

Constitution & Bylaws 1975

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(Amended October 2001)

Article I — Name and Purpose

Section 1: The name of this organization shall be the Rockford Area SHRM.

Section 2: The purpose of the Association 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 II — Membership

Section 1: Regular Member—An individual engaged in the profession of Human Resource Management or any of its specialized phases in business, industry, education, government and consulting who demonstrates a bona fide interest in Human Resource Management and the purpose of the Chapter.

The rights and privileges of Regular Members include the right to vote and hold office in the Chapter.

Section 2: Associate Member – Individuals in non-exempt human resource management positions as well as those who do not meet the Professional member criteria, but have a bona fide interest in human resource management.

Associate members do not have voting rights, and may not hold office in the chapter.

Section 3: Student Member—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.

Members of this class do not have the right to vote but may not hold elective office in the Chapter.

Section 4: Emeritus Member—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 membership committee shall recommend individuals for Emeritus status and the Executive Committee shall accept or reject such recommendations. The Executive Board's decision shall be final.

Members of this class have the right to vote but may not hold elective office in the Chapter.

Article III — Government

Officers

Section 1: The Officers of the Association shall consist of a President, Vice President of Administration & President Elect, Secretary, Treasurer, Vice President of Membership, and Vice President of Meetings. The President, Vice President, Secretary and Treasurer shall be

elected by the membership of the Association at its annual meeting and 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 and the Administrative Officer position shall be filled by appointment by the Board of Directors.

Section 2: The only elected Officer that shall hold that an office for more than one year is the Treasurer, unless otherwise approved by a special vote. In order to ensure appropriate fiscal management, the Treasurer shall hold a two year term.

Board of Directors

Section 1: The Board of Directors shall consist of the Officers of the Association, the immediate Past President and the Chairpersons of each standing committee. The President shall serve as the Chairperson of the Board and in his/her absence the immediate Past President or alternatively Vice President of Administration/President Elect shall preside.

Section 2: The general government and policy formulation and interpretation for the Association shall be vested in the Board of Directors which shall meet on the call of the President or his/her designee. A majority of the total Board shall constitute a quorum.

Committees

Section 1: The Executive Committee shall consist of the elected officers of the Association and the immediate Past President. The duties of the Executive Committee shall include general management of the Association as well as the approval of budgets and financial planning and those matters typically ascribed to the executive function.

Section 2: The Executive Committee may appoint chairpersons for any or all of the following standing committees who will serve for a maximum of a two year term.

1. Legislative Committee
2. Development Committee
3. Membership Committee
4. Strategic Planning Committee
5. Education Committee
6. Meetings Committee
7. Community Relations Committee

Section 3: The President shall appoint a Nominating Committee of two or more members, to be approved by the Board of Directors, with the Chairperson designated by the President.

Section 4: Special Committees may be appointed by the Executive Committee as needed. Chairpersons of Special Committees may not be members of the Board of Directors, and such committees shall be disbanded upon the completion of the project for which they were formed.

Section 5: Special Advisors may be appointed by the Executive Committee as needed. Special Advisors will not be a part of the Board of Directors, and such advisory positions may be discontinued at the discretion of the Executive Committee.

Article IV — Meetings

Section 1: There shall not be fewer than eight general membership meetings during the fiscal year. The time and place of all meetings shall be determined in accordance with the Bylaws.

Section 2: The Annual Meeting of the Association shall be in October each year.

Article V — Dues

Section 1: Annual dues shall be billed and due prior to November 30 each year.

Section 2: There shall be no refunding of dues for any reason.

Section 3: Dues for Regular, Associate and Student Members will be determined annually by the Board of Directors. Dues of Emeritus Members shall be complimentary by the Association.

Article VI — Elections

Section 1: The recommendations of the Nominating Committee for officers shall guide the elections at the annual meeting. If no additional nominations are made, the list of candidates, as presented by the Nominating Committee, shall be considered elected.

Section 2: Procedures for nominations/elections are detailed in the Bylaws.

Article VII — Interpretation of Constitution & Bylaws

Questions of interpretation of the Constitution and Bylaws shall be decided by the Board of Directors; such decisions shall control until reversed or altered by a majority vote of the Association.

Article VIII — Amendments

Any alteration or amendment of the Constitution and Bylaws must be recommended and approved by a quorum of the Board of Directors in writing, and presented at a membership meeting before action is taken. Two-thirds of the votes cast by the regular members present and the tabulation of absentee ballots shall be required for the adoption of such alteration or amendment.

Article IX —Bylaws

Bylaw 1 - Membership

Section 1: Application for Membership

Application for membership will be on the form prescribed by the Association and shall be presented to the Membership Committee which will recommend class of membership and approval or disapproval.

Applications shall be forwarded to the Executive Committee for consideration leading to formal acceptance or rejection upon a majority vote of the Executive Committee which shall advise the Secretary within five (5) days. The Executive Board's decision shall be final.

Section 2: Maintenance of Membership

In the event a member leaves the employment of a company, membership in the Association shall stay with the company or the member who paid the membership fee. The other party, however, will have the option to continue membership on a pro-rated fee basis as follows: As the fiscal period of the Association begins January 1st of each year, if the effective date of the change is before July 1st of the year, the responsible party shall pay the full amount of the annual dues. If the effective date is after July 1st, the responsible party shall pay half the annual dues.

Bylaw 2 - Government

Section 1: Officers - Duties and Powers

President — The President shall preside at all Board, regular, and special meetings of the Association and shall perform the duties and exercise the power usually incident to the chief executive officer.

Vice President — The Vice President shall at all times perform in place of the President when that officer is unable to fulfill the assigned duties and other duties inherent with the position.

Secretary — The Secretary shall take notes at all Board meetings and perform other related duties inherent with the position.

Treasurer — The Treasurer shall oversee deposit the funds of the Association 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 Association; shall pay all claims approved by the Board of Directors; and shall render a financial statement at the close of the fiscal year and report at the following regular meeting.

Section 2: Board of Directors

The Board of Directors shall perform an annual audit of the books for the Rockford Area SHRM before changing the officers each year.

The Board of Directors shall be responsible for approving the Constitution and Bylaws changes and additions and for their presentation to membership.

The Board of Directors shall approve committee structures and necessary number of committee volunteers.

The Board of Directors shall approve and audit all committee programs.

Bylaw 3 - Meetings

Section 1: Quorum — A simple majority of the membership must be present.

Section 2: Presiding Officer — All regular and special meetings shall be presided over by the President or, in the case of absence, by the Vice President or, in the case of that officer's absence, the Secretary or, in that officer's absence, the Treasurer.

Section 3: The time and place of regular and special membership meetings shall be the responsibility of the Meeting Committee.

Bylaw 4 - Finances

Section 1: The fiscal period of the Association shall begin January 1st of each year and shall run for twelve consecutive months concluding December 31st of the said year.

Section 2: The books of the Association shall be audited annually by the Board of Directors.

Section 3: Members joining before July 1st of any year shall pay the full amount of the annual dues. Members joining after July 1st of any year shall pay one-half of the annual dues.

Section 4: In the event of the dissolution of the Rockford Area SHRM, its assets will be distributed to charitable and educational organizations in the community which are tax exempt within the definitions of the Internal Revenue Code.

Bylaw 5 - Elections

Section 1: If there are additional nominations for officers at the annual meeting, a voice vote shall be taken for election of officers as appropriate.

Section 2: A simple majority of those Regular Members present shall be sufficient to elect officers of the Association.