

**FOX VALLEY CHAPTER-SOCIETY FOR HUMAN RESOURCE
MANAGEMENT, INC. BY-LAWS**
Revised 10/1/09

Article 1 – Identification

Section 1.1 - Name

The name of the Chapter shall be Fox Valley Chapter-Society for Human Resource Management, Inc. (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Fox Valley Chapter-Society for Human Resource Management and not as SHRM or the Society for Human Resource Management.

Section 1.2 - Affiliation

The Chapter shall be affiliated with the Society for Human Resource Management (SHRM).

Section 1.3 - Relationship

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

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

- To provide a forum for the personal and professional development of our members.
- To provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills.
- To provide an arena for the development of relationships where common problems can be discussed and deliberated.
- To provide an opportunity to focus on current human resource management issues of importance to our members.
- To provide a focus for legislative attention to state and national human resource management issues.
- To serve as an important vehicle for introducing human resource management professionals to SHRM.
- To serve as a source of new members for SHRM.
- To serve as part of the two-way channel of communications between SHRM and the individual members.

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:

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

Article 3 – Fiscal Year

The fiscal year of the Chapter shall be the calendar year.

Article 4 – Membership

Section 4.1 - Qualifications

The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, 4.5, 4.6, and 4.7 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 – Professional Members

Individuals engaged in human resource management, including faculty members teaching in the area of human resource management. These members must have 50% of their job duties a direct function of human resources internal to their organization. Professional members shall have voting rights and may hold office.

Section 4.5 – Associate Members

Individuals who do not meet the professional member criteria, but have a bona fide interest in human resource management. Associate members shall have voting rights, and may hold office with the exceptions of President-Elect, President or Past-President.

Section 4.6 – Transitional Members

Any individual that is seeking employment in the Human Resource field, which is pursuing or has completed a degree in Human Resources, or related field or has left their employment as a human resource professional and is seeking new employment. Transitional members shall have voting rights and may not hold office. If a Professional or Associate Member becomes a Transitional Member while holding office, the board position will be refilled if after six months they are still a Transitional Member.

Section 4.7 – Honorary Members

Any Professional member in good standing at the time of retirement may request honorary membership of the Chapter by the vote of the Board of Directors. Honorary members shall be entitled to full membership without the payment of annual dues, but will not have the right to vote or hold office.

Section 4.8 – Application for Membership

Application for membership shall be on the Chapter application form found on the Chapter website. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Board of Directors.

Section 4.9 – Voting

Each member of the Chapter, with the exception of Honorary members, shall have the right to cast one vote on each matter brought before a vote of the membership. Votes shall be tallied by the President.

Section 4.10 – Dues

Annual membership dues shall be established for the next year by the Board of Directors prior to the renewal reminder going out to the membership.

Article 5 – Member Meetings

Section 5.1 – Regular Meetings

Regular meetings shall be monthly, with the exception of June, July, and August, generally the 3rd Tuesday of the month, at such times and places as the Board of Directors may designate.

Section 5.2 – Annual Meeting

The annual meeting of the members for announcing the Board of Directors and conducting other appropriate business shall be held in the 4th quarter of the year or at such other times as determined by the Board of Directors.

Section 5.3 – Special Meetings

Special meetings of members shall be held on call of the President, the Board of Directors, or by members having at least 25% 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 (10) days prior to the meetings. Notice of regular meetings shall be given to all members at least seven (7) days prior to the meeting.

Section 5.5 – Quorum

Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person 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.

Article 6 – Board of Directors

Section 6.1 – Power and Duties

The Board of Directors (also referred to as the “Board”) shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section 6.2 – Officers

The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, and Treasurer.

Section 6.3 – Composition of the Board of Directors

Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include the following positions:

- Vice President of Membership
- Vice President of Legislative
- Vice President of College Relations

- Vice President of Programming (2 positions on Board)
- Vice President of Professional Development
- Vice President of Diversity
- Vice President of Marketing/Public Relations
- Vice President of Workforce Readiness
- Vice President of Communications
- Past President

These shall constitute the governing body of the Chapter. Additional Board of Director positions shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4 – 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 the 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. The remaining Board of Directors must be, at a minimum, 30% SHRM members.

Section 6.5 – Term of Office

Officers and Directors shall be elected by the members annually from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Officer and Director shall assume office on January 1st following his/her election and shall hold office for two years (with the exception of Past President, which is a one year term) or until his/her successor is elected and takes office. The President may not be eligible for re-election for two consecutive terms.

The following positions renew in **odd** years:

- Vice President of Membership
- Vice President of Legislative
- Vice President of Programming (1st seat)
- Vice President of Professional Development
- Vice President of Workforce Readiness
- Treasurer
- President
- President-Elect

The following positions renew in **even** years:

- Vice President of College Relations
- Vice President of Programming (2nd seat)
- Vice President of Diversity
- Vice President of Marketing/Public Relations
- Vice President of Communications
- Past President

Section 6.6 – Vacancies

Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors or a complete election process can be completed for the opening.

Section 6.7 – 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 Governing Body, except to the extent that

applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.8 – Board of Directors’ Responsibilities

The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. 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 6.9 – Removal of Officer or Director

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

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained on the Chapter website. The position descriptions are subject to change as deemed necessary by the President and/or the Chapter Board.

Section 7.1 – 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, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.2 – 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 powers and perform such other liaison duties as the Board of the President may determine. He/she shall participate on the Program Committee.

Section 7.3 – Treasurer

The Treasurer shall be responsible for the financial affairs of the Chapter, including all 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.

Section 7.4 – 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.

Section 7.5 – Core Leadership Area (CLA) Directors

Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President 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.

Article 8 – Standing Committees

Section 8.1 – Nominating Committee

The Nominating Committee shall prepare and submit a slate of candidates as nominees for the Chapter's Board positions to be filled. The Nominating Committee consists of the President (chair), the President-Elect, and the immediate Past President.

Section 8.2 – Program Committee

The Program Committee shall research and confirm the programs for the Chapter meetings. The committee shall consist of the two Co-Vice Presidents of Programming (chair), the Vice President of Professional Development, the President-Elect, Vice-President of Marketing and Public Relations, and other Chapter members as needed to deliver programs for the Chapter's membership.

Section 8.3 – Scholarship Committee

The Scholarship Committee shall review applications to award the Chapter's Son's and Daughter's Scholarship and the Chuck Sauter Memorial Scholarship. The committee shall consist of the President-Elect (chair), the Past President and Vice-President of Professional Development.

Section 8.4 – Diversity Committee

The Diversity Committee is responsible for developing and implementing goals and programs which support the Diversity Initiative as developed by SHRM.

Section 8.5 – Workforce Readiness Committee

The Workforce Readiness Committee works with Chapter to plan, encourage, and communicate Chapter involvement and activities impacting the workforce readiness arena.

Article 9 – Scholarships

Section 9.1 – Sons and Daughters Scholarship

The Chapter will, at its discretion, provide scholarships each year to the dependent sons or daughters of members in good standing. The dependent must be enrolled or planning to enroll in a Bachelor or Associate degree program after graduation. For the purpose of this scholarship, dependent is defined as naturally born, legally adopted, or stepchild.

Section 9.2 – Chuck Sauter Memorial Scholarship

The Chapter will, at its discretion, provide scholarships each year to active members of a Fox Valley-Student Human Resource Management chapter. Scholarships are not renewable.

Section 9.3 - Scholarship Allocation

The Scholarship Committee, with approval of a simple majority of the Board, may change the mix of the scholarship recipients. The amount and number of scholarships will be determined by the board based on financial ability.

Section 9.4 - Application Criteria

A completed application will consist of the application filled out accurately, a copy of the student's transcript, two letters of reference, and an essay that describes the student's participation in school and community activities, leadership activities, honors received, work experience and any special circumstances that should be taken into consideration. Applications must be received prior to the deadline.

Article 10 – Endowment Program

Section 10.1 – Mission

To maintain an open designated endowment fund to benefit charitable interests and programs that support the mission of the Fox Valley Chapter of the Society of Human Resource Management.

Section 10.2 – Endowment Management

The endowment shall be managed through the Community Foundation for the Fox Valley Region, Inc.

Article 11 – Electronic Voting

Electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting that year.

Article 12 – 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 13 – Parliamentary Procedure

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

Article 14 – 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 the 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 15 – 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 decided upon by the Board of Directors at the same time of dissolution (e.g. the SHRM Foundation, local student chapter, the State Council, or other such organization or charity with purposes consistent with those of the Chapter).

Article 16 – 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

Approved by:

SHRM President/CEO or Designee Date