

**By-Laws**  
**Lakeshore Area Human Resources Association**  
**SHRM Chapter #0505**

**Article I. Name and Affiliation**

1.1 The name of the organization shall be the Lakeshore Area Human Resources Association (LAHRA), herein referred to as the "Association."

1.2 Affiliation. The Association is affiliated with the Society for Human Resource Management, herein referred to as "SHRM."

1.3 Relationships. The 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 Association. The Association shall not hold itself out to the public as an agent of SHRM without express written consent of SHRM. The Association shall not contract in the name of SHRM without the express written consent of SHRM.

**Article II. Purpose**

2.1 The purpose of the Association shall be to advance the profession and serve the professional:

- a) To promote sound human resource practices
- b) To provide continuing education opportunities in the human resources field.
- c) To provide opportunities for the exchange of human resources knowledge and experience.
- d) To encourage better human relations in organizations.
- e) To take action on legislative issues which affect human resource practices.

2.2 The Association supports the purposes of SHRM, which are to promote the use of sound and ethical human resource management practices in the profession.

2.3 The Association shall not be organized for profit or engage in any activity normally carried on for profit.

**Article III. Fiscal Year**

3.1 The fiscal year of the Association shall be the calendar year.

## **Article IV. Membership**

4.1 Qualification for Membership. Membership shall be limited to those persons actively engaged in and primarily responsible for a bona fide human resource function, as well as those individuals who do not meet the above definition but who demonstrate a bona fide interest in Human Resources Management and the Purpose of the Association. To achieve the mission of the Association, 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.

4.2: Non-transferability of Membership. Membership in the Association is neither transferable nor assignable.

4.3: Individual Membership. Membership in the Association is held in the individual's name, not an organization with which the member is affiliated.

Membership in the Association may be as follows, as approved by the Board of Directors:

4.4: Professional Members. Professional-Membership is paid by an eligible person (as defined in Section 4.1) which shall remain in the person's name, without consideration as to an employer, as long as the person maintains eligibility (as defined in Section 4.1) Professional members may vote and hold office in the Association.

4.5: Student Members. Individuals who are (a) in a four-year or graduate institution or a two-year community/technical college enrolled either as full-time or part-time students, at freshman standing or higher; (b) able to provide verification of a demonstrated emphasis in human resource management subjects, and (c) able to provide verification of the college or university's SHRM-affiliated college chapter. Student members may not vote or hold office in the Association.

4.6. Transitional Members. Individuals who were previously professional eligible members from a bona fide human resource function. Transitional members may not vote or hold office in the Association.

4.7: Association Dues. Annual membership dues shall be established for the next year by the Board of Directors prior to the issuing of renewal notices.

4.8 Application for Membership. Application for membership shall be made in writing on a form provided by the Association. All membership applications shall be reviewed by the Association's Board of Directors within sixty (60) days of receipt. A notice of Board action shall be sent to the applicant within a reasonable time period following the review. Membership will be renewed annually in conjunction with the Association's fiscal year.

4.9 Termination of Membership. Membership in the Association may be terminated by a majority vote of the Board of Directors. A member shall not be entitled to a refund of any Association dues. Membership shall be terminated automatically for nonpayment of annual dues.

## **Article V. Membership Meetings**

5.1 Regular Meetings. A minimum of eight (8) regular monthly meetings shall be held from January through December at such times and places as the Board of Directors may designate.

5.2 Notice of Meetings. A notice of all meetings shall be sent to members at least ten days prior to the meetings.

5.3 Quorum. Members holding one-tenth of the votes entitled to be cast, represented in person or by conference call, shall constitute a quorum. The vote of a majority of the members present at any meeting at which there is a quorum, either in person or by conference call, shall be necessary for the adoption of any matter voted on by the members, except to the extent that applicable state law may require a greater number.

5.4 Meeting Guests. Guest attendees at monthly meetings shall only be permitted through invitation of a regular member. A guest may attend a maximum of two meetings per membership year without becoming an Association member.

5.5 Meeting Fees. Meeting fees for both members and guests shall be determined annually by the Board of Directors, and communicated in conjunction with the issuing of Association new/renewal notices.

## **Article VI. Board of Directors**

6.1 Power and Duties. The Board of Directors (Board) shall manage and control the property, business and affairs of the Association and in general exercise all powers of the Association.

6.2: Officers. The following shall be members of the Board of Directors and shall be Officers of the Association: President, President-Elect, Treasurer, and Secretary.

6.3: 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 as defined by SHRM and as relevant to this Association. These shall constitute the governing body of the Association. 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 and determined by the Board to be relevant to the effective operation of the Association. The percentage of SHRM members on the Board of Directors will be a minimum of forty (40) percent throughout the duration of their terms of office as required by SHRM.

6.4: Qualifications. All candidates for the Board of Directors must be Professional members of the Association, in good standing at the time of nomination or appointment and for their complete term of office. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office.

6.5: Election - Term of Office. Officers and 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 at the beginning of each election year. Each elected Officer and Director shall assume office in January following his/her election and shall hold office for a two-year term or until his/her successor is elected and takes office. Board Members shall not be elected to serve more than three (3) consecutive two (2)-year terms in the same position and no more than ten (10) consecutive years on the Board in any capacity. Term limits refresh after a one (1) -year Board position vacancy. Also reference Article VIII - Election and Balloting.

6.6 Vacancies. Any vacancy on the Board of Directors shall be filled for the unexpired term by a majority vote of the Board of Directors at any Board meeting.

6.7: 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 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 of Directors may act by unanimous written consent of all voting members.

6.8: Board of Directors' Responsibilities. The Board of Directors shall transact all business of the Association except as prescribed otherwise in these Bylaws or other governing instruments of the Association. A Professional 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.

6.9 Removal of Director and Officer. Any Officer or Director may be removed from office, with cause, upon an affirmative vote of simple majority of the entire elected 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 VII. Duties and Responsibilities**

7.1 President. The President shall preside at meetings of the Association and the Board and shall have general charge and supervision of the affairs and business of the Association. Per SHRM Bylaws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. The President shall: 1) provide leadership to the local Association consistent with state, regional, and SHRM policy, strategies and objectives; 2) effectively operate the Association so that the professional HR needs of the members are met; 3) serve as the primary media contact for the Association; 4) perform other duties as required by the local Association's bylaws; and 5) serve as a voting member of the WI SHRM state council.

7.2 President-Elect. The President-Elect, at the request of or in the absence of the President, shall perform any of the duties of the President and shall perform such other duties as the Board of Directors may determine. The Association requires the president-elect to be a current member in good standing of SHRM throughout the duration of his/her term of office.

7.3 Secretary. The Secretary shall be responsible for the preparation of minutes of all meetings of the Board; shall prepare and distribute annual dues statements; and shall perform such other duties as the President may determine. The Association requires the Secretary to be a current member in good standing of the Association throughout the duration of his/her term of office.

7.4 Treasurer. The Treasurer shall be responsible for the financial affairs of the Association to include financial reports to the Board; arrangements for the annual examination/audit of the Association; and the performance of such other duties as the President may determine. The Association requires the Treasurer to be a current member in good standing of the Association throughout the duration of his/her term of office.

7.5 Core Leadership Area (CLA) Directors. Core Leadership Area Directors shall assist the officers in meeting the goals and objectives of the Association and 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. The Association requires each CLA Director to be a current member in good standing of the Association throughout the duration of his/her term of office.

#### **Article VIII. Election and Balloting**

8.1 Balloting: Officers and Directors. Election of officers and directors, as noted in Article VI section 6.5, shall be conducted by ballot in accordance with the following procedure outlined:

- a) At the October Board meeting each year the President-Elect shall prepare and submit to the Board a slate list of nominees for Officers and Directors of the Association.
- b) The list of nominees shall be prepared and distributed to all voting members of the Association no later than the last day of October.

8.2 Elections. Elections shall be held in the first two weeks of November each year. Each Officer or Director shall be elected on the basis of a majority of votes cast for that Officer or Director position. In the event a tie occurs during an election, successive balloting shall be conducted until one candidate receives a majority of votes cast. The results of the election for Officers and Directors shall be presented at the November membership meeting.

8.3 Other Balloting. The Board of Directors shall submit any matter of the Association business to the voting membership for resolution by ballot. Mail or electronic ballots may also be used for the election of officers or other types of voting provided the Association has had at least one in-person meeting that year.

## **Article IX. Committees**

9.1 Other Committees. The Board of Directors shall be authorized to establish standing and ad-hoc committees as necessary to assist in conducting Association business.

9.2: Committee Organization. Committees in addition to the Nominating Committee are established by resolution of the Board of Directors.

9.3 Core Leadership Area (CLA) Committees. Core Leadership Area Directors 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 subcommittees to plan and implement the activities associated with the CLA for the year.

## **Article X. Statement of Ethics**

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

- The Association 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 Association meetings or through the use of information provided to him/her as a member of the Association without the approval from the Board of Directors.

## **Article XI. Amendment of Bylaws**

11.1 The Association 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 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.

11.2 Notices of proposed amendments shall be published and distributed to all Board members, SHRM district official, and LAHRA general membership at least ten days prior to a vote.

## **Article XII. Chapter Dissolution**

12.1 Any and all net assets of the Association (Chapter) shall be distributed, as determined by the membership, in the event of dissolution of this Association.

**Article XIII. Withdrawal of Affiliated Chapter Status**

13.1 Affiliated Chapter (Association) status may be withdrawn by the President/CEO of SHRM of his/her designee as a representative of the SHRM Board of Directors upon finding that the activities of the Association are inconsistent with or contrary to the best interests of SHRM. Prior to withdrawal of such status, the Association shall have an opportunity to review a written statement of the reasons for such propose 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, if the Association 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 affiliated 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 affiliated Chapter status withdrawn, may re-confer affiliated Chapter status upon such body.

**ARTICLE XIV. TERMS USED**

14.1 As used in these Bylaws, 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.

Implemented May 1, 1989  
Amended May 1997  
Amended May 2003  
Amended May 2004  
Amended November 2005  
Amended April 2010  
Amended June 2011

Ratified by the Membership of the Association and signed by:

Association President Jane Binsch Date 11/16/11

Approved by:  
SHRM President/CEO or President/CEO Designee [Signature] Date 10/14/11