



## **BY-LAWS**

### **Revised 1/06/2009**

#### **ARTICLE I: IDENTIFICATION**

SECTION 1.1 NAME. The name of this organization shall be the “Bloomington-Normal Human Resource Council” (herein referred to as BNHRC).

SECTION 1.2 NATIONAL AFFILIATION. BNHRC shall be affiliated with the Society for Human Resource Management (herein referred to as SHRM).

Section 1.3: RELATIONSHIPS. BNHRC 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 BNHRC. BNHRC shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. BNHRC shall not contract in the name of SHRM without the express written consent of SHRM.

#### **ARTICLE II : PURPOSES**

SECTION 2.1. PURPOSE. The purpose of BNHRC shall be to enhance professional development in all phases of human resource administration and employee relations through the exchange of relevant knowledge and experience among members and through programs provided.

SECTION 2.2. NOT FOR PROFIT. BNHRC is not organized for profit or to engage in any activity normally carried on for profit and will operate within the meaning of Section 501 (c) (6) of the Internal Revenue Code of 1986.

#### **ARTICLE III: MEMBERSHIP**

**SECTION 3.1. QUALIFICATIONS.** The qualifications for membership in BNHRC shall be as stated in Sections 3.2 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships on the basis of race, religion, national origin, sex, age, disability, or any other characteristic protected by law.

**SECTION 3.2. PROFESSIONAL MEMBERS.** BNHRC shall be an organization of (a) persons whose job responsibilities consist of some facet of human resource or employee relations work in their respective companies; (b) faculty members holding an assistant, associate, or full professor rank in personnel, human resources, or industrial relations at an accredited college or university; (c) full-time consultants in the field of human resources management. Membership allows for attendance at monthly meetings to be rotated, allowing a different human resources professional from an organization to attend each month. Professional members may vote and hold office in the chapter.

**SECTION 3.3. APPLICATION FOR MEMBERSHIP.** Application for membership is on a form provided by BNHRC and is made to the Executive Board which determines acceptance or rejection of membership based upon compatibility with the purpose of the BNHRC and Section 3.2 hereof.

**SECTION 3.5. TERMINATION.** By two-thirds (2/3) vote the Executive Board may terminate the membership of any council member when in the judgment of the Executive Board determines good cause exists for termination. Upon termination for good cause, a member shall not be entitled to refund of any portion of BNHRC dues or assessments. Membership shall be terminated automatically if any dues or special assessments remain unpaid for a period of more than thirty (30) days after they become due. Admission to membership shall not itself create any contract rights.

**SECTION 3.6 ANNUAL DUES.** Annual dues, in the amount determined by the Executive Board, 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 Executive Board.

#### **ARTICLE IV: MEETINGS**

**SECTION 4.1. REGULAR MEETINGS.** Meetings shall be held monthly, at such times and places as the Executive Board may designate, for the purpose of transacting such business as may come before the meeting.

SECTION 4.2. QUORUM. The presence of 25 voting members at a meeting shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum shall be necessary for the adoption of any matter voted on by the members.

SECTION 4.3. PROSPECTIVE MEMBERS. Any member may invite a prospective member to a regular meeting, providing the member informs the President prior to the meeting so that appropriate recognition and follow-up can occur. Attendance at any subsequent meeting must be as a dues-paying member or as a guest of a member.

SECTION 4.4 GUESTS. Persons attending a meeting who are not immediate candidates for membership must be a guest of a member, in which case the guest luncheon fee will apply.

SECTION 4.5 VOTING. Each member in good standing shall be entitled to one vote upon each matter submitted to vote at a meeting of members.

## **ARTICLE V: EXECUTIVE BOARD**

SECTION 5.1. POWERS. The business of BNHRC shall be managed by or under the direction of its Executive Board, which shall be responsible for maintaining the standing rules pertaining to Council business. The Executive Board may retain the services of legal counsel, and authorize payment therefore out of BNHRC funds, in order to help conduct the business of the Council and to provide educational services.

SECTION 5.2. MEMBERSHIP, TENURE AND QUALIFICATIONS. The voting members of the Executive Board shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, Immediate Past-President and Chairpersons of the permanent Standing Committees as described in Article IX. The Executive Board may by Resolution select additional voting members. Each Executive Board member must be a member of the Council in good standing at the time of nomination or appointment. By SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office. SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office. In general, Executive Board members may not serve more than two (2) consecutive one (1) year terms while serving in the same office, except with a majority agreement by the Executive Board.

SECTION 5.3. MEETINGS. Meetings of the Executive Board may be called by or at the request of the President or any three (3) Executive Board Members 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 5.4. QUORUM. The presence of three (3) members of the Executive Board shall constitute a quorum for the transaction of business at any meeting of the Executive Board, unless the act of a greater number is required by these by-laws.

SECTION 5.5. VACANCIES. Any vacancy occurring in the Executive Board and any membership to be filled by reason of an increase in the number of members may be filled by the Executive Board if not otherwise filled automatically by reason of a change in an officer position.

Section 5.6. 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 Executive Board at a duly constituted Executive Board meeting. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

## **ARTICLE VI: OFFICERS**

SECTION 6.1. NUMBER. The officers of BNHRC, who shall be elected except as otherwise specified herein, shall be the President, President-Elect, Vice-President, Treasurer, and Secretary. Officers shall rank in the order named. The Executive Board may combine positions as necessary to meet the needs of BNHRC.

SECTION 6.2. QUALIFICATIONS. All candidates for office must be members of BNHRC in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing with SHRM.

SECTION 6.3 ELECTIONS AND TERM OF OFFICE. The officers of BNHRC shall be elected annually by the members at the meeting held in November. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each elected officer shall assume office on January 1, and shall hold office for that calendar year, or until replaced if the next election does not occur before January 1.

SECTION 6.4. NOMINATING COMMITTEE. To facilitate the election process, the Executive Board or designees shall serve as the nominating committee. BNHRC members shall consider the persons so nominated but are not obligated to vote for any such nominees.

SECTION 6.5. PRESIDENT. The President shall be the principal executive officer of the

BNHRC. The President shall preside at all meetings of the Council and the Executive Board and shall have general charge and supervision of the affairs and business of the BNHRC.

SECTION 6.6. PRESIDENT-ELECT. The President-Elect shall assist the President in overseeing all the activities of the chapter. In the absence of the President, the President-Elect shall perform all the duties of the President. The President-Elect will also oversee the development and implementation of short term and long-term strategy planning and goals of the chapter.

SECTION 6.6. VICE PRESIDENT. The Vice President shall oversee the Membership Committee and assist the Membership Chair in striving for an increase in chapter membership and maintaining current membership information. The Vice President shall also assist the President in the discharge of the President's duties as the President may direct and shall perform such other duties as may be assigned by the President, President-Elect, or by the Executive Board. In the absence of the President and President- Elect, the Vice President shall perform the duties of the President.

SECTION 6.7. TREASURER. The Treasurer shall be responsible for the financial affairs of the BNHRC. This responsibility shall include preparation of financial reports to the Executive Board, monthly Treasury Reports for the general membership, and the performance of such other duties as the President may determine. In the absence of the President, President-Elect, and Vice President, the Treasurer may perform any duties of the President.

SECTION 6.8. SECRETARY. The Secretary shall be responsible for the preparation of the minutes of Executive Board meetings. The Secretary submits these minutes to a designated individual to be posted on the chapter website in order to be made available to the general membership. The Secretary shall also perform such other duties as the President may determine in addition to assisting with BNHRC financial matters in the absence of the Treasurer. In the absence of the President, President-Elect, Vice President, and Treasurer, the Secretary may perform any of the duties of the President.

## **ARTICLE VII: CONTRACTS, LOANS, CHECKS, DEPOSITS**

SECTION 7.1 CONTRACTS. The Executive Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of BNHRC, and such authority may be general or confined to specific incidences.

SECTION 7.2 LOANS. No loans shall be contracted on behalf of BNHRC and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances.

SECTION 7.3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by the President or Treasurer, subject to the Executive Board determining by resolution that such other officer(s) or agent(s) of BNHRC shall have such authority instead of or in addition to the President.

SECTION 7.4. DEPOSITS. All funds of BNHRC not otherwise employed shall be deposited from time to time to the credit of the BNHRC in such banks, trust companies or other depositories as the Executive Board may select.

## **ARTICLE VIII: INDEMNIFICATIONS**

BNHRC shall have the power to indemnify any persons who were or are parties or are threatened to be made parties to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of BNHRC) by reason of the fact that they are or were officers or agents of BNHRC, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of BNHRC, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

## **ARTICLE IX: STANDING COMMITTEES**

SECTION 9.1. GENERAL. Appointments of Chairpersons to committees shall be the responsibility of the President and/or Executive Board. The Chairperson, with the assistance of the President or Executive Board, shall 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 9.2. COMMITTEE ACTIVITY. Committees are established to provide the Chapter with special ongoing services such as Programs, Membership, Communications, Legislative Affairs, Certification, Student/Chapter Liaisons, etc.

## **ARTICLE X: AMENDMENTS**

The by-laws may be amended by a two-thirds (2/3) affirmative vote of the members represented at any meeting of BNHRC at which a quorum exists and in which notice of the proposed amendment is published and distributed to all members at least ten (10) business days prior to such meeting, 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 XI: DISSOLUTION**

In the event of dissolution of BNHRC, any net assets will be distributed as determined by vote of the membership at such time.

## **ARTICLE XII: RULES OF PROCEDURE**

Robert's Rules of Order shall govern parliamentary procedure at all meetings unless otherwise specified.

## **ARTICLE XIII: DUES AND ASSESSMENTS**

BNHRC members shall pay such annual dues, in accordance with Section 3.6 hereof, and special assignments as from time to time may be determined by the membership to finance general and special activities of BNHRC.

## **ARTICLE XIV: MISCELLANEOUS**

Section 14.1. USE OF NAME. Use of the Bloomington-Normal Human Resource Council name in solicitation of business or advertising is not permitted.

SECTION 14.2. USE OF MEMBERSHIP LIST AND THE BNHRC LOGO. Use of the BNHRC membership list and logo for other than Council business is prohibited except with prior approval of the Executive Board.

## **ARTICLE XV: STATEMENT OF ETHICS**

The BNHRC adopts [SHRM's Code of Ethics](#) 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 issue unless approved by the Executive Board.
- No member shall actively solicit business from any other member at Chapter meetings or through the use of information provided to him or her as a member of the Chapter without the approval from the Executive Board.

## **ARTICLE XVI: 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 BNHRC are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, BNHRC 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 BNHRC 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.

Note: These revised bylaws are not effective until approved and signed by SHRM CEO or designee

Approved by: SHRM President/CEO or President/CEO Designee: Pamela Green Date: 1/27/09

Ratified by the Membership of Chapter and signed by: Chapter President: Veronica Manzella Date: 1/06/09