

# **DUPAGE SOCIETY FOR HUMAN RESOURCES MANAGEMENT**

## **CHAPTER BYLAWS**

### **ARTICLE I**

#### **NAME AND AFFILIATION**

1.1. Name. The name of the Chapter is the DuPage Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as DSHRM (Chapter name) and not as SHRM or the Society for Human Resource Management.

1.2. Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

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**

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

- to provide a forum for the personal and professional development of our Members (as defined herein);
- to provide an opportunity to develop leadership, managerial, public speaking, and group decision-making skills;
- to provide an arena for the development of trust 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 provide valuable information gathering and dissemination channels;
- to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- to serve as an important vehicle for introducing human resource management professionals to SHRM;
- to serve as a source of new members for SHRM;
- and 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 a recognized world leader in human resource management;
- to provide high-quality, dynamic and responsive programs and services 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;
- and to establish, monitor and update standards for the profession.

### **ARTICLE III**

#### **FISCAL YEAR**

The fiscal year of the Chapter shall begin on January 1 and end on December 31 ("Fiscal Year").

### **ARTICLE IV**

#### **MEMBERSHIP**

4.1. Qualifications for Membership. The qualifications for membership in the Chapter shall be as stated in Section 2 and 3 of this Article. To achieve the purposes of the Chapter, there shall be no discrimination in individual memberships because of race, color, national or ethnic origin, age, religion, disability, sex, sexual orientation, gender, transgender identity and expression, genetics, veteran status; and any other characteristic protected under applicable federal or state law.

4.2. DSHRM Professional Members. DSHRM members ("Members") shall be individuals:

(a) actively engaged in bona fide human resources administration or management who devote at least fifty (50%) percent of their time to payroll, human resources, organizational development, recruiting, employment law, compensation, employee benefits, industrial relations, and/ or other human resources-related functions; and/or

(b) hold a human resources certification recognized by SHRM; and/or

(c) faculty members holding an assistant, associate, or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three (3) years of experience at this level of teaching; and/or

(d) full-time licensed attorneys with at least three (3) years' experience in counseling and advising clients on matters related to the human resource profession.

All memberships are individual and not transferable to other individuals.

4.3. Student Members. Individuals who are enrolled as full- or part- time students in human resources degree programs at an accredited college or university may become student members of DSHRM ("Student Members"). Student Members shall not be entitled to vote on any matters coming before the Members or hold any Officer position within the Chapter.

4.4. Application for Membership. Application for membership shall be submitted via the Chapter application form. All applications shall be reviewed by the Vice President for Membership to confirm compliance with Chapter requirements (see Section 2 above). If an application is in question, it shall be brought to the attention of the Board of Directors or their designee for approval. New Members shall be afforded full membership rights from the date of application approval. New Student Members shall be afforded those membership rights afforded to Student Members (outlined above in Section 3) from the date of application approval.

4.5. Voting. Each Member of the Chapter in good standing shall have the right to cast one vote on each matter brought before a vote of the Members for consideration. Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

4.6. Dues. Annual membership dues for Members and Student Members shall be established for the next Fiscal year by the Board of Directors prior to the sending of renewal notices.

## ARTICLE V

### MEETINGS OF MEMBERS

5.1. Regular Meetings. Regular meetings of the Members shall be held on the third Thursday of every other month (odd number months) or as otherwise determined by the Board of Directors.

5.2. Annual Meeting. The annual meeting of the Members for the election of Officers (as defined below) and other director positions and conducting other appropriate business shall be held in November or at such other time determined by the Board of Directors.

5.3. Special Meetings. Special meetings for Members shall be held on call of the President, the Board of Directors, or by Members having one-twentieth (1/20th) of the votes entitled to be cast at such meeting.

5.4. 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 (14) days prior to the meeting. Such Notice shall state the place, day, and hour of the meeting.

5.5. Quorum. Members holding one-tenth (1/10th) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the 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, except to the extent that applicable state law may require a greater number.

## ARTICLE VI

## **BOARD OF DIRECTORS**

6.1. General Power and Duties. Subject to the limitation of these bylaws, and the Illinois Not For Profit Act (805 ILCS 105/ et seq.), all general powers shall be exercised by or under the authority of the Board of Directors (also referred to as the “Board”), and the business and affairs of the Chapter shall be controlled by the Board.

6.2 Officers. The Board of Directors shall consist of a minimum of five elected officers, with additional positions designated by the current Board. The following shall be members of the Board of Directors and shall also serve as elected officers of the Chapter: President, President-Elect, Vice President Programs & Certification, Vice President of Membership, Treasurer, and Secretary. Up to seven addition to the Officers listed in Section 6.2 of this Article, the Board shall also include Core Leadership Area (CLA) Directors. The board members shall be elected from among the eligible membership (as defined in Section 6.4 below) to serve as Officers and as needed in CLA director roles. CLA Director roles shall be defined in duration and scope of duties by the current Board and guided by SHRM established roles. CLA Directors, together with all officers shall constitute the governing body of the Chapter. Subject to Board approval, one Board member may hold up to two Board positions simultaneously, as long as this does not create a conflict of interest. (For example, the President may also serve as Webmaster but should not serve as President and Treasurer).

6.4. Qualifications. All candidates for the Board of Directors must be Chapter Members in good standing at the time of nomination or election and remain in good standing for the duration of their term of office. According to the SHRM Bylaws, the Chapter President must be a current Member in good standing of SHRM throughout the duration of their term of office. Due to the Chapter President-Elect Director responsibilities, it is a Chapter requirement for this director to also be a current member in good standing of SHRM throughout the duration of their term of office.

6.5. Board Directors - Term of Office. Board of Directors terms shall begin on January 1 of each year and continue to December 31 for an annual term of one (1) year with renewal options. Each newly elected Director shall assume office by January 1 following their appointment. In the event that a Director shall fill a mid-year vacancy, the Board shall choose a date for the newly elected Director to assume office. The term of office for President is two (2) calendar years. All other Board of Director positions have a term of one (1) calendar year with options to continue for additional terms. It is suggested that Board members not serve more than two (2) consecutive terms in the same position without prior approval of the majority of current Board members.

6.6. Board Director - Election Process. All Board of Director positions shall be filled through an election process as set forth in this Section 6.6. Directors shall be elected by the Members at the Annual Meeting of Membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. The Members will review nominations and new Directors shall be elected based on a majority vote cast for the Director position. In the event a tie occurs during the Members vote, through two (2) or more candidates for the same office receiving the same number of votes, successive voting shall be conducted between the tied candidates until one (1) candidate receives a plurality.

6.7. Vacancies. Any vacancy to an elected position on the Board may be filled for the unexpired term by the President with majority consent of current Board of Directors. If the vacancy occurs in the position of President, the currently seated President-Elect will fulfill the duties of the office of President until the next annual seating of Chapter officers.

6.8. 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, either in person or by conference call, shall constitute the act of the Board of Directors, 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.

6.9. Board of Directors' Responsibilities and Requirements. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Bylaws or other governing instruments of the Chapter. In order to remain in good standing as a Board member, Directors must actively attend a minimum of fifty (50%) percent of the scheduled Board meetings *and* a minimum of at least two (2) regular meetings or special events scheduled in each calendar year of their term of office. Attendance may be in-person or by virtual media (including, but not limited to, Skype, Zoom, etc.) as recorded either by registration or in the minutes of the Board. A Member in good standing may request the President to place on the agenda of the next regular meeting any action taken by the Board of Directors.

6.10. 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 Chapter President will provide a written statement of such reasons for the removal ("Removal Statement") to the Board member subject to removal along with a copy to the remaining Board of Directors. Upon providing the Chapter President with a written request for a due process hearing within thirty (30) days of receiving such Removal Statement, the Officer or Director subject to removal shall be entitled to a due process hearing prior to any termination action being imposed.

## ARTICLE VII

### DUTIES AND RESPONSIBILITIES OF DSHRM OFFICERS

7.1 In addition to the duties and responsibilities outlined in this Section 7, the responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Chapter Secretary and distributed to the Chapter Board. The position titles and descriptions are subject to change as deemed necessary by the President (subject to Board approval).

7.2. The President. The President shall preside over the meetings of the Members and of the Board. The President shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter. The President shall have the authority to appoint committees as needed in the fulfillment of their duties. The President shall act as liaison with SHRM and with the State Council. The President is required to be a current member in good standing with SHRM.

7.3. The President-Elect. The President-Elect, at the request of the President, or in their absence or disability, may perform any of the duties of the President and shall have such other powers and perform such other liaison duties as the Board or the President may determine. While not required, the President-Elect is encouraged to attend the annual SHRM Leadership Conference. The Chapter requires the President-Elect to be a current member in good standing with SHRM.

7.4. The Vice President, Programs & Certification. The Vice President, Programs & Certification has responsibility for programs conducted at all regular meetings of the Members, social functions, and any workshops and seminars sponsored by the Chapter as determined by the President and the Board. They shall also serve as the liaison to the Members on all certification/recertification questions and issues and shall further serve as liaison to SHRM for the purpose of establishing event and professional development credits. The Vice President, Programs & Certification shall have such other powers and perform such other duties as the President may determine. The chapter also requires the Vice President for Programs & Certification to be a current dual member in good standing with SHRM as well as the local chapter as well as hold a SHRM Certification.

7.5. The Vice President of Membership. The Vice President of Membership shall serve as Chair of the Membership Committee and shall review all applications for membership for compliance with the Chapter's requirements set forth in these bylaws. They shall encourage membership growth and shall maintain the official membership roster of the Chapter. The Vice President for Membership shall have such other powers and perform such other duties as the President may determine. The chapter also requires the Vice President of Membership to be a current dual member in good standing with SHRM as well as the local chapter.

7.6. Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings with SHRM, the State Chapter or any other State/Government agencies. The Treasurer shall maintain contact with the secretarial service of the Chapter in order to effectively and efficiently process all moneys due or payable by the Chapter. Responsibilities also include financial reports to the Board and arrangements for the annual examination audit of the accounts as may be required by the Board.

7.7. Secretary. The Secretary shall be responsible for recording the minutes of all meetings for the Chapter and shall work with the Chapter Board of Directors to assure that Chapter records and archives are in order. The Secretary maintains the Chapter Administration Guide (as outlined in the job description). Job Descriptions for all Officers and Directors shall be maintained and kept current. They will be reviewed and updated as deemed necessary by the incoming President.

7.8. 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 and are outlined in a written job description of duties. The responsibility includes awareness sessions and initiatives in the particular CLA as determined by the President and the Board.

7.9. 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.

## **ARTICLE VIII**

### **COMMITTEES**

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

8.2. Committee Organization. Committees shall be established as needed and determined by the President and Board of Directors..

8.3. Committee Chairperson. Any Director with the approval of the President may form and chair a committee/subcommittee as needed to facilitate official duties within their office. The Chairperson and the President will seek interested members to participate in committee and subcommittee activities. Special Committees or task forces may be organized by the President to meet particular Chapter needs.

8.4. Committee Activity. Committees are established to provide the Chapter with special ongoing services. Prior to the first meeting of each committee or subcommittee, such committee or subcommittee chair shall submit a written statement to the President containing the scope, duration and purpose of the committee or subcommittee. The committee or subcommittee chair shall provide at minimum, an annual report to the Board on accomplishments and continued needs.

## **ARTICLE IX**

### **ELECTRONIC VOTING**

Members may use Electronic or mail ballots to conduct Chapter business provided the Chapter and the Board of Directors have had at least one (1) in-person meeting that year.

## **ARTICLE X**

### **STATEMENT OF ETHICS**

10.1 The Chapter adopts SHRM's Code of Ethics Standards for the Human Resources Profession for members of the Association in order to promote and maintain the highest standards among its members. Each Member and Student Member shall honor, respect, and support the purpose of this Chapter and SHRM.

10.2 The Chapter shall not be represented as advocating or endorsing any issue, platform or position unless approved by the Board of Directors. No Member shall actively solicit business from any other Member at Association meetings or through the use of information provided to them as a Member of the Chapter without the approval from the Board of Directors.

## **ARTICLE XI**

### **PARLIAMENTARY PROCEDURE**

The Chapter hereby formally adopts Robert's Rules of Order (newly-revised) to set forth governance and parliamentary procedure during meetings of the Board in all cases to which they are applicable and in which they are consistent with the Law and the Bylaws of the Chapter.

## **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 their 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 their designee.

## **ARTICLE XIII**

### **CHAPTER DISSOLUTION**

The Chapter may be dissolved upon a majority vote of the Members. In the event of the Chapter's dissolution, the remaining monies in the Treasury, after chapter expenses have been paid, will be contributed to a SHRM affiliated organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a SHRM local student chapter, the SHRM State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter).

## **ARTICLE XIV**

### **WITHDRAWAL OF AFFILIATED CHAPTER STATUS**

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or their 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



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Adopted: July 2007

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 XV**

### **TERMS USED**

As used in these Bylaws, feminine or neuter 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: June 2020