

Chapter Charter

Charter for the **SHRM-Emerald Coast Chapter**, Chapter # 459, an affiliate of the Society for Human Resource Management.

This Charter confirms that the Society for Human Resource Management (“SHRM”) has conferred Chapter status upon the **SHRM-Emerald Coast Chapter**, (hereafter known as the “Chapter”).

For the duration of this charter, the terms and conditions of the Chapter relationship between SHRM and the Chapter include the following:

Name of Chapter- The name of the Chapter is “**SHRM-Emerald Coast Chapter**”.

2. Purposes- This Charter and the chapter relationship evidenced hereby are for the mutual benefit of the Chapter and SHRM and their members. The purposes of the Chapter must be in furtherance of the purposes of SHRM, and consistent with the SHRM bylaws as the same may be amended from time to time, and with the Chapter’s governing instruments which have been approved by SHRM. This charter is intended to provide protection and guidance regarding each party’s rights and responsibilities.

3. Separate Legal Existence of Chapter/Autonomy – Chapter is a separate legal entity from SHRM, and neither Chapter nor its officers, agents or employees may hold themselves out as an agent of SHRM. The Chapter is not an agency or instrumentality of SHRM; nor is SHRM an agent or instrumentality of Chapter. Chapter shall not contract in the name of SHRM, or incur any financial or other obligations on behalf of SHRM, without the express written consent of the SHRM President/CEO or the SHRM Chair of the Board. Chapter may hold itself out to the public as an “affiliate” of SHRM; but may not hold itself out as SHRM. Chapter shall have autonomy with regard to all phases of its operation, subject to its governing instruments.

4. Separate Chapter Financials and Information and Tax Returns – Chapter’s financials are separate from those of SHRM; and Chapter is responsible for obtaining its own tax exemption and filing its own information and tax return as required by applicable law. Chapter

shall be exempt from Federal and State income tax as evidenced by a letter of determination from the Internal Revenue Service and any required approval letter from state tax authority.

5. Financial Incentive Programs for Chapter – Chapter shall be eligible for direct financial incentive payments made by SHRM to Chapters in accordance with such chapter financial incentive programs as may be established and maintained by SHRM. Financial incentive payments shall be used in furtherance of SHRM and Chapter purposes and in compliance with any specific instructions which SHRM may issue with such payments, and, absent prior SHRM written consent, shall not be used for any lobbying purposes or for the purpose of influencing any public election.

6. Governing Instruments of Chapter – The governing instruments of the Chapter consisting of bylaws, dated *1/5/05* are approved by SHRM as being in furtherance of the purposes of SHRM and not in conflict with the SHRM Bylaws. Amendments to such governing instruments shall not be effective unless and until approved by the SHRM President/CEO or his/her designee, who shall approve such amendments if he/she deems them to be in furtherance of the purposes of SHRM and not conflict with the SHRM Bylaws then in effect, and who shall in any event notify the Chapter of approval or disapproval within the time required by such SHRM Bylaws.

7. Chapter Membership Requirements – Chapter shall meet the requirements for number and/or percentage of Chapter members who are SHRM members, as are established in the SHRM bylaws, as amended from time to time.

8. Reporting By Chapter - Chapter shall report to the SHRM President/CEO or his/her designee on an annual basis as to the financial results and general activities of the Chapter.

9. License of Right to Use SHRM Name, Acronym, and Logo – SHRM is the exclusive owner of the “Society for Human Resource Management” name, the acronym “SHRM,” and the SHRM HR logo (hereafter, the “HR Logo”) currently at www.shrm.org/graphicsguide/use, as registered at the United States Patent and Trademark Office under registration Nos. 2264940, 1668891, and 1802392 respectively (hereafter, the “SHRM Marks”). For as long as it remains a chapter of SHRM, Chapter shall have the non-exclusive

right, by this license from SHRM, to use the “Society for Human Resource Management” term in its name, and to use the SHRM Marks to indicate that it is a chapter of SHRM and an affiliate of SHRM, said use to be strictly in accordance with the Graphic Standards and Use Requirements which SHRM may publish and provide to Chapter from time to time (hereafter the “SHRM Graphic Standards and Use Requirements,” which are incorporated as part of this license). Such requirements are currently at www.shrm.org/graphicsguide. Any use of the “Society for Human Resource Management” name or the “SHRM” acronym by the Chapter must be in conjunction with the Chapter name, and may not be a stand alone use independent of the Chapter name. Any use of the HR Logo must be with the “Affiliate of” term as indicated in the SHRM Graphic Standards and Use Requirements. In addition, for as long as it remains a chapter of SHRM, Chapter shall have the non-exclusive right, by this license from SHRM, to use those other SHRM trademarks (in addition to the SHRM Marks) which the SHRM Graphic Standards and Use Requirements expressly authorize Chapters to use (the “Additional SHRM Marks”); and such use must be strictly in accordance with those SHRM Graphic Standards and Use Requirements. (Hereafter the SHRM Marks and the Additional SHRM Marks may be referred to collectively as the “Licensed Marks.”). With respect to each of the Licensed Marks, Chapter’s license to so use such mark expires upon the earlier of the termination of Chapter’s status as a chapter of SHRM, or the expiration of the federal registration for the respective Licensed Mark. Chapter has no right to sublicense or otherwise assign any portion of this license to use the Licensed Marks. Chapter shall not use the Licensed Marks in any manner that is inconsistent with the purposes of SHRM or in any manner which would damage the reputation of SHRM, or adversely affect the validity of SHRM’s rights in the Licensed Marks. Chapter shall not use any of the Licensed Marks to indicate or imply endorsement or sponsorship by SHRM without the express written consent of SHRM. All actions taken by Chapter in connection with the Licensed Marks, and all products, programs, and other services offered by the Chapter under the Licensed Marks, must be consistent with the purposes of SHRM, and in compliance with the SHRM Bylaws, as amended from time to time. SHRM has the right, at all reasonable times, upon reasonable advance notice, to request copies of or inspect the materials upon which the Licensed Marks are used in order that SHRM may satisfy itself that such uses of the Licensed Marks meet the standards, specifications and instructions previously approved by SHRM as set forth in the Graphic Standards and Use Requirements guide.

10. Membership List – SHRM and Chapter shall be joint owners of the list of names, mailing addresses, email addresses, and phone numbers of those individuals who are members of both SHRM and the Chapter, (hereafter “Joint Members”) without any duty to account to the other for any profits derived from such list. Chapter is the exclusive owner of the list of names,

mailing addresses, email addresses, and telephone numbers of individuals who are members of Chapter but not of SHRM (hereafter "Chapter Only Members"). SHRM has the non-exclusive right by this license from Chapter to use the list of names, mailing addresses, email addresses and telephone numbers of Chapter Only Members only for the internal purposes of SHRM, and (absent Chapter written consent) not for the purpose of licensing any such list to any third parties or offering or advertising the products or services of any third parties to Chapter Only Members. SHRM is the exclusive owner of the names, mailing addresses, e-mail addresses and telephone numbers of those individuals working within the Chapter's Territory who are members of SHRM but not members of Chapter (hereafter "At-Large Members"). Chapter has the non-exclusive right by this license from SHRM to use the list of names, and mailing addresses of At-Large Members only for the internal purposes of the Chapter, and (absent SHRM written consent) not for the purpose of licensing any such list to any third parties or offering or advertising the products or services of any third parties to At-Large Members.

11. Withdrawal of Chapter Status – SHRM may withdraw Chapter's status as a chapter of SHRM, and terminate this Charter, for the reasons set forth in the SHRM Bylaws as amended from time to time, including without limitation the request of Chapter, in accordance with the procedures set forth in such SHRM Bylaws.

Conferred by Society for Human Resource Management

Name: Andy Oswalt

Title: President

Date: 5/5/05

By signing this Charter, Chapter acknowledges the terms hereof.

Name: Justin Pence

Title: Vice Presidency Member Relations

Date: 5/21/05