

# BNHRC Bylaws

## 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: FISCAL YEAR

The fiscal year of BNHRC shall be the calendar year.

## ARTICLE IV: MEMBERSHIP

SECTION 4.1. QUALIFICATIONS. The qualifications for membership in BNHRC shall be as stated in Sections 4.2 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 4.2. 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; (d) other professionals with an interest in human resources. Membership allows for attendance at monthly meetings to be rotated, allowing a different human resources professional from an organization to attend each month. The professional membership will belong to the individual registered as a member with BNHRC. Professional members may vote and hold office in the chapter. Each member in good standing shall be entitled to one vote upon each matter submitted to vote at a meeting of members.

SECTION 4.3. APPLICATION FOR MEMBERSHIP. Application for membership is provided through the BNHRC website. All applications shall be subject to review by the Director of Membership.

SECTION 4.4. TERMINATION. By two-thirds (2/3) vote the Board may terminate the membership of any council member when in the judgment of the 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. Admission to membership shall not itself create any contract rights.

SECTION 4.5. ANNUAL DUES. Annual dues, in the amount determined by the Board, shall become due and payable on or before January 31 of the year to which such dues apply. Annual membership is for one calendar year. For partial-year membership beginning July 1, such dues may be prorated for the remainder of the year, as determined by the Board. New members shall be afforded full membership rights as of January 1 or the date of application/payment submission, whichever is later (subject to Director of Membership/designee approval).

## **ARTICLE V: MEETINGS**

SECTION 5.1. REGULAR MEETINGS. Meetings shall be held monthly, at such times and places as the Board may designate, for the purpose of transacting such business as may come before the meeting.

SECTION 5.2. QUORUM. Members holding one-tenth of the votes entitled to be cast 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, except to the extent that applicable state law may require a greater number.

SECTION 5.3. GUESTS/STUDENTS. Persons attending a meeting who are not currently a member must be a guest of a member, in which case the guest luncheon fee will apply. Students should be enrolled as either full-time or part-time students, who have an interest in human resources. Students may attend council meetings at the designated student rate, if applicable. Students or guests may not vote or hold office in the chapter.

## **ARTICLE VI: BOARD OF DIRECTORS**

SECTION 6.1. POWERS. The business of BNHRC shall be managed by or under the direction of its Board of Directors (also referred to as the "Board"), which shall be responsible for maintaining the standing rules pertaining to Council business and in general exercise all powers of the Chapter.

SECTION 6.2. OFFICERS. The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Past-President, Director of Membership, Treasurer and Secretary. If a vacancy occurs, officers shall rank in the order named. The Board may combine positions as necessary to meet the needs of BNHRC. The Officers can meet to discuss BNHRC business.

SECTION 6.3. COMPOSITION OF THE BOARD OF DIRECTORS. The voting members of the Board shall consist of the President, President-Elect, Secretary, Treasurer, Immediate Past-President and Directors of the permanent Standing Committees as described in Article X. These shall constitute the governing body of the Chapter. The Board may by Resolution select additional voting members.

SECTION 6.4. QUALIFICATIONS. All candidates for office must be members of BNHRC in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office. BNHRC also requires that the President-Elect be a current member in good standing with SHRM throughout the duration of his/her term of office.

SECTION 6.5. NOMINATING COMMITTEE. To facilitate the election process, the 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 6.6. ELECTIONS, TERM OF OFFICE AND TENURE. Officers and Directors shall be elected by the members at the annual meeting of the membership held in November. If the election of officers and directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each elected Officer and Director shall assume office on January 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Officers and Directors may not be elected to serve more than two (2) consecutive terms in the same position, except with a majority agreement by the Board.

SECTION 6.7. MEETINGS. Meetings of the Board may be called by or at the request of the President or any three (3) 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 6.8. QUORUM. A simple majority of the total Board of Directors, present or via conference call, shall constitute a quorum for the transaction of business, unless the act of a greater number is required by these by-laws.

SECTION 6.9. VACANCIES. Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors. A solicitation to both the Board and membership body may be used to fill a vacancy.

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

## **ARTICLE VII: DUTIES AND RESPONSIBILITIES**

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

SECTION 7.1. PRESIDENT. The President shall be the principal executive officer of the BNHRC. The President shall preside at all meetings of the Council and the Board and shall have general charge and supervision of the affairs and business of the BNHRC. The President will oversee the development of short term and long-term strategy planning and goals of the chapter.

SECTION 7.2. 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 implementation of short term and long-term strategy planning and goals of the chapter. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine.

SECTION 7.3. PAST PRESIDENT. The Past President serves as an advisor to the President, and fulfills such duties as requested by the President and/or Board of Directors.

SECTION 7.4. DIRECTOR OF MEMBERSHIP. The Director of Membership shall oversee membership activities. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine.

SECTION 7.5. TREASURER. The Treasurer shall be responsible for the financial affairs of the BNHRC. This responsibility shall include preparation of financial reports to the Board, coordinating arrangements for the annual examination audit of accounts as may be required by the Board, and the performance of such other duties as the President may determine. In the absence of the President, President-Elect, and Membership Director, the Treasurer may perform any duties of the President.

SECTION 7.6. SECRETARY. The Secretary shall be responsible for the preparation of the minutes of Board meetings. The Secretary uses appropriate channels for meeting minute distribution for 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, Membership Director and Treasurer, the Secretary may perform any of the duties of the President.

SECTION 7.7. CORE LEADERSHIP AREA (CLA) DIRECTORS. Core Leadership Area Directors shall have such powers and perform 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. CLAs will be in alignment with SHRM. Examples include, but are not limited to, Director of Programming, Director of Certification, Director of Governmental Affairs, etc.

#### **ARTICLE VIII: CONTRACTS, LOANS, CHECKS, DEPOSITS, BUDGETED ITEMS**

SECTION 8.1. CONTRACTS. The Board may authorize any board member(s) or agent(s), 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 8.2. 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 Board. Such authority may be general or confined to specific instances.

SECTION 8.3. 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, President-Elect or Treasurer. The Board may determine by resolution that such other board member(s) may have authority instead of or in addition to the President.

SECTION 8.4. 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 Board may select.

SECTION 8.5. BUDGETED ITEMS. All items outside of the budget to be approved by the Board.

#### **ARTICLE IX: 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/directors 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 X: STANDING COMMITTEES**

SECTION 10.1. GENERAL. Appointments of Committee Member to committees shall be the responsibility of the President and/or Board. The 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 10.2. 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 XI: AMENDMENTS**

The by-laws may be amended by a simple majority 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 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 XII: 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 XIII: RULES OF PROCEDURE**

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

## **ARTICLE XIV: DUES AND ASSESSMENTS**

BNHRC members shall pay such annual dues, in accordance with Section 4.5 hereof, and special assignments as from time to time may be determined by the membership to finance general and special activities of BNHRC.

## **ARTICLE XV: MISCELLANEOUS**

Section 15.1. USE OF NAME AND LOGO. Use of the Bloomington-Normal Human Resource Council name and logo in solicitation of business or advertising is prohibited except with prior approval of the Board.

SECTION 15.2. USE OF MEMBERSHIP LIST. Use of the BNHRC membership list for other than Council business is prohibited except with prior approval of the Board.

## **ARTICLE XVI: STATEMENT OF ETHICS**

The BNHRC adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management 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 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 Board.

## **ARTICLE XVII: 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: \_\_\_\_\_ Date: \_\_\_\_\_

Ratified by the Membership of Chapter and signed by: Chapter President: Kerry Keller Date: \_\_\_\_\_