

**LOUISIANA SOCIETY  
FOR  
HUMAN RESOURCE MANAGEMENT  
(LASHRM/Louisiana SHRM/Louisiana SHRM State Council/Louisiana HR/Louisiana  
Human Resources)  
BYLAWS**

**ARTICLE I  
NAME**

The name of the Council shall be "Louisiana Society for Human Resource Management" (Otherwise known as LASHRM/Louisiana SHRM/Louisiana SHRM State Council/Louisiana HR/Louisiana Human Resources).

**ARTICLE II  
OFFICES**

The principal office of the Council shall be located at such place as shall be determined by the Governing Body of the Council. The Council may also have offices at such other places as the Governing Body of the Council may from time to time determine.

**ARTICLE III  
PURPOSES**

The purposes of the Council shall be to promote the educational and other non-profit purposes of the Society for Human Resource Management ("SHRM") by providing a structure for SHRM Members in the State of Louisiana (the "State") to consult together concerning the affairs, activities, needs and problems of SHRM in the State and to adopt programs which will promote the progress and welfare of SHRM in the Human Resource profession as a whole, including, without limitation, the provision of channels of communication between SHRM Chapters, SHRM State Councils, and the appropriate SHRM Regional Council, provision of services to all members of the Human Resource profession in the State, within the meaning of section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE IV  
FISCAL YEAR**

The fiscal year of the Council shall be the Calendar year.

ARTICLE V  
MEMBERS

The Council shall have voting and non-voting members in its government body.

ARTICLE VI  
GOVERNING BODY

**A. Power and Duties.** The Governing Body of the Council shall manage and control the property, business and affairs of the Council, and in general, exercise all powers of the Council.

**B. Voting Members.** The following shall be voting members of the Governing Body: one (1) State Director; one (1) Assistant State Director; one (1) Immediate Past State Director; one (1) Secretary/Treasurer; one (1) Legislative Activities Director; as many Chapter Presidents as there are regular SHRM Chapters within the State; as many District Directors as deemed necessary by the State Director to meet the State needs, maximum number not to exceed 50% of the SHRM Chapters in the State; and as many At-Large Directors as deemed necessary to meet the State's at-large membership needs, but at least one (1) At-Large Director. In no event shall the aggregate District Directors and At-Large Directors exceed one-third of the total number of voting members on the Governing Body.

**C. Non-Voting Members.** The Governing Body shall contain as many non-voting members as the State Director deems necessary and appropriate to perform the functions of the Council. Non-voting members shall be drawn from such positions as the State Director and Governing Body feel should participate in the Council in the best interest of the Council and SHRM, including without limitation, those positions responsible for accreditation, college relations, membership coordination, student chapter presidents, student chapter advisors, and representatives from other recognized human resource organizations or from areas of special interest within human resources. President Elect of each state chapter shall be non-voting members, unless the Chapter President is not present at a Council meeting. The President Elect can then be a voting member.

**D. Qualifications.** All members of the Governing Body, voting or non-voting, must be SHRM Members in good standing throughout the duration of participation on the Governing Body.

**E. Election and Appointment - Term of Office.** (1) The State Director shall be nominated by the Nominating Committee and elected from the current year's Governing Body by its voting members no later than November of each year for the upcoming year. (2) The Immediate Past State Director and the President of each SHRM Chapter within the State shall be an ex-officio member of the Governing Body with full voting rights. (3) District Directors, and the Legislative

Activities Director shall be appointed by the State Director with the prior concurrence of the appropriate SHRM representative assigned by SHRM to advise the Governing Body. (4) The Secretary/Treasurer and the Assistant State Director shall be nominated by the Nomination Committee and elected by a majority vote of voting members of the Governing Body. (5) Non-voting members of the Governing Body shall be appointed by the State Director with the concurrence of the voting members. All members of the Governing Body shall be elected or appointed to a one-year term beginning January 1<sup>st</sup> and ending December 31<sup>st</sup>. The State Director, Assistant State Director, and the Secretary/Treasurer may serve two additional consecutive years. All others may serve in the same position for not more than four additional consecutive years.

**F. Removal.** Any member of the Governing Body may be removed for actions contrary to the best interests of the Council or SHRM upon a two-thirds vote of the entire voting members of the Governing Body, after having been given an opportunity for an informal hearing before the Governing Body. In addition to removal for cause pursuant to the previous sentence, Chapter Presidents will be removed to the extent they vacate or are removed from their position as President of their particular SHRM Chapter. Any members should be removed if they move out of the State or if they leave the Human Resource profession.

**G. Vacancies.** Any vacancy in the State Director position shall be filled for the unexpired term by the Assistant State Director. Any vacancy in any other position on the Governing Body other than Chapter Presidents shall be filled by appointment by the State Director with the concurrence of that person or body which must occur in the original appointment of such position. Any vacancy in the Chapter President position will be filled as and when the particular SHRM Chapter elects or appoints a new President.

**H. Governing Body Meetings.** The Governing Body shall meet at least twice each year, the first of such meetings which shall be held before March 31<sup>st</sup>.

**I. Special Meetings of the Governing Body.** Special meetings of the Governing Body may be called by the State Director, or in the case of the absence or disability of the State Director, by the Assistant State Director. A special meeting shall be called upon written request of a majority of the voting members of the Governing Body.

**J. Notice of Meetings.** Written notice of each Governing Body regular meeting shall be given, e-mailed, mailed, or faxed to each member at least fifteen (15) days before such meeting.

**K. Quorum; Governing Body Action.** One-half (1/2) of the entire number of voting members of the Governing Body shall constitute a quorum for the transaction of business. The act of a majority of voting members present at any meeting at which there is a quorum shall be the act of the Governing Body, except to the extent that the bylaws or state law may require a greater number. Governing

Body may transact business, except as to the appointment of or the election of officers or members to the Governing Body, with some or all Governing Body members participating by conference call, if the other requirements in this Paragraph K are met. In addition, the Governing Body may transact business by e-mail, if 7 days' written mailed, e-mail, or faxed notice is given to all voting members and if the other requirements in this Paragraph K are met. If the business to be transacted by e-mail is the election of officers or the appointment of others to the Governing Body, at least 30 days' mailed, e-mailed or faxed notice must be given to all voting members and the other requirements in this Paragraph K must be met. When voting by e-mail a quorum will be the total number of voting members in the Governing Body. In addition, the other requirements as to elections contained in these By-Laws must be met.

**L. Presiding Member.** At all meetings of the Governing Body, the State Director shall preside. In the absence of the State Director, the Assistant State Director will preside.

#### ARTICLE VII OFFICERS

The State Director shall serve, ex-officio, as President of the Council, but shall be referred to as State Director. The Secretary/Treasurer shall serve as Secretary and Treasurer of the council. The Assistant State Director shall also serve as an officer and be able to sign checks.

#### ARTICLE VIII RESPONSIBILITIES OF PARTICULAR GOVERNING BODY MEMBERS

The responsibilities of each of the Governing Body members shall be as outlined in the position descriptions maintained by the Secretary/Treasurer and distributed to members. The position descriptions are subject to change as deemed necessary by the State Director and/or the Governing Body. The following Governing Body members shall serve based on the written job descriptions maintained by the Secretary/Treasurer and the following general guidelines:

**A. State Director.** The State Director is the chief elected officer of the Council, and shall be responsible for initiating policies, strategies and objectives of the Council consistent with SHRM board policies. The State Director shall preside over meetings of the Council, and is an ex-officio member of all Council committees, the State Director shall assign responsibilities among the members of the Governing Body.

**B. District Directors.** District Directors shall serve as SHRM representatives for a designated geographical area within the State. The District Directors shall promote SHRM membership among practicing members of the Human Resource profession, identify potential leaders for the State Council, provide direction, assistance and support of professional development activities within the State, and develop and facilitate communications between SHRM chapters and the

Council. The District Directors may also represent on the Council key areas of special interests in human resources.

**C. Assistant State Director.** The Assistant State Director shall support the State Director in his/her activities, and will hold the At-Large Director position. If the State Director is not able to complete his/her current year of office, the Assistant State Director will do so. As At-Large Director he/she shall provide leadership and communication for those SHRM members not represented by a SHRM chapter.

**D. Legislative Activities Director.** The Legislative Activities Director shall have responsibility to monitor and evaluate on a continuing basis pending state legislative, regulatory and legal actions which may have an impact on the Human Resource profession, and to communicate such information to SHRM Chapters and such other members as appropriate within the State. The Legislative Activities Director shall work closely with the SHRM Governmental Affairs headquarters staff in carrying out these responsibilities.

**E. Chapter Presidents.** Chapter Presidents shall provide leadership to SHRM Chapters and shall communicate SHRM and State goals, policies, and programs to the members of SHRM Chapters.

**F. Secretary/Treasurer.** The Secretary/Treasurer shall be responsible for the preparation of a record or minutes of the proceedings of all meetings of the governing Body and shall be responsible for the financial affairs of the Council. This responsibility shall include the preparation, interpretation and dissemination of periodic financial reports to the Governing Body.

**G. Immediate Past State Director.** The Immediate Past State Director shall provide continuity of leadership and advice and counsel to the State Director. The Immediate Past State Director shall also chair the Nominating Committee and will provide transition support to the new State Director.

## ARTICLE IX COMMITTEES

**A. Nominating Committee.** The Nominating Committee will be appointed by the State Director. The State Director will serve as an ex-officio member of the Committee. The Immediate Past State Director will serve as the Chairman of the Nominating Committee unless that position is vacant, in which case the State Director will appoint a Chairman from the voting members of the Governing Body.

**B. Other Committees.** Other committees of the Governing Body may be appointed by the Governing Body, subject to such conditions or limitations as may be specified by the Governing Body.

ARTICLE X  
PARLIMENTARY PROCEDURE

Meetings of the Governing Body 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 Bylaws of the Council.

ARTICLE XI  
WITHDRAWAL OF STATE COUNCIL STATUS

State Council status may be withdrawn by a two-thirds (2/3) vote of the then entire number of voting members of the SHRM Board of Directors upon finding that the activities of the Council are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the State Council 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. After withdrawal of State Council status, the SHRM Board of Directors may cause a new state council to be created, or, upon affirmative vote of two-thirds (2/3) of the then entire number of voting SHRM Board of Directors and the consent of the body which has had State Council status withdrawn, may re-confer State Council status upon such body.

ARTICLE XII  
RELATIONSHIPS

The State Council is a separate legal entity from SHRM. It shall not be deemed to be an agency or instrumentality of SHRM or another State Council, and SHRM shall not be deemed to be any agency or instrumentality of the State Council. The State Council shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The State Council shall not contract in the name of SHRM without the express written consent of SHRM. The relationship of the State Council and SHRM is also governed by the terms and conditions of the State Council Charter granted by SHRM to State Council and accepted by State Council.

ARTICLE XIII  
STATEMENT OF ETHICS

The State Council adopts SHRM's Code of Ethical Standards for the HR Profession for members of the Council in order to promote and maintain the highest standards among its members. Each member shall honor, respect and support the purpose of the State Council and SHRM.

ARTICLE XIV  
BYLAW AMENDMENTS

The Bylaws of the Council may be amended by the two-thirds (2/3) vote of the Governing Body voting members present at a meeting at which a quorum exists, provided such proposed amendment is circulated in writing at least fifteen (15) days prior to such meeting and provided such amendments have been reviewed and approved by SHRM's CEO, President or designated representative and are not in their opinion inconsistent or contrary to the best interest of the Society or in conflict with the Society's Bylaws.

ARTICLE XV  
DISSOLUTION

Notwithstanding anything hereinabove contained, in the event of the dissolution or liquidation of this organization, any surplus funds, in excess of then current outstanding liabilities, shall be transferred and delivered to the member local chapters in Louisiana, provided that they then have tax exempt status under existing United States Internal Revenue Codes and Regulations, and in the event that a chapter cannot or will not accept the same, then funds shall revert to the SHRM Foundation or other group consistent with SHRM mission and values as determined by the Council at time of dissolution under the same terms and conditions which would have been applicable and had the funds been transferred to the member Louisiana chapters. If neither of the above options is feasible for any portion of or all of the funds to be disbursed, those funds shall be distributed to another non-profit organization selected by a vote of the Governing Body in keeping with the purposes of SHRM. In no event shall any of the funds be disbursed to individual members of the Council.

ARTICLE XVI  
TERMS USED

As used in these By-Laws, 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.

Gretchen A. McKinney  
STATE COUNCIL DIRECTOR  
(Print Name)

  
STATE COUNCIL DIRECTOR  
(Signature)

3/28/13  
Date

  
Approved by: SHRM President/CEO (or designee)

3/20/13  
Date