



---

**BYLAWS  
OF  
NORTHWEST HUMAN RESOURCES COUNCIL**

**ARTICLE 1  
NAME AND AFFILIATION**

*Section 1 Name.* The name of the Chapter is Northwest Human Resources Council (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as the Northwest Human Resources Council (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 2  
PURPOSE**

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

- i. to provide a forum for the personal and professional development of our members;
- ii. to provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- iii. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- iv. to provide an opportunity to focus on current human resource management issues of importance to our members;
- v. to provide a focus for legislative attention to state and national human resource management issues; vi. to provide valuable information gathering and dissemination channels;
- vi. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;

# NORTHWEST HUMAN RESOURCES COUNCIL



- vii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- viii. to serve as a source of new members for SHRM; and
- ix. 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:

- a. to be a recognized world leader in human resource management;
- b. to provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- c. to be the voice of the profession on human resource management issues;
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to establish, monitor and update standards for the profession.

## **ARTICLE 3 FISCAL YEAR**

The fiscal year of the Council shall be determined by the Board of Directors.

## **ARTICLE 4 MEMBERS**

**Section 1. Nomination and Election.** All industrial, service and related organizations in the northwest area of Cook, and Adjoining Counties in the State of Illinois shall be qualified for membership in the Council. Firms and human resource related organizations including but not limited to human resource consulting firms, permanent and temporary help employment agencies, executive search firms, and other human resource service providers are eligible for membership with the stipulation that they will not engage in sales activities during Council meetings. The council limits the membership of Human Resource consulting firms, permanent and temporary help employment agencies, executive search firms, and other Human Resource service providers to twenty percent (20%) of the total Council membership as calculated at the beginning of each fiscal year. Nominations for membership shall be submitted to the Board of Directors after review of application by membership committee. The Board of Directors shall vote upon the nominations, and nominees shall be elected to membership in the Council upon a three-fourths (3/4) majority vote. Notice of election to membership shall be sent to successful nominees. Membership dues are payable with submission of application, and annually thereafter. To achieve the mission of the Chapter there shall be no

# NORTHWEST HUMAN RESOURCES COUNCIL



---

discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

## ARTICLE 5 MEMBER MEETINGS

**Section 1. Annual Meeting.** The Annual Meeting of members shall be held in conjunction with the regular May meeting.

**Section 2. Regular Meeting.** Regular bi-monthly meetings shall normally be held. The topic and timing of such meetings shall be planned by the Program Committee or designated Board Director, if necessary, and approved by the Board of Directors.

**Section 3. Special Meeting.** A special meeting of members may be called at any time by the President, the Board of Directors or a majority of the members of the Council. Only such matters pertaining to the purposes of this Council shall be considered and acted upon at a special meeting as may be stated or indicated in the notice of such meeting.

**Section 4. Notice of Meetings.** The Secretary/Treasurer, or Executive Secretary, shall give notice of the time and place of Regular or Special Meetings of the Council. Neither the business to be transacted, nor the purpose of any Regular or Special Meeting of the Board of Directors, need be specified in the notice or waiver of notice of such meeting.

**Section 5. Place.** Unless otherwise specified in the notice of a meeting, General Meetings of the membership shall be held at locations determined by the Board, or the Officer or Committee so authorized by the Board, and shall be announced in the general notice distributed for that purpose.

**Section 6. Voting of Members.** Each member company shall be entitled to one vote on each matter submitted to a vote of members. The voting method is to be determined by the Board of Directors.

**Section 7. Termination of Membership.** The Board of Directors may, by a three-fourths (3/4) majority vote, where, in the judgment of the Board, a member of the Council has engaged in activities against the best interests of the Council, terminate the membership of any member of the Council. Prior to final action of termination by the Board, however, such member may present to the Board any reason or reasons why such termination action should not take place. If such termination action is taken, the Secretary shall thereupon notify such member.

## ARTICLE 6 BOARD OF DIRECTORS

**Section 1. Powers, Number and Term of Office.** The affairs of the Council shall be managed by a Board of no less than three (3) Directors including the elected Officers, subject to the restrictions imposed by the Articles of Incorporation, by these Bylaws, or any other laws or rules. The Board of Directors shall exercise

# NORTHWEST HUMAN RESOURCES COUNCIL



all of the powers of the Council, including but not limited to the establishment and maintenance of a Council office, the hiring of an Executive Secretary and such other persons, services and equipment as may be required to promote and carry out Council programs, functions and purposes and the hiring of officers or members of the Council as may be deemed necessary and advisable by the Board. All elected Board members shall be requested to serve for a term of three (3) years, but no member shall be eligible to serve more than two (2) consecutive terms (6 consecutive years) unless one (1) year shall have intervened between his/her term end. These terms can be altered, solely based on need to fill a specific role, upon a vote of 2/3 of the Board.

**Section 2. Nomination and Election of Directors.** Directors shall be elected by the membership of the Council at the Annual Meeting from a slate of candidates prepared by a nominating committee appointed by the President at least thirty (30) days prior to the election.

**Section 3. Requirements of Directors.** Directors are required to attend a minimum of 50% of both General meetings and Board meetings. Directors must be employees of a member company. Should that employment status change, the Director will be allowed to remain on the Board for a period not to exceed one (1) year. 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.

**Section 4. Resignation or Removal of Directors.** The Board of Directors may, by a three-fourths (3/4) majority vote, where, in the judgment of the Board, a Director has engaged in activities against the best interests of the Council, remove as a Director any member of the Board. Prior to final action or removal by the Board, however, such Director may present to the Board any reason or reasons why such removal action should not take place.

Any Director, Officer or member may resign at any time. Such resignation may be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or the Chapter Professional. The acceptance of a resignation shall not be necessary to make it effective unless expressly so provided in the resignation. Any vacancy in the Board of Directors taking place due to resignation or removal may be filled for the remainder of the term by the affirmative vote of the majority of Directors then in office.

**Section 5. Meetings of the Directors.** The Directors may hold their meetings, have an office and keep the books of the Council at such place or places in the State of Illinois as the Board of Directors may from time to time determine. The Board of directors shall meet no less than three (3) times per fiscal year.

**Section 6. Regular Meetings.** Regular Meetings of the Board of Directors shall be held as such times and places as shall be designated from time to time by resolution of the Board of Directors.

**Section 7. Special Meetings.** Special Meetings of the Board of Directors shall be held whenever called by the President or by any two (2) Directors.

# NORTHWEST HUMAN RESOURCES COUNCIL



**Section 8. Notice of Meetings.** The Secretary/Treasurer, or Executive Secretary, shall give notice of the time and place of Regular or Special Meetings of the Board of Directors. Neither the business to be transacted, nor the purpose of any Regular or Special Meeting of the Board of Directors, need be specified in the notice or waiver of notice of such meeting.

**Section 9. Quorum.** A quorum shall consist of one-third (1/3) of the whole Board of Directors fixed by these Bylaws. If at any meeting of the Board of Directors there be less than a quorum present, a majority of those present may adjourn the meeting. The act of a majority of the Directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

**Section 10. Order of Business.** At the meetings of the Board of Directors, matters pertaining to the purposes of the Council shall be considered in such order as the Board of Directors may determine.

At all meetings of the Board of Directors the President shall preside but shall not vote except in case of ties. In the absence of the President, the Vice-President, if present, and, if not, the Secretary/Treasurer shall act in place of the President.

The Secretary/Treasurer of the Council shall act as secretary, or shall appoint a secretary, for of all meetings of the Board of Directors. In the absence of this person, the presiding Officer may appoint any person to act as secretary of the meeting.

**Section 11. Compensation of Directors.** Directors, as such, shall not receive any salary or compensation for their services.

## ARTICLE 7 OFFICERS

**Section 1. Titles and Terms of Office.** The Officers of the Council shall consist of a President, one or more Vice-Presidents, a Secretary/Treasurer, and such other Officers and Assistant Officers as may be deemed necessary by the members; all of which Officers shall be members of the Board of Directors and each of whom shall be elected annually by the membership of the Council. They shall hold office for one year or until their respective successors have been elected and have qualified. Officers shall be selected from a slate of candidates prepared by a nominating committee appointed by the President at least thirty (30) days prior to the election. Any two or more offices may be held by the same person except the offices of President.

**Section 2. Vacancies and Removal of Officers.** A vacancy in the office of any Officer shall be filled by a majority vote of the Directors. Any Officer elected or appointed may be removed by the persons authorized to elect or appoint such Officer by a majority vote of such persons, whenever in their judgment the best interest of the Council will be served thereby.

# NORTHWEST HUMAN RESOURCES COUNCIL



---

**Section 3. Powers and Duties of the President.** The President shall be the chief executive officer of the Council and subject to the Board of Directors. He/She shall be in general charge of the properties and affairs of the Council; he/she shall preside at all meetings of the membership and of the Board of Directors. At the direction of the Board of Directors he/she may sign and execute all bonds, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the Council, and shall perform such other duties as may be prescribed by the Board of Directors from time to time.

**Section 4. Vice President.** Each Vice President shall have such powers and duties as may be assigned to him/her by the Board of Directors, and, in the order of rank, shall exercise the powers of the President during the absence or inability to act of the President or of a more senior Vice President.

**Section 5. Secretary/Treasurer.** The Secretary/Treasurer shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the membership in books provided for that purpose, or shall appoint someone to keep these minutes. He/She shall direct the giving and serving of all notices. At the direction of the Board of Directors he/she may sign with the President in the name of the council and/or attest the signature thereto of all contracts, conveyances, franchises, bonds, deeds, assignments, mortgages, notes and other instruments of the Council. He/She shall have charge of and shall keep correct and complete corporate books, records, documents and instruments, and such other books and papers as the Board of Directors may direct, except those books of account and financial records and securities of which the Treasurer shall have custody and charge. He/She shall perform such duties as are assigned to him/her by the President, and he/she shall in general perform all duties incident to the office of secretary subject to the control of the Board of Directors.

The Secretary/Treasurer shall observe the financial direction of the chapter, recognize possible financial problems and bring such problems to the attention of the Board for action. He/she shall oversee the development of an annual budget and shall have signatory power for disbursement of chapter funds.

**Section 6. Compensation of Officers.** Officers, as such, shall receive neither salary nor compensation for their services.

## ARTICLE 8 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 any other member at Chapter meetings without the approval from the Board of Directors.



---

**ARTICLE 9  
MISCELLANEOUS PROVISIONS**

**Section 1. Seal.** The seal of the Council shall be such as from time to time may be approved by the Board of Directors.

**Section 2. Notice and Waiver of Notice.** Whenever any notice whatever is required to be given under the provisions of these Bylaws, said notice shall be deemed to be sufficient if given by depositing the same in a post office box, in a sealed postpaid wrapper addressed to the person entitled thereto at his/her post office address as it appears on the records of the Council, and such notice shall be deemed to have been delivered on the day of such mailing. A waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 3. Shares of Stock and Dividends Prohibited.** The Council shall not have or issue shares of stock. No dividends shall be paid, and no part of the income of the Council shall be distributed to its members, Directors or Officers. However, the Council may, upon investigation and review by the Board of Directors, authorize and pay compensation in an appropriate amount to any person or persons for services rendered or the use of the equipment in the performance of programs of the Council. The Council shall also have the power, upon dissolution or liquidation to make disbursements as required by law.

**Section 4. Loans to Directors and Officers Prohibited.** No loans shall be made by the Council to its Officers or Directors.

**Section 5. Inspection of Books and Records.** All books and records of the Council may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE 10  
AMENDMENTS**

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the membership. Voting method to be determined by the Board of Directors. Written notice of the proposed amendments shall be mailed to each member at least ten (10) days prior to the meeting at which such amendments shall be considered.

**ARTICLE 11  
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 12  
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.

**ARTICLE 15  
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. Note\* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.