

SPACE COAST HUMAN RESOURCE ASSOCIATION, INC.

BY-LAWS

Amended October 19, 2010

ARTICLE I - NAME AND AFFILIATION

- 1.1. The name of the organization shall be the Space Coast Human Resource Association, Inc. (herein referred to as the "Chapter"). To avoid potential confusion, the Chapter will refer to itself as Space Coast Human Resource Association, Inc. or SCHRA, and not as SHRM or the Society for Human Resource Management.
- 1.2. The Chapter is affiliated with the Society of Human Resource Management (herein referred to as "SHRM").
- 1.3. The Chapter is a separate legal entity from SHRM. The Chapter 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 II - PURPOSE

- 2.1. The purpose of the Chapter shall be to: Serve the human resource professional, fostering professional growth by providing learning opportunities through conferences, workshops, cooperative research, and exchange of knowledge and experience among members; raising the standards of performance in all phases of human resource management and to advance the profession.

ARTICLE III - FISCAL YEAR

- 3.1. The fiscal year of the Chapter shall be the calendar year.

ARTICLE IV - MEMBERSHIP

- 4.1. To achieve the mission of the Chapter there shall be no discrimination in individual memberships because of race, religion, sex, age, national origin, disability, veterans' status or any other legally protected class.

- 4.2 Membership in the Chapter is individual rather than corporate. Succession to or transfer of membership to other individuals is not permitted.
- 4.3 Member Voting. Except as otherwise provided herein, members are not entitled to vote. A member who is entitled to vote may vote in person, by e-mail, or by proxy executed in writing by the member or by his/her duly authorized attorney in fact. An appointment or a proxy is not valid after 11 months following the date of its execution unless otherwise provided in the proxy.
- 4.4 Member Categories. The following are membership categories for the Chapter:

Professional Member. Membership shall be confined to those persons actively engaged in bona fide human resources work and who devote at least 50% of their time to human resource functions and faculty members holding an assistant, associate, or full professional rank in human resource or related discipline at an accredited college or university. Professional members shall have one vote on business and social matters of the Chapter and may hold office. Dues shall include membership in the Chapter.

Associate Member. Persons outside the foregoing category who demonstrate to the satisfaction of the Board of Directors (herein referred to as the "Board") a bona fide interest in human resources shall be eligible for Associate Membership. Examples include employees or owners of employment agencies, search firms, and organizations whose interests includes placement. Associate members shall have one vote on business and social matters of the Chapter and may hold office. Dues for Associate Members shall be the same as Professional Members, and shall include membership in the Chapter.

Student Member. Individuals who are (a) enrolled either as full-time or part-time students, at freshman standing or higher; (b) enrolled in the equivalent of at least six (6) credit hours; (c) enrolled in a four-year or graduate institution and/or a consortium of these or a two-year community college with a matriculation agreement between it and a four-year college or university which provides for automatic acceptance of the community college students into the four-year college or university; (d) able to provide verification of a demonstrated emphasis in human resource management subjects, and (e) able to provide verification of the college or university's human resources or related degree program. Student members may not vote or hold office in the Chapter and shall pay dues at the student rate as set by the Chapter.

Honorary Member. Any member in good standing at the time of retirement from any firm, organization or institution may be elected to Honorary membership of the Chapter by vote of the Board. Honorary Members shall be entitled to full membership without the payment of dues but will not have the right to vote or hold office.

- 4.5 Member In Transition. Individuals who are actively seeking a career in human resources. Member in transition shall have one vote on business and social matters of the Chapter

and may hold office. Dues for Member in transition shall be the same as Professional Members, and shall include membership in the Chapter.

- 4.6 Application for Membership. Application for membership shall be made in writing or online on a form provided by the Chapter. The Board must approve all membership applications.
- 4.7 Termination of Membership. Membership in the Chapter may be terminated for good cause, which includes conduct or activity that materially interferes with or conflicts with the purpose of this Chapter, including but not limited to substantial and material violation of the by-laws and rules of this Chapter that may be adopted from time to time. Termination of membership will be by a two-thirds vote of the Board. If membership is terminated for good cause, the member shall not be entitled to a refund of any Chapter dues. Membership shall be terminated automatically for non-payment of annual dues by March 1. A former member dropped for delinquency in dues, upon payment of dues and a \$5 late charge, may be reinstated with approval of the Board. Any termination of membership shall be recorded in the membership book of the Chapter and the rights and privileges of a member cease upon termination of membership.
- 4.8 Annual Dues. Annual dues shall become payable on January 1 of each year. The amount of dues shall be determined each year by the Board prior to their due date. Any rate increase must be approved by majority vote of the general membership in attendance. Dues shall include membership in the Chapter.

#### ARTICLE V - MEETINGS

- 5.1 Regular Meetings. Regular meetings shall be held monthly at such times and places as the Board may designate. Meeting during the summer months may be omitted by a vote of the Board.
- 5.2 Annual Meeting. The annual member meeting of the Chapter will be held on the third Tuesday of October, of each year or at such other time and place as designated by the Board provided that if said day falls on a legal holiday, then the meeting will be held on the first business day thereafter. The Chapter will hold annual meetings of members for the election of the Board and such other business as may come before the meeting.
- 5.3 Meeting Place. Meetings of members will be held at the principal place of business of Space Coast Human Resource Association, Inc. or at such other place as is designated by the Board.
- 5.4 Special Meetings. Special meetings will be held when directed by the Board, the President of the corporation, or at least ten (10) percent of the members entitled to vote, provided that said persons sign, date and deliver to Space Coast Human Resource Association, Inc. one or more written demands for the meeting describing the purposes(s) for which it is to be held. A meeting requested by members of Space Coast Human

Resource Association, Inc. will be called not less than 10 not more than 60 days after the request is made, unless the members requesting the meeting designate a later date. The call for the meeting will be issued by the secretary, unless the President, the Board or members requesting the meeting designate another person to do so.

- 5.4.1 Special Meeting Notice. Written notice stating the place, day and hour of the meeting, and the purpose(s) for which said special meeting is called, will be delivered not less than 10 nor more than 60 days before the meeting, either personally, by first class mail or e-mail, by or at the direction of the President, the secretary or the officer or persons calling the meeting to each member of record entitled to vote at such meeting. If mailed by first class mail, such notice will be deemed to be effective when deposited in the United States mail and addressed to the member at the member's address as it appears on the membership roll of the Chapter, with postage thereon prepaid.
- 5.5 Record Date and List of Members. The record date of the Chapter shall be the date on which the Board votes on the latest membership application. The Board shall fix the record date; however, in no event may a record date fixed by the Board be a date prior to the date on which the resolution fixing the record date is adopted. After fixing a record date for a meeting, the secretary shall prepare an alphabetical list of the names of all Space Coast Human Resource Association, Inc.'s members who are entitled to notice of a members' meeting, arranged with the address of each member. Said list shall be available for inspection in accordance with Florida law.
- 5.6 Meeting Notice. Space Coast Human Resource Association, Inc. shall notify each member, entitled to a vote at the meeting, of the date, time and place of each annual and special members' meeting no fewer than 10 or more than 60 days before the meeting date. A member may waive any notice required hereunder either before or after the date and time stated in the notice; however, the waiver must be in writing, signed by the member entitled to the notice and be delivered to Space Coast Human Resource Association, Inc. for inclusion in the Minutes or filing in the corporate records.
- 5.7 Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it will not be necessary to give any notice of the adjourned meeting provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At such an adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting. If, however, a new record date for the adjourned meeting is made or is required, then, a notice of the adjourned meeting will be given on the new record date as provided in these by-laws to each member of record entitled to notice of such meeting.
- 5.8 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 at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted on by the members.
- 5.9 Proxies. A member may vote either in person, by e-mail or by proxy provided that any and all proxies are executed in writing by the member or his/her duly authorized attorney-

in-fact. No proxy will be valid after the duration of 11 months from the date thereof unless otherwise provided in the proxy.

- 5.10 Action by Members Without a Meeting. Action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting without prior notice and without a vote if the action is taken by the members entitled to vote on such action having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. In order to be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action, and delivered to the Chapter by delivery to its principal office in this state, its principal place of business, the corporate secretary or another officer or agent of the Chapter having custody of the book in which proceedings of meetings of members are recorded. Written consent shall not be effective to take the Chapter referred to in the consent unless the consent is signed by members having the requisite number of votes necessary to authorize the action within 60 days of the date of the earliest dated consent and is delivered in the manner required herein. Any written consent may be revoked prior to the date that the Chapter receives the required number of consents to authorize the proposed action. A revocation is not effective unless in writing and until received by the Chapter at its principal office in the state or its principal place of business or received by the corporate secretary or other officer or agent of the Chapter having custody of the book in which proceedings of meetings of members are recorded. Within 10 days after obtaining such authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing. The notice must fairly summarize the material features of the authorized action. A consent signed pursuant hereto has the effect of a meeting vote and may be so described as such in any document; provided that if the action to which the members consent is such as would have required the filing of a certificate under Florida law if such action had been voted on by members as a meeting thereof, the certificate filed there under must state that written consent has been given in accordance with Florida law. Whenever action is taken pursuant hereto, the written consent of the members consenting to such action or the written reports of inspectors appointed to tabulate such consents must be filed with the Minutes of proceedings of members. Notice of a meeting of members need not be given to any member who signs a waiver of notice in person or by proxy either before or after the meeting. Neither the affairs transacted nor the purpose of the meeting need be specified in the waiver. Attendance of a member at a meeting, either in person or by proxy, constitutes waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, unless the member attends a meeting solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the transaction of affairs.

## ARTICLE VI - BOARD OF DIRECTORS

- 6.1 Function. All corporate powers, business, and affairs will be exercised, managed and directed under the authority of the Board (whether defined as Directors, managers or trustees in the Articles of Incorporation).

- 6.2 Number. Space Coast Human Resource Association, Inc. will have a minimum of three (3) Directors.
- 6.3 Election of the Board. Board members shall be determined by confidential, written or electronic ballot and shall occur at the annual meeting. The ballot will include nominations having been made by the nominating committee and from the floor. For the purpose of annual elections, a quorum shall constitute one-third of the votes entitled to be cast, represented in person, by proxy, or by mail.
- 6.3.1 No Board member shall hold more than one office at a time, unless otherwise decided by the Board.
- 6.3.2 Mail or electronic ballots can be used for the election of the Board provided the Chapter has had at least one in-person meeting that year.
- 6.3.3. Term of Office of the President, Treasurer, Secretary and Membership Director. The President, Treasurer, Secretary and Membership Director shall assume office on January 1 following his/her election by the chapter membership and shall hold office for a mandatory term of two years.
- 6.3.4 Term of Office. Each elected Director, other than those Directors listed in Section 6.3.3 herein, shall assume office on January 1 following his/her election by the chapter membership and shall hold office for one year or until his/her successor is elected and takes office.
- 6.4 Place of Board Meeting. Special or regular meetings of the Board will be held within or without the State of Florida.
- 6.5 Notice, Time and Call of Meetings. Regular meetings of the Board will be held without notice on such dates as are designated by the Board. Written notice of the time and place of special meetings of the Board will be given to each Director by personal delivery, e-mail, telegram or cablegram at least two (2) days before the meeting or by notice mailed to the Directors at least five (5) days before the meeting. Notice of a meeting of the Board need not be given to any Director who signs a waiver of notice either before or after the meeting.

Neither the business to be transacted nor the purpose of, regular or special meetings of the Board need be specified in the notice or waiver of notice of such meeting.

A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting will be given to the Directors who were not present at the time of the adjournment unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors.

Meetings of the Board may be called by the President of Space Coast Human Resource Association, Inc. or any two Directors.

Members of the Board may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

- 6.6 Action Without a Meeting. Any action required to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, signed by a majority of the Directors or by a majority of the members of the committee, as the case may be, is filed in the Minutes of the proceedings of the Board or of the committee. Action taken in accordance herewith is effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed in accordance herewith has the effect of a meeting vote and may be described as such in any document. Such consent will have the same effect as a unanimous vote.
- 6.7 Board Members. The Board of Directors shall consist of the following: President, President-Elect, Membership Chair, Treasurer, Secretary, Certification Chair, Workforce Readiness & Diversity Chair, Professional Development Chair, Marketing & Communications Chair, Facilities & Meeting Chair, College Relations Chair, Sponsor Chair, SHRM Foundation Chair, Website Chair and Legislative Chair. The additional Board member shall be the Immediate Past President.
- 6.8 Qualification. All candidates for the Board must be qualified members of the Chapter in good standing at the time of nomination or appointment. Per SHRM by-laws, the President must be a current member in good standing of SHRM throughout the duration of his/her term of office. Board members may not be elected to serve more than two (2) consecutive one-year terms in the same position except as otherwise approved by a majority of the Board.
- 6.9 Vacancies. The President may fill any Board member vacancy for the unexpired term with the consent of a majority of the Board.
- 6.10 Quorum. A simple majority of the total Board shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board.
- 6.11 Removal and Resignation of Directors. Any member of the Board may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership. The notice of a meeting of the members to recall a member or members of the Board shall state the specific Director(s) sought to be removed. Any such proposed removal of a Director at a meeting shall be made by separate vote for each Board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Board member sought to be removed. If removal of a Director or Directors is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting. Any Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the members.

Any Director removed from office shall turn over to the Board within 72 hours any and all records of the Chapter in his/her possession.

A Director may resign at any time by delivering written notice thereof to the Board or to the President of Space Coast Human Resource Association, Inc. Such a resignation is effective when the notice is delivered unless a later effective date is specified in such notice. If a resignation is made effective at a later date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

- 6.12 The Directors of Space Coast Human Resource Association, Inc. will have the following specific duties, in addition to any other duties required by these by-laws:

Membership Director. Shall examine and make recommendations and reports to the Board on applications for membership and shall develop and implement programs for organization recruitment and retention. In addition, shall prepare a current roster of members at the beginning of each year. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

Marketing & Communications Director. Responsible for marketing and communicating the chapter and SHRM brand and its activities to chapter members and the human resource and business community of Central and North Brevard County. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

Professional Development Director. Primarily responsible for ensuring the professional development needs of the members are met. Locates and coordinates speakers for the monthly development sessions or special workshops. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

Facilities & Meeting Director. Coordinates all activities with chapter meeting facility, including providing the meeting venue with the number of expected attendees, and secures necessary equipment. Assists the treasurer with the collection of money at the meetings. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

Legislative Director. Shall establish contact with local, county and state governmental units to make them aware of Chapter Activities and shall present reports to Chapter members of items of special interest. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

Certification Director. Coordinates obtaining certification for chapter meetings with HR Certification Institute; provides certification information to chapter; provides certification documentation to chapter. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

Workforce Readiness & Diversity Director. Coordinates workforce readiness and diversity activities on behalf of chapter through local entities, state council and SHRM.



Attendance at all Board meetings is required and attendance at monthly meetings is expected.

College Relations Director. Coordinates college relations activities on behalf of chapter through local entities, state council and SHRM. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

SHRM Foundation Director. Coordinates SHRM Foundation activities on behalf of chapter through state council and SHRM. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

Website Director. Maintain all information on chapter website and coordinate maintenance of chapter website with SHRM. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

Sponsor Director. Coordinates sponsor activities on behalf of chapter. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

## ARTICLE VII - OFFICERS

7.1 Officers. The officers of Space Coast Human Resource Association, Inc. will consist of a President, a secretary and a treasurer, each of whom will be elected by the Board. The officers of the Chapter will then be appointed annually by the Board at the annual meeting of the Board. A duly appointed officer may appoint one or more officers or assistant officers. It is hereby provided that the same individual may not simultaneously hold more than one office in the corporation.

7.2 The officers of the Space Coast Human Resource Association, Inc. will have the following specific duties, in addition to any other duties required by these by-laws:

The President. The President shall preside at the meeting of the Chapter and the Board and shall have general charge and supervision of the affairs and business of the Chapter. The President will also guide and direct the President Elect in such manner as to enable that individual to be able to assume the office of President in the following year. The President may commit Chapter expenditures up to \$250 without receiving approval of the Board of Directors. Attendance at all Board meetings and monthly meetings is expected.

The President Elect. The President Elect, at the request of, or in the absence or disability of the President, may perform any of the duties of the President and shall have such other powers and perform such other duties as the Board or the President may determine. The President-Elect is to familiarize and insure adequate preparation for assuming the position of President the following year. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

The Secretary. The Secretary shall be responsible for the preparation of a record of the proceedings of all meetings of the Board and of any other business meeting of the Chapter and shall also perform such other duties as the President may determine. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

The Treasurer. The Treasurer shall be responsible for the financial affairs of the Chapter. This responsibility shall include financial reports to the Board and arrangements for the annual examination and audit of the account and the performance of such other duties as the President may determine. Attendance at all Board meetings is required and attendance at monthly meetings is expected.

- 7.3 Removal and Resignation of Officers. An officer or agent elected or appointed may be removed by the Board at any time, with or without cause. Any officer or assistant officer or agent, if appointed by another officer may likewise be removed by such officer or by the Board.

Any officer may resign at any time by delivering notice to Space Coast Human Resource Association, Inc. Said resignation is effective upon delivery unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Chapter accepts the future effective date, the Chapter's Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date of the pending vacancy.

## ARTICLE VIII - COMMITTEES

- 8.1 Executive and Other Committees. A resolution, adopted by a majority of the Board, may designate from among its members an executive committee and/or other committee(s), which will have and may exercise all the authority of the Board to the extent provided in such resolution, except as is provided by law. Each committee must have two or more members who serve at the pleasure of the Board. The Board may, by resolution adopted by a majority of the Board, designate one or more Directors as alternate members of any such committee who may act in the place and instead of any absent member or members at any meeting of such committee.
- 8.2 Other Committees. May be appointed by the President as deemed necessary.

## ARTICLE IX - AMENDMENTS OF BY-LAWS

- 9.1 These by-laws may be amended by a majority of the members present at any meeting at which a quorum exists and for which notice requirements have 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 by-laws shall clearly

state that it is not effective unless and until approved by the SHRM President/CEO or his/her designee.

#### ARTICLE X - STATEMENT OF ETHICS

- 10.1 The Chapter adopts SHRM's Code of Ethical and Professional Standards in Human Resource Management for members of the Chapter in order to promote and maintain the highest standards among the members. Each member shall honor, respect and support the purposes of this Chapter and of SHRM.
- 10.2 The Chapter shall not be represented as advocating or endorsing any issue unless approved by the Board. No member shall actively solicit business from any other member at Chapter meetings without the approval from the Board.

#### ARTICLE XI - DISSOLUTION

- 11.1 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 as provided in Space Coast Human Resource Association, Inc.'s Articles of Incorporation and as otherwise by Florida law.

#### ARTICLE XII - PROCEDURES

- 12.1 Robert's Rules of Order shall be the parliamentary authority governing this Chapter in all cases in which they are applicable and are not inconsistent with these by-laws.

#### ARTICLE XIII - WITHDRAWAL OF AFFILIATED CHAPTER STATUS

- 13.1 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 on such body.

#### ARTICLE XIV - TERMS USED

- 14.1 As used in these by-laws, 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.

#### ARTICLE XV - MEMBERSHIP CERTIFICATES

- 15.1 The Chapter shall not issue membership certificates evidencing membership in the Chapter.

#### ARTICLE XVI - BOOKS AND RECORDS

- 16.1 Corporate Records. Space Coast Human Resource Association, Inc. shall keep as records Minutes of all meetings of its members and the Board, a record of all actions taken by the members or the Board without a meeting and a record of all actions taken by a committee of the Board in place of the Board on behalf of Space Coast Human Resource Association, Inc. Furthermore, Space Coast Human Resource Association, Inc. will maintain the following records in written form or in another form capable of conversion into written form within a reasonable time:

- (i) Accurate accounting records;
- (ii) A record of its members in a form that permits preparation of a list of the names and addresses of all members in alphabetical order by class of voting members;
- (iii) A copy Space Coast Human Resource Association, Inc.'s articles or restated articles of incorporation and all amendments thereto currently in effect;
- (iv) A copy of Space Coast Human Resource Association, Inc.'s by-laws or restated by-laws and all amendments thereto currently in effect;
- (v) Minutes of all members' meetings and records of all action taken by members without a meeting for the past three years;
- (vi) Written communications to all members generally or all members of a class within the past 3 years, including the financial statements furnished for the past 3 years;
- (vii) A list of the names and business street, or home if there is no business street address of current Directors and officers;
- (viii) The most recent annual report delivered to the Department of State; and

- (ix) A membership book containing in alphabetical order, the name and address of each member.

16.2 Records Inspection by Members. A member of Space Coast Human Resource Association, Inc. is entitled to inspect and copy, during regular business hours at Space Coast Human Resource Association, Inc.'s principal office any of the records of Space Coast Human Resource Association, Inc. if he/she gives the Chapter written notice of such demand at least 5 business days before the date on which such member wishes to inspect and copy. A member of Space Coast Human Resource Association, Inc. is entitled to inspect and copy during regular business hours at a reasonable location specified by Space Coast Human Resource Association, Inc., any of the records hereinafter set forth of the Chapter if:

- (i) The member gives Space Coast Human Resource Association, Inc. written notice of such demand at least 5 business days before the date on which such member wishes to inspect and copy; and
- (ii) Such demand is made in good faith and for proper purpose (defined as a purpose reasonably related to such person's interest as a member); and
- (iii) The member describes with reasonable particularity such member's purpose and the records such member desires to inspect and such records are directly connected with such member's purpose. The records hereinafter set forth are as follows:
  - (a) Excerpts from Minutes of any meeting of the Board, records of any action of a committee of the Board while acting in place of the Board on behalf of the Chapter. Minutes of any meeting of the members, and records of action taken by the members or the Board without a meeting to the extent not otherwise subject to inspection;
  - (b) Accounting records of the Chapter;
  - (c) Record of members;
  - (d) Any other books and records.

The foregoing inspection rights may be exercised by a member, member's agent or member's attorney. It is further provided that the right to copy records includes if reasonable the right to receive copies made by photographic, xerographic or other means. The charge of copies shall be borne and paid in accordance with Florida law. If requested by a member, the Chapter will comply with such demand by providing the member with a list of its members compiled as of the last record date for which it has been compiled or as of a subsequent date if specified by the member.

- 16.3 Financial Reports for Members. Within 60 days following the end of the fiscal or calendar year or annually, the Board of the Chapter shall mail or furnish by personal delivery, including by e-mail, to each member a complete financial report of actual receipts and expenditures for the previous 12 months. The report shall show the amounts of expenses by accounts and expense classification.

#### ARTICLE XVII - EMERGENCY POWERS AND EMERGENCY BY-LAWS

- 17.1 The Board may adopt by-laws to be effective only in an emergency. An emergency exists if a quorum of the Board cannot readily be assembled because of some catastrophic event. The emergency by-laws may make all provisions necessary for managing Space Coast Human Resource Association, Inc. during an emergency, including procedures for calling a meeting of the Board, quorum requirements for the meeting, and designation of additional of substitute Director(s). The Board, either before or during any such emergency may provide, and from time to time modify, lines of succession if during such emergency any or all officers or agents of Space Coast Human Resource Association, Inc. are for any reason rendered incapable of discharging their duties. All provisions of the regular by-laws consistent with the emergency by-laws remain effective during the emergency. The emergency by-laws are not effective after the emergency ends. Actions taken by Space Coast Human Resource Association, Inc. in good faith in accordance with the emergency by-laws have the effect of binding Space Coast Human Resource Association, Inc. and may not be used to impose liability on a director, officer, employee, or agent. In anticipation of or during any emergency, the Board may modify lines of succession to accommodate the incapacity of any director, officer, employee of agent; relocate the principal office or designate alternative principal offices or regional offices or authorize the officers to do so. Unless emergency by-laws otherwise provide, it is hereby provided that:
- (i) Notice of a meeting of the Board need be given only to those Directors who it is practicable to reach and may be given in any practicable manner, including by publication and radio;
  - (ii) One or more officers of the Chapter present at a meeting of the Board may be deemed to be Directors of the meeting in order of rank and within the same rank in order of seniority as necessary to achieve a quorum; and
  - (iii) The Director or Directors in attendance at a meeting or any greater number affixed by the emergency by-laws constitute a quorum.

Chapter action taken in good faith during an emergency described herein to further the ordinary affairs of the Chapter bind the Chapter and may not be used to impose liability

on a director, officer, employee or agent. An officer, director or employee acting in accordance with any emergency by-laws is only liable for willful misconduct.

ARTICLE XVIII - REIMBURSEMENT

18.1 Space Coast Human Resource Association, Inc. may reimburse members, directors or officers for expenditures.

ARTICLE XIX - CORPORATE SEAL

19.1 The Board will provide a corporate seal, which will be in circular form embossing in nature and stating "Corporate Seal", "Florida", year of incorporation and name of said Space Coast Human Resource Association, Inc.

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

**Ratified by the Membership of Chapter and signed by:**

**Chapter President** Andrew Wilkinson

**Date** 12/7/10

**Approved by:**

**SHRM President/CEO or President/CEO Designee**

Jamela J

**Date** 9-28/10