

Charter & By-Laws of Southeastern Regional Relocation Council

Article I – Name

The name of the organization shall be the “Southeastern Regional Relocation Council”. The authorized abbreviation shall be SRRC.

Article II – Purpose

The purposes of the Southeastern Regional Relocation Council, as a not-for-profit corporation under Florida law, and as an entity recognized by the Worldwide Employee Relocation Council, shall be to:

- (a) Provide a local forum for discussion, problem solving, information exchange, and education regarding the relocation industry.
- (b) Provide regular meetings where relocation industry professionals can openly hear and discuss issues, concerns, and trends, for the purpose of mutual problem solving, awareness, and growth of the member companies.

Article III – Membership

Section 3.1 Membership

There shall be three types of membership in the Southeastern Regional Relocation Council: Corporate Membership (recipients of relocation services), Service membership (providers of such services); Associate/Individual Membership (individuals who no longer qualify for Corporate or Service Membership or whom have retired from or are seeking employment within the Relocation Industry).

It shall be the goal of the Southeastern Regional Relocation Council to maintain an equal balance between Corporate and Service memberships.

Section 3.2 Eligibility for Membership

Corporate Membership shall be open to individuals employed by corporations and who are responsible for or are regularly involved with transfers of those corporations’ employees (“Corporate User”). Corporate Membership shall not be limited to a maximum number of members per corporation including all subsidiary companies thereof.

Service Membership shall be open to individuals who are primarily engaged in providing, directly or indirectly, any type of relocation related services, whether as sole proprietors or as employees of firms providing such services (“Service Providers”). Service Membership shall be limited to a maximum of six (6) members per Service Provider Company.

Attendance at a meeting will be limited to a maximum of four (4) members per Service Provider Company.

Associate/Individual Membership shall be open to individuals who no longer qualify for Corporate or Service Membership or who have retired from or are seeking employment within the Relocation Industry.

Corporate and Service Membership shall accrue to the company by which the member is employed, and such company may replace their member with a similarly qualified individual, upon an approved SRRC membership application.

Section 3.3 Admission to Membership

Application shall be made via the SRRC website in electronic format, and submitted, along with applicable annual membership dues in full. Approval or rejection shall be based on the applicant's eligibility as set forth in these Bylaws. A majority vote of the Board of Directors shall be required before rejections of any application of membership. Applicants shall be notified in writing if their membership application has been rejected and the dues shall be refunded in full.

Section 3.4 Membership Tenure

The membership year shall begin on January 1 and terminate on December 31.

Membership eligibility shall accrue to any Service Provider or Corporate User by which a member is employed, and such company may replace any member leaving its employ with a similarly qualified individual. Notification of the new member must be submitted by completion of the Membership Application form via the SRRC website.

Section 3.5 Membership Dues

Annual membership dues shall be due to the Southeastern Regional Relocation Council during the first quarter for the applicable calendar year. Any member who does not pay their dues by February 1 of the calendar year is considered not to be in good standing and relinquishes all voting and membership rights until their dues are paid in full for the calendar year.

The Board of Directors shall establish the amount of membership dues for each year and post on the web site, www.srrconline.com, before January 1 of each year.

Dues may vary by type of membership.

A first-time attendee can attend one meeting without joining the SRRC, however, the attendee will be required to pay the full registration fee for the conference. This is limited to only one non-member and only one time (Corporate, Service Provider, or Associate/Individual) per company.

Annual membership dues are due in full regardless of date of application.

Section 3.6 Voting Rights

Each member in good standing whose dues are current shall have the eligibility to vote.

Voting for the annual election for the Board of Directors shall take place by prepared ballot, either written or electronic.

There shall be no proxies accepted.

When it is not practical for the President to call a special meeting of Members, a vote by mail or via electronic communication on any question requiring a vote may be taken with the approval of the majority of the Board of Directors. Action shall require the vote of a

majority of all Members. Notice of the result shall be given to all members within thirty (30) days of completion of the vote.

Section 3.7 Quorum

A Quorum shall consist of: (a) twenty-five percent (25%) of the eligible membership, for general or special membership meetings; (b) six members of the Board of Directors, or sixty percent (60%) of the Board, if less than ten (10) members, for all meetings of said Committee.

Section 3.8 Termination of Membership

Termination of Membership for Non-Payment of Dues

Membership shall be terminated for any member whose dues are not received by SRRC before the 31st day of January for the current year. Membership can be reinstated once annual membership dues are paid in full.

Termination of Membership for Detrimental Activities

Members also may be terminated for engaging in detrimental activities to the Southeastern Regional Relocation Council. An individual may be terminated as a member after: (1) receiving a written notice asking for timely explanation of the alleged detrimental activity; (2) failing to properly or adequately respond on time to such notice and/or after a hearing on such notice and response, before a Standards Committee appointed by the Board of Directors; and (3) a majority vote from the Board of Directors recommending termination of such membership.

A terminated member may not reapply for membership for a period of time (no less than six (6) months, no longer than thirty-six (36) months) as set forth by the Standards Committee. An affirmative vote of the Board of Directors shall be required for re- instatement of membership for a terminated member for detrimental activities.

Termination of Membership due to Loss of Employment

Once a member is no longer employed by a sponsoring company that membership is terminated. This company sponsored membership is retained by the sponsoring company and can be back filled with an approved individual (membership application must be completed and approved). The disassociated SRRC member has to reapply for Associate/Individual Membership or become a member with another qualified sponsoring company. New membership must be current before attending the next conference. If a member of the Board of Directors becomes disassociated from a member company, in order to remain on the Board of Directors they must immediately rejoin with another member company or as an Associate/Individual member within two (2) weeks.

Article IV – Executive Committee; Officers

Section 4.1 Board of Directors

The governing body of the Southeastern Regional Relocation Council shall be known as the SRRC Board of Directors and shall be authorized to handle all business and policy matters of SRRC and handle its affairs.

The Board of Directors shall consist of no more than **twelve (12)** members elected from the eligible membership and strive to have a balanced representation of both corporate and service provider membership category.

To be eligible for membership on the Board of Directors, a service provider member must have been an active member for the prior calendar year, be a paid member in good standing at the time of the election and must maintain paid membership for the term of service. A corporate representative member must be an active member (with no stipulation for length of membership), have attended at least one conference in the previous twelve (12) months, be a member in good standing at the time of the election, and must maintain membership for the term of service.

Section 4.2 Election to the Board of Directors

A Nominating Committee of four (4) members, from the Board of Directors, shall be appointed by the President to seek out potential candidates to fill open Board of Directors positions for the upcoming year.

The Nominating Committee shall present the slate of candidates to the General Membership by October 15th. A ballot shall be sent to the General Membership by November 1st. A plurality vote of ballots received by November 15 shall elect the Board of Directors.

Section 4.3 Board of Director Term

The term for a Board of Directors member shall commence on January 1st, and run for four (4) years; three (3) years are served as a voting member plus one (1) year on the Advisory Board as a non-voting member.

Section 4.4 Vacancy in Board of Director Term

In the event a Board of Directors member vacates the position prior to expiration of his or her term, the Board of Directors, upon majority vote, may appoint a person from the membership to fill that position for the remainder of the vacated term.

Section 4.5 Officers

Officers of the Board of Directors shall be: President, Vice President, Treasurer, and Secretary.

Section 4.6 Duties of the Officers

President: The President shall be the Chief Executive Officer of the organization; shall preside at all meetings; and shall have the general powers to carry out the duties of the office including, but not limited to, the power to create committees to assist in the conduct of the affairs of SRRC.

Vice President: The Vice President shall preside over meetings in the President's absence; shall oversee committee chairs; shall assume additional duties as designated by the President; and may perform the duties of Treasurer or Secretary on an as-needed basis.

Treasurer: The Treasurer shall receive and give receipt for all monies due and payable to SRRC; shall deposit all monies in the name of SRRC in a depository selected by the Board of

Directors; shall pay all legal obligations of SRRC when due and upon advice of counsel and auditor; shall provide a written monthly financial report to the Board of Directors and an annual financial report to the General Membership; shall cause to be signed, filed and submitted to IRS any annual tax return(s) or report(s) required by any governmental agency; and shall submit any state filings required for maintaining Non-Profit status.

Secretary: The Secretary shall keep the minutes of all meetings of the Board of Directors and General Membership; shall be the Parliamentarian; shall be responsible for submitting all notices to the Board of Directors or General Membership; shall have charge of such other books, records, and papers as the President may direct; and shall be the Registered Agent of Record for SRRC and maintain any corporate seal of SRRC.

Section 4.7 Election of the President

The President of SRRC shall be elected prior to the fall conference by the active Board of Directors. The nominations for President must come from the current Board of Directors. The nominations may be self-nomination or nomination by another Board of Directors Member.

The Board of Directors members nominated for or elected to the President Position shall have at least one (1) year prior experience on the Board of Directors for SRRC.

If a Board of Directors member is nominated for the President in their 3rd year, they may extend their commitment to SRRC to a 5-year term, where the 4th year they serve as President and the 5th year as Advisory to the President. This extension of term is only valid for the position of the President.

The nominations for President shall take place no later than 2 weeks prior to the SRRC fall conference with the election happening no later than 1 week prior to the SRRC fall conference. The ballots shall be electronic and accounted for by the current Advisory Board. A formal announcement of the new President will be announced at the Board of Directors meeting at the SRRC fall conference. The President Elect will begin their term on January 1 of the following year and will serve in this role for 1 year. If an individual is nominated for President and subsequently not elected, they may elect to run for another officer position within the same year.

For the remainder of the current calendar year, the current SRRC President will begin to train, mentor and exchange knowledge with the incoming President Elect.

Section 4.8 Election of Executive Committee, Officers; Vice President, Secretary, & Treasurer

The balance of the Executive Committee, Officers including the, Vice President, Secretary, and Treasurer shall be elected by the SRRC Board of Directors at the Board of Directors meeting at the SRRC fall conference. The Board of Directors members nominated for or elected to Officer Positions shall have at least one (1) year prior experience on the Board of Directors for SRRC.

Nominations for the executive committee officers must come from the current Board of Directors. The nominations may be self-nomination or nomination by another Board of Directors Member. The nominations for the executive committee officers will commence no later than 2 weeks prior to the SRRC fall conference.

The nominations will be collected and managed by the current Advisory Board. Written or electronic ballots will be prepared for the vote which will take place at the SRRC Board of Directors Meeting at the fall conference. The vote will take place and the ballots will be counted by the attending Advisory Board members. The new Executive Committee Officers will be announced at the Board of Directors Meeting at the SRRC fall conference. The new Executive Committee Officers will begin service on January 1 of the following year and will serve in these rolls for 1 year. They may run for additional terms during their Board of Directors Term.

For the remainder of the current calendar year, the current SRRC Executive Committee Officers will begin to train, mentor and exchange knowledge with the incoming Executive Committee Officers.

Section 4.9 Executive Officer Vacancy, Advisory Board

Any Officer Position which shall become vacant during the year shall be filled by a Board of Directors member through a majority vote of the other Board of Director members and shall occupy the officer position through the remainder of the unexpired term of the vacated office.

Board of Directors Members who have completed their term shall roll to the Advisory Board. They will serve one (1) year on the Advisory Board. At the completion of their terms, if they desire to return to the Board of Directors, they can then be nominated and presented to the General Membership via written ballot.

Section 4.10 Removal of Board of Directors Members or Officers

Any Board of Directors member or Officer may be removed by two-thirds (2/3) vote of the Executive Committee whenever, in their judgment, the best interest of SRRC will be served thereby.

A majority of the Voting membership may petition the Executive Committee for a review of and/or a removal from office of any Officer or Board of Director member prior to the end of his or her existing term.

A two-thirds (2/3) vote of Board of Director members voting shall be required for the removal of an Officer of Executive Committee member.

The removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer involved.

Section 4.11 Committees

Such standing and special committees as deemed necessary to fulfill the goals of the Southeastern Regional Relocation Council shall be established by the Board of Directors.

Committee chairs shall be appointed by the Board of Directors to serve on an annual basis.

Section 4.12 Liability, Insurance

The Board of Directors may obtain, and pay for from dues and general proceeds, a policy of directors and officers liability insurance ("D & O Coverage") to cover acts and omissions of any Officers and/or Board of Directors members while operating within the scope of their duties herein, and with such policy limits, deductibles and exclusions as the Board of Directors desires.

The Corporation shall indemnify any and all of its Board of Directors Members or Officers, or former Board of Directors Members or Officers, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made party(ies), by reason of having been a Board of Directors member or Officer of SRRC, except in relation to matters as to which any such Director or Officers or former Director or Officers shall be adjudged in such action, suit, or proceeding to be liable for neglect or misconduct in the performance of duties. Such indemnification shall not be deemed exclusive to any other rights to which those indemnified may be otherwise entitled.

Section 4.13 Compensation

Board of Directors Members and Officers shall not receive any stated salary or other compensation for their services. However, the Board of Directors may allow the reimbursement of costs and expenses actually made for, on behalf of, or for direct benefit of SRRC by an Officer or Board of Director, or Committee Member.

Article V – Meetings

Section 5.1 General Meetings

General meetings shall normally be held twice a year, one being in the spring, with the second in the fall. The general meetings shall be devoted to issues related to the full membership, including both Corporate Members and Service Members. Location, time, and program content shall be announced to the membership with sufficient notice.

Section 5.2 Special Meetings

Special Meetings of the General Membership may be called by the President, by the Board of Directors, or by petition of a majority of the Voting Membership.

Section 5.3 Meeting Attendance, Reports, Procedures, Costs

At every General Membership meeting, a report shall be made by appropriate Officers including Treasurer, as well as Committee chairs. A copy of the minutes of each prior meeting shall be made available by the Secretary to the General Membership at each meeting or via website.

Any charges or costs to attend meetings will be: (a) determined in advance, (b) authorized by the Board of Directors, and (c) communicated with notice to the General Membership. The Board of Directors shall have the right to determine if guests may attend meeting(s), and the cost allocation for such guest participation. Guests may be charged different attendance fees than membership and may be limited in the number of times they may attend as a guest.

Section 5.4 Board of Directors Meeting

The Board of Directors shall meet at least semi-annually, immediately before (or after) the regular General Membership meetings. The Board may also meet during the year, either in person or by way of phone or video conference call. The meeting dates shall be determined by the President and will be announced at least ten (10) days prior to such special meeting. At the discretion of the Board of Directors, any Board of Directors member who misses two (2) consecutive Board of Directors meetings may be requested to resign his/her position.

All Board of Directors meetings shall be open to the General Membership.

Article VI – Procedure; Rules of Order

The Membership and Board of Directors of SRRRC shall govern themselves in a reasonable fashion at all meetings, in compliance with these Bylaws, and shall refer to Robert's Rules of Order, latest edition, except when in conflict with these Bylaws, for procedure.

Article VII – Non-Solicitation

In order to best meet the purpose of the Southeastern Regional Relocation Council, and to remain focused on the educational goals of SRRRC, and keep the organization open and free from bias, the Members do adopt the following caveat:

Service Members are strictly prohibited from directly soliciting business from Corporate Members at SRRRC functions.

Article VIII – Dissolution

The Southeastern Regional Relocation Council may only be dissolved by a vote of seventy- five (75%) percent of the voting members present at an annual meeting or at a meeting specifically called for this purpose. The motion for Dissolution must be properly seconded, and the motion must include a designated federally recognized non-profit organization to receive the assets remaining after payment of all legal and financial obligations.

Upon dissolution of the affairs of SRRC, and after providing for the payment of all obligations, any remaining assets shall be distributed to any federally recognized non- profitable organization.

Article IX – Amendments to the Bylaws

The Bylaws may be altered, amended, and/or repealed, and new Bylaws adopted, by a two- thirds (2/3) majority of the Board of Directors, subsequently approved by the majority of the Voting Membership present at any regular or special meeting.

Voting Members shall be provided at least fourteen (14) days advance written notice of proposed alterations or amendments, or repeal or new Bylaws, along with notice of meeting time, date, and location.

Article X – Incorporation

Section 10.1 Right to Incorporate

This membership association reserves the right to incorporate itself as a non-stock membership, not-for-profit Corporation under Florida law, as “Southeastern Regional Relocation Council, Inc.”, and to apply for tax exempt status under U.S. Internal Revenue Code and Rules and under Florida Sales and Use Tax Exemptions.

Section 10.2 Articles, Bylaws

Such Articles of Incorporation shall include and incorporate this Charter and Bylaws, to the extent permitted by law.

Section 10.3 Resident Agent, Principal Place of Business

For the purpose of filing the Uniform Business Report, the Resident Agent is a Florida resident. The principal place of business and registered office of SRRC shall be that of the Resident Agent.

Section 10.4 Corporate Officers, Directors

Upon incorporation, the Officers herein shall have the same titles, duties and functions as specified in the By Laws, and the then current Board of Directors shall serve as corporate Board of Directors and have the same duties and powers and act as the organization’s Board of Directors and manage its corporate affairs.

Section 10.5 Trade Name Usage

Upon incorporation, SRRC may apply for and utilize “SRRC” and/or “Southeastern Regional Relocation Council” as fictitious or trade names under Florida Statutes.

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