



CONSTITUTION AND BYLAWS

ARTICLE 1 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 2 PURPOSE

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 3 FISCAL YEAR

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

ARTICLE 4 MEMBERSHIP

SECTION 4.1: Qualifications for Membership

The qualifications for membership in the Chapter shall be as stated in Sections 4.2, 4.3 and 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 under Federal and State law.

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 and belong to the member, unless transfer request is reviewed and approved by CIC-SHRM Board of Directors.

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: Transition Members

Professional chapter members, who are unemployed at annual renewal time will receive a one-time, one year regular membership at no cost. This also applies to individuals that are between jobs, which have never been a member of CIC-SHRM. Yellow highlight was added.

SECTION 4.5: Voting

Each Professional member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student members are not eligible to vote.

SECTION 4.6 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. The Membership Director must be a SHRM Member and the Certification Director must be SHRM-SCP or SHRM-CP certified.

SECTION 4.7: Dues & Fees

The Chapter Board shall annually determine and publish the amount of membership dues and luncheon fees for the following year by the end of the current year. Members shall be responsible for paying dues no later than the last day of the month of their annual renewal date.

SECTION 4.8: 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. An individual's membership will be terminated for nonpayment of annual dues, if not post-marked by the last day of the month of their annual renewal date. 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 5 CHAPTER MEETINGS

SECTION 5.1: Chapter Meetings

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

SECTION 5.2: 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 5.3: 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 5.4: 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 5.5: Committee Meetings

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

SECTION 5.6: Notice of Meetings

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

SECTION 5.7: Quorum

Professional members, holding 10% of the total votes entitled to be cast, present at any Chapter or special meeting shall constitute a quorum. The total number of written ballots/votes received from members shall represent a quorum, so long as they represent a minimum of 10% of the total eligible membership. The 'yes/aye' vote of a majority of the members present at any meeting or by written ballot/voting method at which there is a quorum shall be necessary for the adoption of any matter voted on by the members.

ARTICLE 6 BOARD OF DIRECTORS

SECTION 6.1: 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 6.2: Officers

The following shall be members of the Chapter Board, shall be Officers of the Chapter and serve as the Executive Committee of the chapter:

- **President:** Presides at meetings of the Chapter board and membership. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, and

provides leadership to the Chapter consistent with state, regional, and national SHRM policies, strategies, and objectives, subject to the ultimate management and authority of the Board of Directors.

- **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 and required business and/or tax filings for the Chapter and disperses funds only upon approval of the Chapter President and/or Board.

SECTION 6.3: Composition of Chapter Board

Along with the Officers listed in section 6.2 of this Article, the Chapter Board shall also include chair positions in core leadership committee areas. Current chair positions include executive, membership, public relations/webmaster, legislative affairs, college relations, certification, diversity, recognition, and workforce readiness. 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 6.2, shall constitute the governing body of the Chapter.

SECTION 6.4: 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 must also be a current member in good standing of national SHRM throughout the duration of his/her term on the CIC-SHRM Board of Directors.

SECTION 6.5: Election of Chapter Board

During the third quarter of the fiscal year, the President shall serve as chair of the Nominating Committee and appoint a minimum of two Chapter members to serve on the committee, who shall solicit and present names of candidates for each eligible office. The Chapter Board shall e-mail or mail to the membership a copy of the ballot chosen by the Nominating Committee no later than October 15th of each year. Voting shall be by e-mail or written ballot, and follow voting requirements established in Article 9 of these bylaws. 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 the November Board meeting. Newly elected board members will attend the Board of Directors annual planning meeting and officially assume their offices immediately following induction ceremonies held during the annual membership meeting in January of each calendar year.

SECTION 6.6: 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 is eligible to succeed himself/herself in office one additional year, if there is no President Elect to fill the position.

Chapter Board members receive complimentary regular chapter membership for duration of volunteer service on the CIC-SHRM Board of Directors.

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 Professional 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: Attendance at Meetings

The board shall require board members to attend five scheduled membership meetings, and 75% of scheduled Board of Director meetings (9 meetings annually). The board meetings can be attended in person or virtually, using the conference line provided. 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 the aforementioned requirements and/or is not fulfilling his or her board duties or commitments, the Board shall follow Section 6.10: Removal of Board Members.

SECTION 6.10: 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 7 DUTIES AND RESPONSIBILITIES

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

Section 7.1: Officers.

Responsibilities as generally outlined in Section 6.2: Officers.

Section 7.2: 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 COMMITTEES

SECTION 8.1: Committees

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

SECTION 8.2: Committee Chairpersons

Election of Chairpersons to standing committees is the responsibility of the Chapter membership, except for the Executive Committee, which is made up of the chapter officers and chaired by 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. Appointment of Chairpersons to ad-hoc committees is the responsibility of the Chapter Board. The Chairperson and the President will seek interested members to participate in committee activities.

SECTION 8.3: Committee Activity

Committees are established to provide the Chapter with special ongoing services, such as Membership, Public Relations, College Relations, Certification, Recognition, Diversity, and other special committees (such as Nominations and Bylaws) as deemed appropriate by the Chapter Board. The Executive Committee, comprised of the board officers, may conduct business on behalf of the chapter board in-between scheduled board meetings.

ARTICLE 9 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. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered, as required by Illinois law. The same guidelines shall apply to the Chapter Board.

ARTICLE 10 STATEMENT OF ETHICS

The Chapter adopts SHRM'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 11 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 12
AMENDMENTS 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 13
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 under Section 501 c(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue law) 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). 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 14
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 15
TERMS USED**

As used in these Bylaws, feminine or neutral pronouns shall be substituted for those of the masculine form, and the plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions.

Ratified by the Membership of Chapter and Signed By:

Chapter President Patricia Young

Reviewed and Approved by: Patricia Young

SHRM President/CEO or Designee: Phil Palk Date: 9-18-20