

DUPAGE SOCIETY FOR HUMAN RESOURCES MANAGEMENT

CHAPTER BY LAWS

ARTICLE I

NAME AND AFFILIATION

Section 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.

Section 2. Affiliation. The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 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

MEMBERSHIP

Section 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, religion, sex, age, national origin or handicap. Memberships are individual and are not transferable to other individuals.

Section 2. DSHRM Professional Members. DSHRM members shall be individuals actively engaged in bona fide Human Resources administration or management who devote at least 50% of their time to personnel, human resources, organizational development, recruiting, employment law, compensation, employee benefits, industrial relations, and/ or other HR related functions. Memberships are individual and not transferable to other individuals.

Section 3. Student Members. Individuals who are enrolled as full time students in human resources degree programs at the college or university level. Student members may not ovte or hold office in the Chapter.

Section.4. Application for Membership. Application for membership shall be on the DuPage Society for Human Resource Management application form. All applications shall be reviewed by the Vice President, Membership for compliance with Chapter requirements (see Section 2 above). If an application is in question, it shall be brought to the attention of the President for approval. New members shall be afforded full membership rights from the date of application approval.

Section 5 Voting. Each DSHRM Professional member 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 6 Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

ARTICLE III

MEETINGS OF MEMBERS

Section 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.

Section 2. Annual Meeting. The annual meeting of the members for the election of officers and conducting other appropriate business shall be held in September or at such other time determined by the Board of Directors.

Section 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 of the votes entitled to be cast at such meeting.

Section 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 days prior to the meeting.

Section 5. Quorum. Members holding on tenth 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.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number. The Board of Directors shall consist of a maximum of twelve persons. The following shall be members of the Board of Directors and be officers of the Chapter: President, President Elect or Immediate Past President, Vice President for Programs, Vice President for Membership, Treasurer, and Secretary. Up to seven additional members shall be elected from among the eligible membership as members of the board of Directors and will serve as committee coordinators. Subject to membership approval, one board member may hold up to two board positions at one time, as long as this does not create a conflict of interest. (For example, the President may also serve as Web Editor. Likewise, the Vice-President of Programs may serve as President Elect.)

Section 2. Qualifications. All candidates for the Board of Directors must be DSHRM members in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office, be a member of DSHRM for at least two years, and have volunteered on the Board or on a committee for at least one year. All other officers must have been a member of DSHRM for at least one year and be a member of SHRM.

Section 3. Election - Term of Office. 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. Each elected Director shall assume office on January 1 following his/ her election. One term of office for President is two calendar years. All other Board of Director Positions have a term of one calendar year. Board members may not be elected to serve more than two (2) consecutive terms in the same position without prior approval of the majority of current Board Members and only then when no other candidate can be found willing to run for the position. *President shall serve one (two year) term and is eligible for re-election for a consecutive (two year) term with the approval of the majority of current Board Members.*

Section 4. Vacancies. Any vacancy on the Board may be filled for the unexpired term by the President with consent of the Board of Directors.

Section 5. 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 shall be the act of the Board of Directors.

Section 6. Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Bylaws. A Professional 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.

Section 7. 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 V

DUTIES AND RESPONSIBILITIES OF DSHRM OFFICERS

Section 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 and supervision of the affairs and business of the Chapter. The President shall maintain liaison with the Society for Human Resource Management and with the State Chapter.

Section 2. The President-Elect or Immediate Past President . The President Elect or Immediate Past President, 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. The Chapter also requires the President Elect be a current member in good standing with SHRM.

Section 3. The Vice President for Programs. The Vice President for Programs 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. He/ she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. the Chapter also requires the Vice President for Programs to be a current member in good standing with SHRM.

Section 4. The Vice President for Membership. The Vice President for Membership shall serve as Chair of the Membership Committee and shall review all applications for membership for compliance with the Chapter's bylaw requirements. He/ she shall encourage 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. The chapter also requires the Vice President for Membership to be a current member in good standing with SHRM.

Section 5. Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter. 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 accouts as may be required by the Board. The chapter also requires the Treasurer to be a current member in good standing with SHRM

Section 6. Secretary. The Secretary shall be responsible for recording the minutes of all meetings for the Chapter and works with the Chapter Secretarial Service to assure that Chapter records and archives are in order. He/ She maintains the Chapter Administration Guide (as outlined in the job description). The chapter also requires the Secretary to be a current member in good standing with SHRM

Job Descriptions for all Officers and Committee Coordinators shall be maintained and kept current. They will be reviewed and updated as deemed necessary by the incoming President.

ARTICLE VI

COMMITTEES

Section 1. Committee Organization. Appointments of chairpersons to committees is the sole responsibility of the President. The Chariperson and the President well 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 2. Committee Activity. Committees are established to provide the Chapter with special ongoing services such as Programs, Membership Communications, Legislative Affairs, Professional Development, Student Chapter Affairs, Public Relations, etc.

ARTICLE VII

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 VIII

STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethics Standards for the HR Profession 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 of Directors.
- No member shall actively solicit business from any other member at Association meetings or through the use of information provided to him/ her as a member of the Chapter without the approval from the Board of Directors.

ARTICLE IX

AMENDMENT OF BY-LAWS

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 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 X

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.

Adopted: July 2007