

CONSTITUTION AND BYLAWS

of the



SPRINGFIELD, IL

ARTICLE I NAME AND AFFILIATION

SECTION 1.1: Name

The name of the Chapter is Central Illinois Chapter of the Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as CIC-SHRM or Central Illinois Chapter of the Society for Human Resource Management 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 MISSION

The mission of the Chapter, as a non-profit organization, is to:

- Support the professional:
 - Provide a means for the exchange of ideas and discussion of the issues, challenges and strategies of human resources;
 - Present Chapter members with education and information that assist human resource professionals in their roles as leaders and decision makers;
 - Support a network of professional relationships among Chapter members;
- Advance the profession:
 - Increase awareness of CIC-SHRM as a resource within the community we serve.
 - Align with SHRM to ensure HR is recognized for its contributions to business success.

ARTICLE III FISCAL YEAR

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

ARTICLE IV MEMBERSHIP

SECTION 4.1: Qualifications for Membership

The qualifications for membership in the Chapter shall be as stated in Sections 4.2 and 4.3 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: Professional Members

Membership shall be open to 1) Individuals whose professional full-time or part-time employment is in the field of human resources including (a) faculty members holding an assistant, associate, or full professor position in human resource management or any of its specialized functions at an accredited college or university; (b) attorneys whose practices include counseling and advising clients on human resources related matters; (c) consultants who specialize in human resources, or 2) Individuals whose employment is not in the field of human resources, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Each professional member shall have the privilege of attending and participating in any and all functions of the Chapter with full voting rights and shall be eligible to serve in office as a Chapter board member. Professional memberships may be individual or company-sponsored (paid). All memberships are non-transferrable

SECTION 4.3: Student Members

Individuals, who are enrolled as full-time or part-time students in human resource or related programs and/or courses at the college or university level, are eligible for student membership, provided they do not otherwise meet the definition of a professional member. Students may not vote or hold office in the Chapter. Student memberships are not transferable to other individuals.

SECTION 4.4: Application

Applications for membership shall be forwarded to the Membership Committee Chairperson. The Membership Chair, with the assistance of a committee to the extent possible, shall review applications and make membership recommendations to the Chapter Board. The Chapter Board shall vote on approval of each application.

SECTION 4.5: Dues & Fees

The Chapter Board shall annually determine and publish the amount of membership dues and luncheon fees for the following year by the November Chapter Meeting. Members shall be responsible for paying dues no later than January 15 of each year.

SECTION 4.6: Termination of Membership

Members may voluntarily withdraw from the Chapter by submitting a written resignation to the Secretary. No refund of dues will be given, although company-paid dues are transferable within the same organization subject to membership process and approval. Membership will be terminated for nonpayment of annual dues. Furthermore, a member may have his/her membership revoked by the Chapter Board for violating the Society Code of Ethics or any other rules or principles of the Chapter.

ARTICLE V CHAPTER BOARD

SECTION 5.1: Power and Duties

The Chapter Board shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

SECTION 5.2: Officers

The following shall be members of the Chapter Board and shall be Officers of the Chapter:

- **President:** Presides at meetings of the Chapter Board and membership and provides leadership to the Chapter consistent with state, regional, and National SHRM policies, strategies, and objectives.

- **Immediate Past President:** Provides counsel and advice to the current President and Chapter Board.
- **President-Elect:** Assists the President in overseeing all activities of the Chapter. In the absence of the President, performs all presidential responsibilities..
- **Vice President:** Manages the development and provision of programs, workshops, seminars, and other services provided by the Chapter.
- **Secretary:** Records attendance and prepares minutes of all regular Chapter and board meetings.
- **Treasurer:** Receives, holds, and safeguards all funds for the Chapter and disperses funds only upon approval of the Chapter Board.

SECTION 5.3: Composition of Chapter Board

Along with the Officers listed in section 5.2 of this Article, the Chapter Board shall also include chair positions in core leadership areas. Current chair positions include membership, public relations, legislative affairs, college relations, diversity, recognition, workforce readiness, and webmaster. Additional chair positions may be added as deemed appropriate by the Chapter Board. Chair positions shall have such powers and perform such liaison duties as the Chapter Board or the President may determine. These, along with the officers listed in section 5.2, shall constitute the governing body of the Chapter.

SECTION 5.4: Qualifications

All candidates for the Chapter Board must be Professional Members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office unless otherwise designated by the Chapter Board. Per SHRM Bylaws, the President must be a current member in good standing of national SHRM throughout the duration of his/her term of office. All other board members are strongly encouraged to obtain membership with national SHRM to assist with their board obligations.

SECTION 5.5: Election of Chapter Board

During the third quarter of the fiscal year, the President shall appoint a Nominating Committee consisting of a minimum of three Chapter members who shall present the names of candidates for each vacant office. The Chapter Board shall e-mail or mail to the membership a copy of the ballot chosen by the Nominating Committee. Elections shall be by e-mail or written ballot, and the candidates receiving the majority of votes shall be deemed elected. The Nominating Committee shall tabulate the ballots and present the findings to the current President for announcement at a Chapter meeting. Newly elected board members will attend the annual planning retreat and officially assume their offices on January 1.

SECTION 5.6: Term of Office

Chapter Board terms are for two years with the exception of the Immediate Past President and the President-Elect who shall each have a one year, alternating term. The President-Elect shall serve a one-year term before being named President. After serving a two-year term as President, (s)he will serve one additional year as Immediate Past President, a total term of four (4) years. If the President or President-Elect is unable to fulfill his/her term of office, the Chapter Board will appoint a successor. Elections for Chapter Board positions shall be held in alternating years as determined by the Chapter Board. The President shall not succeed himself/herself in office.

SECTION 5.7: Attendance at Meetings

All board members are expected to attend all board meetings and bi-monthly Chapter meetings. A board member shall notify the President prior to a meeting if unable to attend. In the event that an officer or chairperson cannot attend 75% of scheduled meetings and is not fulfilling his or her board duties or commitments, the Board shall follow Section 5.8: Removal of Board Members.

SECTION 5.8: Removal of Board Members

Any board member may be removed from office, with cause, upon an affirmative vote of two-thirds of the entire Chapter Board at a duly constituted Chapter Board meeting.

ARTICLE VI COMMITTEES

SECTION 6.1: Committees

The establishment of both standing and ad-hoc committees shall be the right of the Chapter Board.

SECTION 6.2: Committee Chairpersons

Appointment of Chairpersons to committees is the responsibility of the Chapter Board. 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 6.3: Committee Activity

Committees are established to provide the Chapter with special ongoing services, such as Membership, Public Relations, Professional Development, Recognition, Diversity, and other special committees (such as Nominations and Bylaws) as deemed appropriate by the Chapter Board.

ARTICLE VII MEETINGS

SECTION 7.1: Chapter Meetings

Chapter meetings shall be held on the third Wednesday every other month beginning in January or as otherwise determined by the Chapter Board. Entertainment, business tours, conventions, etc. may supplement any regular meeting at such time and place as the Chapter Board may determine.

SECTION 7.2: Annual Meeting

The annual meeting of the Chapter membership whereby newly elected Chapter Board members shall be sworn in and other appropriate business conducted shall be held at the regular Chapter meeting in January of each year or at such other time as determined by the Chapter Board.

SECTION 7.3: Special Meetings

Special meetings of this Chapter may be called at any time by the Chapter Board, provided that sufficient notice is given and the nature of the business is specifically stated. No other business than that stated in the notice shall be transacted at the special meeting.

SECTION 7.4: Chapter Board Meetings

The Chapter Board meetings shall be held monthly, and special Chapter Board Meetings may be called by the President as needed.

SECTION 7.5: Committee Meetings

Committee meetings shall be regularly scheduled or may be called at any time by the committee chairperson.

SECTION 7.6: Notice of Meetings

A notice of each chapter meeting shall be sent to all members at least three weeks in advance of such meeting.

SECTION 7.7: Quorum

Professional members present at any Chapter or special meeting shall constitute a quorum for votes taken. The total number of written ballots received from members shall represent a quorum for written votes. A majority of board members present at Chapter board meetings shall constitute a quorum.

SECTION 7.8: Electronic Voting

The Chapter shall allow members entitled to vote to participate in and act at any meeting through the use of a conference telephone or interactive technology, including but not limited to electronic transmission, Internet usage, or remote communication, by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating. Mail or electronic voting means may be utilized for any voting issue coming before the Chapter. In order for mail or electronic votes to be valid, they must be submitted by the deadline identified in the voting materials, which will be within eleven (11) months of the voting issue being raised in order to comply with Illinois law. The same guidelines shall apply to the Chapter Board.

**ARTICLE VIII
STATEMENT OF ETHICS**

The Chapter adopts the Society's Code of Ethical Standards for the HR Profession for member of the Chapter in order to promote and maintain the highest standards among its members. Each member shall honor, respect, and support the purpose of the Chapter and the Society. The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Chapter Board. 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 Chapter Board.

**ARTICLE IX
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 X
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 Chapter Board at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter). Any such assets not so disposed of shall be disposed of in the Court of Common Pleas of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI
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 XII
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.

REVISED: September 8, 2008
ADOPTED:

REVISED: September 13, 2006
ADOPTED: November 15, 2006

REVISED: July 11, 2005
ADOPTED: September 14, 2005

REVISED: May 19, 2004
ADOPTED: September 15, 2004

REVISED: June 10, 2003
ADOPTED: July 16, 2003

REVISED: September 14, 2000
ADOPTED: September 19, 2000

Ratified by the Membership of Chapter and signed by:

Chapter President  Date 1/27/09

Approved by:

SHRM President/CEO or President/CEO Designee  Date 1-16-09