

IMPERIAL CALCASIEU SOCIETY FOR HUMAN RESOURCE MANAGEMENT BYLAWS

Article 1 - Name and Affiliation

Section 1.1 Name: The name of the organization shall be the Imperial Calcasieu Society for Human Resource Management, hereinafter referred to as "Imperial Calcasieu SHRM" or "ICSHRM."

Section 1.2 Affiliation: ICSHRM is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.2a As a SHRM affiliated chapter, the chapter is also a member of the Louisiana State Council, serving on the Board of the State Council and abiding by State Council governance process and structure.

Section 1.3 Relationships: The Chapter is a separate legal entity from SHRM and from the Louisiana State Council (who is a separate legal entity from SHRM also). 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 or in the name of the Louisiana State Council without express written consent of the State Council.

Article 2 - Purposes

The purposes of the Chapter, as a non-profit organization, are:

- a. to provide a forum for the personal and professional development of our members.
- b. to provide an opportunity to develop leadership, managerial, public-speaking and group decision-making skills.
- c. to provide an arena for the development of trust relationships where common problems can be discussed and deliberated.
- d. to provide an opportunity to focus on current human resource management issues of importance to our members.
- e. to provide a focus for legislative attention to state and national human resource management issues.
- f. to provide valuable information gathering and dissemination channels.
- g. to provide a pool of human resource management leaders for perpetuation of the Chapter and of SHRM.
- h. to serve as an important vehicle for introducing human resource management professionals to SHRM.
- i. to serve as a source of new members for SHRM; and
- j. to 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:

- a. to be a recognized world leader in human resource management.
- b. to provide high-quality, dynamic, and responsive programs and service to our customers with interests in human resource management.

- c. to be the voice of the profession on human resource management issues.
- d. to facilitate the development and guide the direction of the human resource profession; and
- e. to 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 Qualification of Members: The qualifications for membership in the Chapter shall be considered as individuals currently working in or seeking work doing HR functions, company operations, or management. 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 Regular/Professional Members: Membership is open to individuals who are currently employed or whose most recent employment has been as a practitioner in any area of human resource management, academia focusing on human resource management, are involved in HR, supervisor of the HR function or otherwise has an interest in HR. With approval of the Board, membership may be extended to other persons who demonstrate a Bonafide interest in human resource management and in the purpose of the Chapter. Regular/Professional members shall have voting rights and may hold office in the chapter. ICSHRM will maintain a percentage of SHRM members within the Chapter, as specified in the SHRM affiliation standards.

Section 4.4 Local Membership: An individual seeking membership with ICSHRM must register with their name, not the company with which they are employed. Chapter members are encouraged to join the Society for Human Resource Management (SHRM).

Section 4.5 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 4.6 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 4.7 Application for Membership: Application for membership shall be on the ICSHRM website. New applicants who are in the HR field or studying human resources will be approved. Others will be considered for membership by a board vote. The Membership Director will review applications and bring any non-human resource applicants to the next board meeting following the date of application for a vote. The Membership Director will seek approval from the College Relations Director for student membership registrants. New members shall be afforded full membership rights once they are approved.

Section 4.8 Termination of Chapter Membership: Termination of chapter 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.

Section 4.9 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 of the ICSHRM Chapter only. The Board may elect to assess a late fee on membership renewals received after March 31st.

Article 5 - Meetings

Section 5.1 Regular Meetings: Regular meetings of the members shall be held monthly, or as otherwise determined by the Board of Directors and meet the SHRM requirements.

Section 5.2 Annual Meetings: The annual meeting of the members for electing Directors and Officers and conducting other appropriate business shall be held no later than November or at such time determined by the board of Directors.

Section 5.3 Special Meetings: Special meetings of members shall be held on call of the Chapter President, the Board of Directors, or by members having one-twentieth of the votes entitled to be cast at such meeting.

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 meetings.

Section 5.5 Quorum: Members holding one-tenth of the votes entitled to be cast, represented in person, by conference call, or other digital means, 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 and shall carry the vote.

Article 6 - Board of Directors

Section 6.1 Powers 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 following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Membership Director, Treasurer, Secretary, College Relations Director, Certification/Education Director, & other positions to support chapter functions.

Section 6.3 Composition of the Board of Directors: The Board of Directors shall include no less than 7 officers, and the positions will make up key functions to support the Chapter. Additional board roles may be decided by the President and President-Elect based on Chapter needs, up to 13 total.

Section 6.4 Qualifications: Per the SHRM Bylaws, The Chapter President and Membership Director must be a current member in good standing of SHRM throughout the duration of his/her term of office. The Certification Director should also be a SHRM member in good standing and hold one of the SHRM certifications. The Chapter also encourages and supports other board members to be current members in good standing with SHRM for the duration of his/her term of office.

Section 6.5 Election-Term of Office: Board members 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. 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. President, Past-President, President-Elect, and Treasurer may not be elected to serve more than three (3) consecutive terms in the same position.

Section 6.6 Vacancies: Any vacancy in the Board may be filled for the unexpired term by appointment of the President with consent of the Board of Directors.

Section 6.7 Quorum: A simple majority of the 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 6.8 Agenda Request: 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 6.9 Removal of a 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.

Article 7 – Duties and Responsibilities

The responsibilities of each member of the Board of Directors shall be as outlined in the Matrix maintained by the President and distributed to the Chapter Board. The position descriptions are subject to change as deemed necessary by the President and President-Elect.

Section 7.1 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. In the event of a tie on any vote of the Board of Directors, the President's vote shall prevail as the deciding vote. Other specific duties and responsibilities are outlined in the Matrix.

Section 7.2 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. Other specific duties and responsibilities are outlined in the Matrix.

Section 7.3 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. Other duties and responsibilities are outlined in the Matrix.

Section 7.4 Treasurer: The Treasurer shall be responsible for the financial affairs of 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 for assisting 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. Other duties and responsibilities are outlined in the Matrix.

Section 7.5 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. Other duties and responsibilities are outlined in the Matrix.

Section 7.6 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. Other duties and responsibilities are outlined in the Matrix.

Section 7.7 Certification/Education Director: The Certification/Education Director serves as a resource to actively promote Human Resource certification within the chapter. They should provide guidance and direction as needed to study groups made up of chapter members aspiring to attain certification. This position should monitor and evaluate on a continuing basis local activities concerning professional development education to plan and encourage chapter involvement in those activities. This position manages the ICSHRM Scholarship Program, must be certified, and current member in good standing with SHRM. Other duties and responsibilities are outlined in the Matrix.

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 a committee is the sole responsibility of the President. The Chairperson and the President will seek interested members to participate in committee activities. Special Committees may be organized by the President to meet chapter needs.

Section 8.4 Committee Activity: Committees may be established to provide the Chapter with special ongoing services such as conferences, hospitality, programs, communications, and advocacy.

Article 9 – Electronic Voting

Members may participate in an annual or special meeting by means of remote communication. Once verified, the member shall be deemed present. The members will have a reasonable opportunity to participate and may vote on matters submitted at such a meeting.

Article 10 - Statement of Ethics

The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Association 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 at icshrm.shrm.org/about-us.

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 of the Board of Directors.

Article 11 - Parliamentary Procedure

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

Article 12 - Amendment 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.

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 or may re-confer Chapter status upon such body.

Ratified by the Membership of Chapter and signed by:

Chapter President Signature: Charles M. O'Connor

Printed Name: Charles M. O'Connor

Date: December 11, 2024

Chapter mailing address: P.O. Box 431
Lake Charles, LA 70602

Chapter primary email address: imperialcalcasieushrm@gmail.com

President's email: cmoconnor@ssvcs.com

President's phone: (337) 263-5733

Approved by:

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

Printed name: Michael P. Attkin

Date: 12-26-2024