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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 1, 2007**

**CBIZ, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

0-25890  
(Commission  
File Number)

22-2769024  
(IRS Employer  
Identification No.)

6050 Oak Tree Boulevard, South, Suite 500  
Cleveland, Ohio  
(Address of principal executive offices)

44131  
(Zip Code)

216-447-9000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or By-Laws**

On November 1, 2007, the Board of Directors of CBIZ, Inc. (the "Company") approved amendments to ARTICLE 6, Sections 6.1 and 6.3 of the Company's Amended and Restated By-Laws (the "By-Laws") to permit the issuance and transfer of uncertificated shares of its stock. This amendment was adopted to allow the Company to participate in the Direct Registration System which will be required of all NYSE-listed companies by January 1, 2008.

The direct registration system enables investors to establish, either through the Company's transfer agent or through the investor's broker-dealer, a book-entry position on the books of the Company and to electronically transfer their position through the Depository Trust Company. The system also enables investors to have securities registered in their name without having a physical certificate issued. The description of the amendment to the By-Laws contained herein is qualified in its entirety by the complete text of the amendment to the By-Laws, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01(d). Exhibits.**

(d) Exhibits

3.1 Amendment to CBIZ, Inc.'s Amended and Restated By-Laws.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

November 7, 2007

CBIZ, INC.

By: /s/ Michael W. Gleespen

Name: Michael W. Gleespen

Title: Corporate Secretary

**AMENDMENT TO**  
**AMENDED AND RESTATED BY-LAWS OF**  
**CBIZ, INC.**

The Amended and Restated By-Laws of CBIZ, Inc. (the “By-Laws”) are hereby amended as follows:

1. ARTICLE 6, Section 6.1 of the By-Laws is amended and restated in its entirety to read as follows:

6.1 Certificated and Uncertificated Shares. Shares of stock of the Corporation may be represented by stock certificates or uncertificated, as provided under the General Corporation Law of the State of Delaware. Every holder of stock of the Corporation, upon written request to the transfer agent or registrar of the Corporation, shall be entitled to have a certificate, in such form as may be prescribed by law and by the Board of Directors, certifying the number and class of shares owned by him or her in the Corporation. Each such certificate shall be signed by, or in the name of the Corporation by, the Chairman of the Board, the Chief Executive Officer or the President, and the Treasurer or the Secretary, of the Corporation. Any or all of the signatures of the certificate may be a facsimile.

Each certificate for shares of stock which are subject to any restriction on transfer pursuant to the Certificate of Incorporation, the By-Laws, applicable securities laws or any agreement among any number of stockholders or among such holders and the Corporation shall have conspicuously noted on the face or back of the certificate either the full text of the restriction or a statement of the existence of such restriction.

2. ARTICLE 6, Section 6.3 of the By-Laws is amended and restated in its entirety to read as follows:

6.3 Transfer of Stock. Except as otherwise established by rules and regulations adopted by the Board of Directors, and subject to applicable law, shares of stock may be transferred on the books of the Corporation (a) in the case of shares of stock represented by a certificate, by the surrender to the Corporation or its transfer agent of the certificate representing such shares properly endorsed or accompanied by a written assignment or power of attorney properly executed, or (b) in the case of uncertificated shares, on proper instructions from the holder of record of such shares or the holder’s legal representative, in either case with such proof of authority or the authenticity of signature as the Corporation or its transfer agent may reasonably require. Except as may be otherwise required by law, by the Certificate of Incorporation or by these By-Laws, the Corporation shall be entitled to treat the record holder of stock as shown on its books as the owner of such stock for all purposes, including the payment of dividends and the right to vote with respect to such stock, regardless of any transfer, pledge or other disposition of such stock, until the shares have been transferred on the books of the Corporation in accordance with the requirements of these By-Laws.

Except as aforesaid, the By-Laws shall remain in full force and effect.

Adopted by the Board of Directors of  
CBIZ, Inc. on November 1, 2007