

Northshore SHRM Constitution and By-Laws

Article 1: Name and Affiliation

Section 1 - Name: Northshore Society for Human Resource Management (aka NSHRM Northshore Society for Human Resource Management or NSHRM, herein referred to as "NSHRM" or "Chapter").

Section 2 - Affiliation: The Chapter is affiliated with the Society for Human Resource Management (herein referred to as "SHRM").

Section 3 - The address of the principal offices of the Chapter shall be: P. O. Box 2302, Slidell, LA 70459 - St. Tammany Parish, Louisiana or shall be located at such place as shall be determined by the Board of Directors.

Section 4 - 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: Qualification for Membership

The qualifications for membership in NSHRM shall be as stated in Sections 1, 2, 3, and 4. To achieve the mission of the Chapter, there shall be no discrimination in individual membership because of race, religion, sex, age, national origin, disability, veteran's status, or any other legally protected class.

Membership is individual (not corporate) and is not transferable to other individuals.

Section 1 - Professional Members. Membership shall be limited to:

- Those persons who, at the time of application, have responsibility for the development, supervision and administration of the formal human resource program of their respective organization in any one of the following functional areas: Employment, Placement, Human Resource Planning, Training and Development, Employee and Labor Relations, Compensation and Benefits, Health/Safety/Security, Human Resource Research or Equal Employment Opportunity Administration;
 - Are certified by a human resources credentialing agency recognized by SHRM (professional certification or higher);
 - 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' experience at this level of teaching;
 - Full-time consultants with at least three years' experience in the field of human resources management;
 - Full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the human resource profession:
- Professional members may vote and hold office in the Chapter.

Section 2 - Associate Members. Membership shall be limited to:

- Those individuals who do not meet the requirements of the other classes but who demonstrate a bonafide interest in human resource management and the mission of the Chapter;
- Associate membership shall not exceed 20% of the total membership at the time of application. No Associate Member shall lose membership status or be denied renewal of their membership if the loss of professional members should cause the professional membership to fall below the majority requirement;

- Associate members will pay regular dues and luncheon costs, may vote and serve on the Board of Directors and committees, but may not be an officer of the Chapter.

Section 3 - Student Members. Membership shall be limited to:

- Individuals who are actively enrolled in human resources degree programs at the college or university level;
- Student members may not vote and may not hold office in the Chapter.

Section 4 - Honorary Life Members: This 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 resources administration and management. No annual dues shall be payable by this class of membership. Honorary Life Members may vote and hold office.

Section 5 - Approval of Membership: All applications shall be reviewed by the Membership Director and approved by the Board of Directors. The NSHRM Board of Directors will afford new members full membership rights from the date of application approval.

Section 6 - Voting: Each Professional, Associate and Honorary Life member of the Chapter shall have the right to cast one vote on each matter brought before a vote of the members. Student members shall have no right to vote. An Ad Hoc committee appointed by the Board of Directors shall judge the votes.

Section 7 - Dues: The Board of Directors shall establish annual membership dues for the next year prior to the mailing of the renewal notices. NSHRM annual dues shall be reduced for individuals who are members of both SHRM and NSHRM. Invoices for annual dues shall be sent out by the Chapter in advance of the member's renewal date to give sufficient time for the member to renew without a break in their membership status.

Article 3: Meeting of Members

Section 1 - Regular Meetings. The Board of Directors shall meet at a minimum monthly at a date and time determined by the Chapter President as communicated during the Planning Meeting or as otherwise determined.

Section 2 - Annual Meetings. The annual meeting of the members for electing directors and officers and conducting other appropriate business shall be held in November or at such a time determined by the Board of Directors.

Section 3 - Special Meetings. Special Meetings of members shall be held on call of the President, the Board of Directors or by members having one-twentieth of the votes entitled to be cast at such a meeting.

Section 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 - Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. The vote of the majority of the members present or represented by proxy shall carry the vote.

Article 4: Board of Directors

Section 1 - The Board of Directors shall consist of a minimum of thirteen (13) members. The following shall be Officers of the Chapter:

1. President
2. President Elect
3. Past President
4. Treasurer

5. Secretary
6. Membership Director (Core Leadership Area position)

Additional Directors shall be elected from among the eligible membership as members of the Board of Directors. These Board members may include positions such as:

7. Certification Director (Core Leadership Area position)
8. Newsletter Director
9. Programming Director
10. Diversity Director (Core Leadership Area position)
11. Workforce Readiness Director (Core Leadership Area position)
12. Legislative Director (Core Leadership Area position)
13. Student Chapter Liaison Director (Core Leadership Area position)
14. Social Media Director
15. Sponsorship Director

Section 2 - The President of the Board of Directors must be a member in good standing with SHRM throughout his/her term.

Section 3 - Terms. Each elected Officer, except the Past President and President-Elect, shall assume office on January 1 following his/her election and shall hold office for two years or until his/her successor is elected and takes office. The Past President shall serve a one-year term commensurate with the first year of the President's term in office and the President-Elect shall serve a one-year term commensurate with the second year of the President's term. Directors may be reappointed if they agree to serve.

Section 4 - Quorum. A quorum shall consist of a simple majority of the Board of Directors to make decisions and transact business of the Chapter at board meetings. Voting at Board meetings will be by voice vote. The Board also is authorized to vote via electronic mail, without convening an in-person meeting. A quorum for electronic mail voting will be a simple majority of the Board of Directors shown by the electronic mail votes received by the President and/or President Elect in his/her absence or disability.

Section 5 - Any member of the Board can put an issue on the agenda to be discussed and, if need be, voted on at a Board of Directors meeting.

Section 6 - 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. The Officer or Director shall be entitled to a due process hearing prior to any termination action being imposed.

Article 5: Duties and Responsibilities

Section 1 - The President. The President shall preside at the meetings of the members and 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. If needed, this role could be filled by two individuals elected as Co-Presidents.

Section 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. The President-Elect is expected to attend the annual SHRM Volunteer Leaders' Business Meeting (VLBM).

Section 3 - Membership Director. The Membership Director 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. If needed, this role could be filled by two individuals elected as Co-Membership Directors.

Section 4 - The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter, including all 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 also perform such other duties as the President may determine. If needed, this role could be filled by two individuals elected as Co-Treasurers.

Section 5 - The Secretary. The Secretary shall be responsible for recording the minutes of all meetings of the Board of Directors. He/she shall also perform such other duties as the President may determine.

Section 6 - Core Leadership Area Directors. Core Leadership Area Directors shall have such powers and perform such liaison duties as the Board or the President may determine.

Section 7 - Past President. The Past President shall serve as an advisor to the President, and fulfill such duties as requested by the President and/or the Board of Directors.

**Article 6:
Committees**

Section 1 - Committees shall be established by the Board of Directors as needed for special projects.

Section 2 - The Board of Directors will appoint members to committees.

Section 3 - Standing Committees: Professional Development.

**Article 7:
Statement of Ethics**

The NSHRM 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 8:
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 9:
Amendment of By-Laws**

The Bylaws may be amended by a majority vote of the members present at any meeting at which a quorum exists and in which required notice has been met, 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 10:
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 11:
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.

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

Ratified by the Membership of Chapter and signed by:

Chapter President Maria Cecilia De la Cruz

Date 8/13/2020

Approved By:

SHRM President/CEO or President/CEO Designee Mark D. Pether

Date 4-15-2020