

Louisville Society for Human Resource Management

By-Laws

Article 1 - Name and Affiliation

Section 1.1: Name

The name of the Chapter is the Louisville Society for Human Resource Management, Inc. (LSHRM), formerly the Louisville Personnel Association, herein referred to as the "Chapter". To avoid potential confusion, the Chapter will refer to itself as Louisville SHRM and not as SHRM or the Society for Human Resource Management.

Section 1.2: Affiliation

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

Section 1.3: 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 2 - Purpose

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

- i) to promote an understanding of the principles, policies, and methods of human resource management in commercial, industrial, governmental, and non-profit institutions in the greater Louisville area.
- ii) to assist in the improvement of techniques and methods of human resources administration.
- iii) to afford a medium for the interchange of ideas and experiences on human resource issues.
- iv) to advise and assist organizations in developing and implementing human resource management programs.
- v) to promote and encourage the development of a spirit of professional pride in human resource management.
- vi) to advance the interests and welfare of those engaged in the human resource profession.

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 members and the community 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: Qualifications for Membership

An individual actively engaged in human resource management, human resource consulting, or an official position of service or educational support of human resource management shall be eligible for consideration as a member of the Chapter (LSHRM). Applications for membership shall be referred to the Membership Committee that is empowered to investigate the qualifications of applicants and make recommendations to the Board of Directors. The Board shall approve or reject the recommendations of the Membership Committee.

Section 4.2: Non-transferability of Membership

Membership in the Chapter is neither transferable nor assignable.

Section 4.3: Individual Membership

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

Section 4.4: Types of Memberships

1. **Professional Members** – Individuals who meet one of the following sets of criteria:
 - a) Individuals engaged in human resource management with at least three years of experience at the exempt level;
 - b) Any individual holding an HR certification recognized by SHRM;

- c) Any faculty member with three or more years' experience holding at least assistant professorial rank in HR.
- d) Full-time consultants with at least three years' experience as an HR practitioner;
- e) Full-time attorneys with at least three years' experience in counseling and advising clients on matters relating to the HR profession.

Professional Members have voting rights and may hold director- or officer-level positions in the Chapter.

2. Associate Members - Individuals in non-exempt human resource management positions, individuals in a non-Human Resources role but who partner closely with HR in various organizations as well as those who do not meet any of the foregoing categories but have a bona fide interest in human resource management.

Associate members have voting rights and may hold a director-level position in the Chapter.

3. Student Members - Individuals who meet all of the following criteria:

- a) Individuals taking the equivalent of at least six (6) credit hours per term in a degree-seeking program at a regionally or nationally-accredited institution.
- b) Students working in established full-time exempt roles will be ineligible for student membership.
- c) Student membership is limited to a maximum of four (4) nonconsecutive years.
- d) Student members must provide documentation of post-secondary enrollment to join and/or renew. This documentation may include: proof of enrollment, tuition receipt, class schedule, current/active student email address, or documentation from staff member at post-secondary institution.

Student members do not have voting rights and may not hold a director- or officer-level position in the Chapter.

4. Retired Members - any individual who retires from the human resource profession, has been a long-standing member of the association (10 years or more), and has been actively involved in LSHRM leadership capacities (3 or more volunteer positions) may be entitled to honorary lifetime membership.

- a) Consideration will be given to those who qualify and make a request for such status or who are recommended by a Board Member. The issue will come before a vote of

the Board of Directors. If approved, the individual will be entitled to lifetime membership and waiver of annual dues, entrance to general membership meetings at the member costs, continued listing in the roster, retention of voting status held prior to retirement as well as inclusion in all chapter mailings.

Section 4.5: Application for Membership

Applicants shall designate which type of membership they are seeking. Applications for membership shall be referred to the Membership Committee which is empowered to investigate the qualifications of applicants and make recommendations to the Board of Directors. The Board is empowered to approve, reject, or modify Committee recommendations.

The Board of Directors may review the status of any current member and modify or cancel membership based on their determination that the individual meets or does not meet membership standards.

It is the responsibility of each member to inform the Committee of any circumstances which would indicate a change in membership status.

Past presidents of the Chapter will be designated as "life members" without further payment of annual dues.

Thirty percent (30%) of the Chapter members are required to be Society for Human Resource Management National members.

Article 5 - Organization

This Chapter is a non-profit organization incorporated in the Commonwealth of Kentucky under the Revised Statutes, Chapter 13.

The governing structure shall be a Board of Directors including:

Officers: President, President-Elect, VP Chapter Administration, VP Finance, and Immediate Past President

Directors: Eleven Elected Directors

The government of the Chapter shall be vested in the Board of Directors who shall have full power and authority to manage the affairs of the organization and perform such duties as assigned. Each Officer and Director may cast one vote at the Board of Directors' meetings on issues relating to the operation of the Chapter.

The terms of office of the President and Immediate Past President shall be for one year. The term of office for the President-Elect shall be one year with automatic succession to President and Immediate Past President for the following year.

The term of office for the VP Finance, VP Chapter Administration and the eleven elected Directors shall be two years.

All Officers and Directors must maintain active SHRM membership throughout their term of office and donate a minimum of \$30.00 to the SHRM Foundation annually.

Article 6 - Elections

Any Professional or Associate member of the Chapter shall be eligible to hold office as described in Article 4, Section 4.4.

Annual elections will be held by mail and/or electronic ballot during the month of September.

The Nominating Committee shall present to the membership the names of all candidates for each vacant office in the Chapter at the August meeting, or via email if a meeting is not scheduled in August. Additional candidates may be nominated from the floor at the meeting or online, or by email to the Chairperson of the Nominating Committee if postmarked on, or before, August 25.

Each member with voting privileges will receive a ballot listing candidates for each vacant office by email or online during the first week of September. Members shall vote by selecting one candidate for each office and returning the ballot by online website submission or email to the Chairperson of the Nominating Committee. The candidate receiving a majority of votes cast for a given office shall be elected to that office (majority being 50% + 1). If there is no majority, a second vote for the two leading candidates must be held using a similar process as soon as practical following the normal election.

Results of the election will be announced, and elected candidates will be installed into office at the regular October or November general membership meeting. Elected candidates will shadow outgoing officials until they assume responsibility for the office on January 1.

Should any office in the Chapter become vacant, the President shall appoint a successor to fill the vacancy for the unexpired term, subject to the approval of the Board of Directors. The President will approve selected Committee Chairpersons prior to their addition to the Board of Directors.

Any director or officer 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.

Article 7 - Duties and Responsibilities

The President shall preside at all meetings of the Chapter and of the Board of Directors and shall have general management of the affairs of the organization subject to the direction and control of the Board. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term. The Chapter will pay the SHRM dues for the year the President serves in this office if he/she is not already a member of SHRM. He/She shall approve all committee chairpersons and shall be an ex-officio member of all committees. The President shall annually appoint the Chairpersons of the Nominating, Strategic Planning, Audit, Chapter Excel Award, Pinnacle Award, and SHRM Foundation Committees.

The President-Elect shall perform the duties of the President in his/her absence. He/She shall succeed to perform such other duties as the Board of Directors may prescribe.

The VP Chapter Administration shall keep the records of the organization, Board of Directors' meetings, and regular membership meetings. He/She shall perform such other duties as the Board of Directors may prescribe

The VP Finance (or his/her designees) shall collect and deposit all monies of the organization in financial institutions designated by the Board of Directors. He/She shall disburse funds at the direction of the Board of Directors and maintain a regular book of accounts which will be audited at the direction of the Board of Directors. A monthly financial report will be submitted to the Board of Directors and will be available to the membership for review. The VP Finance shall perform any and all other duties incidental to proper functioning of this office as assigned by the Board. An annual financial report will be submitted by the VP Finance to the Board of Directors upon completion. When an external auditor conducts an audit, the audit results will be submitted to the Board of Directors for review.

The Immediate Past President shall be responsible for chairing the Chapter By-Laws Committee.

The elected Board of Directors shall have individual responsibilities for the following areas and shall appoint and manage appropriate committees as may be deemed necessary to accomplish organizational goals. Current set up of the Board of Directors may change as Officers of the Board determine as feasible to effectively and efficiently manage the business of Louisville SHRM.

1. Director of Programming
2. Director of Professional Development and Certification,
3. Director of College Relations
4. Director of SHRM Foundation & Special Events
5. Director of Membership
6. Director of Hospitality
7. Director of Workforce Readiness

8. Director of Inclusion and Diversity
9. Director, Marketing, Communications & Technology
10. Director of Wellness
11. Director of Compensation

Committees/Director roles may be established, deleted, or combined upon the recommendation and approval of the Board of Directors.

Article 8 - Dues

An annual membership fee is payable upon acceptance for membership. Annual renewal payments are due every twelve (12) months. Membership fees shall not be refunded to members. A member in good standing who retires shall not be required to pay annual dues.

When the Chapter receives any money from SHRM as a reimbursement of a portion of a member's SHRM membership fee, that amount received will be credited to the Chapter for distribution as approved by the Board.

Article 9 - Meetings

A regular meeting shall be held each month (except the month in which the state conference is held, and December) on a date and time approved by the Board and communicated to the membership in advance.

Meetings of the Board of Directors shall be held on dates and at times designated by the President and communicated to the membership in advance. Special meetings of the Board may be called by the President on an as-needed basis.

Article 10 - Quorum

Twenty (20) percent of the members shall constitute a quorum for the transaction of business at any regular meeting of the Chapter.

A majority of the Board members shall constitute a quorum at Board of Directors meetings.

Article 11 - Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules the Chapter may adopt.

Article 12 - Amendments

The By-Laws 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 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 - Policy Statement

The Louisville Society for Human Resource Management is an Equal Opportunity organization without regard to race, color, religion, sex, national origin, age, disability, sexual orientation, veteran status, or any other group protected by law in connection with, but not limited to, membership, committee appointments and candidates for elective office.

All members of the Chapter pledge to maintain the highest ethical and professional standards.

Non-Solicitation Policy

Members and guests shall conduct themselves in a professional manner at all chapter meetings, events, and other activities. Mass solicitation, and solicitation during Chapter meetings, events, and other activities is prohibited unless authorized in advance by the Board of Directors. Such chapter meetings, events, and other activities are opportunities for networking and development, not times for sales contacts or self-promotion.

Privacy Policy

The Chapter collects and maintains membership information as part of servicing your membership. We restrict access to nonpublic personal information about members to the Society for Human Resource Management (SHRM), Kentucky Society for Human Resource Management (KYSHRM), and Louisville Society for Human Resource Management (LSHRM) Board, Chair, and Committee members without a business reason to know this information in order to provide member services to our members.

The Chapter may share mailing lists (names and mailing addresses) of our members to selected human resources affiliates and service providers as authorized in advance by the Board of Directors. Independent contractors and outside companies who perform work for us are required to adhere to strict privacy standards through their contracts with us. The Chapter does not share member email addresses to third parties.

The Chapter may be required by law enforcement or judicial authorities to provide information on individual members to the appropriate governmental authorities. In matters involving danger to personal or public safety, the Chapter may voluntarily provide information to appropriate governmental authorities.

The Chapter is in compliance with the CAN-SPAM Act of 2003.

Code of Ethics

The Chapter has adopted the National SHRM Code of Ethics that applies to all members. Members are required to honor our code of conduct, which includes but is not limited to a prohibition against harassment or discrimination on the basis of any legally protected status. If there is a breach of the Code, it is the responsibility of a member of the Board to address the behavior with the individual. Depending on the severity and frequency of the behavior, the Board may revoke membership and rights of attendance at Chapter meetings, events, and other activities.

Article 14 - 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 the SHRM Foundation.

Article 15 - 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 affiliated 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.

Ratified by the Membership of Chapter and signed by:

Chapter President: Kawleigh Richardson, Sr.

Date: 03-11-2020

Approved by: Michael P. Arken

SHRM President/CEO or President/CEO Designee: [Signature]

Date: 1-26-20