

# BYLAWS OF CHICAGO

## INTERNATIONAL SOCIETY FOR PERFORMANCE IMPROVEMENT

### Article I: Name and Purpose

#### Section 1: Chapter Name

The name of this organization is Chicago International Society for Performance Improvement, referred to hereafter as "Chapter."

#### Section 2: Relationship with International Society for Performance Improvement

The Chapter has a Chartered Chapter relationship with the International Society. A Chartered Chapter currently has the following relationship with the International Society:

- a) Has three officers (including the president and one other executive committee member) that are International members, meets administrative structure requirements, and abides by current chapter bylaws.
- b) Has permission to use the ISPI logo and name per the specified contract.
- c) Is eligible to receive Awards of Excellence and Chapter Recognition.
- d) Receives specified Chapter development and marketing support services. Can receive additional support services from the International Society at cost. Receives discounts on ISPI products, which the chapter can then use or resell.
- e) Pays no dues or other compensation to the International Society.
- f) Is re-qualified every two years by completing and submitting a new Chapter Agreement.
- g) Is re-qualified annually by filing a simplified chapter profile consistent with the awards criteria.

The above provisions shall automatically be adjusted or updated as required by the International Society.

#### Section 3: Governance and Management of Chapter

The chapter shall be governed and managed by the board of directors. They shall set policies within the limits prescribed by these bylaws.

#### Section 4: Mission and Vision Statement

As of November, 2012, the mission of the Chapter is to develop and recognize the proficiency of its members and advocate the use of Human Performance Technology. We:

- Facilitate opportunities for practitioners to network
- Leverage opportunities in order to develop professional skills
- Foster diversity and inclusion
- Promote Chicago ISPI and its potential benefit

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- Operate under the Standards of Performance Technology and the Code of Ethics of our profession

Chicago ISPI's vision is an active professional community where members have the proficiency and insight to use Human Performance Technology to meet the needs and goals of their organizations and clients, so that members are recognized as valued assets.

### **Section 5 – Legal Status and Prohibitions**

The Chapter shall conduct its activities and undertake to achieve its purpose only by the ways and means consistent to be an educational and scientific organization within the meaning of tax exempt status of Section 501(c)(3) in the Internal Revenue Code of 1986, as amended.

The Chapter shall not conduct any of the activities of a business league, or of any of the other types of organizations listed in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and shall not seek to promote or improve the business or economic status of any of its members or any profession to which any of its members may belong. The Chapter shall not engage in any activity other than those necessary to carry out its purposes in a manner consistent with requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and other related sections of the law.

## **Article II: Membership**

### **Section 1: Eligibility for Membership and Dues**

Membership in the Chapter shall be open to those interested in the purposes of the Chapter. An applicant for membership will be deemed a member for any period that the applicant's dues are paid. The Chapter shall not discriminate on the basis of race, sex, creed, age, national origin, veteran status, or handicap. Dues, fees, and terms for Chapter membership will be set annually by the board of directors.

### **Section 2: Membership Privileges**

The executive committee shall determine the privileges associated with the types of membership classes and the duration of such privileges. All active chapter members shall be extended the privilege to participate in, at a minimum:

- Chapter functions, events, communications, and activities
- The Chapter Website
- Chapter board, committee, and sub-committee meetings
- Chapter-sponsored workshops

### **Section 3: Classes of Membership**

Membership classes will be determined by the board of directors to obtain the objectives of the chapter. Membership classes may include, but are not limited to: regular (individual), student, corporate, and lifetime. Members in each category will receive the privileges listed in Article II,

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Section 2 as long as their dues are current. Additional benefits can be determined by the board of directors.

#### **Section 4: Property Rights**

No member shall have any right, title, or interest in any of the property or assets, including earnings or investment income of the Chapter, nor shall any property or assets be distributed to any member on its dissolution.

#### **Section 5: Liability of Members**

No member of this Chapter shall be personally liable for its debts, liabilities, or obligations, nor shall any member be subject to any assessment.

#### **Section 6: Non-transferability and Termination**

Membership in this Association is nontransferable, except that a corporate member may change at any time the persons whom it designates to be individual members. Membership shall terminate on the resignation or death of an individual member, on the dissolution of an organizational member, or on a member's failure to pay the dues required in these Bylaws. A member whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

## **Article III: Organization and Management**

#### **Section 1: Authority**

The highest authority for deciding the policies and procedures by which chapter affairs are managed is the Voting Membership duly assembled or voting by mail or electronic ballot. The voting membership approves changes to the Chapter Bylaws, elects officers, resolves policy issues, and confirms, revises, or can repeal any action taken by the board of directors.

#### **Section 2: Management**

The management of the affairs of the Chapter shall be vested in its board of directors, its legally constituted governing body. It shall be the duty of the board of directors to carry out the goals and objectives of the Chapter and, to this end, it may exercise all powers of the Chapter.

#### **Section 3: Plan**

The board of directors will use the Chicago ISPI Five-year Plan to grow and manage the Chapter. In years one and two, the organization will follow the plan as stated. In years three through five, the newly elected board reviews progress-to-date, the economic climate, and the organization's capabilities to create a one-year plan of specific and detailed actions to take during the next year to move the organization closer to meeting all five-year goals.

- a) *Chicago ISPI Five-year Plan*: The plan consists of 1 year, 2 year, and 5 year goals for the Chapter. The first plan will be implemented in January 2013, with year 2 in

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2014, year 3 in 2015, year 4 in 2016, and year 5 in 2017. In 2017 a new five-year plan will be implemented and again in 2022 and so on.

- b) *Strategic Planning Committee:* At the end of year four, the board of directors will create a strategic planning committee to review progress and create a new five-year plan. The current president and a minimum of two past officers must sit on the committee. This occurred the first time in 2011 and will occur in 2016 and 2021 and so on.
- c) *Approval:* The strategic planning committee will present the plan to the board of directors by September. A simple majority (one more than 50%) of the board of directors must approve the plan before the next board takes office and by the end of the current calendar year.
- d) *Changes to the Plan:* If any goals are met early, a board may create new short-term goals. Individual goals may be amended based on changing circumstances with the board of directors' approval. The entire plan or sections of the plan may not be set aside. If the plan doesn't reflect current circumstances, the board of directors must form a strategic planning committee earlier than intended, ask the committee to create a new plan, and vote on the committee's suggested plan.

#### **Section 4: Administration**

The board of directors may retain the services of a qualified professional for the administration and functioning of the Chapter. Such services may include an association management company or administrative position to handle such items as correspondence, member contact, assistance with Programs, legal and financial reporting, annual report, and financial transactions. Said position would report to the executive committee and duties are to be defined by the executive committee.

#### **Section 5: Executive Committee**

The four officers serve as members of the executive committee. Except for the power to 1) amend the articles of incorporate and bylaws; 2) remove a director or officer; 3) hire or fire a manager; or 4) affect revenues by obligating the Chapter to new debt or removing sources of revenue, the executive committee shall have all the powers and authority of the board of directors in the intervals between.

- a) *Elected Officers:* Elected officers of the Society shall be the president, secretary, and treasurer.
- b) *Appointed Officer:* The vice president is appointed by the executive committee.
- c) *Shared Positions:* Any position may be shared between two members.
- d) *Meetings:* At his or her discretion, the president may call or cancel a session of the executive committee. The executive committee shall meet at least 12 times per year. They may meet more frequently.
- e) *Quorum of the Executive Committee:* A majority of the executive committee shall constitute a quorum for the purpose of conducting chapter business in a timely fashion. However, a quorum shall consist of at least three officers, of which two must be elected by the chapter membership.

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- f) *Voting*: A simple majority vote (one more than 50%) of officers in attendance is necessary to approve actions and issues of the executive committee or to move a motion from the executive committee to the board of directors for a vote. When positions are shared by two people, the executive committee must implement a voting procedure that ensures each position's vote is weighted equally.
  - g) *Term Limits*: Any officer may serve a maximum of twice in the same position and a maximum of six years within a ten-year period.
  - h) *Functional Oversight*: Each officer oversees one or more functional areas.

### **Section 6: Managing Directors**

Managing directors are appointed by the executive committee for a term of no less than six months and no more than two years. They are responsible for managing functional areas of the organization, which may include, but are not limited to: Programs & Services, Image & Brand, Technology, People, Operations, and Growth & Development.

- a) *Directors*: the executive committee is required to appoint a minimum of four directors and a maximum of eight directors.
- b) *Qualifications*: Directors must be members of the Chapter. Each director is allowed to hold only one position at a time. Directors may serve twice in the same position and a maximum of 6 years in any ten-year period.
- c) *Shared Positions*: Any position may be shared between two members.
- d) *Meetings*: Each director will meet with his or her team(s) at least once per month and provide a status report as requested by the executive committee.
- e) *Leaving office*: If unforeseen circumstances prevent a director from completing his or her term, the director will notify the executive committee in writing one month prior to his or her departure.
- f) *Transitions*: When the term is over, each director shall follow the current guidelines to ensure a smooth transition.

### **Section 7: Board of Directors**

The board of directors, consisting of both all officers and directors, is responsible for ensuring the Chapter functions well and meets its obligations.

- a) *Meetings*: The directors and the officers will meet jointly at least three times a year.
- b) *Quorum of the Board of Directors*: A simple majority of all officers and directors (one more than 50%) shall constitute a quorum for the purpose of conducting chapter business.
- c) *Voting*: A simple majority of board members in attendance (one more than 50%) is necessary to finalize chapter business. When positions are shared by two people, the executive committee must identify a voting procedure that ensures each position's vote is weighted equally.
- d) *Compensation*: Board members are not paid for their service. During their service, they may receive free admission to Chapter programs, limited to the program admission and the meal. Optional program fees, such as a book purchase, are not included.

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- e) *Participation*: Board members are required to attend a simple majority of in-person program meetings (one more than 50%) and a simple majority of board meetings (one more than 50%) held each year.

### **Section 8: Corrective Action**

When an officer or director does not fulfill his or her responsibilities, corrective action should be taken in the following manner:

- a) *Informal Action*: Any elected or appointed officer or director may request the president to informally meet with another officer or director to attempt to resolve misunderstandings or to clarify the role, expectations, and inherent responsibilities and obligations.
- b) *Formal Improvement Plan*: If informal action does not resolve the problem, any officer or director may request the executive committee to create a formal improvement plan to be implemented by the officer or director who is not meeting his/her obligations. The officer or director in question and a majority of the executive committee members must agree on the concerns, agree on the improvement plan, have a printed and electronic improvement plan, and all sign the printed copy of the improvement plan.
- c) *Removal from Office*: If informal or formal action does not resolve the problem, or if the officer or director in question refuses to or does not respond to a request to complete a formal improvement plan, an officer or director may request that a motion to dismiss this officer or director be placed on the agenda for a board of directors meeting. An appointed officer or director shall be removed from office if a simple majority (one vote more than 50%) of all board of directors in attendance vote in favor of this action. An elected officer shall be removed from office if two-thirds of the board of directors vote in favor of this action.

## **Article IV: Officers**

### **Section 1: Number**

Chicago ISPI will have the following officers: president, vice president, treasurer, and secretary.

### **Section 2: Qualifications**

Officers must be members of the Chapter. No person may hold more than one office at the same time. Officers may serve twice in the same position and a maximum of 6 years in any ten-year period. Candidates for an officer position should have completed a term as a director in the last three years or an officer in the last seven years. In the event no such person is available, the Nominations Committee may suggest someone without that qualification.

### **Section 3: Election and Term of Office**

All officers serve a period two years. The president, treasurer, and secretary are elected and the vice president shall be appointed by the executive committee. Terms of elected officers will

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start on January 1, or when duly elected or appointed, and finish when the newly-elected successors take office.

- a) If unforeseen circumstances prevent an officer from completing his or her term, the officer will notify the executive committee in writing one month prior to his or her departure.
- b) When the term is over, each officer shall follow the current guidelines to ensure a smooth transition.

#### **Section 4: Duties**

The Officers of the Chapter shall perform such duties as are usual to their positions and as are assigned to them by the board of directors. The duties are defined in separate Chapter documents as may be approved and updated by the board of directors. However, minimal duties shall include:

- a) The president shall preside at all meetings of the chapter, executive committee, and board of directors. The president will appoint all teams and direct the administration of the business of the chapter. The president will be an ex-officio member of all teams and have oversight of at least one functional area.
- b) The vice president will act for the president when the president is absent at any meetings of the chapter, the board of directors, or teams. The vice president will have oversight of at least functional area.
- c) The secretary will issue notices and keep minutes for all meetings. The secretary will be responsible for keeping all these records of the chapter, executive committee, and board of directors. The secretary will have oversight of at least functional area.
- d) The treasurer ensures that dues and assessments are collected, that disbursements are made, and ensures the necessary financial records are kept as may be required by the board of directors. The treasurer will oversee, maintain, and submit financial records for audit when required by the board of directors and deliver such records to the succeeding treasurer upon retirement from office. In the event the chapter has a management company that oversees day-to-day financial transactions, the treasurer will oversee the management company's work.

#### **Section 5: Vacancies**

In the event of a vacancy in the office of president, the vice president shall immediately assume the role of acting president, and a special election shall be held to elect a new president within three months. In the event of a vacancy in an elected position other than president, the president with the approval of the executive committee may appoint an active chapter member to complete the rest of the term.

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## Article V: Nominations and Elections

### **Section 1: Nominations**

The vice president will form a Nominating Committee with the approval of the executive committee. The Nominating Committee will have no fewer than three members, and will include the vice president, at least one director, and at least one member who is not on the board of directors. They will seek the input of the board and solicit input from members. A slate of candidates for officer positions will be presented to the membership by November 1<sup>st</sup> in years when terms are ending.

### **Section 2: Voting**

Executive committee officers will be elected by secret ballot from the voting membership under procedures provided by the current executive committee. Ballots will be distributed electronically to all members and must be returned electronically within the ballot system or application used for the election by the date indicated. The nominee receiving the highest number of votes for each position shall be declared elected.

### **Section 3: Assuming Office**

Officers will assume their respective offices on the first day of January after being elected. In the case of a special election, they will assume office the day after the election results are final. While officers do not assume their duties until January 1, they are required to review The Chicago ISPI Five-year Plan and prepare themselves for their duties immediately after the results are announced.

## Article VI: Finance

### **Section 1: Spending Chapter Funds**

Executive committee officers have authority to receive reimbursement for chapter business if the expenditure does not exceed a predetermined amount specified by the executive committee. To incur an expense that exceeds a predetermined amount, the executive committee officer must propose a spending request at an executive committee meeting. If a majority of officers vote in favor of the proposed request, the request is approved. All executive committee officers must present an original receipt to the treasurer within 30 days of purchase to receive reimbursement. All directors must obtain approval from their functional area's oversight officer for any expenses.

### **Section 2: Compensation**

The president and treasurer have joint authority to determine if an individual should receive compensation for duties required to carry out chapter business (i.e., may decide to pay for a desktop publisher to produce a chapter publication or purchase a book to provide the basis of a program).

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### **Section 3: Financial Reporting**

The treasurer is responsible for monthly, quarterly, and annual financial reporting to the executive committee. This includes required tax, corporate, and other legal filings.

### **Section 4: Budget**

The treasurer is responsible for presenting a proposed budget for the next fiscal year to the executive committee by October 1. The executive committee is responsible for reviewing the budget and moving it to the board of directors for a final vote.

## **Article VII: Dues and Fees**

The basic dues of the Chapter shall be determined by the executive committee and program fees will be proposed by Programs and approved by the executive committee.

- a) *Dues*: Dues shall be based on membership class. Dues for certain classes of members, such as Student, will be less than those for regular members.
- b) *Program fees*: Program fees will be lower for members than non-members, and lower for Alliance members than non-members.
- c) *Debts*: Any outstanding debts to the chapter must be paid in full before a chapter member's application for renewal can be processed by the Chapter.
- d) *Lifetime Members*: Membership dues shall be waived for Lifetime Members.
- e) *Waiving Dues and Fees*: Dues may be waived in recognition of exceptional volunteer services as recognized by an executive committee officer.
- f) *Board of Directors Dues and Fees*: During the year of their service, if they are meeting the minimum participation required, board members may attend events for no cost. Following the year of their service, board members may receive a dues waiver.

No part of the receipts of the Chapter shall insure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the chapter 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 Section III hereof.

## **Article VIII: Meetings and Professional Development**

### **Section 1: Programs**

The Chapter will provide a minimum of six programs per calendar year and at least three of these must be in-person events. When at all possible, an annual calendar of events should be established by January and published to members as soon as possible.

### **Section 2: Professional Development**

The Chapter will promote its mission primarily through the professional development of its members. This may include providing workshops, publications, website, communications, or conferences; disseminating research findings; and other such means as the board of directors

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may authorize. The board of directors will identify what is important to its members through surveys, member meetings, and evaluations of events.

### **Section 3: Annual Meeting**

An annual meeting of members shall be held in conjunction with the annual Member Event or such other day and time as the board of directors may designate.

### **Section 4: Notice of Meetings**

Written or electronic notice stating the place, day, and hour of any meeting of members shall be delivered by electronic mail to each member entitled to vote at such meeting, not less than ten nor more than 50 days before the date of such meeting, by or at the direction of the president, the secretary, or such officers as are calling the meeting. In the case of special meetings, or when required by these Bylaws or by law, the purpose or purposes for which the meeting is called shall be stated in the notice.

## **Article IX. Amendment and Modification of Bylaws**

Amendments to these Bylaws may be initiated by a Chapter member in good standing, a director, or an officer. A proposed amendment must be submitted in writing to the vice president and signed by the member proposing the amendment. Non-material changes may be approved by the Board of Directors. Notice of any material change must be published and distributed to the membership at least 14 calendar days prior to voting on proposed changes. Bylaws may be amended by a simple majority of the membership voting (a simple majority is defined as one vote more than 50% of those voting) . Voting can occur with an electronic ballot or in writing at a monthly program. Notice of approved changes to these Bylaws will be published or distributed to all Chapter members no later than 30 days following adoption.

## **Article X: indemnification**

The organization agrees to indemnify, defend and save harmless the board members, its officers and directors, from and against all liability, loss, cost or expense (including attorney's fees) by reason of liability imposed upon the members or any other party indemnified herein , arising out of or related to organization's activities, whether caused by or contributed to by the members or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.

## **Article XI: Dissolution**

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of the said funds shall inure or be distributed to the members of the association. On dissolution of the Chapter, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of directors.

