

ISPI Michigan Chapter Bylaws

Article I

Name

This association shall be known as the International Society for Performance Improvement (ISPI) – Michigan Chapter, a Chapter of the International Society for Performance Improvement (ISPI-International) since 1963.

The fiscal year of the Chapter is January 1 to December 31.

Article II

Objectives

The objectives of this Chapter are to:

- (a) to foster a dynamic professional community of practice in human performance improvement in Michigan;
- (b) to provide high-quality professional development opportunities for performance improvement professionals, managers, human resource personnel, trainers, coaches, educators, administrators and other leaders who facilitate the workforce performance improvement of clients, partners, colleagues, workers and other learners;
- (c) to contribute to the success of the Chapter's members and their organizations;
- (d) to contribute to the success of business, education and society by sharing and encouraging best practices in human performance improvement in and beyond Michigan; and
- (e) as a charter chapter of the International Society for Performance Improvement (ISPI International), to collaborate with ISPI International and its chapters throughout the world in furthering the state of the art and science of human performance improvement for the benefit of all.

Article III

Membership and Prerogatives of Members

Section 1: Eligibility

Membership in this Chapter shall be open to any person interested in its purpose and willing to support its objectives. An applicant shall become a full-fledged member upon receipt of the application and dues. This society is non-discriminatory.

Section 2: Classes of Membership

The following classes of membership shall exist in the Chapter:

1. Charter Members are all members in good standing whose names appear on the membership roll on or before January 31, 1964. They shall remain members for life without payment of dues and have the same benefits as Active Members.
2. Past Presidents are persons who have completed a term as Chapter President. They shall remain members for life without payment of dues and have the same benefits as Active Members.
3. Active Members are all persons meeting the criteria for eligibility as members who have paid their current dues.
4. Student Members are persons enrolled in a university program in the field who have paid the student dues.

Section 3: Prerogatives of Members

Charter Members, Past Presidents, and Active Members in good standing shall be entitled to vote and to receive all benefits of this Chapter. Local members can hold appointed offices and elected Board positions. Local members who are also ISPI-International members can hold elected offices of President-Elect, President, and Past-President.

Section 4: Notices to Members

A notice may be given to a member either personally or by mail to the member's registered email or postal address. A notice sent by mail to a member's email or postal address is deemed to have been given on the second day following the day on which the notice is sent or posted.

Section 5: Delinquency

Any member failing to pay dues by the expiration date of their membership shall be dropped from the membership provided the member has been notified of his/her delinquency.

Section 6: Exclude

The Board of Directors of the Chapter may recommend that a member whose actions are detrimental to the purpose and objectives of the Chapter be invited to appear at the next scheduled board meeting where he/she shall have the right to explain his/her actions. A vote of sixty percent of the Board members present at the meeting will determine if exclusion is required.

Article IV

Organization

ISPI-Michigan shall maintain a P.O. box and telephone number. Official business will be conducted via the P.O. box.

Section 1: Authority

The voting members are the highest level of authority for deciding the policies and managing the affairs of the Chapter. Voting is done by e-mail or at a membership meeting. For voting that

will take place during a membership meeting, members will be notified of the pending vote via e-mail a minimum of seven days in advance of a vote. The membership approves Bylaws, elects the Board of Directors, resolves policy questions brought to it, and may confirm, revise, or repeal the actions of the Board of Directors, or of any Board member or employee of the Chapter.

Section 2: Board of Directors

The Board of Directors of the Chapter shall include the following officers:

1. A President oversees the operational and administrative activities of the business of the organization, presides over meetings, contributes to the Chapter operations information which is kept online in the ISPI Website, and acts as the Chapter liaison to ISPI-International.
2. A President-Elect provides “backup” services to the President, learns the operation of the Chapter, and the following year assumes the presidency.
3. A Past-President is responsible for succession planning and implementation of the election process.
4. A Vice-President of Member Services is responsible for building and maintaining a strong membership base. This includes soliciting new members, sending requests to renew membership, maintaining the membership database, developing orientation materials for new members, and coordinating activities that provide recognition to members for their contributions to the field of human performance technology.
5. A Vice-President of Communications is responsible for soliciting and distributing information to the membership. This includes maintaining the ISPI Website, creating and distributing Chapter information (including program announcements), and posting Board of Directors documents on the Board portal.
6. A Vice-President of Marketing is responsible for promoting the Chapter to business entities, educational institutions, and individuals who might benefit from Chapter membership.
7. A Vice-President of Finance is responsible for creating the annual budget, conducting financial transactions between members and guests and the Chapter, maintaining a bank account in good standing, and submitting monthly financial reports.
8. A Vice-President of Programs is responsible for planning and coordinating quality programs and events.

The Presidents and Vice-Presidents may appoint additional officers, chairpersons, or coordinators to aid them in the execution of their duties. Such appointments, however, carry no tenure and may be revoked at any time.

Section 3: Meetings of the Board of Directors

1. There will be ten scheduled meetings of the Board of Directors per year. All Board members are expected to attend. Board members may participate via teleconference or videoconference at the discretion of the Board of Directors.
2. A majority of the Chapter Board of Directors shall constitute a quorum for the purpose of conducting chapter business in a timely fashion.

3. A simple majority vote from officers in attendance is necessary to approve actions and issues of the Chapter Board of Directors (i.e., a simple majority is defined as one vote more than 50% of the Chapter Board of Directors in attendance).
4. All Board members must submit a monthly status report prior to the Board meeting.

Section 4: Terms of Office

1. All Board members of the Chapter, with the exception of the President, shall serve for a term of two years beginning when duly elected by the membership and ending when their newly elected successors take office. The terms of the Board members are staggered. Only half of the Board members are new each year so that the Board does not all turn over at one time.
2. The President shall serve for a term of three years, serving one year as President-Elect, one year as President, and one year as Past-President.
3. In the event of the vacancy of an elected office during a term of office, the President, with the approval of the Board of Directors, will appoint an officer to fill the unexpired term.
4. The Recorder position is an appointed, non-voting member of the Board who attends meetings, documents minutes, and assists the President and President-Elect.

Section 5: Indemnification

The Chapter shall indemnify a director, officer, employee, agent, volunteer or member of this Chapter to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements, and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, agent, volunteer or member, except that the mandatory indemnification required by this sentence shall not apply:

- (i) to a breach of such person's duty of loyalty to the Chapter;
- (ii) For acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law;
- (iii) For a transaction from which such person derived an improper personal benefit; or
- (iv) Against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Chapter, or against expenses in any such case where such person shall be adjudged liable to the Chapter.

The Board of Directors may indemnify those of the Chapter's employees, agents, members or volunteers who are not directors in all instances; including those which are excluded from mandatory indemnification under paragraph 1, as it deems appropriate, so long as such indemnification is not inconsistent with law. Such indemnification may be provided by general or specific resolution, or by contract approved by the Board.

No amendment to or repeal of this Section shall apply to or have any effect on the indemnification's hereunder of any director, officer, employee, agent, volunteer or member of the Chapter for or with respect to any acts or omissions of such person occurring prior to such amendment or repeal.

Section 6: Elections

Chapter leadership is offered through an election open to members in good standing. The annual election, conducted via e-mail, consists of nominations, election ballots, and election results for each elected position of the Board of Directors. Election results will be determined based on the greatest number of votes received for each position. Announcement of the new Board of Directors will be made in Chapter communications prior to their installation.

Section 7: Corrective Action

When a Chapter Board of Directors officer does not fulfill his or her responsibilities, the Chapter Board of Directors may take the following corrective actions:

1. *Informal Intervention:* Any elected or appointed officer may request the President or President-Elect to informally meet with another Chapter Board of Directors officer to attempt to resolve misunderstandings, clarify their role, expectations, and inherent responsibilities and obligations.
2. *Removal from Office:* If informal intervention does not resolve the problem, a Chapter Board of Directors officer may request that a motion to dismiss this officer be placed on the agenda for a Chapter Board of Directors meeting. An appointed chairperson shall be removed from office if a simple majority (i.e., one vote more than 50% of the Chapter Board of Directors officers in attendance) of all Chapter Board of Directors officers vote in favor of this action. An elected officer shall be removed from office if two-thirds of the Chapter Board of Directors officers in attendance vote in favor of this action.

Article V

Meetings of the Members

Section 1: Membership

1. Monthly business meetings will be held at the beginning of each monthly membership program.
2. Meetings will normally be scheduled monthly from September through June at an appropriate location. The Chapter does not hold a membership program in December.

Section 2: Special Meetings

The President or the Board of Directors may call special meetings of the members. Written notification of such meetings shall be required seven days prior to the meeting date.

Article VI

Dues

The Chapter Board of Directors shall determine the basic dues of the Society. The dues shall be based on membership class. Monthly meeting and any workshop fees will be lower for members than non-members. Any outstanding debts to the chapter must be paid in full before a chapter member's application for renewal can be processed by the Society. Membership dues may be waived in recognition of exceptional volunteer services recognized by a Chapter Board of Directors officer, and approved by a majority of the Board.

Article VII

Expenditures from Chapter Funds

Chapter Board of Directors officers have authority to receive reimbursement for chapter business if the expenditure does not exceed a predetermined amount specified by the Vice President of Finance. To incur an expense that exceeds a predetermined amount, the Chapter Board of Directors officer must propose a spending request at a Chapter Board of Directors meeting to be approved. If a majority of officers vote in favor of the proposed request, the request is approved. All Chapter Board of Directors officers must present an original receipt to the VP of Finance within 30 days of purchase to receive reimbursement.

Article VIII

International Society for Performance Improvement Affiliation

Section 1: Obligations

In order to remain a Charter Chapter of the International Society for Performance Improvement, the ISPI-Michigan Chapter must meet the following criteria:

1. Three Board members must be ISPI-International members. These include the President, the President-Elect, and one other Board member.
2. The President must serve as the official liaison to ISPI-International.
3. At least 10% of its local members must be members of ISPI-International.
4. The Chapter Bylaws must not be in conflict with ISPI-International.
5. The Chapter must have submitted a current copy of its Bylaws to ISPI-International.
6. The Chapter must have submitted a current list of all Board members and the Chapter mailing address to ISPI-International.
7. The Chapter must commit to the mission and vision of ISPI-International and agree to the terms and conditions in the letter of agreement. This agreement is signed every two years.

Section 2: Privileges

1. The local Chapter maintains autonomy in the determination of all decisions regarding dues, meetings scheduled, programs, elections, and local offices as contained in these Bylaws.
 5. The local Chapter is entitled to all rights, privileges, and resources extended to other local chapters.
 6. Article IX

Amendments

Section 1: Amendments

These Bylaws may be amended through a vote of the membership by a majority of the votes cast. Amendments may be recommended by the Board of Directors or may be submitted to the Board of Directors by petition of five or more voting members.

Members must be notified not less than 14 days prior to a vote to amend these bylaws.

Section 2: Dissolution

If the Chapter shall determine to terminate its activities and dissolve, all the assets and property of the Chapter without exception shall be transferred to a worthwhile educational institution or organization as determined by the Board of Directors.