

**BYLAWS OF THE
CHIPPEWA VALLEY SOCIETY FOR HUMAN
RESOURCE MANAGEMENT, INC.**

**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name.

The name of the Corporation is the Chippewa Valley Society for Human Resource Management, Inc., a non-stock, non-profit corporation (herein referred to as the "Corporation," or "CVSHRM"). To avoid potential confusion, the Corporation will refer to itself as the Chippewa Valley Society for Human Resource Management ("CVSHRM") and not as SHRM or the Society for Human Resource Management.

Section 1.2: Organization. The Corporation is a non-stock, non-profit corporation organized under Chapter 181 of the Wisconsin Statutes.

Section 1.3: Affiliation. The Corporation is affiliated with the Society for Human Resource Management (herein referred to as "SHRM"). The Corporation may affiliate with any state or national group whose objectives generally correspond with those of the Corporation upon a two-thirds vote of the membership present at a regular meeting.

Section 1.4: Relationships. The Corporation 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 of SHRM, and SHRM shall not be deemed to be an agency or instrumentality of the Corporation. The Corporation shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Corporation shall not contract in the name of SHRM without the express written consent of SHRM.

**ARTICLE 2
PURPOSE**

Section 2.1: This Corporation is incorporated in order that those individuals engaged in Personnel/Human Resource functions in the Chippewa Valley area may regularly meet on common ground to exchange ideas and to discuss experiences and common interests, to otherwise enjoy the advantages of mutual acquaintances and friendship in a spirit of fellowship, and to discuss and study pertinent phases of Personnel/Human Resource administration.

Section 2.2: The objectives of the Corporation are to promote and develop professionalism in Personnel/Human Resource administration in the Chippewa Valley area of Wisconsin; to establish a friendly communication between the various businesses and industries in our areas; to broaden the knowledge of the members through educational programs and activities; to engage in other activities

which will assist our members in more effectively carrying out their responsibilities to their employer, employees, and community; and, to develop techniques and procedures which are designed to make more effective the work of Personnel/ Human Resource administration.

Section 2.3: The Corporation is a non-stock, non-profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2.4: The purposes of the Corporation, as a non-profit corporation, 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;
- vii. to provide a pool of human resource management leaders for perpetuation of the Corporation and of SHRM;
- viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- ix. to serve as a source of new members for SHRM; and
- x. to serve as part of the two-way channel of communications between SHRM and the individual members.

Section 2.5: The Corporation 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 Corporation shall be the calendar year, January 1 through December 31.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Corporation shall be as stated in Sections 4.3 through 4.6 of this Article. To achieve the mission of the Corporation, 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 Corporation is neither transferable nor assignable.

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

Section 4.4: Professional Members. Any individual who, in the course of his/her employment, spends a portion of his/her time in Personnel/Human Resource work in its various facets or who demonstrates an interest in Personnel/Human Resource administration and who through his/her employment has a continuous association with Personnel/ Human Resource professionals, shall be eligible to be a professional member of this Corporation. Such eligibility for membership shall not be contingent upon affiliation or membership in any other professional, civic, or fraternal organization, with the exception that non-students who do not perform Human Resource duties for their organization must be a member in good standing of SHRM to be eligible for membership in the Corporation.

Membership in the Corporation shall not be limited as to the number of individuals from each company or firm, provided, however, that each member meets the criteria set forth under Sections 4.3 through 4.6 of this article.

Section 4.5: Associate Members. Any 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 Corporation may be eligible to be an Associate member. Associate members may not vote or hold office in the Corporation.

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 which provides for automatic acceptance of the community college students into the four-year college or 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, may be eligible to be a Student member. Student members may not vote or hold office in the Corporation.

Section 4.7: Application for Membership. Application for membership shall be on the Corporation application form. All applications for membership shall be reviewed and approved by the Vice President of Membership, and any recommended denials will be brought before the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Vice President of Membership.

Section 4.8: Voting. Each Professional member of the Corporation shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

~~*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.~~

~~*Section 4.10: Charter Members.* All members recognized as of the date of the adoption of the 1959 Constitution of the unincorporated non-profit association, Chippewa Valley Society of Human Resource Management (formerly known as the Chippewa Valley Personnel Association) shall be known as charter members of the Corporation.~~

~~*Section 4.11*~~ *4.9: Change in Status.* Members who retire or change their job status shall be eligible to retain membership with voting privileges.

~~*Section 4.12*~~ *4.10: Resignation.* Resignation of a member may be requested by a two-thirds majority of the members present and voting at a regular meeting. Voting for this purpose shall require a ten (10) day notice to all members.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the third Thursday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held at the November regular meeting or at such other date and time as determined by the Board of Directors. The Annual Business

Meeting of the Corporation shall be held within the first quarter of the fiscal year and shall cover the following:

- Report from the Director of Finance
- Committee Reports (Membership, Programming, etc.)
- Introduction of Officers
- New Business (Goals & Objectives)

Section 5.3: Special Meetings. Special meetings of 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 5.4: 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 seven days prior to the meeting.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or by conference call, 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.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1: Number of Directors. There shall be a Board of Directors initially composed of nine (9) members of the Corporation (in no event shall the Board of Directors be less than three (3)). Officers are eligible to serve on the Board of Directors. Officers who are not members of the Board of Directors will become a member of the Board Ex-officio with the right to attend and take part in all Board meetings but with no right to vote. The Corporation's nine (9) Officers, all committee chairpersons, and the immediate Past President of the Corporation may comprise the Board of Directors of the Corporation. The Board of Directors shall have general charge of all business of the Corporation not transacted during the Annual Business Meeting or any other meeting that constitutes a quorum. The Board of Directors shall have the authority to make policy decisions for the Corporation; to approve, modify, or disapprove reports, resolutions, actions, or recommendations of officers or committees of the Corporation. The Board of Directors shall have supervision over the financial affairs of the Corporation.

Section 6.2: Initial Directors. The initial directors are: Kimberly M. Plautz, Katie O'Malley, Kathi Lee, Mindy Dale, Rose Geist, Jamie Gower, Deb Svihovec, Heather Baker, and Lonna Brantner.

Section 6.3: Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Corporation and in general exercise all powers of the Corporation.

Section 6.4: Delegation of Authority. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instances. In the absence of specific designation, all instruments, contracts, agreements or other documents made by the Corporation shall be executed in the name of the Corporation by the President or one of the Vice Presidents and by the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer. When any document is executed by any two of the above designated officers, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers to execute such documents on behalf of the Corporation. Such execution by said officers shall be acts of the Corporation and binding upon it.

Section 6.5: Qualifications. All candidates for the Board of Directors must be Professional members of the Corporation 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 Corporation also recommends that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.6: Election. A Director shall serve until expiration of a stated term (if applicable), death, resignation or removal for cause. The majority of the remaining Directors shall have the authority to appoint a successor director to fill the vacancy caused by the death, resignation or removal of a current director. Election of Directors that are not filled by automatic progression or by appointment as outlined in this document shall be announced in the October newsletter and the ~~April~~ October membership meeting, and members interested in running for a position shall notify the President no later than ~~two weeks prior to the November 1. membership meeting.~~ A list of the candidates will be made available to the membership in the November newsletter. Members present at that meeting and members who return a completed ballot by the specified deadline date are eligible to vote. Directors shall be elected by a vote of a majority of the Members present and voting at the meeting. The elected Directors will assume office on January 1. During the month of January, incoming and outgoing members of the Board of Directors shall meet for transitional purposes and to complete the SHRM Chapter Activity Plan. It is recommended that the new Members of the Board of Directors also attend the January transitional meeting.

Section 6.7: Term of Office. The terms of office, as referenced herein, shall be the Fiscal Year which extends from January 1 through December 31.

Section 6.8: Vacancies. If a vacancy occurs in one of the elected offices during a fiscal year, the Board of Directors shall appoint a member of the Corporation to fill the unexpired term. The Board of Directors will apply its own procedure in filling such a vacancy.

Section 6.9: 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 Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.10: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Corporation except as prescribed otherwise in these Bylaws or other governing instruments of the Corporation. A Professional 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. Each member of the Board of Directors is expected to attend no less than 50% of all regular monthly meetings of the regular membership and the Board.

Section 6.11: Removal of Director. Any 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. Notice shall be given to said officer and an opportunity to be heard at said meeting. Removal however, shall be at the sole discretion of the Board of Directors

Section 6.12: Books and Records. The Board of Directors shall cause to be kept:

- a. records of all proceedings of the Board of Directors, and Committees thereof; and
- b. all financial statements of the Corporation; and
- c. the Constitution and Bylaws of this Corporation and all amendments thereto and restatements thereof; and
- d. such other records and books of account as shall be necessary and appropriate to the conduct of the Corporation; and
- e. all records of the Corporation shall be open for Director inspection at any reasonable time.

ARTICLE 7 OFFICERS

Section 7.1: Officers. The following shall be Officers of the Corporation: President, a Vice President of Programming (who shall serve as President Elect), a Vice President of Membership, a Director of Public Relations and Marketing, Core Leadership Area Director, a Director of Finance and Organizational Structure, a Director of Administrative Services, a Director of Member Communication, and a Director of Legal and Legislative Affairs. At the beginning of each new fiscal year (January 1), the Vice President of Membership will automatically assume the position of Vice President of Programming, the Vice President of Programming will automatically assume the position of President, and the President will automatically assume the position of Past President.

In the event that the Vice President of Programming announces prior to elections of her/his intent to not assume the President position, the Vice President of Membership will assume the President position at the beginning of that fiscal year. In the event that the Vice President of Membership announces prior to elections of her/his intent to not assume the Vice President of Programming position, then both positions will be filled through the election process.

Section 7.2: Appointment. Officers shall be elected by the majority of the Board of Directors at the annual meeting of the Corporation and shall hold office for one year until successors are chosen. Election or appointment of an officer shall not in itself constitute any contract rights. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors at any meeting called for that specific purpose, or by unanimous consent of all directors.

Section 7.3: Removal of Officer. Any officer of the Corporation may be removed from such office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. Notice shall be given to said officer and an opportunity to be heard at said meeting. Removal however, shall be at the sole discretion of the Board of Directors.

Section 7.4: Resignation. Any Officer may resign at any time by a written instrument to that effect directed to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and its acceptance by the Board of Directors shall not be necessary to make it effective.

Section 7.5: Compensation. Unless specifically authorized by the Board of Directors, no Officers shall be compensated for his/her services to the Corporation.

ARTICLE 8 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 Corporation Board. The position descriptions are subject to change as deemed necessary by the President and/or the Corporation Board.

Section 8.1: President. The President shall preside at all meetings of the Corporation and shall be a member of both the Wisconsin State Council and the Society for Human Resource Management (SHRM). The Corporation will pay dues for all or a portion of these memberships that are not reimbursable through his/her employer. The President shall appoint all committee chairs and special committees. The President of the Corporation shall be an ex-officio member of all committees. This is a position filled by automatic progression (see above). At the end of her/his term, the Board of Directors may ask the President for nominations for current open positions.

Section 8.2: Vice President of Programming. The Vice President of Programming shall be primarily responsible for programming and shall chair or oversee the chairpersons of the Program Committee, the Conference Committee, and the Special Events Committee. She/he shall assume the duties of the President in the event of absence. She/he shall be a member of SHRM, and the Corporation will pay for up to 50% of SHRM dues if her/his employer has declined to pay this amount. This is a position filled by automatic progression (see above).

Section 8.3: Vice President of Membership. The Vice President of Membership (President-elect) shall be primarily responsible for membership and shall chair or oversee the chairperson of the

Mentoring Committee. She/he shall be a member of SHRM, and the Corporation will pay for up to 50% of SHRM dues if her/his employer has declined to pay this amount. This is a position with a one-year term elected by the membership, with the expectation of 3 additional years of service through automatic progression (see above).

Section 8.4: Director of Public Relations and Marketing. The Director of Public Relations and Marketing shall be primarily responsible for creating visibility for the Corporation and for raising community awareness of our existence and purpose. She/he will also chair or oversee the chairperson of the Community Volunteer Committee. This is a position with a two-year term elected by the membership.

Section 8.5: Core Leadership Area Director. The Core Leadership Area Director shall be primarily responsible for giving guidance and direction to individuals who provide services to the members of our Corporation. Those individuals include the Professional Development Coordinator, the HR Education Committee Chairperson, the Legislative Representative, the Diversity Representative, the Job Bank and Library Coordinator; and our two University Chapter liaisons for UWEC and UW Stout. This is a position with a one-year term elected by the membership.

Section 8.6: Director of Finance and Organizational Structure. The Director of Finance and Organizational Structure shall receive all moneys taken in by the Corporation, shall keep an account of receipts and expenditures made by the Corporation. He/she shall be an ex-officio member of and shall coordinate his/her activities with the Finance Committee. It shall be her/his responsibility to see that an appropriate audit is done yearly, and that a financial update is provided at a meeting of the members at least quarterly. This is a position with a one-year term elected by the membership. The Director of Finance and Organizational Structure may serve no more than two one-year consecutive terms.

Section 8.7: Director of Administrative Services. The Director of Administrative Services shall be present at all meetings of the Corporation, shall keep the minutes of the Corporation meetings, handle the correspondence of the Corporation, and function in all other secretarial capacities that may be designated. This is a position with a one-year term appointed at the time of elections by the incoming President.

Section 8.8: Director of Member Communication. The Director of Member Communication shall be responsible for Corporation newsletters, press releases regarding meetings and seminar offerings, and any other methods of getting important or useful information to the members of the Corporation. This is a position with a one-year term appointed at the time of elections by the incoming President.

Section 8.9: Director of Legal and Legislative Affairs. The Director of Legal and Legislative Affairs shall be primarily responsible for handling all legal matters for CVSHRM, provide periodic legal and legislative updates, and update members through the CVSHRM newsletter. This is a position with a one-year term appointed at the time of elections by the incoming President.

Section 8.10: Education and Representation Responsibilities / Related Expenses.

The following meetings and educational sessions should be attended by at least one Officer (or their appointee):

SHRM National Conference and Expo	SHRM Wisc. State Conference
SHRM National Legislative Conference	SHRM State Legislative Conf.
SHRM National Leadership Conference	SHRM State Leadership Conf.
	SHRM State Council Meetings

~~(On 2/5/98, the State Council approved a measure to pay \$300 for a Corporation President or President-Elect to Attend the National Leadership Conference.)~~

The following indicates which positions have priority and authorization for requesting sponsored participation for meetings and education. If an individual has already attended one of the items marked with an asterisk, their priority will be below all other positions.

		Pres	VP Prog	VP Member	Dir Mkting	Dir MS	Dir Admin	Dir Finance	Legislative Committee Represent
	* SHRM Natl Conf	3	1	2	--	--	--	--	--
	SHRM Natl Legis.	4	3	2	--	--	--	--	1
	* SHRM Natl Leader	1	1	2	--	--	--	--	--
	SHRM State Conf	1	2	3	1	1	1	1	--
	SHRM State Legis.	4	3	2	--	--	--	--	1
	SHRM State Leader	1	1	1	1	1	1	1	--
	SHRM State Council	1	2	3	--	--	--	--	--

Officers of the Corporation will be eligible for reimbursement of reasonable expenses subject to pre-approval by the Board of Directors for attendance at SHRM or CVSHRM-related meetings and education attended during their term of office, if not reimbursable through their employers.

Reimbursements will only be made when substantiated with a receipt.

Section 8.11: Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

**ARTICLE 9
COMMITTEES**

Section 9.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 9.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 9.3: 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 or task forces may be organized by the President to meet particular Corporation needs.

Section 9.4: Committee Activity. Committees are established to provide the Corporation with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

Section 9.5: Standing Committees. The Standing Committees are: Program, Membership, Newsletter, Education, Legislative, and Finance. The committee chairs, along with all special committees appointed by the President, shall report to the Board of Directors. All Standing committee chairs shall appoint the members of their own committees.

Section 9.6: Quorum. A quorum for committee meetings shall consist of a majority of the members of the committee.

ARTICLE 10 ELECTRONIC VOTING

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

ARTICLE 11 CONFLICTS, LIABILITY AND INDEMNIFICATION

Section 11.1: Conflicts. Any Director, Officer or member having a material financial interest, or having a family member (by blood or marriage) with a material financial interest, in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of such person's interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest. The Board or committee to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or respond to questions) in the discussions and deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. For purposes of this section, a person shall be deemed to have a "material financial interest" in a contract or to his/her

transaction if such person is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, or officer of, or has a significant financial or influential interest in, the entity contracting with the Corporation. "Family member" means natural, adoptive or marital grandparent, parent, sibling, child or grandchild.

Section 11.2: Indemnification. The Corporation shall to the fullest extent, as required by the Wisconsin Uniform Unincorporated Non-Profit Association Act, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to the amendment), indemnify its Directors, Officers and members against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party because he or she is or was a Director or Officer of the Corporation. The Corporation shall also indemnify any employee who is not a Director or Officer, to the extent that the employee has been successful on the merits or otherwise in defense of a Proceeding, for all Expenses incurred in the Proceeding if the employee was a Party because he or she is or was an employee of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which a Director, Officer or employee may be entitled under any written agreement, Board resolution, vote of shareholders, the Wisconsin Uniform Unincorporated Nonprofit Association Act or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against liabilities and advancement of expenses under this section by the purchase of insurance on behalf of any one or more of such Directors, Officers or employees, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer or employee under this section.

ARTICLE 12

STATEMENT OF ETHICS

The Corporation adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Corporation in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Corporation and of SHRM.

The Corporation 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 Corporation meetings without the approval from the Board of Directors.

ARTICLE 13

PARLIAMENTARY PROCEDURE

Meetings of the Corporation 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 Corporation.

ARTICLE 14 DUES

Section 14.1: Dues Rate. All members shall be charged dues. The Board of Directors shall review the dues rate annually. The rate shall be set at a level appropriate to the annual operating expenses of the Corporation. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

Section 14.2: Dues Payment and Delinquencies. Dues for each member shall be due on or before December 1, or prorated on a one-half year basis. Members delinquent in dues by December 31 shall be dropped from the membership roster and mailing list.

ARTICLE 15 AMENDMENT OF BYLAWS

~~These articles of this Constitution may be amended and bylaws may be adopted or amended at any regular meeting of the Corporation by a two-thirds majority vote of the members present and voting at which a quorum exists, provided notice of the proposed amendment or change has been given at the previous regular meeting, and upon ten (10) days written notice to all members, and provided that no such amendment shall be effective unless, prior to the submission of the amendment to the members for approval, the amendment has been 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.~~

ARTICLE 16 CORPORATION DISSOLUTION

In the event of the Corporation's dissolution, the remaining monies in the Treasury, after corporate expenses have been paid, will be contributed to a non-profit 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 17 WITHDRAWAL OF AFFILIATED CORPORATION 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 Corporation are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Corporation 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 Corporation 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 Corporation 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 Corporation status withdrawn, may re-confer Corporation status upon such body.

**ARTICLE 18
MISCELLANEOUS**

1. Guests are welcome at all regular meetings.
2. The guest speaker's luncheon expense will be assumed by CVSHRM.
3. Student Chapter Presidents (or their appointed replacement) are guests at all regular meetings. Their luncheon costs will be assumed by CVSHRM.
4. Reimbursement for mileage expenses will be \$.10 below the IRS-approved rate for Board of Directors members (or their appointees) attending events representing CVSHRM, and for guest speakers, with Board of Directors approval.
5. The Membership Directory will be distributed in the Fall of the calendar year to all members with paid-up dues. Any requests for the Directory or information contained within it from any other individual(s) must be approved by a majority vote of the Officers of the Corporation, and proposed use of the information will be significant factor in the decision.

**ARTICLE 19
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.

Ratified by the Membership of Corporation and signed by:

Corporation President

_____ Date

Approved by:
SHRM President/CEO or President/CEO Designee

_____ Date

**BYLAWS OF THE
CHIPPEWA VALLEY SOCIETY FOR HUMAN
RESOURCE MANAGEMENT, INC.**

**ARTICLE 1
NAME AND AFFILIATION**

Section 1.1: Name.

The name of the Corporation is the Chippewa Valley Society for Human Resource Management, Inc., a non-stock, non-profit corporation (herein referred to as the "Corporation," or "CVSHRM"). To avoid potential confusion, the Corporation will refer to itself as the Chippewa Valley Society for Human Resource Management ("CVSHRM") and not as SHRM or the Society for Human Resource Management.

Section 1.2: Organization. The Corporation is a non-stock, non-profit corporation organized under Chapter 181 of the Wisconsin Statutes.

Section 1.3: Affiliation. The Corporation is affiliated with the Society for Human Resource Management (herein referred to as "SHRM"). The Corporation may affiliate with any state or national group whose objectives generally correspond with those of the Corporation upon a two-thirds vote of the membership present at a regular meeting.

Section 1.4: Relationships. The Corporation 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 of SHRM, and SHRM shall not be deemed to be an agency or instrumentality of the Corporation. The Corporation shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Corporation shall not contract in the name of SHRM without the express written consent of SHRM.

**ARTICLE 2
PURPOSE**

Section 2.1: This Corporation is incorporated in order that those individuals engaged in Personnel/Human Resource functions in the Chippewa Valley area may regularly meet on common ground to exchange ideas and to discuss experiences and common interests, to otherwise enjoy the advantages of mutual acquaintances and friendship in a spirit of fellowship, and to discuss and study pertinent phases of Personnel/Human Resource administration.

Section 2.2: The objectives of the Corporation are to promote and develop professionalism in Personnel/Human Resource administration in the Chippewa Valley area of Wisconsin; to establish a friendly communication between the various businesses and industries in our areas; to broaden the knowledge of the members through educational programs and activities; to engage in other activities

which will assist our members in more effectively carrying out their responsibilities to their employer, employees, and community; and, to develop techniques and procedures which are designed to make more effective the work of Personnel/ Human Resource administration.

Section 2.3: The Corporation is a non-stock, non-profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2.4: The purposes of the Corporation, as a non-profit corporation, 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;
- vii. to provide a pool of human resource management leaders for perpetuation of the Corporation and of SHRM;
- viii. to serve as an important vehicle for introducing human resource management professionals to SHRM;
- ix. to serve as a source of new members for SHRM; and
- x. to serve as part of the two-way channel of communications between SHRM and the individual members.

Section 2.5: The Corporation 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 Corporation shall be the calendar year, January 1 through December 31.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership. The qualifications for membership in the Corporation shall be as stated in Sections 4.3 through 4.6 of this Article. To achieve the mission of the Corporation, 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 Corporation is neither transferable nor assignable.

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

Section 4.4: Professional Members. Any individual who, in the course of his/her employment, spends a portion of his/her time in Personnel/Human Resource work in its various facets or who demonstrates an interest in Personnel/Human Resource administration and who through his/her employment has a continuous association with Personnel/ Human Resource professionals, shall be eligible to be a professional member of this Corporation. Such eligibility for membership shall not be contingent upon affiliation or membership in any other professional, civic, or fraternal organization, with the exception that non-students who do not perform Human Resource duties for their organization must be a member in good standing of SHRM to be eligible for membership in the Corporation.

Membership in the Corporation shall not be limited as to the number of individuals from each company or firm, provided, however, that each member meets the criteria set forth under Sections 4.3 through 4.6 of this article.

Section 4.5: Associate Members. Any 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 Corporation may be eligible to be an Associate member. Associate members may not vote or hold office in the Corporation.

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 which provides for automatic acceptance of the community college students into the four-year college or 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, may be eligible to be a Student member. Student members may not vote or hold office in the Corporation.

Section 4.7: Application for Membership. Application for membership shall be on the Corporation application form. All applications for membership shall be reviewed and approved by the Vice President of Membership, and any recommended denials will be brought before the Board of Directors. New members shall be afforded full membership rights from the date of application approval by the Vice President of Membership.

Section 4.8: Voting. Each Professional member of the Corporation shall have the right to cast one vote on each matter brought before a vote of the members. Associate and Student Members are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.9: Change in Status. Members who retire or change their job status shall be eligible to retain membership with voting privileges.

Section 4.10: Resignation. Resignation of a member may be requested by a two-thirds majority of the members present and voting at a regular meeting. Voting for this purpose shall require a ten (10) day notice to all members.

ARTICLE 5 MEMBER MEETINGS

Section 5.1: Regular Meetings. Regular meetings of the members shall be held on the third Thursday of each month or as otherwise determined by the Board of Directors.

Section 5.2: Annual Meetings. The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held at the November regular meeting or at such other date and time as determined by the Board of Directors. The Annual Business Meeting of the Corporation shall be held within the first quarter of the fiscal year and shall cover the following:

- Report from the Director of Finance
- Committee Reports (Membership, Programming, etc.)
- Introduction of Officers
- New Business (Goals & Objectives)

Section 5.3: Special Meetings. Special meetings of 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 5.4: 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 seven days prior to the meeting.

Section 5.5: Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or by conference call, 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.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1: Number of Directors. There shall be a Board of Directors initially composed of nine (9) members of the Corporation (in no event shall the Board of Directors be less than three (3)). Officers are eligible to serve on the Board of Directors. Officers who are not members of the Board of Directors will become a member of the Board Ex-officio with the right to attend and take part in all Board meetings but with no right to vote. The Corporation's nine (9) Officers, all committee chairpersons, and the immediate Past President of the Corporation may comprise the Board of Directors of the Corporation. The Board of Directors shall have general charge of all business of the Corporation not transacted during the Annual Business Meeting or any other meeting that constitutes a quorum. The Board of Directors shall have the authority to make policy decisions for the Corporation; to approve, modify, or disapprove reports, resolutions, actions, or recommendations of officers or committees of the Corporation. The Board of Directors shall have supervision over the financial affairs of the Corporation.

Section 6.2: Initial Directors. The initial directors are: Kimberly M. Plautz, Katie O'Malley, Kathi Lee, Mindy Dale, Rose Geist, Jamie Gower, Deb Svihovec, Heather Baker, and Lonna Brantner.

Section 6.3: Power and Duties. The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Corporation and in general exercise all powers of the Corporation.

Section 6.4: Delegation of Authority. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Corporation and such authorization may be general or confined to specific instances. In the absence of specific designation, all instruments, contracts, agreements or other documents made by the Corporation shall be executed in the name of the Corporation by the President or one of the Vice Presidents and by the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer. When any document is executed by any two of the above designated officers, no other party to such instrument or any third party shall be required to make any inquiry into the authority

of the signing officer or officers to execute such documents on behalf of the Corporation. Such execution by said officers shall be acts of the Corporation and binding upon it.

Section 6.5: Qualifications. All candidates for the Board of Directors must be Professional members of the Corporation 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 Corporation also recommends that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.6: Election. A Director shall serve until expiration of a stated term (if applicable), death, resignation or removal for cause. The majority of the remaining Directors shall have the authority to appoint a successor director to fill the vacancy caused by the death, resignation or removal of a current director. Election of Directors that are not filled by automatic progression or by appointment as outlined in this document shall be announced in the October newsletter and the October membership meeting, and members interested in running for a position shall notify the President no later than November 1. A list of the candidates will be made available to the membership in the November newsletter. Members present at that meeting and members who return a completed ballot by the specified deadline date are eligible to vote. Directors shall be elected by a vote of a majority of the Members present and voting at the meeting. The elected Directors will assume office on January 1. During the month of January, incoming and outgoing members of the Board of Directors shall meet for transitional purposes and to complete the SHRM Chapter Activity Plan. It is recommended that the new Members of the Board of Directors also attend the January transitional meeting.

Section 6.7: Term of Office. The terms of office, as referenced herein, shall be the Fiscal Year which extends from January 1 through December 31.

Section 6.8: Vacancies. If a vacancy occurs in one of the elected offices during a fiscal year, the Board of Directors shall appoint a member of the Corporation to fill the unexpired term. The Board of Directors will apply its own procedure in filling such a vacancy.

Section 6.9: 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 Board of Directors present at any meeting at which there is a quorum, either in person or by conference call, shall be the act of the Governing Body, except to the extent that applicable state law may require a greater number. In addition, the Board may act by unanimous written consent of all voting members.

Section 6.10: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Corporation except as prescribed otherwise in these Bylaws or other governing instruments of the Corporation. A Professional 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. Each member of the Board of Directors is expected to attend no less than 50% of all regular monthly meetings of the regular membership and the Board.

Section 6.11: Removal of Director. Any 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. Notice shall be given to said officer and an opportunity to be heard at said meeting. Removal however, shall be at the sole discretion of the Board of Directors

Section 6.12: Books and Records. The Board of Directors shall cause to be kept:

- a. records of all proceedings of the Board of Directors, and Committees thereof; and
- b. all financial statements of the Corporation; and
- c. the Constitution and Bylaws of this Corporation and all amendments thereto and restatements thereof; and
- d. such other records and books of account as shall be necessary and appropriate to the conduct of the Corporation; and
- e. all records of the Corporation shall be open for Director inspection at any reasonable time.

ARTICLE 7 OFFICERS

Section 7.1: Officers. The following shall be Officers of the Corporation: President, a Vice President of Programming (who shall serve as President Elect), a Vice President of Membership, a Director of Public Relations and Marketing, Core Leadership Area Director, a Director of Finance and Organizational Structure, a Director of Administrative Services, a Director of Member Communication, and a Director of Legal and Legislative Affairs. At the beginning of each new fiscal year (January 1), the Vice President of Membership will automatically assume the position of Vice President of Programming, the Vice President of Programming will automatically assume the position of President, and the President will automatically assume the position of Past President.

In the event that the Vice President of Programming announces prior to elections of her/his intent to not assume the President position, the Vice President of Membership will assume the President position at the beginning of that fiscal year. In the event that the Vice President of Membership announces prior to elections of her/his intent to not assume the Vice President of Programming position, then both positions will be filled through the election process.

Section 7.2: Appointment. Officers shall be elected by the majority of the Board of Directors at the annual meeting of the Corporation and shall hold office for one year until successors are chosen. Election or appointment of an officer shall not in itself constitute any contract rights. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors at any meeting called for that specific purpose, or by unanimous consent of all directors.

Section 7.3: Removal of Officer. Any officer of the Corporation may be removed from such office, with cause, upon an affirmative vote of two-thirds of the entire Board of Directors at a duly constituted Board of Directors meeting. Notice shall be given to said officer and an opportunity to be heard at said meeting. Removal however, shall be at the sole discretion of the Board of Directors.

Section 7.4: Resignation. Any Officer may resign at any time by a written instrument to that effect directed to the President or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein and its acceptance by the Board of Directors shall not be necessary to make it effective.

Section 7.5: Compensation. Unless specifically authorized by the Board of Directors, no Officers shall be compensated for his/her services to the Corporation.

ARTICLE 8 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 Corporation Board. The position descriptions are subject to change as deemed necessary by the President and/or the Corporation Board.

Section 8.1: President. The President shall preside at all meetings of the Corporation and shall be a member of both the Wisconsin State Council and the Society for Human Resource Management (SHRM). The Corporation will pay dues for all or a portion of these memberships that are not reimbursable through his/her employer. The President shall appoint all committee chairs and special committees. The President of the Corporation shall be an ex-officio member of all committees. This is a position filled by automatic progression (see above). At the end of her/his term, the Board of Directors may ask the President for nominations for current open positions.

Section 8.2: Vice President of Programming. The Vice President of Programming shall be primarily responsible for programming and shall chair or oversee the chairpersons of the Program Committee, the Conference Committee, and the Special Events Committee. She/he shall assume the duties of the President in the event of absence. She/he shall be a member of SHRM, and the Corporation will pay for up to 50% of SHRM dues if her/his employer has declined to pay this amount. This is a position filled by automatic progression (see above).

Section 8.3: Vice President of Membership. The Vice President of Membership (President-elect) shall be primarily responsible for membership and shall chair or oversee the chairperson of the Mentoring Committee. She/he shall be a member of SHRM, and the Corporation will pay for up to 50% of SHRM dues if her/his employer has declined to pay this amount. This is a position with a one-year term elected by the membership, with the expectation of 3 additional years of service through automatic progression (see above).

Section 8.4: Director of Public Relations and Marketing. The Director of Public Relations and Marketing shall be primarily responsible for creating visibility for the Corporation and for raising

community awareness of our existence and purpose. She/he will also chair or oversee the chairperson of the Community Volunteer Committee. This is a position with a two-year term elected by the membership.

Section 8.5: Core Leadership Area Director. The Core Leadership Area Director shall be primarily responsible for giving guidance and direction to individuals who provide services to the members of our Corporation. Those individuals include the Professional Development Coordinator, the HR Education Committee Chairperson, the Legislative Representative, the Diversity Representative, the Job Bank and Library Coordinator, and our two University Chapter liaisons for UWEC and UW Stout. This is a position with a one-year term elected by the membership.

Section 8.6: Director of Finance and Organizational Structure. The Director of Finance and Organizational Structure shall receive all moneys taken in by the Corporation, shall keep an account of receipts and expenditures made by the Corporation. He/she shall be an ex-officio member of and shall coordinate his/her activities with the Finance Committee. It shall be her/his responsibility to see that an appropriate audit is done yearly, and that a financial update is provided at a meeting of the members at least quarterly. This is a position with a one-year term elected by the membership. The Director of Finance and Organizational Structure may serve no more than two one-year consecutive terms.

Section 8.7: Director of Administrative Services. The Director of Administrative Services shall be present at all meetings of the Corporation, shall keep the minutes of the Corporation meetings, handle the correspondence of the Corporation, and function in all other secretarial capacities that may be designated. This is a position with a one-year term appointed at the time of elections by the incoming President.

Section 8.8: Director of Member Communication. The Director of Member Communication shall be responsible for Corporation newsletters, press releases regarding meetings and seminar offerings, and any other methods of getting important or useful information to the members of the Corporation. This is a position with a one-year term appointed at the time of elections by the incoming President.

Section 8.9: Director of Legal and Legislative Affairs. The Director of Legal and Legislative Affairs shall be primarily responsible for handling all legal matters for CVSHRM, provide periodic legal and legislative updates, and update members through the CVSHRM newsletter. This is a position with a one-year term appointed at the time of elections by the incoming President.

Section 8.10: Education and Representation Responsibilities / Related Expenses.

The following meetings and educational sessions should be attended by at least one Officer (or their appointee):

SHRM National Conference and Expo
SHRM National Legislative Conference
SHRM National Leadership Conference

SHRM Wisc. State Conference
SHRM State Legislative Conf.
SHRM State Leadership Conf.
SHRM State Council Meetings

The following indicates which positions have priority and authorization for requesting sponsored participation for meetings and education. If an individual has already attended one of the items marked with an asterisk, their priority will be below all other positions.

			Pres	VP Prog	VP Member	Dir Mkting	Dir MS	Dir Admin	Dir Finance	Legislative Committee Represent
	*	SHRM Natl Conf	3	1	2	--	--	--	--	--
		SHRM Natl Legis.	4	3	2	--	--	--	--	1
	*	SHRM Natl Leader	1	1	2	--	--	--	--	--
		SHRM State Conf	1	2	3	1	1	1	1	--
		SHRM State Legis.	4	3	2	--	--	--	--	1
		SHRM State Leader	1	1	1	1	1	1	1	--
		SHRM State Council	1	2	3	--	--	--	--	--

Officers of the Corporation will be eligible for reimbursement of reasonable expenses subject to pre-approval by the Board of Directors for attendance at SHRM or CVSHRM-related meetings and education attended during their term of office, if not reimbursable through their employers.

Reimbursements will only be made when substantiated with a receipt.

Section 8.11: Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or Board of Directors.

ARTICLE 9 COMMITTEES

Section 9.1: Committees. The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 9.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 9.3: 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 or task forces may be organized by the President to meet particular Corporation needs.

Section 9.4: Committee Activity. Committees are established to provide the Corporation with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

Section 9.5: Standing Committees. The Standing Committees are: Program, Membership, Newsletter, Education, Legislative, and Finance. The committee chairs, along with all special committees appointed by the President, shall report to the Board of Directors. All Standing committee chairs shall appoint the members of their own committees.

Section 9.6: Quorum. A quorum for committee meetings shall consist of a majority of the members of the committee.

ARTICLE 10 ELECTRONIC VOTING

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

ARTICLE 11 CONFLICTS, LIABILITY AND INDEMNIFICATION

Section 11.1: Conflicts. Any Director, Officer or member having a material financial interest, or having a family member (by blood or marriage) with a material financial interest, in a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall make a prompt, full and frank disclosure of such person's interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts, known to such person, about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest. The Board or committee to which such disclosure is made shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use personal influence on, nor participate (other than to present factual information or respond to questions) in the discussions and deliberations with respect to such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present. For purposes of this section, a person shall be deemed to have a "material financial interest" in a contract or to his/her transaction if such person is the party (or one of the parties) contracting or dealing with the Corporation, or is a director, or officer of, or has a significant financial or influential interest in, the entity contracting with the Corporation. "Family member" means natural, adoptive or marital grandparent, parent, sibling, child or grandchild.

Section 11.2: Indemnification. The Corporation shall to the fullest extent, as required by the Wisconsin Uniform Unincorporated Non-Profit Association Act, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to the amendment), indemnify its Directors, Officers and members against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any Proceeding to which any such Director or Officer is a Party because he or she is or was a Director or Officer of the Corporation. The Corporation shall also

indemnify any employee who is not a Director or Officer, to the extent that the employee has been successful on the merits or otherwise in defense of a Proceeding, for all Expenses incurred in the Proceeding if the employee was a Party because he or she is or was an employee of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses which a Director, Officer or employee may be entitled under any written agreement, Board resolution, vote of shareholders, the Wisconsin Uniform Unincorporated Nonprofit Association Act or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against liabilities and advancement of expenses under this section by the purchase of insurance on behalf of any one or more of such Directors, Officers or employees, whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director, Officer or employee under this section.

ARTICLE 12 STATEMENT OF ETHICS

The Corporation adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Corporation in order to promote and maintain the highest standards among our members. Each member shall honor, respect and support the purposes of this Corporation and of SHRM.

The Corporation 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 Corporation meetings without the approval from the Board of Directors.

ARTICLE 13 PARLIAMENTARY PROCEDURE

Meetings of the Corporation 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 Corporation.

ARTICLE 14 DUES

Section 14.1: Dues Rate. All members shall be charged dues. The Board of Directors shall review the dues rate annually. The rate shall be set at a level appropriate to the annual operating expenses of the Corporation. Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices.

Section 14.2: Dues Payment and Delinquencies. Dues for each member shall be due on or before December 1, or prorated on a one-half year basis. Members delinquent in dues by December 31 shall be dropped from the membership roster and mailing list.

**ARTICLE 15
AMENDMENT OF BYLAWS**

These bylaws may be amended at any regular meeting of the Corporation by a majority vote of the members present and voting at which a quorum exists, provided notice of the proposed amendment has been given at the previous regular meeting, and upon ten (10) days written notice to all members, and provided that no such amendment shall be effective unless, prior to the submission of the amendment to the members for approval, the amendment has been 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.

**ARTICLE 16
CORPORATION DISSOLUTION**

In the event of the Corporation's dissolution, the remaining monies in the Treasury, after corporate expenses have been paid, will be contributed to a non-profit 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 17
WITHDRAWAL OF AFFILIATED CORPORATION 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 Corporation are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Corporation 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 Corporation 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 Corporation 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 Corporation status withdrawn, may re-confer Corporation status upon such body.

**ARTICLE 18
MISCELLANEOUS**

1. Guests are welcome at all regular meetings.
2. The guest speaker's luncheon expense will be assumed by CVSHRM.
3. Student Chapter Presidents (or their appointed replacement) are guests at all regular meetings. Their luncheon costs will be assumed by CVSHRM.

4. Reimbursement for mileage expenses will be \$.10 below the IRS-approved rate for Board of Directors members (or their appointees) attending events representing CVSHRM, and for guest speakers, with Board of Directors approval.
5. The Membership Directory will be distributed in the Fall of the calendar year to all members with paid-up dues. Any requests for the Directory or information contained within it from any other individual(s) must be approved by a majority vote of the Officers of the Corporation, and proposed use of the information will be significant factor in the decision.

**ARTICLE 19
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.

Ratified by the Membership of Corporation and signed by:

Corporation President

_____ Date

Approved by:
SHRM President/CEO or President/CEO Designee

_____ Date