

# IMPERIAL CALCASIEU SOCIETY FOR HUMAN RESOURCE MANAGEMENT

## Chapter Bylaws

### Article I - Name and Affiliation

Section 1: Name. The name of the organization shall be the Imperial Calcasieu Society for Human Resource Management.

Section 2: Affiliation. The Imperial Calcasieu Society for Human Resource Management, hereinafter referred to as "Imperial Calcasieu SHRM" or "ICSHRM" or the "Chapter" shall be affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 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 II – Purposes

*The purposes of the Chapter, as a non-profit organization, shall be as follows:*

- a. To provide opportunities for an exchange of ideas and information among its members.
- b. To promote professionalism in all phases of human resource management.
- c. To be subject matter experts to area businesses, legislators, media and community organizations.

### Article III – Membership

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 1: ICSHRM Local Chapter Members. Currently working in or seeking work doing HR functions, operations, or management. Should the member leave an organization that paid for his/her Local membership, the remaining term of that membership may be passed down to his/her successor.

Section 2: National Membership. Active members of National SHRM are eligible to apply for local Chapter Membership, subject to the application process and board approval. Local Chapter members are encouraged to join the Society for Human Resource Management (SHRM). ICSHRM will maintain a percentage of SHRM Members within the Chapter, as specified in the SHRM affiliation standards. Should the member leave an organization that paid for his/her National SHRM membership, the remaining term of his/her Chapter membership may not be passed down to his/her successor.

**Section 3: Honorary Members.** Any member in good standing at the time of retirement from any firm, organization, or institution, or for distinguished service to the Chapter and its purposes may be elected to honorary membership by the Chapter by the vote of the Board of Directors. Honorary members shall be entitled to full membership without payment of dues and may serve on or chair a committee, but will not have the right to vote or hold office.

**Section 4: Student Members.** Student Membership is available for individuals who are actively enrolled in human resources degree programs at the college or university level and verified by the College Relations Director. Student members may serve on a committee, but may not chair a committee, may not vote and may not hold office in the Chapter.

**Section 5: Vendor Members.** Individuals who do not meet the qualifications of the other classes of membership but can demonstrate a bona fide interest in human resource management and in the purpose of the Chapter. This includes those members who are affiliated with a company that offers and/or sells a human resource-related product and/or service for profit to the corporate Human Resource or business community. Members of this class have the right to vote and hold office in the Association; however, vendors may not hold the office of President, President-Elect, or Immediate Past President. Member contact information will not be shared. Harassment is defined as repeated unwelcomed contact. Member harassment will not be tolerated. Vendors are only allowed to contact members if the member personally supplied their contact information.

**Section 6: Application for Membership.** Application for membership shall be on the ICSHRM application form. The Membership Director, the College Relations Director and the President approve all membership applications from the date of application. In absence of the Membership and College Relations Director(s), the President may appoint a proxy. New members shall be afforded full membership rights from the date of application approval by the ICSHRM Board of Directors.

**Section 7: Termination of Membership.** Termination of membership is automatic for nonpayment to the Chapter for monies owed or for solicitations of members for business purposes other than Chapter activities (unless authorized via sponsorship/vendor partnership). Membership may be terminated for good cause by a two-thirds vote of the Board of Directors. The member shall be entitled to a due process hearing prior to any termination action being imposed.

**Section 8: Dues.** Annual membership dues shall be established each year by the Board of Directors prior to the issuing of renewal notices. Dues shall include membership in the Chapter only. ICSHRM annual dues shall be waived for individuals who are members of both SHRM and ICSHRM. Annual dues shall become payable by January 1st of each year. Chapter dues will be pro-rated on a semi-annual basis for new members only; full payment of annual dues prior to June 30th, and one half thereafter. The Board may elect to assess a late fee on membership renewals received after March 31st.

## **Article IV – Meetings**

**Section 1: Regular Meetings.** Regular meetings of the members shall be held monthly or as otherwise determined by the Board of Directors.

**Section 2: Special Meetings.** Special meetings of members shall be held by the 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 3: Notice of Meetings. Notice of all special 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 4: Quorum. No less than Five percent (5%) of the current roster of voting members present at a meeting shall constitute a quorum. Such quorum may, by majority vote of the voting members present, transact any business which may properly be brought before the body, except as otherwise provided in these bylaws.

Section 5: Guests. No guest may attend more than two meetings without a stated intent to apply for membership.

Section 6: Restrictions. Solicitations of members for business purposes other than Chapter activities shall not be permitted at any meetings. Failure to comply will be cause for termination of membership following the Board of Directors' review of a complaint.

## **Article V – Elections and Balloting**

Section 1: Officers and Directors. Elections of Officers and Directors shall be conducted by ballot in accordance with the procedures outlined:

- a. no later than the October Board of Directors' meeting, the Nominating Committee, composed of the President Elect, another board member, and 2 regular members, shall provide a board slate for the upcoming year.
- b. the list of nominees will be prepared and distributed to all voting members of the Chapter at least 7 days prior to the election due date.

### Section 2: Elections.

- a. Time. Elections shall be held no later than the end of November meeting each year;
- b. Tie Votes. In the event a tie occurs during an election through two or more candidates for the same office receiving the same number of votes, successive balloting shall be conducted until one candidate receives a majority vote of all regular members voting.

Section 3: Vacancies. Unless otherwise stated in these bylaws, any elected Board position that becomes vacant shall be filled for the unexpired term by vote of a majority of the Board Members. Voting shall take place via email or at any regularly scheduled Board meeting.

## **Article VI - Board of Directors**

Section 1: Number. The Board of Directors shall consist of at least 13 persons. The following shall be members of the Board of Directors and be officers of the Chapter: President, President-Elect, Membership Director, Treasurer, Secretary, Legislative/Diversity Director, Events/Sponsorships Director, College Relations Director, Certification/Education Director, Communications Director, Workforce Readiness Director, Director at Large and the final Board member shall be the Past President/Foundation. The number of additional members of the Board may be changed from time to time by a Board of Directors' resolution.

**Section 2: Qualification.** All candidates for the Board of Directors must be qualified members of the Chapter in good standing at the time of nomination or appointment. Per SHRM Bylaws, the President must be a current member in good standing with SHRM throughout the duration of his/her term of office. All elected Board members need to be member-in-good standing with National SHRM.

**Section 3: Meetings.** Regular Board meetings shall be held on monthly or as otherwise called by the President. Special Board meetings may be called by the President provided that advanced notice is given to Board.

**Section 4: Election - Term of Office.** Directors shall be elected by the membership from the proposed slate of the nominating committee appointed by the Board of Directors as outlined in Article V. Each elected Director shall assume office on January 1 following his/her election and shall and shall hold office for one year or until his death, resignation, or removal. President, Past-President, President-Elect and Treasurer may not be elected to serve more than three (3) consecutive terms in the same position.

**Section 5: 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 Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

**Section 6: Board of Directors' Responsibilities.** The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in the Articles of Incorporation or Bylaws. A member in good standing may request the President to place any action taken by the Board of Directors on the agenda of the next regular meeting.

**Section 7: Removal of Director and Officer.** Any Officer or 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. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

**Section 8: Attendance.** Board members must attend a minimum of 75% of Board meetings per year. Any absence must be reported in advance to the President and meeting reports submitted to the President prior to the scheduled meeting. Any Board member absent more than three times per year may be subject to removal in accordance with Article VI, Section 7: Removal of Director and Officer.

## **Article VII – Duties and Responsibilities**

**Section 1: 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. He/she shall maintain liaison and be a current member in good standing with SHRM throughout the duration of his/her term of office. Duties and responsibilities are outlined in the Matrix.

**Section 2: 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. The President-Elect shall also coordinate the transition of board positions. The President-Elect shall serve as Chair of the Conference Committee. The President-Elect automatically promotes to the position of President. Duties and responsibilities are outlined in the Matrix.



*Section 3: Membership Director.* The Membership Director shall serve as Chair of the Membership Committee. He/she shall encourage membership growth and shall maintain the official membership roster of the Chapter. He/she shall perform such other duties as the President may determine. The incumbent to this board position agrees to serve a term of twelve months or more as needed to ensure a smooth transition of requisite methods and materials to the incoming Membership Director, ensuring continuity of the Chapter's business transactions. Duties and responsibilities are outlined in the Matrix.

*Section 4: Treasurer.* The Treasurer shall be responsible for the financial affairs of the ICSHRM. These responsibilities shall include financial reports to the Board and arrangements for the annual examination and review of the accounts as may be required by the Board. He/she shall be responsible to assist with membership billing and other invoicing as necessary. He/she shall also perform such other duties as the President may determine. The incumbent to this board position agrees to serve a term of twelve months or more as needed to ensure a smooth transition of requisite methods and materials to the incoming Treasurer, ensuring continuity of the Chapter's business transactions. Duties and responsibilities are outlined in the Matrix.

*Section 5: Secretary.* The Secretary shall be responsible for recording the minutes of all meetings of the Chapter, maintaining attendance for all meetings, and filing all chapter administration records with SHRM. He/she shall provide a copy of the board meeting minutes for publication on the website. Duties and responsibilities are outlined in the Matrix.

*Section 6: Legislative/Diversity Director.* Monitors and evaluates on a continuing basis pending legislative, regulatory and legal action at the federal, state, and local level which may have an impact on the management of human resources. Presents a legislative report or update to the Chapter President and fellow chapter members. Monitors and evaluates on a continuing basis local activities concerning diversity issues. Spearheads the effort to diversify the Chapter's membership/leadership and to publicize successful diversity programs in the local community. Duties and responsibilities are outlined in the Matrix.

*Section 7: Events/ Sponsorships Director.* This responsibility includes all events 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. Serves as Chair of Sponsorships Committee. Duties and responsibilities are outlined in the Matrix.

*Section 8: College Relations Director.* The College Relations Director provides guidance to the ICSHRM-Sponsored McNeese SHRM Student Chapter. This position is responsible for serving as a liaison between ICSHRM and the student chapter, and identifying opportunities for the advancement of the HR profession for student members. ICSHRM requires the College Relations Director to be a current member in good standing with SHRM. Duties and Responsibilities are outlined in the Matrix.

*Section 9: Certification/Education Director.* Serves as a resource to actively promote Human Resource certification within the chapter. Provides guidance and direction as needed to study groups made up of chapter members aspiring to attain certification. Monitors and evaluates, on a continuing basis, local activities concerning education issues and plans and encourages chapter involvement and activities impacting the education arena. The Certification/Education Director manages the ICSHRM Scholarship Program. Duties and responsibilities are outlined in the Matrix.

**Section 10: Communications Director.** Serves as an elected member of the Chapter Board. The responsibility includes informing membership of meetings and other activities, shall be responsible for coordinating the Chapter's newsletter, maintaining the Chapter's website and submitting chapter announcements to the media. Duties and responsibilities are outlined in the Matrix.

**Section 11: Workforce Readiness Director.** Serves as the Workforce Liaison to other community organizations in regards to workforce recruiting, development, and retention. Actively engages organizations such as the Southwest Louisiana Economic Development Alliance to develop and strengthen relationships and forge partnerships on workforce related issues. Duties and responsibilities are outlined in the Matrix.

**Section 12: Past President/Foundation.** Serves as an advisor to Chapter Board of Directors regarding past practices and operations with the Chapter's bylaws. Chairs the Nominating Committee for the next Board of Director slate, develops a slate of qualified candidates for open positions on the Board of Directors in accordance with the bylaws no later than October. Prepares and distributes the Board Slate for vote. Educates, promotes and represents the interests of the SHRM Foundation and its activities to the Chapter. Duties and responsibilities are outlined in the Matrix.

**Section 13: Director at Large.** Attend monthly membership and Board of Directors' meetings. Participate in the development and implementation of short-term and long-term strategic planning for the Chapter. Represent the Chapter in the human resources community. Complete other assignments as requested by the President or the Board of Directors. Coordinates the Professional of the Year nomination/election/award process. Duties and responsibilities are outlined in the Matrix.

#### **Article VIII – Committees**

**Section 1: Committee Organization.** Appointments of Chairpersons to committees are 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 Chapter needs.

**Section 2: Committee Activity.** Committees may be established to provide the Chapter with special ongoing services such as Conference, Hospitality, Communications, Advocacy, Etc.

#### **Article IX – Parliamentary Procedure**

All Parliamentary procedure shall be governed by Robert's Rules of Order unless otherwise specified in these Bylaws.

#### **Article X – 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 Membership Pledge can be found on the ICSHRM webpage.

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 XI – Amendments of Bylaws**

The bylaws may be amended by a two-thirds affirmative vote of the regular members present at any meeting of the Chapter, in which notice of the proposed amendment is published and distributed to all regular members at least two (2) weeks prior to such meetings, 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 the 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. All absentee ballots must be received prior to the stated meeting.

#### **Article XII – Chapter Dissolution**

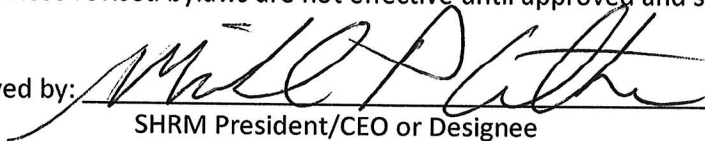
In the event of the Chapter's dissolution, the remaining monies in the Treasury, after Chapter expenses have been paid, will be contributed to an organization decided upon by the Board of Directors at the time of dissolution (e.g. the SHRM Foundation, a local student chapter, the State Council, an HR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

#### **Article XIII – Withdrawal of Affiliate 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.

Note\* These revised bylaws are not effective until approved and signed by SHRM CEO or designee.

Approved by:

  
SHRM President/CEO or Designee

Date: 3/31/21

I, the undersigned and duly elected President of the Imperial Calcasieu Society for Human Resource Management, do hereby acknowledge that the foregoing are the bylaws of the Imperial Calcasieu Society for Human Resource Management as amended and ratified by two-thirds majority of ICSHRM members. These bylaws are effective as of April 14, 2021

  
Signature, President of ICSHRM