Application for membership shall be on the Chapter application form (paper or electronic). All applications shall be reviewed by a designee of the President and approved by the Board of Directors or their designee. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

*Section 4.7: Dues.* Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices

*Section 4.8 Termination of Membership:* Any member may have his/her membership terminated, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors Meeting. The member shall be entitled to a due process hearing prior to any termination action being imposed.

*Section 4.9 Term of Membership:* All memberships coincide with the calendar year. Unless renewed by completion of an application, payment of appropriate dues membership in the Chapter expires at midnight on the 31<sup>st</sup> day of December.

## **ARTICLE 5 MEMBER MEETINGS**

*Section 5.1: Regular Meetings.* Regular meetings of the members shall be held on the 3<sup>rd</sup> Wednesday of each month or as otherwise determined by the Board of Directors.

*Section 5.2: Annual Meetings.* The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held at such other time as determined by the Board of Directors.

*Section 5.3: Special Meetings.* Special meetings of members shall be called by the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

*Section 5.4: Notice of Meetings.* Notice of all special and annual meetings shall be given to all members at least ten days prior to the meetings. Notice of regular meetings shall be given to all members at least seven days prior to the meeting.

*Section 5.5: Quorum.* Members holding one-tenth of the votes entitled to be cast, represented in person, by proxy or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting, either in person, by proxy 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 5.6: Electronic voting.* Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

## ARTICLE 6 OFFICERS AND BOARD OF DIRECTORS

*Section 6.1: Number.* The Officers shall consist of five (5) positions. The following shall be members of the Board of Directors and be officers of the chapter: President, President-Elect, Treasurer, and Secretary. The fifth board member shall be the Past President.

The following positions are established as Board positions to coincide with SHRM's Core Leadership Areas:

1. College Relations Director
2. Diversity Director
3. HR Certification Institute Certification Director
4. Government Affairs Director
5. Membership Director
6. SHRM Foundation Director
7. Workforce Readiness Director

Board Members may serve in multiple positions as needed. Additionally, with a majority vote of the Board of Directors additional Board positions may be added, deleted or changes as long as sully documented in the minutes by the Secretary.

*Section 6.2: Qualifications.* All candidates for the Board of Directors must be members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. Officers and Board members may not be elected to serve more than two (2) consecutive terms in the same position.

*Section 6.3: Election - Term of Office.* Officers and Directors shall be elected by the members at the annual meeting of the membership from the proposed slate of Officers and Board Members. Each elected Officer and Director shall assume office on the first day of January following his/her election. Officers shall be elected to a two year term or until his/her successor is elected and takes office. All other Board Members shall be elected to a one year term or until his/her successor is elected and takes office.

*Section 6.4: Vacancies.* Any vacancy in the Board may be filled for the unexpired term by appointment of the President with a majority vote of the Board of Directors. If the President's position becomes vacant in the course of his/her term, the President-Elect will assume the position of President. Any person filling the remainder of a term will still have the eligibility of two full terms in that position.

*Section 6.5: Quorum.* A simple majority of the total Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Board of Directors.

*Section 6.6: Board of Directors' Responsibilities.* The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws. A 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 6.7: Removal of Director and Officer.* Any Officer or Director 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. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

## **ARTICLE 7 DUTIES AND RESPONSIBILITIES**

*Section 7.1: The President.* The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. The chapter president must be a SHRM member in good standing for the duration of his/her term. He/she shall serve as Chair of the Program Committee. The responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and seminars sponsored by the Chapter as determined by the President and the Board. He/she shall have the authority to appoint subcommittees to plan and implement the activities associated with the program year.

*Section 7.2: The President-Elect.* The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. The President-elect shall attend all monthly meetings and Board of Directors meetings. He/she shall participate in the development and implementation of short-term and long-term strategy planning for the chapter. She/he shall perform all special projects as assigned by the President and upon request, assist all officers in performing their responsibilities. The President-elect shall represent the chapter in the Human Resources community. The chapter President-elect must be a SHRM member in good standing for the duration of his/her term.

*Section 7.3: The Treasurer.* The Treasurer shall be responsible for the financial affairs of the Chapter. These responsibilities shall include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing. He/she shall also perform such other duties as the President may determine. It is recommended the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

*Section 7.4: The Secretary.* The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter. It is recommended the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

*Section 7.5: Past President.* The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. The Past President must be a current member in good standing of SHRM throughout the duration of his/her term.

## **ARTICLE 8 COMMITTEES**

*Section 8.1: Committees.* The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

*Section 8.2: Committee Chairpersons.* Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

*Section 8.3: Committee Activity.* Committees are established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

## **ARTICLE 9 STATEMENT OF ETHICS**

The Chapter 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 Chapter and of SHRM.

The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from any other member at Chapter meetings without the approval from the Board of Directors.

## **ARTICLE 10 AMENDMENT OF BYLAWS**

The 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 11  
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 an organization in keeping with the purposes of the Chapter decided upon by the Board of Directors at the time of dissolution.

**ARTICLE 12  
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.

Ratified by the Membership of Chapter and signed by:

Chapter President:  Date 2/20/2013

Approved by:

SHRM President/CEO or President/CEO Designee

Name:  Date 1/29/13