

Rock River Human Resources Professional Association Chapter Bylaws
(Rev 03/15/2021)

ARTICLE 1
NAME AND AFFILIATION

Section 1.1: Name.

The name of the Chapter is Rock River Human Resources Professional Association (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Rock River Human Resources Professional Association or RRHRPA 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

- I. The purposes of this Chapter, as a non-profit organization under the laws of the State of Illinois, are:
- II. to provide a forum for the personal and professional development of our members;
- III. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- IV. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- V. to provide an opportunity to focus on current human resource management issues of importance to our members;

- VI. to provide a focus for legislative attention to state and national human resource management issues;
- VII. to provide valuable information gathering and dissemination channels;
- VIII. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- IX. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- X. 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.
- XI. 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:
- XII. to be a recognized world leader in human resource management;
- XIII. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- XIV. to be the voice of the profession on human resource management issues;
- XV. to facilitate the development and guide the direction of the human resource profession; and
- XVI. to establish, monitor and update standards for the profession.

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 4.3, 4.4, 4.5, and 4.6 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: Non-transferability of Membership. Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership. Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Professional Members. Professional membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt level for at least three years; (b) HR certification recognized by SHRM; (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 years of experience at this level of teaching; (d) full-time consultants with at least three years' experience practicing in the field of human resource management; and/or (e) full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession. Professional members may vote and hold office in the chapter.

Section 4.5: Associate Members. Individuals in non-exempt human resource management positions as well as those individuals who do not meet the qualifications of the other classes of membership, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Associate members may not vote but may hold office in the chapter.

Section 4.6: Student Members. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university with provides for automatic acceptable of the community college students into the four-year college of university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may vote but may not hold office in the Chapter.

Section 4.7: Application for Membership. Application for membership shall be on the Chapter application form as adopted by the Membership Chair or designee by the board. New members shall be afforded full membership rights from the date of application once membership fee is received by the Board of Directors.

Section 4.8: Voting. Members in good standing shall have the right to cast one vote on each matter brought before a vote of the members. *A designee of the Board shall count votes.*

Section 4.9: Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices. Dues will be payable annually as of the first day of January and will be considered delinquent if not paid by the first day of April.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meeting of the members shall be held on designated dates by the Board of Directors.

Section 5.2: Election Meetings. The meeting of the members for electing Directors and Officers and conducting other appropriate business shall be held in November or at such other time as determined by the Board of Directors.

Section 5.3: Special Meetings. Special meeting of members shall be held on call of the President or the Board of Directors.

Section 5.4: Notice of Meetings. Notice of all regular, special and annual meetings shall be given to all members at least ten days prior to the meetings.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast represented in person shall constitute a quorum. The vote of a majority the present at any meeting at which there is a quorum represented in person shall be necessary for the adoption of any matter voted on by the members, except to the extent the applicable state law may require a greater number.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1: Power and Duties. The Board of Directors (also referred to as the "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 Board of Directors and shall be Officers of the Chapter: President, President Elect, Treasurer, Secretary, Program Chair, Membership Chair, and Certification Chair

Section 6.3: Composition of the Board of Directors. Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.4: Qualifications. All candidates for the Board of Directors must be Professional members of the chapter 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 of SHRM throughout the duration of his/her term of office. The chapter also requires that each Officer (as identified in Section 6.2) of the Board be a current member in good standing of SHRM throughout the duration of his/her term in office. If the Officer's employer does not pay for their SHRM membership, the chapter will. Per chapter bylaws, it is preferred that both the President and President – Elect be good standing members of the RRHRPA chapter for at least one (1) year immediately prior to election to the Board of Directors.

Section 6.5: Election – Term of Office. Officers and Directors shall be elected by the members at the annual meeting of the membership. 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. The President and President-Elect may not be elected to service more than two (2) consecutive terms in the same position. In the case that there is no President Elect to succeed the President, the President shall remain in office until a President Elect has been voted in or as determined by the Board.

Section 6.6: 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.

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 majority of the Board of Directors present at any meeting at which there is quorum present shall be act of the Governing Body, except to the extent that applicable state law may require a great number. In addition, the Board may act by written consent (including electronic mail) of all voting members.

Section 6.8 Board of Director's Responsibilities. The Board of Directors shall transact

all business of the Chapter except as prescribed otherwise in their Bylaws or other governing instruments for the Chapter. Any 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: 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 Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE 7

DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position description maintained by the Secretary and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and/or Chapter Board. All members of the Board of Directors are required to attend at least 75% of the Board meetings and 75% of the Chapter Meetings, unless approved by the board.

Section 7.1: The President. The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge of supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.2: The President-Elect. The President-Elect at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president-elect is encouraged to attend the annual SHRM Leadership Conference. The chapter requires that president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.3: The Membership Chair. The Membership Chair shall serve as chair of the Membership Committee. 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. He/she shall be a current member in good standing of SHRM during his/her entire term of office.

Section 7.4: The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include

financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for the membership billing. He/she shall also perform such other duties as the President may determine. The chapter requires the Treasurer to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.5: The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating the activities related to the Chapter's newsletter. The chapter requires the Secretary to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.6: The Program Chair. The Program Chair shall be responsible for arranging speakers for each of the Chapter meetings and special events. He/she will coordinate with the Certification Chair to secure and maintain the SHRM Certification Preferred Provider status for applicable chapter programs. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.7: The Certification Chair. The Certification Chair shall be responsible for working with the Program Chair to secure and maintain the SHRM Certification Preferred Provider status for applicable chapter programs and producing Certificate of Completes/Attendance for these programs. He/she will coordinate the Chapters SHRM Certification Groups, as needed, and provide information to members about alternative study resources. He/she shall have such other powers and perform such other duties as the President may determine. The Certification Director must be SHRM-SCP or SHRM-CP certified.

Section 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. The responsibility includes awareness sessions and initiative 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.

Section 7.9: Past President. The Past President shall service as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors. The Past President is able to be a part of the Board of Director meetings as a non-voting member. The chapter requires the Past President to be a current member in good standing of SHRM throughout the duration of his/her term of office.

ARTICLE 8

COMMITTEES

Section 8.1 Committees. The establishment of both standing and ad-hoc committees

shall be the right of the Board of Directors.

Section 8.2 Committee Organization. Committees are established by resolution of the Board of Directors.

Section 8.3 Committee Chairpersons. Appointment of Chairpersons to committees is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees of task forces may be organized by the President to meet particular Chapter needs.

Section 8.4 Committee Activity. Committees are established to provide the Chapter with special ongoing services, such as Communications, Workforce Readiness, Diversity, SHRM Foundation, Education, Legislation etc.

ARTICLE 9 ELECTRONIC VOTING

Mail or electronic ballots can be used for the election of Directors provided the Chapter has had at least one in-person meeting the year.

ARTICLE 10 STATEMENT OF ETHICS

The Chapter 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 our members. Each member shall honor, respect and support the purposes of this Chapter and of SHRM.

The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No member shall actively solicit business from another member at Chapter meetings without the approval of the Board of Directors.

ARTICLE 11 PARLIAMENTARY PROCEDURE

Meeting of the Chapter shall be governed by the rules contained in Robert's Rules of Order (newly revised) 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

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 designees 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.

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 decided upon by the Board of Directors 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).

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 of 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 neuter pronouns shall be substituted for those of the masculine form and plurals shall be substituted for the singular number in any place where the context may require such substitution or substitutions. Note * These revised bylaws are not effective until approved and signed by the SHRM CEO or designee.

Ratified by the Membership of Chapter and signed by:

Chapter President Amanda Janto

Date 3/22/22

Approved by:

SHRM President/CEO or President/CEO Designee



Date 3/4/22