

BY-LAWS OF THE CENTRAL FLORIDA HUMAN RESOURCE ASSOCIATION, INC.
A Florida Not For Profit Corporation
Ratified xxxxx, 2011

ARTICLE 1
IDENTIFICATION

These are the By-Laws of the Central Florida Human Resource Association (CFHRA), Inc. (The "corporation"), a corporation not for profit incorporated under the laws of the State of Florida.

- 1.1 **Name.** The name of the corporation shall be "The Central Florida Human Resource Association, Inc. ("CFHRA" or the "Chapter")"
- 1.2 **SHRM Membership.** CFHRA is an affiliate of the Society for Human Resource Management ("SHRM"), and its members shall be eligible to be a member of the CFHRA as long as they are members in good standing with SHRM and that they meet the membership criteria for membership in the CFHRA as outlined in these by-laws.
- 1.3 **Affiliation.** The Chapter is an affiliate of SHRM. It shall not be deemed to be an agency or instrument of SHRM or of a State Council, and SHRM shall not be deemed to be an agency or instrument 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. To avoid potential confusion, the Chapter will refer itself as the Central Florida Human Resource Association and not as SHRM or Society for Human Resource Management.
- 1.4 **Removal.** Any member of the CFHRA may be removed from membership for actions contrary to the best interests of the CFHRA or SHRM.

ARTICLE 2
DEFINITIONS

For convenience, these By-Laws shall be referred to as the "By-Laws" and the Articles of Incorporation as the "Articles." The other terms used in these By-Laws shall have the same definition and meaning as those set forth in the Articles, unless herein provided to the contrary, or unless the context otherwise requires.

For consistency and terminology utilized by SHRM for affiliate organizations, as used in these By-Laws and in all business, affairs, and correspondence of the corporation, the title "Board of Directors" may be substituted with "Governing Body" in any place wherein the context may require such substitution or substitutions. The title CFHRA may be substituted for the Central Florida Human Resource Association.

ARTICLE 3
PRINCIPAL OFFICE

The principal office of the corporation shall be located at a place designated by the Board of Directors.

ARTICLE 4
PURPOSE

The purpose of the corporation is to promote the educational and other non-profit purposes for the Society for Human Resource Management (SHRM) by providing a structure for SHRM members in Central Florida 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 management profession as a whole, advancing the understanding of human resource management, and in furtherance thereof, to operate exclusively within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. CFHRA shall promote and advance the

understanding and application of every phase of the broad concept of human resource management. It shall endeavor to improve and establish proven ideals and standards of ethical conduct and relationships in the field of human resource management. It will encourage cooperation among members for the exchange of ideas, discussion of problems, and the dissemination of information in the field of human resource management. It will strive for higher standards of performance in all phases of human resources and to develop greater recognition of the professional status of the human resource function.

ARTICLE 5 FISCAL YEAR

The fiscal year of the corporation shall commence on the first day of January and terminate on the 31st day of December.

ARTICLE 6 MEMBERSHIP

6.1 The chapter is a 100% Chapter of SHRM, and all Chapter members are required to be members in good standing of SHRM. To achieve the mission of the Chapter there shall be no discrimination in individual memberships due to race, religion, sex, age, national origin, disability, veteran's status, marital status, sexual orientation or any other legally protected class.

6.2 To be eligible for membership, an individual must first be member of the Society for Human Resource Management ("SHRM").

6.3 Professional Members – Persons may be admitted as professional members if they are engaged in the profession of Human Resource management or work as an educator, researcher or consultant in the HR field.

6.4 Honorary Membership - The Board of Directors may confer honorary membership to those persons who are deemed to be outstanding in the field of human resource management, operations or research and who, at their discretion of the Board of Directors, are entitled to such honor. Honorary members shall be entitled to all privileges of membership in CFHRA except the right to vote or hold office. There shall be no annual CFHRA dues for this class of membership.

6.5 Student Membership – Student must be affiliated with a school located in Central Florida area or a virtual student at a remote school where the student resides in the Central Florida area. Student must qualify and be an active student member in good standing with SHRM. Student is required to pay membership dues as designated by the Board. Student is also required to pay the same meeting rates as regular members.

6.6 Interested parties can apply for CFHRA membership by completing an application, including SHRM membership number, and submitting it to a Membership Director with the first year's dues. Applications are available on the CFHRA website, or by contacting a Membership Director. The applicant may be interviewed by at least one (1) member of the Membership Committee prior to presentation of the application to the Board. Approval of new members shall require a majority vote of the quorum of the Board of Directors present at any Board meeting at which a quorum is present.

A member in good standing is one that retains membership in SHRM, pays annual dues to CFHRA, and adheres to the definition of Professional, or Honorary member.

6.7 Each CFHRA member in good standing shall have the right to cast one vote on each matter brought before a vote of the members. At least three (3) Inspectors of Voting shall be appointed by the President or President Elect at the meeting in which votes will be held. The Inspectors of Voting will review the voting results and report the results to the

President or President Elect, who will announce the results to the Directors and Membership at the meeting in which the vote is held.

- 6.8 Annual membership dues shall be established for the next year by the Board of Directors prior to the mailing of renewal notices (through either e-mail, regular U.S. mail or whatever medium the Board determines to utilize). Dues for the current year are due by March 31st of the year for continuing members, or for new members, when first applying for membership.
- 6.9 Any member failing to maintain membership in SHRM will forfeit their membership in the Chapter.
- 6.10 The Board of Directors, by a two-thirds vote of the Board, has the power to request and accept a resignation or rescind membership from any member who, in the judgment of the Board of Directors, fails to comply with the by-laws of the CFHRA or commits the following:
- A. By their actions cast adverse reflection on the CFHRA;
 - B. Conducts, or whose guest conducts, unauthorized solicitation of business at any function of the CFHRA; or
 - C. Fails to adhere to CFHRA Code of Ethics, which is incorporated herein (Article 19) and made part hereof by this reference.

The member shall be entitled to prior written notice of the grounds for removal and an opportunity to be heard by the Board of Directors prior to any termination action being imposed.

ARTICLE 7 MEMBER MEETINGS

- 7.1 Regular meetings of the CFHRA shall be held on the third Tuesday of each month unless rescheduled due to a holiday or for any other reason approved by the Board of Directors. Special meetings may be called at any time at the direction of the Board of Directors, or in an emergency, upon authority of the President or President-Elect.
- 7.2 Annual meeting of the members for electing Directors and Officers will be held during the fourth (4th) quarter of the calendar year.
- 7.3 As may be necessary and/or appropriate the President or President Elect may conduct a meeting of the Board of Directors via e-mail for the limited purpose of considering and or approving a motion of the Board of Directors that cannot wait until the next meeting of the BOD.
- 7.4 Notice of all special meetings shall be communicated to members at least 10 days prior to the meeting. Notice of regular meetings shall be communicated to all members at least 7 days prior to the meeting
- 7.5 Those CFHRA members attending a meeting that has been properly noticed will constitute a quorum.

**ARTICLE 8
BOARD OF DIRECTORS**

8.1 All of the duties and powers of the corporation existing under the laws of the State of Florida for a not for profit corporation, as well as duties and powers under the Articles and these By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees. The Board of Directors shall have charge of all matters pertaining to the activities and operation of the CFHRA, and shall have the power to define all duties and privileges of membership, including the responsibility of members' attendance. More specifically, and without limitation, the Board of Directors performs the following functions:

- (a) hold meeting at times and places as may be deemed proper and necessary,
- (b) establish committees on particular subjects from members of the Board of Directors of the corporation,
- (c) print and circulate documents and publish articles,
- (d) carry on correspondence and communicate with other associations with the same interests,
- (e) employ agents and ratify all appointments,
- (f) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of the corporation and protect the interests and welfare of the members,
- (g) remove any and all the Directors or Officers of the corporation, for and with due cause, prior to the termination date of such office, after due notice and a fair hearing on the charges,
- (h) elect Directors and Officers to fill vacancies in the event any Director or Officer resigns or is removed from office prior to the termination of the term,
- (i) expend, and approve or authorize the expenditure of corporate funds in the normal operation of the corporation,
- (j) set the cost of meetings, programs, seminars, and workshops;
- (k) designate the bank or banks in which all funds shall be deposited, and
- (l) approve all disbursements from the Treasury and approve the monthly report of receipts and expenditures.

8.2 The officers of the CFHRA shall be the President, President-Elect, Secretary, and Treasurer.

8.3 Along with the Officers listed in 8.2 of this Article, the Board of Directors shall also include the Core Leadership Area Directors and others described in Article 10 below, including, without limitation, the Past President. These shall constitute the Governing body of the Chapter. Additional 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. Similarly, in the event that the Board shall authorize, by a change in the By-Laws, the election of new and/or different positions on the Board of Directors, prior to the normal election cycle, the

President shall nominate a person to fill that vacancy, and the vacancy shall be filled by a vote of the membership.

- 8.4 Only those who hold active membership and who are in good standing with SHRM and CFHRA shall be eligible to serve on the Board of CFHRA. A member of the Board of Directors must also be a current member of SHRM and CFHRA, a professional member in an HR or related HR field, or in a HR related transition role, and reside or regularly work within the Central Florida area, throughout the duration of their term of office.
- 8.5 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 President Elect at the beginning of each election year. Each elected Officer and Director shall assume office on January 1 following their election and shall hold office for one year or until their successor is elected and takes office. No Officer may hold the same office for more than two (2) consecutive years, except the Treasurer, who may serve up to 3 years by consent of the Board, based on the Fiduciary needs of the Chapter. No other Director may hold the same office for more than three (3) consecutive years.
- 8.6 Any vacancy on the Board may be filled for the unexpired term by appointment of the President with the consent of the Board of Directors.
- 8.7 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 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
- 8.8 If the Board determines that a Board member has engaged in misconduct or has shown an inability to perform the duties of a Board member, OR, if an elected Board member is found by the Board to be ineffective in their office, that Board member may be removed. The procedure shall be as follows:
- a. The President shall talk to the Board member about their duties and responsibilities. If the President is not able to reach the Board member to discuss the deficiencies personally, a certified letter will be sent to the Board member asking them to contact the President within 5 business days of receipt of the letter;
 - b. If the Board member still is remiss in their duties and shows no immediate improvement in the next 30 days and does not resign of their own accord, a motion to remove them may be made by calling a special meeting of the Board of Directors; or at the next regularly scheduled Board of Director meeting. The Board member should present their side of the case and then leave the meeting so that the question can be debated. If the Board member is not present at the meeting, it will be assumed that the Board member is resigning their position. If 2/3 of the remaining Board members vote in favor of the removal of the Board member from office, the Board member will be automatically removed from their position;
 - c. The President may appoint an individual to fill the vacancy; subject to consent by a majority of the Board.
- 8.10 The Directors of the corporation shall not be personally liable for its debts, liabilities, or other obligations of the corporation. Further, the Directors shall not be liable for their actions as Directors except for gross negligence or willful misconduct.

- 8.11 Any Board of Director or Officer may resign at any time by giving written notice of such resignation to the President or President-Elect. Such resignation shall not relieve such Director or Officer from obligation to fulfill his or her commitments to the corporation.
- 8.12 Vacancies in all positions, due to relocation outside of the greater Central Florida area, that may impact the position, will be reviewed by the Board. The Board will decide if the Board member is able to fulfill the duties of the position. If two-thirds of the Board determine by vote at a meeting of the Board that the relocated Board member is unable to fulfill the duties of his or her position, that Board member will be considered removed from the Board, and the remaining members of the Board shall take such measures as necessary consistent with these by-laws to replace the relocated Board member.
- 8.13 The Board of Directors may employ a part or full time administrator to attend to the administrative affairs of the CFHRA. If such an individual is employed, the Board of Directors shall set compensation; the President or designee will assign and direct duties.
- 8.14 No more than two (2) representatives of any single organization may serve on the Board of Directors at the same time.
- 8.15 The President-Elect shall automatically become President and the office of President shall not be filled by an election except as otherwise called for under these by-laws. If for any reason the President-Elect is unable to serve in the office of President, the Secretary shall automatically become President. If for any reason the Secretary is unable to assume the role of President, the Board of Directors shall direct the Nominating Committee to include a nomination for the office of President on the next slate of Officers for election or may, if Officers are already elected, fill the vacancy by a majority of the remaining Board members.

ARTICLE 9 MEETINGS OF THE BOARD OF DIRECTORS

- 9.1 **Regular Meetings.** Regular meetings of the Board of Directors shall meet as often as necessary to discharge its duties, but not less than three times during the fiscal year. . The President or President- Elect shall have the power to call such meetings.
- 9.3 **Special Meetings.** Special meetings of the Board of Directors shall be held on the call of the President, President-Elect or written receipt of members of the Board of Directors having twenty percent (20%) of the votes entitled to be cast at such meeting.
- 9.4 **Notice.** Reasonable notice of all Regular, and Special meetings of the Board of Directors shall be given to all members of the Board of Directors in as timely a manner as possible, but not less than 14 days. Notice may be by mail, telephone or electronic means.
- 9.5 **Quorum Voting.** A majority of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the quorum present shall be considered the act of the Board of Directors at any meeting, unless these By-Laws shall specifically designate otherwise. Each member of the Board shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting.

ARTICLE 10 DUTIES AND RESPONSIBILITES OF INDIVIDUAL OFFICERS/DIRECTORS

- 10.1 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, provided they are consistent with the provisions of this Article.
- 10.2 The duties of the Officers and Directors shall be such as are implied by their respective titles, and such as are specified in these by-laws. Each officer shall keep accurate records and shall submit an annual written report of their work as requested by the President.
- 10.3 **President**
Shall preside at all meetings of the CFHRA and of the Board of Directors. The President shall appoint all standing and special committees, subject to ratification by a majority of a quorum of the Board of Directors. The President shall have the power to appoint the Chairs of all Committees as well as the additional members of the Nominating Committee. The President shall be an ex-officio member of all committees, , and will remain as a member of the Board of Directors for one (1) year following term of office as President. In the event of unforeseen situations, the President, with written approval from the Treasurer, can authorize expenditures from the CFHRA treasury of up to \$500 per expenditure. The President shall have the power to sign all contracts and any other obligations on behalf of the corporation, authorize corporate expenditures with approval of the Executive Committee, and coordinate business with SHRM and other associations as required, with the approval of the majority of votes of the Board of Directors or in accordance with the approved budget.
- 10.4 **President-Elect**
Shall perform the duties of the President in case of absence and shall act in an advisory capacity to Committee Directors. The President-Elect shall assist the President in overseeing all activities of the corporation. The President-Elect shall be authorized to sign checks on the corporation's bank account. The President-Elect shall be responsible for monitoring the progress and for the accurate and timely completion of the application for SHRM's required annual report. The President - Elect shall chair a By-laws Committee, which shall be responsible for initiating, reviewing, and presenting to the Board of Directors amendments, and resolutions as deemed necessary. If the President resigns or otherwise becomes unable to hold office, the President- Elect shall become President for the office.
- 10.5 **Secretary**
Shall perform the duties of the President in the absence of the President and President-Elect. The Secretary shall take and keep minutes of all meetings of the Board of Directors. The Secretary shall be custodian of all records and papers of the corporation, except those pertaining to a special committee. The Secretary shall receive and file all written reports and shall handle promptly all correspondence of the corporation as directed by the President and shall submit copies of the communications for the President's file. The Secretary shall keep an accurate record of all proceedings of all meetings of the CFHRA and shall maintain all historical records of the CFHRA. If requested, the Secretary shall provide a copy of the minutes of any Board of Directors meeting to any member of the CFHRA. The Secretary shall order and maintain the corporation's supplies, stationary, etc. as may be required from time to time. The Secretary shall maintain a complete record of all physical property of the corporation and its whereabouts.
- 10.6 **Treasurer**
Shall perform the duties of the President in the absence of the President, President-Elect, and Secretary. The Treasurer shall collect and hold all monies belonging to the CFHRA

and shall deposit same in a bank or banks designated by the Board of Directors. The Treasurer shall pay all bills. The Treasurer shall provide a copy of the monthly Statement of Financial Condition of the CFHRA to all Board of Directors. All members of CFHRA may request a copy.

The Treasurer shall keep an itemized report, in a permanent file, of all receipts and expenditures and give a written and an oral report at each meeting of the Board of Directors. Within thirty (30) days after the end of the calendar year, the Treasurer shall furnish all funds, securities, and financial records to the succeeding Treasurer. The new Treasurer shall, upon receipt of records and funds, be responsible for arranging an audit of the financial records based on the Fiduciary needs of the Chapter.

The financial books of the corporation shall be delivered to his or her successor on or before December 31. The Treasurer shall serve as Treasurer of all fundraising activities of the corporation. The Treasurer shall prepare the budget for the corporation and submit it to the Board of Directors for review no less than 14 days prior to the first official meeting of the Board of Directors each year.

10.7 ***College Relations Director***

Shall be responsible for college chapter and community education efforts. The Director shall provide advice and guidance to the student chapters that are affiliated with the CFHRA as well as support the development of any additional student chapters that may seek to also affiliate with the CFHRA.

10.8 ***Diversity and Inclusion Director***

Shall be responsible for coordinating efforts directed at increasing diversity, provide education, and promote awareness among the CFHRA's membership.

10.9 ***Certification Director***

Shall be responsible for promoting, coordinating, and participating in study sessions for HR professional certification and shall authorize related expenses. The Director will also be responsible for promoting and coordinating any training/educational programs made available by the Association and local colleges to the membership.

10.10 ***Legislative Director***

Shall be responsible for updating the membership on legislation affecting the human resource field through oral and written reports. The Director shall prepare correspondence, on behalf of the CFHRA, to the appropriate legislative body or representatives and encourage grassroots participation by the membership.

10.11 ***Membership Director (Recruiting)***

Shall be responsible for promoting membership and stimulating interest in the CFHRA, and for receiving and reviewing all applications for membership prior to their submission for final approval or rejection by the Board of Directors. The Membership Director shall be responsible for all membership relations with HR Florida and SHRM. The Director is also responsible for the processes and tracking of member dues. Should the Membership Recruiting Director be unable to fulfill their duties, it will then become the responsibility of the Membership Retention Director.

10.12 ***Membership Recruiting Director and Membership Retention Director***

Shall manage the membership function to successfully achieve an increase in Chapter membership. Guides the activities of the following committees: volunteers, retention of membership, membership Directory, and awards. Maintains the Chapter's membership database to produce a print or online annual membership roster/Directory and applicable addendums.

- 10.13 ***SHRM Foundation Director***
Shall be responsible for educating the membership on what the SHRM Foundation does and the benefits of donating. In addition the Director will lead any fund raising events whose funds will go to the Foundation and make recommendations regarding the Chapter's annual donation to the Foundation. This Director will be the liaison between the SHRM Foundation, HR Florida, and the Chapter.
- 10.14 ***Workforce Readiness Director***
Shall monitor and evaluate on a continuing basis local activities concerning workforce readiness issues and plans and encourages chapter involvement and activities impacting the workforce readiness arena. Works in cooperation with state-level workforce readiness advocates. Identify and evaluate issues that impact workforce readiness and develop goals for chapter workforce readiness strategy. Serve as a resource for chapter members on workforce readiness issues and provide leadership to the chapter on education issues. Develop and support workshops and seminars that address workforce readiness issues.
- 10.15 ***Past President***
Advises the president and other officers and members of the Board of Directors regarding past practices, general operations, and other matters to assist in the smooth operation of the chapter. Acts as advisor to the chapter Board of Directors regarding past practices and operations in accordance with chapter's by-laws. Upon request, assist officers in performing their responsibilities. Participates in the development and implementation of short-term and long-term strategic planning for the chapter.
- 10.16 ***Communications Director***
The Communications Director shall be responsible for the preparation and distribution of the CFHRA Newsletter. The Director shall also be responsible for press releases, community public relations, content for the "Loop" information, and other communication initiatives for the Chapter.
- 10.17 ***Hospitality Director***
Shall be responsible for making all necessary arrangements for a location, meals, and social hour needs for monthly meetings. The Director will also be responsible for taking reservations for the monthly meetings, providing name badges, collecting monies, and providing an accurate count to the Treasurer and Board of Directors of all members and guests in attendance at the monthly meetings.
- 10.18 ***Non-Dues Revenue Director***
Shall be responsible for initiating, coordinating and implementing methods of providing revenues, other than membership dues, to supplement general operating funds and for other appropriate uses as determined by the Board of Directors.
- 10.19 ***Programs Director***
Shall be responsible for arranging all programs, social events, seminars and workshops at all regular and/or special meetings of the CFHRA. The Director will work closely with the Hospitality Director to coordinate all activities in a professional and organized manner.
- 10.20 ***Technology Director***
Shall be responsible for maintaining the CFHRA Web site. The Director will also be responsible for training new Officers and Directors on how to utilize those web pages. The Director will also work as the liaison between CFHRA , as well as the Administrator, and the Web Page Host and Designer.

10.21 **Marketing and Social Media Director**
The Marketing and Social Media Director manages the chapter's community and social media presence. Responsibilities include helping to create and manage a comprehensive media and social media strategy to increase the Association's visibility, membership and meeting attendance. The Director coordinates, administers, and monitors all of the chapter's social media programs and information on various internet sites including the CFHRA website, LinkedIn, and Facebook presence, as well as other appropriate sites identified. The Director also provides timely and comprehensive information to the public about CFHRA programs and other matters of interest via various social networking sites and marketing avenues. Additionally, the Director acts as a backup to the Technology Director, as needed.

10.22 **Global Affairs Director**
The Global Affairs Director promotes the understanding and benefits of HR globalization at the chapter level. The Director communicates federal, state, and local globalization initiatives to CFHRA members and engages in activities that support the global HR platform..

ARTICLE 11 EXECUTIVE COMMITTEE

11.1 **Composition and Function.** The Executive Committee shall be composed of the following positions: President, President-Elect, Secretary, and Treasurer. Each position will be a voting member of the Executive Committee. It shall be the duty of the Executive Committee to discharge the business of the corporation in accordance with the policy decisions of the Board of Directors. Members of the Executive Committee shall serve in an advisory capacity to the President. The Executive Committee shall designate and appoint an auditor for an audit review based on the fiduciary needs of the Chapter.

11.2 **Meetings.** The Executive Committee shall meet as often as shall be necessary to discharge its duties. The President or President-Elect shall have the power to call such meetings.

11.3 **Quorum, Voting.** A majority of the Executive Committee shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the quorum present shall be considered the act of the entire Executive Committee at any meeting, unless these By-Laws shall specifically designate otherwise. Each member of the Executive Committee shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting.

11.4 **Reports.** The Executive Committee shall be required to report its activities to the Board of Directors at the next regular and special meetings. The committee shall record its deliberations and decisions in a special log to be prepared and maintained by the Secretary.

11.5 **Qualifications.** Officers must be a regular member in good standing of SHRM and CFHRA at the time of nomination or appointment and must remain in good standing for the duration of their term. In the event that the basis on which an Officer was originally determined to be eligible of membership in SHRM and CFHRA is changed after election or during term of office, or if individual circumstances are deemed by the Board of Directors to seriously limit the participation of an Officer in the affairs of the Corporation, such change or individual circumstance may be considered cause for disqualification as an Officer or Director.

ARTICLE 12 BOARD COMMITTEES

In order to achieve the purposes of the corporation, there as needed, may be the following Standing and Ad-hoc Committees, as needed by the Board of Directors: Membership, HRCI Certification, Diversity and Inclusion, Workforce Readiness, Legislative, College Relations, SHRM Foundation, Technology, and any of the core areas designated by SHRM. The Committees shall provide functional, subject-matter expertise and shall be responsible for directing and coordinating the policies of the Board of Directors, Executive committee and / or President as assigned. In addition, there shall be such other committees as may, in the opinion of the Board of Directors or President, be necessary for the conduct of business and to carry out the objectives and purposes of the organization, subject to the conditions and limitations as may be specified. The President shall appoint the Directors who shall oversee such committees and determine the composition and qualifications of members of the committees with the approval of the Executive Committee. The Director, with the majority approval of the Executive Committee, shall appoint and remove other committee members. Each Director shall report when requested to the Board of Directors, Executive Committee or President and submit written reports of their activities to the President, as requested. Director and non-Director members of committees serve at the pleasure of the Executive Committee.

ARTICLE 13 NOMINATING COMMITTEE AND ELECTION OF BOARD MEMBERS

- 13.1 **Composition and Function of Nominating Committee.** The Nominating Committee shall be composed of the President, and the President Elect. In addition, the President will appoint, as needed, up to five (5) other CFHRA members. The duty of the Nominating Committee is to identify candidates for the position of Treasurer, Secretary, Vice President, President-Elect, Core Leadership Directors, other Chapter leadership Directors and, where provided for in these By-Laws.. The Nominating Committee shall prepare a slate of nominees for submission to, first, Board of Directors and then, the general membership at the 4th quarter meeting in which the slate is presented for a vote. Voting shall be conducted in accordance with the terms of these By-Laws established generally for votes -- including, without limitation, quorum and counting of votes by inspectors.
- 13.2 **Consent to Elections.** Only those persons who have signified their consent to serve, have company support and the ability to meet the time commitments involved if elected shall be nominated for or elected to such office.
- 13.3 **Multiple Offices.** No person shall be on the slate for more than one office, nor shall serve in two offices at the same time, except as an Officer and Director, or as a Director and Officer, and as otherwise provided for in these By-Laws.
- 13.4 **Elections**
- (a) The slate of nominees will be prepared and distributed to all voting members prior to the meeting in which elections will be held. All candidates for office will be eligible to prepare a personal profile and a position statement to be included with the slate.
 - (b) No provision in these By-Laws shall prevent any voting member from casting a write-in vote for any Eligible Individual, not selected by the Nominating Committee.
 - (c) Votes, to be valid, must cast in person during the meeting at which such election has been noticed. Electronic voting may be used provided this process is approved by the Board of Directors.
 - (d) Each elected Director/Officer shall be elected on the basis of a plurality of votes cast for that position. In the event a tie occurs during an election, through two or more candidates receiving the same number of votes, successive voting shall be conducted between the tied candidates until one candidate receives a plurality.

**ARTICLE 14
EMERGENCY PROVISIONS**

An emergency is defined as an event where a quorum of the Board of Directors cannot readily be assembled because of some "catastrophic event." An emergency may occur regardless of an announcement by a public official declaring a state of emergency.

A consensus of four (4) Executive Committee members can be used to declare emergency status.

During an emergency, the corporation has the ability to shorten meeting notices, relocate records/offices, and appoint voting status to non-voting members.

To the extent not inconsistent with any emergency bylaws, the bylaws of the corporation shall remain in effect during an emergency. The emergency bylaws will cease to be operative upon the emergency's termination.

**ARTICLE 15
PARLIMENTARY AUTHORITY**

The Rules contained in Robert's Rules of Order (Newly Revised) shall govern the Board of Directors, Officers, Committees, and others in all cases to which they are applicable, provided however, that they do not conflict with the Articles of Incorporation or By-Laws of the corporation, or with any guidelines established by the Society for Human Resource Management, or with the laws of the State of Florida. The Parliamentarian of the Board of Directors (who shall be the Secretary or, in his or her absence, a Director appointed by the President for that meeting) will have a working knowledge of Robert's Rules of Order, maintain a copy of such at all meetings, and provide guidance on all matters of parliamentary procedure when instructed by the President or requested by any member of the Board.

**ARTICLE 16
PERIODIC BY-LAWS REVIEW**

The Executive Committee, once a year, will review the content of the existing by-laws and make recommendations to the Board of Directors for changes and updates. The Board of Directors shall present all approved recommendations regarding proposed amendments to the by-laws to the membership for approval. Such proposals shall be in writing and electronically distributed prior to the next scheduled regular meeting, at which time a vote for approval will be requested. 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 by-laws. 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 17
STATEMENT OF ETHICS**

All Members and Board Directors of CFHRA and the shall maintain the highest standards of professional and personal conduct, shall strive for personal growth in the field of human resource management, will support the goals and objectives of CFHRA and SHRM for developing the human resource management profession, will refrain from using their official position, either regular or volunteer, to secure special privilege, gain or benefit for themselves or others and will improve the understanding of the role of human resource management. No Member shall represent CFHRA in any venue without consent from the Board of Directors.

The Code of Ethics for Members and Directors of CFHRA has been adopted to promote and maintain the highest standards of personal conduct and professional standards among its members. By joining CFHRA, Board Directors and Members espouses this Code, thereby assuring public confidence in the integrity and services of human resource professionals.

**ARTICLE 18
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 19
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 20
BY-LAW AMENDMENTS**

The by-laws may be amended by a majority vote of the members present at any meeting 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 by-laws. 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 21
TERMS USED**

As used in these By-Laws, feminine or neuter pronouns shall be substituted for those of the masculine form, and the plural shall be substituted for the singular number in any place wherein the context may require such substitution or substitutions.

Approved by SHRM  Date 10-7-11
Ratified by the CFHRA Membership on _____

Annette Wainey, 2011 President

Aimee Brun, 2011 President-Elect

Kim K. Ouellette, 2011 Secretary

Gina Hall, 2011 Treasurer
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