

**CONSTITUTION AND BYLAWS
FLORIDA CHAPTER OF THE COLLEGE AND UNIVERSITY PROFESSIONAL
ASSOCIATION FOR HUMAN RESOURCES
(CUPA-HR)**

ARTICLE I. Name

The name of the Chapter is the Florida Chapter of the College and University Professional Association for Human Resources (CUPA-HR), herein referred to as the “Chapter.”

ARTICLE II. Affiliation

The Chapter is affiliated with the College and University Professional Association for Human Resources. This Chapter includes all colleges and universities in the state of Florida.

ARTICLE III. Purpose

The Chapter supports the purpose of CUPA-HR which is to provide global leadership to the higher education human resources profession and the higher education community by offering essential knowledge, resources and connections that enhance individual and institutional capacity and competitiveness.

The Chapter is organized and is to be operated exclusively for charitable and educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue law). The Chapter shall not carry on any activities not permitted to be carried on by organizations exempt from federal income tax under these statutes.

The purpose will be accomplished through:

1. The Chapter shall exist to facilitate the exchange of ideas, to conduct research and analysis and to transmit information which will enhance the opportunities for professional growth and development among HR practitioners in the field of Higher Education.
2. Foster increased unity, collaboration and cooperation among all institutions of higher education in the state.
3. Provide opportunities for networking and the exchange of human resources knowledge and experiences among human resources practitioners of higher education institutions in Florida.
4. Provide quality and timely educational programming and information to keep members informed about human resources (HR) issues and topics, including

- relevant legislation enacted which may impact higher education policies, procedures, regulations and interpretations.
5. Provide in-state, professional development HR workshops.
 6. Encourage informal brainstorming sessions to stimulate dialogue for views and information on critical national, regional and state HR and higher education issues.
 7. Promote diversity and awareness for the respect of cultural differences within the higher education environment.
 8. Supplement and support the mission and focus of both the National CUPA-HR and Southern Region CUPA-HR organizations.

In support of the national organization, chapter leaders will strive to apply the following values to the work of the Chapter:

- **Inclusive Membership**
We perceive CUPA-HR to be the collective voice of the higher education human resource community and strive to ensure that our membership includes all institutions, individuals and organizations with a vested interest in the higher education human resource profession.
- **Integrity**
We honor our commitments, make decisions in the best interest of our members, and act as responsible stewards of association resources.
- **Excellence**
We hold to the highest standards in all that we do as we endeavor to exceed our members' expectations.
- **Partnerships**
We recognize the benefits of partnership and explore all opportunities to collaborate with other associations and organizations to advance our objectives.
- **Responsiveness**
We respond to member needs, inquiries and requests in a timely manner and consistently seek their feedback to improve our products and services.
- **Diverse Perspectives**
We value diverse points of view and actively solicit the input of our members in making decisions about the association.

ARTICLE IV. Membership

Section 1. Classes of Membership

The Florida chapter of CUPA-HR offers three membership categories for higher education institutions, organizations and individuals wishing to become involved with work and programs of the chapter.

- A. ***Institutional Membership***. Institutional membership in the Chapter is open to all colleges, universities, departments and system offices in the geographic area represented by this chapter. Each institution may designate an unlimited number of institutional HR representatives to participate in Chapter activities and business

matters. Each institution with current dues paid shall be considered a member and will designate one person to vote on official Chapter business matters. There will be one vote per institution. Institutional HR members may hold office and participate on committees.

- B. ***Affiliate Organization Membership.*** Affiliate organization memberships are open to non-profit associations or organizations other than degree granting institutions of higher education. The dues structure and the number of representatives for affiliate organization members is the same as that for institutional members. Affiliate organization member representatives are not eligible for elected office but may serve on committees and task forces.
- C. ***Individual Membership.*** Individual memberships are available to individuals who are professionally involved in the field of human resources but who would otherwise not be eligible to join CUPA-HR as an Institutional member representative. Individual representatives may be elected to a chapter officer role and serve on committees but are not eligible to hold the office of Chapter President.

In addition to the three membership categories defined above, there are two special membership designations:

- D. ***Honorary Life Membership.*** Honorary Life Membership is a special designation given to retired higher education human resources professionals who have rendered distinguished service in advancing or upholding the purposes of the Chapter. Honorary Life members are so designated by a majority vote of the members of the Chapter. Honorary life members do not vote, but may serve on committees and task forces.
- E. ***Student Membership.*** Student membership is available to full-time matriculating undergraduate and graduate students in good standing with his/her institution. Student members may not be employed full time. Student members can serve on committees and task forces but may not vote on matters brought before the chapter membership.

Section 2. Termination of Membership

Membership in the Chapter may be terminated for good cause by a two-thirds vote of the Board of Directors. If membership is terminated, the member is not entitled to a refund of any Chapter dues. Membership shall be automatically terminated for non-payment of annual dues for any membership category, after sufficient notice is given.

Section 3. Dues and Fiscal Year

- A. Annual dues for all members shall be due on July 1 of each year and shall be for the fiscal year. Dues of members shall be fixed by the Board of Directors.
- B. The fiscal year shall be from July 1 through June 30.

ARTICLE V. Board of Directors

Section 1. Officers

The affairs of the Chapter shall be governed by a Board of Directors consisting of: Past President, President, President-Elect, Secretary, and Treasurer. All officers must be listed as a representative of a higher education institution that is a member of the CUPA-HR national organization. All officers must be an employee of a post-secondary educational institution in Florida.

- A. The President serves as the Chief Volunteer of the Chapter and partners with the regional and national CUPA-HR boards to achieve the Association's mission. The President provides leadership to the Board of Directors, who sets policy for the Chapter. The President also chairs meetings of the Board after developing the agenda and helps guide and mediate Board actions with respect to organizational priorities and governance concerns. The President may appoint committees as he or she determines is advisable to assist in accomplishing the mission and goals of the Chapter.
- B. The President-elect shall serve as the special aide to the President, and shall assume all presidential duties in the absence of the President. The President-elect serves as Chair of the Program Planning Committee charged with planning and implementing the annual conferences and meetings of the chapter.
- C. The Past President shall act as advisor to the President and the Board to ensure continuity of leadership.
- D. The Treasurer shall ensure that the Chapter operates on sound fiscal principles. The Treasurer shall present to the Board of Directors the Chapter's annual budget and periodically report on the Chapter's fiscal status. The Treasurer shall recommend to the Board of Directors all fiscal policies and operating procedures.
- E. The Secretary shall record all official actions of the Board of Directors and of the membership at the Chapter's annual business meeting. The secretary will also ensure that members are notified of time, date and place of meetings, and ensure distribution of agenda materials.

Section 2. Chapter Officer Selection Criteria

- A. Commitment to the Chapter and its activities.
- B. All individuals holding office must be listed as a representative of a higher education institution that is a member of the CUPA-HR national organization.
- C. A human resource professional who is currently in the field with no less than 50% of her/his job devoted to human resources activities.

- D. Provide leadership that is consistent with CUPA-HR's commitment to providing equal opportunity for participation in all aspects of the organization without regard to race, gender, national/ethnic origin, sexual orientation, age, veteran, religion or disabled status.

Section 3. Term of Office and Tenure

Terms of office of the President, Past President, President-Elect, Secretary and Treasurer shall begin on July 1 following the date of election and shall serve two-year terms ending June 30. The Chapter President automatically succeeds to the office of Past President in the years following tenure as President. The President-Elect shall succeed to the office of President following tenure as President-Elect.

Members may be re-elected to a two-year term in the office of Secretary and Treasurer.

Section 4. Key Responsibilities of the Board of Directors

- A. Provide proper financial oversight including development of an annual budget and the implementation of proper financial controls.
- B. Ensure adequate resources to fulfill the Chapter's mission.
- C. Ensure legal and ethical integrity and maintain accountability.
- D. Recruit and orient new board members and assess board performance.
- E. Promote the Chapter and the Association within the higher education and human resources communities.

Section 5. Vacancies

In the event of a vacancy in any office, the Board of Directors shall make an interim appointment that shall be for the remainder of the former incumbent's term of office. The President-Elect will serve in the absence of the President.

Section 6. Removal from Office

An Officer may be removed from the Board of Directors for cause by a two-thirds vote of Officers then in office and present at any regular or special meeting of the Board of Directors. The proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least 10 days prior thereto.

Section 7. Officer Compensation

Officers shall not receive any stated salaries for their services.

Article VI. Meetings

Section 1. Chapter Annual Meetings

The Chapter shall meet annually at a time and place designated by the Board of Directors. Sixty days notice shall be given by the Board of Directors to members of the Chapter of such dates and places as may be determined for the Annual Meeting. Except as provided elsewhere in these Bylaws, a majority vote of members present and voting at a properly called meeting shall be sufficient to carry any matter before the Chapter. Officers will be elected by the membership at the spring/summer meeting.

Meetings of the Chapter may be postponed or suspended by the Board of Directors when necessary because of exceptional circumstances but notification of such postponement or suspension and the reason therefore shall be given to the membership whenever possible at least thirty days in advance of the date on which the meeting of the Chapter ordinarily would be held.

Except as herein provided "Robert's Rules of Order as Revised" shall govern the proceedings of the Chapter during the Annual Meeting.

Section 2. Board of Directors

The Board of Directors shall meet at the call of the President, and a majority of the membership of the Board shall constitute a quorum for the purpose of transacting business. Except as provided elsewhere in these Bylaws, a majority vote of board members present and voting at a properly called meeting shall be sufficient to carry any matter before the board.

A. Action by Unanimous Written Consent: Unless otherwise restricted by the Articles of Incorporation or these Bylaws, the Board may take action without holding a meeting if all Officers consent in writing to the adoption of a resolution authorizing or ratifying an action, and the written consent is filed with the minutes of the proceedings of the Board. Electronic mail or facsimile mail may be used to provide consent in writing.

B. Telephonic Conferences: An Officer may participate in a meeting of the Board by a conference telephone or similar communication equipment by which all persons participating in the meeting may communicate with each other, if all participants are advised of the communications equipment, and if the names of all participants in the conference are divulged to each participant. Participation in a meeting pursuant to this Section constitutes presence in person at the meeting.

Article VII. Limitation of Liability, Indemnification and Insurance

Section 7.01 Limitation of Liability. To the fullest extent permitted by Florida law now in effect and as amended from time to time, a Trustee [Director] of this Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless the Trustee [Director] has breached or failed to perform the duties of his or her office under the GCL, or any successor provisions thereto, and the breach or failure to perform constitutes self-dealing, willful misconduct or

recklessness. This provision shall not apply to the responsibility or liability of a Trustee [Director] for payment of taxes pursuant to local, State or Federal law.

Section 7.02 Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Trustee [Director] or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, as follows:

(a) If the action, suit or proceeding is not by or in the right of the Corporation:

(1) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein; and

(2) against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection therewith if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful;

(b) if the action, suit or proceeding is by or in the right of the Corporation:

(1) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith to the extent that he has been successful on the merits or otherwise in defense of such action, suit or proceeding, or of any claim, issue or matter therein; and

(2) against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense of

settlement thereof if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation for negligence or misconduct in the performance of his duty to the Corporation, unless and only to the extent that the Court of Chancery of the State of Florida or the Court in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity.

Section 7.03. Indemnification Procedure. Any indemnification under Paragraph 7.02(a)(2) or (b)(2) (unless ordered by a court or made pursuant to a determination by a court as hereinafter provided) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Trustee [Director] or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in said Paragraph 7.02(a)(2) or (b)(2) above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Trustees [Directors] who were not parties to such action, suit or proceeding; or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Trustees [Directors] so directs, by independent legal counsel in a written opinion. In the absence of a determination that indemnification is proper as aforesaid, the Director or officer may apply to the Court of Chancery of the State of Florida or the court in which the action, suit or proceeding was brought, which shall determine whether the Trustee [Director] or officer has met the applicable standard of conduct set forth in such Paragraph 7.02(a)(2) or (b)(2). If the court shall determine that he has, indemnification shall be made under such Paragraph 7.02(a)(2) or (b)(2).

Section 7.04 Payment of Indemnification Expenses in Advance. Expenses incurred in defending an action, suit or proceeding referred to in Paragraph 7.03 hereof may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustee [Director] or by a court in the manner provided in Paragraph 7.04 hereof, upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in Paragraph 7.03 hereof.

Section 7.05 Other Indemnification Rights. The indemnification provided by these By-Laws shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any statute, agreement, vote of disinterested Trustees [Directors], or otherwise both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee [Director] or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.06 Indemnification Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee [Director] or officer of the Corporation or who is or was serving at the request of the Corporation as a Trustee [Director] or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these By-Laws.

Section 7.07 Successor Rights to Indemnification. The indemnification and advancement of expenses provided by or granted pursuant to these Bylaws shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a trustee, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7.08 Effective Date. The indemnification provisions of this Article VII, Sections 7.02 through 7.08, shall apply to any actual or alleged breach of performance of duty, failure of performance of duty, action, or inaction of any person who is indemnified hereunder occurring on or after the adoption of these Bylaws.

Article VIII. Amendments

Any provision in these Bylaws may be amended by a two-thirds majority vote of members present and voting at the regular annual business meeting of the Chapter, or by a two-thirds majority of the votes cast in the event of a ballot, provided that members of the Chapter have access to any proposed amendment or amendments at least thirty days prior to the closing date for receipt of votes as expressed in the proposed amendment(s) provided to members. Notice to members of the Chapter may be delivered via posting on the Chapter Web site, by publication in the Chapter newsletter, or by written distribution to members. If notification via posting on the Web site is selected, members will be alerted with an e-mail directing them to the site.

Article IX. Dissolution of the Chapter

The Chapter may be dissolved upon a two-thirds vote of a quorum of eligible voting members of the Chapter at a properly called meeting of the Chapter. Upon the dissolution and liquidation of the Chapter, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Chapter, distribute all Chapter assets to a nonprofit fund, foundation, association, or corporation in the Human Resources field which is recognized and operated exclusively for charitable and educational purposes with the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, as selected by the Board of Directors.

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, or the equivalent thereof, of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Article X. Miscellaneous

Section 1. Methods of Voting

The Chapter is at liberty to utilize any method of communication approved by majority vote of their Board to conduct elections (including nominating procedures) or to vote on bylaws changes. Such methods may include, but not be limited to, secret ballots, e-mail ballots, written ballots, mail ballots, or a combination thereof. Where specific reference is made herein to ballot type, this provision shall take precedence.

Article XI. Effective Date

These Bylaws are adopted and ratified by a two-third majority vote of persons present at a regular meeting on the

15th day of April, 2008, in the city of Orlando, Florida.