

BY-LAWS

NEW ORLEANS, LOUISIANA SOCIETY FOR HUMAN RESOURCE MANAGEMENT

Article I. NAME AND AFFILIATION

Section 1.01 *Name.* This organization shall be known as New Orleans, Louisiana Society for Human Resource Management dba "NOLA SHRM" (herein referred to as "Chapter" or "Association").

Section 1.02 *Affiliation.* The Chapter/Association is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 1.03 *Relationships.* The Chapter/Association 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.

Section 1.04 *Address.* The Address of the Chapter/Association shall be in the Parish of Orleans, PO Box 850878, New Orleans, LA 70185 or as otherwise determined by the Board of Directors.

Article II. PURPOSE

Section 2.01 The purposes of the Chapter/Association, as a non-profit organization shall be:

- (i) To provide support and leadership for the growth and development of the human resource profession.
- (ii) To identify, research and address issues confronting the human resource profession.
- (iii) To provide development of members of the human resource profession and the public in general through education of human resource issues.
- (iv) To promote professionalism of those engaged in the practice of human resource administration and a better understanding of their mutual problems.
- (v) To provide an opportunity for the exchange of ideas and discussions relating to all phases of human resource administration, general management and other areas of interest to the general membership.
- (vi) To render a service to the general membership and the entire community by offering advice and guidance on all matters relating to human resource administration.
- (vii) To support SHRM and the SHRM State Council both financially and by participating in the administration of both and in their sponsored functions.
- (viii) To join allied associations, to send delegates to national and regional meetings and conventions and to take any other general actions consistent with the purposes of the Association.

Section 2.02 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:

- (i) To be a recognized world leader in human resource management;
- (ii) To provide high-quality, dynamic and responsive programs and service to our customers with interests in human resource management;
- (iii) To be the voice of the profession on human resource management issues;
- (iv) To facilitate the development and guide the direction of the human resource profession; and
- (v) To establish, monitor and update standards for the profession.

Article III. FISCAL YEAR

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

Article IV. MEMBERSHIP

Section 4.01 *Qualifications for Membership.* The qualifications for membership in the Chapter shall be as stated in Sections 4.2, 4.3, 4.4, 4.5 4.6, 4.7, 4.8 4.9 and 4.10 of this Article. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, gender preference or identity, age, national origin, genetics, disability, veteran's status, or any other legally protected characteristic or activity.

Section 4.02 *Non-transferability of Membership.* Membership in the Chapter is neither transferable nor assignable.

Section 4.03 *Individual Membership.* Membership in the Chapter is held in the individual's name, not an organization with which the member is affiliated.

Section 4.04 *General Members.* General membership is reserved for those persons who are engaged in the Human Resources profession. General members may vote and hold office in the chapter.

Section 4.05 *Student Members.* Individuals who are:

- (a) Enrolled either as full-time or part-time student, 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,
 - (e) Able to provide verification of the college or university's human resource or related degree program.
- Student members may not vote or hold office in the Chapter.

Section 4.06 *Honorary Life Members.* Honorary life membership shall be conferred on each retired past President of the Association. The Board of Directors may also designate and elect individuals who are deemed to have made a significant contribution to the practice of human resource administration and management. *No annual dues shall be payable by this class of membership.* Honorary Life Members may vote and hold office in the chapter.

Section 4.07 *Application for Membership.* Application for membership shall be on the Chapter application form or electronically via our membership portal. All applications shall be reviewed by the Vice President of Membership. New members shall be afforded full membership rights from the date of application approval by the Board of Directors or their designee.

Section 4.08 *Voting.* Each, General and Honorary Life member in good standing shall be entitled to one vote on each matter brought before a vote of the members. Guests are not eligible to vote. Votes shall be tallied by an Ad Hoc Committee appointed by the Board of Directors.

Section 4.09 *Dues.* Annual dues for national membership are established by the SHRM Board of Directors and shall be adopted by this Chapter/Association. Annual dues and policies for NOLA SHRM membership shall be set by the Board of Directors of this Chapter/Association. Invoices for annual dues for SHRM membership shall be sent directly from SHRM. Notices for annual dues for NOLA SHRM members shall be sent out by the Association in advance of the members renewal date to give sufficient time for the member to renew without a break in their membership status. NOLA SHRM dues for SHRM members that designate Chapter 0063 as their primary chapter shall be either waived or reduced, to be set by the Board of Directors of this Association.

Section 4.10 *Termination of Membership.* Membership in the Association may be revoked by a two-thirds vote of the Board of Directors for any action by a member which brings discredit to the human resource profession. Notice of such action shall also be given to SHRM with a recommendation that it take similar action.

Article V. MEMBER MEETINGS

Section 5.01 *Regular Meetings.* Regular meetings shall be held as determined by the Board of Directors. Timely notification of meetings to all members of the Association shall be made by the Secretary of the Association or other designee.

Section 5.02 *Annual Meetings.* The annual meeting of the members for electing Directors and Officers, and conducting other appropriate business shall be held prior to November 1st or at such other time as determined by the Board of Directors.

Section 5.03 *Special Meetings.* Special meetings may be called at any time by the President of the Association or upon written request of any twelve members of the Association.

Section 5.04 *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 5.05 *Quorum.* Those members in good standing present at regular and special meetings shall constitute a quorum for conducting any Association business.

Section 5.06 *Guests.* Members of the Association in good standing may invite a guest to attend general membership meetings. *It is expected that individuals who regularly attend general membership meetings as a guest will apply for membership.*

Article VI. BOARD of DIRECTORS

Section 6.01 *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 6.02 *Officers.* The following shall be members of the Board of Directors and shall be Officers of the Chapter: President, President-Elect, Vice President of Membership, Treasurer, and Secretary.

Section 6.03 *Composition of the Board of Directors.* Along with the Officers listed in Section 6.2 of this Article, the Board of Directors shall also include Core Leadership Area Directors (Board-Members At-Large) and the Past President. These shall constitute the governing body of the Chapter. Additional Core Leadership Area Directors shall be nominated by the President and elected from among the eligible membership as members of the Board of Directors, should new Core Leadership Areas be established by SHRM.

Section 6.04 *Qualifications.* All candidates for the Board of Directors must be, General, or Honorary Life members of the chapter in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM by-laws, the *President* must be a current member in good standing of SHRM throughout the duration of his/her term of office. The chapter requires the President-Elect to be a current member in good standing of SHRM throughout the duration of his/her term of office. Only members of the Association in good standing shall be eligible for election to an Officer position on the Board and Board Member-at-Large Positions. The chapter also *recommends* that each Board member be a current member in good standing of SHRM throughout the duration of his/her term of office, but in no case will fewer than 30 percent of the Board be SHRM members in good standing.

Section 6.05 *Election - Term of Office.* The Board of 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 prior to the beginning of each election year. The President shall promulgate the slate of nominees to the general membership in the meeting notice for the annual meeting of the general membership of the Association. This slate of nominees shall not be exclusive. Nominations may be made from the floor prior to the election. NOLA SHRM will hold their elections at the Annual General Membership Meeting. Each Board Member shall assume office on the January 1st of the New Year following his/her election and shall hold office for one year or until his/her successor is elected and takes office.

Section 6.06 *Nomination Committee.* A Nomination Committee shall be appointed by the President preceding the annual election. The committee shall consist of at least three members, including the President-Elect, who shall prepare a slate of nominees for each officer, Director and Committee Chair position, secure acceptance from the nominees and report to the President. The President shall promulgate the slate of nominees to the general membership in the meeting notice for the annual meeting of the general membership of the Association. This slate of nominees shall not be exclusive. Nominations may be made from the floor prior to the election.

Section 6.07 *Frequency of Board Meetings.* The Board shall meet at least quarterly and for such other special meetings as directed by the Chairperson.

Section 6.08 *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. If the President's position on the Board is vacated, it shall be filled by the President Elect with consent of the Board. If the immediate Past-President position on the Board is vacated, it shall remain vacant for the remainder of the term. A vacancy in the Past Presidents' Council Representative position shall be filled by appointment from the Council.

Section 6.09 *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 or by video or conference call, 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 6.10 *Board of Directors' Responsibilities.* The Board of Directors shall transact all business of the Chapter except as prescribed otherwise in these by-laws 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 6.11 *Removal of Director and Officer.* Any Officer, Director or Chairperson 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, Director or Chairperson shall be entitled to a due process hearing prior to any termination action being imposed.

Article VII. DUTIES and RESPONSIBILITIES

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

Section 7.01 *President.* The President shall serve as Chairperson of the Board; preside at all meetings of the Members; appoint the members of all committees; act as the official representative and spokesperson of the Chapter/Association; represent the Chapter/Association on the Louisiana SHRM Council; and generally be responsible for the direction, leadership and activities of the Chapter/Association. He/she shall maintain liaison and be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.02 *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, formerly known as the SHRM Leadership Conference. The Chapter requires the President-Elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

Section 7.03 *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 7.04 *Treasurer.* The Treasurer shall be responsible for establishing all financial accounts in the name of the Association in institutions approved by the Board of Directors; keeping accurate records of all financial accounts of the Association; receiving and depositing all monies of the Association in the proper accounts; making all disbursements only with appropriate documentation; preparing financial statements of all accounts on a monthly basis; and the billing for and collection of all annual dues from the members. Each check shall be signed by two Officers of the Association.

Section 7.05 *Secretary.* The Secretary shall take and retain minutes of all the meetings of the Board of Directors and of regular membership meetings and assist with management of chapter correspondence.

Section 7.06 *Core Leadership Area (CLA) Directors.* Core Leadership Area Directors (Board Members At-Large) shall have such powers and perform such liaison duties as the Board or the President may determine. The responsibility includes awareness sessions and initiatives in the particular CLA 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 CLA for the year.

Section 7.07 *Past-President.* The 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 VIII. COMMITTEES

Section 8.01 *Committees.* The establishment of both standing and ad-hoc committees shall be the right of the Board of Directors.

Section 8.02 *Committee Organization.* Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

Section 8.03 *Committee Chairpersons.* Appointment of Chairpersons to committees is 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 8.04 *Committee Activity.* Committees may be established to provide the Chapter with special ongoing services, such as Membership, Programs, Professional Development, Communications, Marketing/Public Relations, etc.

Article IX. PAST PRESIDENTS' COUNCIL

Section 9.01 *Membership.* All members in good standing who have previously served as President of the Association shall constitute the Past Presidents' Council.

Section 9.02 *Purpose.* The sole purpose of the Council shall be to serve as Counsel to the Board of Directors and the membership of the Association.

Section 9.03 *Board Representation.* One member of the Council, chosen by their own membership, shall serve as a member of the Board of Directors.

Article X. ELECTRONIC VOTING

Mail or electronic ballots can be used for Chapter business and/or the election of Directors provided the Chapter has had at least one in-person meeting that year. Mail or electronic voting can be used by the Board of Directors so long as the ballot for such a vote is accompanied by explanations stating both sides of the question.

Article XI. 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. For all business brought before NOLA SHRM, each member has an obligation to identify any existing or potential conflict of interest that the member may have. To address any existing or potential conflict, the President or his/her designee will use his/her discretion as to how the conflict should be addressed, including requesting the member excuse himself/herself from participating in the conflict issue. Should the member not accede to the President's request, then a majority vote of the Board or affected committee will decide if the conflict exists and, if it does, how the conflict will be addressed. That majority vote will be final and binding on the member.

Article XII. PARLIAMENTARY PROCEDURE

Meetings of the general membership, Board of Directors and all Committees of the Association shall be governed by the rules contained in Robert's Rules of Order (newly revised) in all cases to which they are applicable and in which they are consistent with the law and the By-Laws for this Chapter/Association.

Article XIII. AMENDMENT OF BY-LAWS

Section 13.01 *Board Presentation*. All proposed amendments to the By-Laws must be presented in writing to the Board of Directors at a regularly scheduled meeting.

Section 13.02 *Membership Presentation*. Proposed amendments will be presented to the general membership, with the recommendations of the Board, no later than sixty (60) days from the time they are presented to the Board. All members of the Association must be notified at least ten (10) days prior to the meeting at which the amendments will be presented for voting.

Section 13.03 *Adoption*. Approval of amendments shall require a two-thirds affirmative vote of the members in good standing present at the 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 the SHRM and not in conflict with SHRM by-laws. Any motion to amend the by-laws shall clearly state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

Section 13.04 *Effective Date*. Unless otherwise specified, amendments so adopted shall be effective on the date of the vote.

Article XIV. CHAPTER DISSOLUTION

In the Event of the dissolution of the Chapter/Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of any of the assets of the Corporation to one or more organizations qualified as an exempt organization under Section 501(c)(3) or 501 (c)(6) of the Internal Revenue Code or any corresponding provision of any subsequent Federal tax law as the Board of Directors shall determine. In no event are any of these funds to be disbursed to the members of this Association upon final liquidation.

Article XV. 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 Chapter status upon such body.

Article XVI. TERMS USED

As used in these by-laws, feminine or neuter 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 by-laws are not effective until approved and signed by SHRM CEO or designee.

Article XVII. JURISDICTION

These By-Laws cancel and supersede in their entirety any previous rules under which the Association may have been operating. To the extent legally possible, the laws applicable to these by-laws shall be the laws of the State of Louisiana.

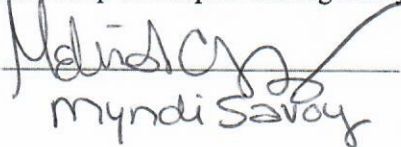
Article XVIII. PROVISIONS

Each provision of the Articles of Incorporation shall be severable from all other provisions. If a provision of this instrument shall be determined to be invalid or ineffective for any reason, this determination shall not invalidate the remaining provisions, each of which shall continue in full force and effect.

Article XIX. HOLD HARMLESS

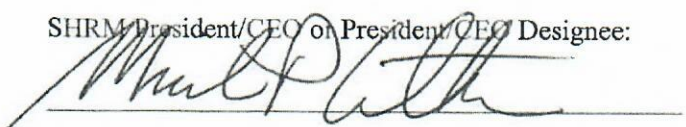
No Member, Officer, Director or Chairperson of NOLA SHRM shall be held financially liable or responsible for contracts, debts or defaults of NOLA SHRM, nor for the adverse results or acts of NOLA SHRM, nor for the adverse results or acts of NOLA SHRM violative of the injunctions contained in Article 4, nor shall any mere informality in organization have the effect of rendering these by-laws null or of exposing the Members to any liability. If a Member, Officer, Director or Chairperson incurs any expense or financial loss directly resulting from any action or omission in good faith, NOLA SHRM shall indemnify the Member, Officer, Director or Chairperson for any expense or loss that incurred.

Ratified by the Membership of Chapter and Signed by:

Chapter President 
myndi savoy

Date 10-16-19

Approved by:

SHRM President/CEO or President/CEO Designee: 

Date 8/26/19