



ROCKFORD AREA SOCIETY FOR HUMAN RESOURCE MANAGEMENT BYLAWS

Article I – Name and Affiliation

Section 1.1 Name: The name of the Chapter shall be Rockford Area SHRM (herein referred to as the Chapter). To avoid potential confusion, the Chapter will refer to itself as RASHRM (Chapter name) and not as SHRM or the Society for Human Resource Management.

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 II – Purpose

The purpose of the Chapter is to advance the principles, policies and practices of the human resource profession and to furnish a medium through which those in the profession may exchange ideas and experience.

Article III – Membership

Section 3.1 Qualifications: The qualifications for membership in the Chapter shall be as stated in Sections 2, 3, 4, and 5 of the Article. To achieve the mission of the Chapter there shall be no discrimination in the individual memberships because of race, religion, sex, age, national origin, disability, or any other characteristic protected by law.

Section 3.2 Professional Members: Individuals, both exempt and non-exempt, engaged in bona fide Human Resource administration or management, in their current or most recent position, who devote their time to personnel, human resources, organizational development, recruiting, employment law, compensation, employee benefits, industrial relations, and/or other HR related functions who demonstrate a bona fide interest in Human Resource Management and the purpose of the Chapter. The rights and privileges of Professional Members include the right to vote and hold office in the Chapter.

Section 3.3 Student Members: An individual who is attending college on a full-time basis who demonstrates a bona fide interest in Human Resource Management and the purpose of the Chapter. Student members are ineligible to vote or hold office. Student membership is not available for those who are currently employed in a position where they handle HR responsibilities.

Section 3.4 Emeritus Members: An individual who is retired from the profession of Human Resource Management or any of its specialized phases in business, industry, education, government and consulting who demonstrates an ongoing interest in Human Resource Management and the purpose of the Chapter. The VP of Membership shall recommend individuals for Emeritus status and the Board of Directors shall accept or reject such recommendations. The Board of Directors' decision shall be final. Emeritus Members have the right to vote and may hold elective office in the Chapter.

Section 3.5 Application for Membership: Application for Membership will be on the form prescribed by the Chapter and shall be presented to the Membership Committee, which will recommend the category of membership, and approval or disapproval.

Applications for membership shall be forwarded to a representative of the Board of Directors for consideration leading to formal acceptance or rejection upon a majority vote of the Board of Directors at their next regularly scheduled Board meeting. The Board of Director's decision shall be final.

Section 3.6 Termination: By two-thirds (2/3) vote the Board of Directors may terminate the membership of any Chapter member when in the judgment of the Board of Directors determines good cause exists for termination. Upon termination for good cause, a member shall not be entitled to refund of any portion of membership dues or assessments. Membership shall be terminated automatically if any dues or special assessments remain unpaid for a period more than thirty (30) days after they become due. Admission to membership shall not itself create any contractual rights.

Section 3.7 Annual Dues: Annual dues, in the amount determined by the Board of Directors, shall become due and payable on January 1 of the year to which such dues apply. For partial-year membership, such dues may be prorated for the remainder of the year, as determined by the Board of Directors.

Article IV – Board of Directors

Section 4.1 Number: The Board of Directors shall consist of the Officers of the Chapter, the immediate Past President or President Elect, and the Vice Presidents of the Core Leadership Areas. The President shall serve as the Chairperson of the Board and in his/her absence the immediate Past President or President Elect shall preside.

Section 4.2 Election – Terms of Office: The Directors listed in Section 4.1 shall be elected by the members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors. Each elected Director shall assume office on January 1 following his/her election. Procedures for nominations/elections are detailed in the Election Procedures.

The Directors shall hold office for two years. All interim vacancies and the Administrative Professional position shall be filled by appointment by the Board of Directors.

Section 4.3 Powers: The general government and policy formulation and interpretation for the Chapter shall be vested in the Board of Directors. The Business of the Chapter shall be managed by or under the direction of its Board of Directors, which shall be responsible for maintaining the standing rules pertaining to Chapter business. The Board of Directors may retain the services of legal counsel, and authorize payment therefore out of Chapter funds, in order to help conduct business of the Chapter.

Section 4.4 Qualifications: All candidates for the Board of Directors of the Chapter must be RASHRM members in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 4.5 Duties and Responsibilities: Duties and responsibilities of the Board of Directors are defined in the position descriptions maintained in the Chapter's files and as updated from time to time. Position descriptions are mandated and approved by the Board of Directors.

Section 4.6 Vacancies: Any vacancy on the Board of Directors may be filled for the unexpired term by the President with consent of the Board of Directors.

Section 4.7 Board Meetings: Meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors at the place designated in the notice of the meeting. Notice of any meeting shall be given at least three (3) days previous thereto.

Section 4.8 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 Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 4.9 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.

Section 4.10 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.

Article V – Duties and Responsibilities of Officers

Section 5.1 Officers: The Officers of the Chapter shall consist of a President, President Elect or immediate Past President, Secretary, and Treasurer. The role of the Officers, as a whole, is to function as the Finance Committee, and handle emergency decisions that may occur between regularly scheduled Board Meetings.

Section 5.2 Election – Terms of Office: The Officers listed in Section 5.1 shall be elected by the Board of Directors at the December board meeting. Each elected Officer shall assume office on January 1 following his/her election. Procedures for nominations/elections are detailed in the Election Procedures.

The Officers shall hold office for two years except for the President Elect and immediate Past President, who shall hold office for one year. The President shall have held in the preceding year, an elective office or have chaired a committee. All interim vacancies shall be filled by appointment by the Board of Directors.

Section 5.3 The President: The President shall preside at all Board, regular, and special meetings of the Chapter and shall perform the duties and exercise the power usually incident to the chief executive officer. The President shall maintain liaison with the Society for Human Resource Management and with

the State Council. The Chapter also requires the President be a current member in good standing of SHRM.

Section 5.4 President Elect or Immediate Past President: The President Elect or immediate Past President, at the request of the President, or in his/her absence or disability, shall perform in place of the President. He/she shall have such other powers and perform such other liaison duties as the Board or President may determine.

Section 5.5 Secretary: The Secretary shall be responsible for recording the minutes of all Board meetings and works with the Administrative Professional to assure that Chapter records and archives are in order.

Section 5.6 Treasurer: The Treasurer shall oversee deposit of the funds of the Chapter in institutions designated by the Board of Directors; shall oversee collection of all fees and dues and shall oversee the certification of the payment thereof; shall keep the financial books of the Chapter; shall pay all claims approved by the Board of Directors; and shall prepare financial reports for the Board of Directors and render a financial statement at the close of the fiscal year to be posted for review of the membership. The Treasurer is also responsible to make arrangement for the annual audit of the accounts as may be required by the Board. The Treasurer shall Chair the Finance Committee.

Article VI – Committees

Section 6.1 Committee Activity: Standing committees shall include the Annual Conference, Social Networking, Governmental Affairs, Membership, Professional Development, College & Community Relations, and the Nominating Committee. Standing committees shall report to the Board through the Vice President of the related Core Leadership Area. Other ad hoc committees may be appointed by the President as deemed necessary. Chairpersons for ad hoc committees but must be Professional members of the Chapter. Ad hoc committees shall report to the Board through the Vice President of the related Core Leadership Area and be disbanded upon the completion of the project for which they were formed.

Section 6.2 Committee Organization: Appointments of Chairpersons to committees shall be approved by the Board of Directors. The Chairperson and Board shall seek interested members to participate in committee activities.

Article VII – Meetings of Members

Section 7.1 General Membership Meetings: General membership meetings shall be held on the third Tuesday of the Month or as otherwise determined by the Board of Directors. There shall not be fewer than six general membership meetings during the fiscal year.

Section 7.2 Annual Meeting: The annual meeting of the members for the election of Directors and conducting other appropriate business shall be held in October or at such other time determined by the Board of Directors.

Section 7.3 Special Meetings: Special meetings for members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such meeting.

Section 7.4 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 fourteen days prior to the meetings.

Section 7.5 Quorum: Members holding one tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The majority of the votes cast by members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.

Section 7.6 Presiding Officer: All regular and special meetings shall be presided over by the President or, in the case of absence, by the President Elect or immediate Past President or, in case of that officer's absence, the Secretary or, in that officer's absence, the Treasurer.

Article VIII – Parliamentary Procedure

Except as herein provided, The Standard Code of Parliamentary Procedure shall govern the proceedings of the Chapter.

Article IX – Chapter Dissolution

In the event of the Chapter's dissolution, the remaining money in the Treasury, after Chapter expenses have been paid, will be distributed to charitable and educational organizations in the community decided upon by the Board of Directors at the time of the dissolution.

Article X – Statement of Ethics

The Chapter adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Association in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of this Chapter and SHRM.

- The Chapter shall not be represented as advocating or endorsing any issues unless approved by the Board of Directors.
- No member shall actively solicit business from any other member at Chapter meetings or through the use of information provided to him/her as a member of the Chapter without approval from the Board of Directors.

Article XI – Amendments of Bylaws

Prior to being presented to the membership, any alteration or amendment to the Bylaws must be recommended and approved by a quorum of the Board of Directors in writing and reviewed by SHRM to ensure it is not in conflict with the Society's Bylaws. Upon presentation to the membership at a meeting, or electronically via email, where the appropriate advance notice was given, adoption shall be by a simple majority of the votes cast. 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.

Ratified by the Membership of Chapter and signed by:

Chapter President _____

Date _____

Approved by:

SHRM President/CEO or President/CEO Designee: _____

Date _____