



Central Louisiana Society for Human Resource Management

Chapter #0367



CONSTITUTION & BYLAWS

Chapter Amendments as of April 17, 2019
SHRM Approved as of September 14, 2019

**By-Laws of the
Central Louisiana Society for Human Resource Management
(CLSHRM)**

**ARTICLE 1
NAME**

Section 1.1: Name.

The name of the Chapter is Central Louisiana Society for Human Resource Management (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Central Louisiana SHRM or CLSHRM and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation.

The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.3: Relationships.

The Chapter is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrumentality of the Chapter. The Chapter shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Chapter shall not contract in the name of SHRM without the express written consent of SHRM.

ARTICLE 2 PURPOSE

The purposes of this Chapter, as a not for profit organization, are to:

- I.** Provide a forum for the personal and professional development of our members;
- II.** Provide an opportunity to develop leadership, managerial, public speaking and group decision-making skills;
- III.** Provide an arena for the development of trust relationships where common problems can be discussed and deliberated;
- IV.** Provide an opportunity to focus on current human resource management issues of importance to our members;
- V.** Provide a focus for legislative attention to state and national human resource management issues;
- VI.** Provide valuable information gathering and dissemination channels;
- VII.** Provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM;
- VIII.** Serve as an important vehicle for introducing human resource management professionals to SHRM;
- IX.** Serve as a source of new members for SHRM; and
- X.** Serve as part of the two-way channel of communications between SHRM and the individual members.

The Chapter supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession and to:

- A. Be a recognized world leader in human resource management;
- B. Provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- C. Be the voice of the profession on human resource management issues;
- D. Facilitate the development and guide the direction of the human resource profession; and
- E. Establish, monitor and update standards for the profession.

ARTICLE 3 FISCAL YEAR

The fiscal year of the Chapter shall be the calendar year.

ARTICLE 4 MEMBERSHIP

Section 4.1: Qualifications for Membership.

The qualifications for membership in the Chapter shall be as stated in Sections 4.3, 4.4, and 4.5 of this Article. To achieve the mission of the Chapter 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 Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership.

Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.4: Members.

Membership shall be limited to those individuals who are engaged as one or more of the following: (a) practitioners of human resource management at the exempt or non-exempt level; (b) certified by a human resources credentialing agency; (c) faculty members holding an assistant, associate or full professor rank in human resource management or any of its specialized functions at an accredited college or university and have at least three years of experience at this level of teaching; (d) full-time consultants with at least three years' experience practicing in the field of human resource management; (e) full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession; and (f) those individuals who do not meet the qualifications of the above stated, but who demonstrate a bona fide interest in human resource management and the mission of the Chapter. Only Members qualified in categories (a) through (e) may vote and hold office in the Chapter.

Section 4.5: Student Members.

Student Members are those individuals who are (a) enrolled either as fulltime 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. Student Members may not vote or hold office in the Chapter.

Section 4.6: Application for Membership.

Application for membership shall be on the Chapter application form. All applications shall be reviewed by the Vice President of Membership and approved by the Board of Directors or their designee. New Members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

Section 4.7: Voting.

Each Member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student Members and those individuals qualifying for membership under Section 4.4(f) are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.8: Dues.

Annual membership dues for each category of member shall be established by a vote of the membership present at a regularly scheduled meeting. Dues will be on a rolling annual basis and will be due at the start of the month from when the Member paid dues (i.e., a member who pays dues on March 15 of one year would owe dues on March 1 of the following year).

**ARTICLE 5
MEMBER MEETINGS**

Section 5.1: Regular Meetings.

Regular meetings of the Members shall be held on the third Wednesday of each month or as otherwise determined by the Board of Directors. Chapter business will be discussed at a minimum of once per quarter.

Section 5.2: Annual Meetings.

The annual meeting of the Members shall be held in October of each year. The meeting for electing Directors shall be held by October or at such other time as determined by the Board of Directors.

Section 5.3: Special Meetings.

Special meetings of Members shall be held on call of the President or the Board of Directors.

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, by conference call, or by email ballot shall constitute a quorum. The vote of a majority of the Members present at any meeting at which there is a quorum 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: Power and Duties.

The Board of Directors (also referred to as the "Board") shall manage and control the property, business and affairs of the Chapter and in general exercise all powers of the Chapter.

Section 6.2: Officers.

The Board of Directors shall be the Officers of the Chapter and shall consist of: President, President-Elect, Vice President of Membership, Vice President of Finance, Vice President of Administration, Vice President of Communications, and Immediate Past President.

Section 6.3: Qualifications.

All candidates for the Board of Directors must be Members of the Chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current Member in good standing of SHRM throughout the duration of his/her term of office.

Section 6.4: Election - Term of Office.

Directors shall be elected by the Members at the annual meeting of the membership from the proposed slate of the nominating committee appointed by the Board of Directors at the beginning of each election year. Each elected Director shall assume office on January 1 following his/her election and shall hold office for one year or until his/her successor is elected and takes office. Directors may be elected to serve consecutive terms in the same position.

Section 6.5: Vacancies.

Any vacancy in the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.

Section 6.6: 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, by conference call, or email ballot 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 6.7: Board of Directors' Responsibilities.

The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these Bylaws or other governing instruments of the Chapter. A 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.

Section 6.8: 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. Cause shall include the failure to attend, in a given year, at least five Board of Director meetings or four membership meetings. The Director shall be entitled to a due process hearing prior to any termination action being imposed.

ARTICLE 7

DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board of Directors shall be as outlined in the position descriptions maintained by the Vice President of Administration and distributed to the Board of Directors. The position descriptions are subject to change as deemed necessary by the President and/or the Board of Directors.

Section 7.1: The President.

The President shall preside at the meetings of the members and of the Board. He/she shall direct the Chapter and have charge and supervision of the affairs and business of the Chapter, subject to the ultimate management authority of the Board of Directors. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office. The President serves as a voting member of the state SHRM board, and he/she shall attend or send a representative to all meetings.

Section 7.2: The President-Elect.

The President-Elect, at the request of the President or in his/her absence or disability, may perform any of the duties of the President. He/she shall have such other powers and perform such other liaison duties as the Board or the President may determine. He/she shall serve as Chair of the Program Committee. This responsibility includes programs conducted at all regular meetings of the members, social functions, and any workshops and/or seminars sponsored by the Chapter as determined by the President and the Board. He/she shall have the authority to appoint sub-committees to plan and implement the activities associated with the program year. The president-elect is encouraged to attend the annual SHRM Volunteer Leaders' Summit.

Section 7.3: The Vice President of Membership.

The Vice President of Membership shall serve as chair of the Membership Committee. He/she shall encourage Chapter and SHRM membership growth and shall maintain the official membership roster of the Chapter. He/she shall have such other powers and perform such other duties as the President may determine.

Section 7.4: The Vice President of Finance.

The Vice President of Finance shall be responsible for the financial affairs of the Chapter, including all required filings. These responsibilities shall include financial reports to the Board and coordinating arrangements for the annual examination audit of the accounts as may be required by the Board. He/she shall be responsible for membership billing and safekeeping of the Chapter's computer hardware and software. He/she shall also perform such other duties as the President may determine.

Section 7.5: The Vice President of Administration.

The Vice President of Administration shall be responsible for recording the minutes of all meetings of the Chapter, shall be responsible for making all members aware of such meetings, and shall be responsible for coordinating registration for monthly luncheons and other programming events.

Section 7.6: Vice President of Communications.

The Vice President of Communications shall be responsible for coordinating the activities related to the Chapter's newsletter/website and promoting Chapter events through available media and social media outlets.

Section 7.7: Immediate Past President.

The Immediate 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 8 COMMITTEES

Section 8.1: Committees.

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

Section 8.2: Committee Organization.

Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.3: Committee Chairpersons.

Appointment of Chairpersons to committees is the sole responsibility of the President. Chairpersons shall be Members in good standing of CLSHRM. 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 Chapter needs.

Section 8.4: Committee Activity.

Committees are established to provide the Chapter with special ongoing services, such as membership, programs, professional development, workforce development, communications, etc.

ARTICLE 9 STATEMENT OF ETHICS

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association in order to promote and maintain the highest standards among our Members. Each Member shall honor, respect and support the purposes of this Chapter and of SHRM. The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board of Directors. No Member shall actively solicit business from any other Member at Chapter meetings without the approval from the Board of Directors.

ARTICLE 10 EXPENDITURE OF FUNDS

A yearly budget will be submitted to the membership by the end of the first quarter each year. An officer or Chairman of a committee is authorized to spend funds necessary for an item(s) or service(s) which are in the interest of the organization. Unbudgeted expenditures will be approved in the following manner: expenditures up to \$750 need approval from at least two Board Members, expenditures between \$750 and up to \$1,000 require a majority vote from the Board of Directors, and expenditures over \$1,000 require approval from the Chapter membership. At the end of each fiscal year, the Vice President of Finance will submit to the Board of Directors for approval an itemized statement of receipts and expenditures. Prior to the approval of an annual budget, the prior year budget shall govern for routine expenditures.

ARTICLE 11 PARLIAMENTARY PROCEDURE

Meetings of the Chapter shall be governed by the rules contained in Robert's Rules of Order in all cases to which they are applicable and in which they are consistent with the law and the bylaws of the Chapter.

ARTICLE 12 AMENDMENT OF BYLAWS

The Bylaws may be amended by a majority vote of the Members present at any meeting at which a quorum exists and in which notice has been made at least two (2) weeks prior to the day of the regular meeting, provided that no such amendment shall be effective unless and until approved by the SHRM President/CEO or his/her designee as being in furtherance of the purposes of SHRM and not in conflict with SHRM bylaws. Any motion to amend the Bylaws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

ARTICLE 13 CHAPTER DISSOLUTION

In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g., the SHRM Foundation, a local student chapter, the State Council, an HR degree program, or other such organization or charity with purposes consistent with those of the Chapter.

ARTICLE 14 WITHDRAWAL OF AFFILIATED CHAPTER STATUS

Affiliated chapter status may be withdrawn by the President/CEO of SHRM or his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Chapter are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Chapter shall have an opportunity to review a written statement of the reasons for such proposed withdrawal and an opportunity to provide the SHRM Board of Directors with a written response to such a proposal within a thirty (30) day period. In addition, when the Chapter fails to maintain the required affiliation standards as set forth by the SHRM Board of Directors, it is subject to immediate disaffiliation by SHRM. After withdrawal of Chapter status, the SHRM Board of Directors may cause a new chapter to be created, or, with the consent of the President/CEO of SHRM and the consent of the body which has had chapter status withdrawn, may re-confer status upon such body.

ARTICLE 15 TERMS USED

As used in the Bylaws, feminine or neutral 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 the SHRM President/CEO or his/her designee.

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Ratified by the Membership of Chapter #367 on October 16, 2019 and signed by:

Chapter President Signature: Traci O'Brien

Chapter President Printed Name: Traci O'Brien

Approved by:

SHRM President/CEO or President/CEO Designee: Michael P. Aitken

SHRM President/CEO or President/CEO Designee Printed Name: Michael P. Aitken

Date: 9-14-19

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Signed by CLSHRM Chapter President: October 16, 2019

Distributed to CLSHRM Chapter Members on: October 17, 2019