

**HOSPITALITY FINANCIAL AND TECHNOLOGY PROFESSIONALS (HFTP)
Mid-Florida Chapter**

Bylaws

Article I

Name

Name - The name of this Association shall be the HFTP, Mid-Florida Chapter.

Article II

Purposes, Objectives, and Definition

Section 1. Purposes - The purposes of this Association shall be as set forth in the HFTP Articles of Incorporation.

Section 2. Objectives - The objectives of the Association are:

2.1 To enhance the practice of professional hospitality accounting and financial management, technology management, and hospitality information processing.

2.2 To further the contributions of each member to the hospitality industry through professional development.

2.3 To provide an interchange of information and ideas between members and other related professional and trade associations.

2.4 To emphasize each member's responsibilities for planning as well as implementation of hospitality accounting and financial management, technology management, and hospitality information processing programs.

2.5 To provide leadership in the establishment and enhancement of hospitality accounting, financial management, and information processing practices and standards.

2.6 To provide leadership in education and professional development, focusing on management skills as well as technical expertise.

2.7 To further the ethical standards of the hospitality accounting, financial management, and hospitality technology profession.

2.8 To further contribute and enhance such other functions as may properly come within the scope of this professional Association.

Section 3. Definition - The hospitality industry is defined as the activity of providing lodging, food and beverage, and recreational services, which include but are not limited to hotels, motels, clubs, casinos, convention centers, restaurants, recreation facilities, tourism, cruise lines, community associations, and theme parks.

Article III

Membership

Section 1. Eligibility for Membership - Individuals engaged in the hospitality industry who meet the requirements of the HFTP Bylaws and such other requirements as the HFTP Board of Directors may establish shall be eligible for membership in the Association.

Section 2. Principal Members - Principal Members shall be individuals who primarily perform accounting, financial management, or information technology activities and whose employers, including management companies, are providers of a hospitality experience actively engaged in the Hospitality Industry. Principal Members are individuals, such as chief financial officers, controllers, and other accounting personnel; chief information officers, directors of information technology, supervisors of management information systems, and other technology personnel. Principal Members may vote in Chapter elections, serve on and chair committees as determined by the Board of Directors from time to time, and hold the position of Director or Officer in this Chapter.

Section 3. Agent Members - Agent Members shall be individuals whose employers are public accounting firms and consulting firms actively engaged in the hospitality industry. These individuals often act as an agent of providers of hospitality experiences and advise on actions that are normally performed by Principal Members. Individuals in this category are free to recommend to Principal Members and their employers the "best of breed" third party providers of goods and services. Individuals eligible for this membership class are qualified to perform the duties of Principal Members. Agent Members may vote in Chapter elections, serve on and chair committees as determined by the Board of Directors from time to time, and hold the position of Director or Officer in this Chapter.

Section 4. Education Members - Education Members shall be individuals employed full time in a post secondary hospitality academic institution that advise or teach hospitality accounting, financial management, or information technology programs to students that will develop qualifications to become association members and shall include individuals who conduct hospitality research at these institutions that will be used by the industry. Education Members may vote in Chapter elections, serve on and chair committees as determined by the Board of Directors from time to time, and hold the position of Director or Officer in this Chapter.

Section 5. Allied Members - Allied Members shall be individuals who provide goods and services to Principal or Agent Members or their employers and who do not qualify as Agent Members. Members of this class have specific goods and services that they represent and endorse only those goods and services. Allied Members may vote in Chapter elections, serve on and chair committees as determined by the Board of Directors from time to time, and hold the position of Director but not Officer in this Chapter.

Section 6. Industry Members - Industry Members shall be the press and leaders active in the hospitality industry wishing to support the Association. Members of this class may not vote or hold office in the Association.

Section 7. Student Members - Student membership shall be available to individuals actively enrolled in a post secondary academic program leading to qualification as a Principal, Agent, or Education Member. This class of membership shall not be open to individuals who otherwise qualify for membership. Student membership includes affiliation to one of HFTP's Student Chapters. Applicants are required to select affiliation with an existing student chapter of their choice. Members of this class may not vote or hold any office in the Association.

Section 8. Retired, Lifetime, Apprentice and Honorary Members - Members of these classes may not vote or hold any office in the Association. These classes are defined and awarded by HFTP International.

Section 9. Privileges - All Principal, Agent and Education members shall have the right to hold office as set forth in these Bylaws, and all members shall have such other rights and responsibilities as the Board of Directors may establish.

Section 10. Application and Approval of Membership - Any individual eligible for membership under these Bylaws may be approved for membership on written application in accordance with these Bylaws and such procedures as may be adopted by the HFTP Board of Directors.

Section 11. Censure, Suspension, or Expulsion - Members of the Association may be censured, suspended, or expelled for cause. Sufficient cause for such censure, suspension, or expulsion from membership shall be a violation of these or HFTP Bylaws, any rule or practice duly adopted by the Association, or any other conduct prejudicial to the interests of the Association. Censure, suspension, or expulsion shall be the affirmative vote of two-thirds of the Board of Directors or special committee designated by the Board of Directors; provided, however, that a statement of the charges shall have been mailed by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting, at which the charges shall be considered, and the member shall have the opportunity to appear in person with or without counsel and to present any defense to such charges before action is taken. The Board may delegate its responsibilities to hear the charges to a committee composed of not less than three Regular members. The Board of Directors shall have such authority and power as may be necessary to adopt rules and policies relative to the procedure to be followed at any such proceeding and to implement this section of the Bylaws.

Article IV

Dues, Fees, and Assessments

Section 1. Dues, Fees, and Assessments - Annual dues, fees, and assessments, if any, for members of the Association shall be determined by the HFTP Board of Directors and ratified by the members either at a duly called meeting or by mail ballot conducted in accordance with HFTP Bylaws with a two-thirds majority vote of those responding. A new member will pay dues according to the anniversary billing cycle currently used or other schedule set by the HFTP Board.

Section 2. Contributions - The Association at any time may accept and use contributions or gifts made to it by any person, firm, or corporation.

Section 3. Failure to Pay - Members who fail to pay their dues, fees, and assessments within the time-frame stipulated in the HFTP bylaws shall be formally notified by the HFTP Executive Vice President or such other office as may be designed for such purposes by the HFTP Board of Directors and, if payment is not made within the appropriate time as set forth in the HFTP bylaws, may, without further notice and without hearing, be dropped from membership and thereupon forfeit all rights and privileges of membership; provided, however, that the HFTP Board of Directors, by rule, may prescribe procedures for extending the time of payment of dues, fees and assessments and continuation of membership privileges upon request of a member and for good cause shown.

Article V

Meetings of Members

Regular meetings shall be held on the last Tuesday of the month, unless otherwise ordered by the President. Elections will be held after the July regular meeting with the results tabulated and announced in August. The annual meeting shall be held in the month of September and will include the installation of Directors and Officers. Special meetings may be called at any time by the President and shall be called by the Secretary, upon written request of twenty-five (25) percentage or more of the members. At special meetings, no business shall be transacted except that which is required in the call thereof. At any meeting, 20% of the enrolled members in good standing, as certified by the Secretary, shall constitute a quorum. Notice of any special meeting shall be sent to the last recorded address of each eligible voting member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting with a statement of time and place of the meeting and information as to the subject matter to be considered.

Article VI

Board of Directors

The Board of Directors shall consist of not less than six (6) members, and the Chairman of the Board shall be the immediate past President. Officer terms are one year per position and Board terms are two years.

All current officers shall be members of the Board of Directors and all past Presidents, who are in good standing, shall be permanent members of the Board of Directors, with the privilege of voting. The attendance at meetings by past Presidents shall not alter the need for a quorum of current Board members.

In the event of the absence of the Chairman of the Board, the Directors in attendance shall appoint the next senior elected officer to act as Chairman for the meeting.

Voting rights of a director or officer shall not be delegated to another nor exercised by proxy.

The Board of Directors shall keep a record of their proceedings and prepare a condensed report thereof to be submitted at each regular meeting. They shall submit a general report of the affairs of the organization at each Annual Meeting. They shall meet once a month; special meetings may be called by order of the President or at the written request of three members of the Board. A majority of the Board of Directors shall constitute a quorum.

The Board of Directors shall adopt and publish to the members an annual budget showing the money appropriated for the purposes of the organization and estimating the revenue for the ensuing year. No debts shall be contracted nor money expended, otherwise than is provided in the budget, without the approval of a majority of the Board.

Section 1. Power of the Board - The Board of Directors shall have supervision, control, and direction of the affairs of the Association; shall determine its purposes; and shall have discretion in the disbursements of its funds. The Board may delegate its rights and responsibilities for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Meetings - The Board of Directors shall meet a minimum of four times a year at time and dates set by the President.

Section 3. Quorum - A majority of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board. If a quorum is not present, a majority of those voting directors present may adjourn the meeting from time to time, without further notice, until a quorum is present.

Section 4. Resignation or Removal - Any director may resign at any time by giving written notice to the President or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President or the Board. Any member of the Board unable to attend a meeting shall advise the President as to the reason for the absence. If a director misses three consecutive Board or General Meetings, or a combination thereof for reasons which the President has declared to be insufficient, the director shall be deemed to have resigned as a director. A director may be removed from office by a two-thirds affirmative vote of the Board of Directors.

Section 5. Vacancies - The Board of Directors shall have power to fill all vacancies which may occur among the officers or directors, provided that such appointment by the Board of Directors shall be interim appointments, to expire at the next Annual Meeting.

Article VII

Officers

Section 1. Officers - The officers of the Association shall be the President, Vice President, Secretary, Treasurer, and Chairman of the Board and such other officers as may be deemed necessary by the Board of Directors. The President, Vice President, Secretary and Treasurer shall be elected annually in accordance with these Bylaws. They shall be elected by a ballot in August and installed in September at the General Meeting and shall hold office for one year thereafter or until their successors are duly elected. Any Principal, Agent or Education member in good standing and who has served as an HFTP board director may be elected to any office standing election, but no member shall remain in the same office for more than two consecutive terms.

Section 2. President/Vice President - The President shall preside at all meetings and, in his/her absence, the ranking officer shall preside. The Vice President shall preside over meetings in the President's absence and assist membership on any committees, as requested by the President.

Section 3. Secretary - The Secretary shall give notice of all meetings, including those of the Board of Directors, and shall keep a record of the proceedings thereof. He/she shall notify the member-elect, furnish names of all persons elected to membership, stating the class of membership and the names of those whose membership has been terminated, giving the reason or cause therefor. He/she shall also notify the Treasurer, in writing, of the change of members from one class of membership to another. He/she shall perform all other duties usually pertaining to the office of the Secretary.

Section 4. Treasurer - The Treasurer shall receive all monies; he/she shall have charge of all funds and securities, keep regular accounts thereof, including accounts with the individual members according to their several classes, subject to the inspection of the President and any other member of the Board of Directors; and shall report, in writing, at all Board meetings, the receipts and disbursements and the balance of money on hand and any existing appropriations which may affect the same. He/she shall pay only such funds as authorized by the Board of Directors. All payments to be made by checks bearing two signatures, that of the Treasurer and either the President or Chairman of the Board or other duly authorized officer. He/she shall deposit all funds and shall furnish to the Board of Directors a reconciliation of the account monthly and a bank statement. The Treasurer shall perform a review of the previous Treasurer's reconciliations and bank statements.

Section 5. Chairman of the Board - The Chairman of the Board shall perform such duties as may be assigned by the President or the Board of Directors with the focus on continuity in Chapter direction and mentoring of Board members.

Section 6. Term of Office - Each officer shall take office upon election and shall serve for a term of one year and until a successor is duly elected. No officer shall hold the same elected office for more than two consecutive terms.

Section 7. Removal - A director may be removed from office by a two-thirds affirmative vote of the Board of Directors.

Section 8. Vacancies - Vacancies in any office, with the exception of President, may be filled for the balance of the remaining term by the Board of Directors at any regular or special meeting in accordance with procedures as may be determined by the Board. In the event of a vacancy in the office of President, the Vice President shall complete that term.

Article VIII

Committees

Section 1. Appointment - The President, subject to the approval of the Board of Directors, shall appoint such standing or special committees or subcommittees as may be required by these Bylaws, or as the President may find necessary or appropriate.

Section 2. Executive Committee - The Executive Committee shall be comprised of the officers of the Association. The President shall serve as chairman of the Executive Committee. The Executive Committee shall have the power to act for the Board of Directors and the Association between meetings of the Board in accordance with such powers, duties, and responsibilities as may be delegated to it from time to time by the Board of Directors.

Section 3. Rules - Each committee may adopt rules for its own governance, consistent with these Bylaws and with rules adopted by the Board of Directors.

Article IX

Election Procedures

Section 1. Eligibility - Any member in good standing shall be eligible for nomination. Eligibility for specific positions is defined in Articles III and VII of these by-laws.

Section 2. Nominations - Each year at the May Board of Directors meeting, the President shall appoint a Nominating Committee. The Chairman of the Board, or, in the absence of the Chairman, the past president who most recently held the position of President, shall serve as chair of the Nominating Committee.

The nomination of Officers and Directors, made by the Nominating Committee, shall be filed with the Secretary prior to the regular June Board meeting. The notice for the call of the June meeting shall contain the nominations for Officers and Directors selected by the Nominating Committee.

At the regular June meeting, nominations may be made, from the floor, by any member in good standing for any office or for director, and when properly seconded by a member in good standing, shall be received by the Chair of the Nominating Committee. If the person so nominated or the nominator, or seconder, is not qualified as an elector, as prescribed in Article IX of these bylaws, it shall be the duty of the Treasurer to inform the Chair and challenge the nomination.

The Nominating Committee shall take nominations as follows:

Officers for a one-year term.

Three (3) directors for a two year term

For Directors to fill the unexpired term for which interim Board appointments have been made during the fiscal year by the Board of Directors.

For Directors to fill the unexpired term of any Directors who may be nominated for election as Officers.

Section 3. Balloting - The Chairman of Nominating Committee shall prepare the official ballot listing the names of the nominees as designated by the Nominating Committee and in the order determined by the Chairman of the Nominating Committee, any nominations from the membership, and space for write-in candidates. The official ballot shall be distributed by the Secretary, using a membership list prepared by HFTP of those members in good standing, no less than twenty-five (25) days before August General meeting. Results will be announced at the August General meeting. The ballots must be returned no later than ten (10) days before the August General meeting. The nominee receiving the highest number of valid timely votes cast shall be declared elected. The Board of Directors may establish procedures to carry out the balloting process. All officers and directors will be installed at the September General Meeting (the Chapter's Annual Meeting).

Section 4. Disputes, Ties, Etc. - All questions or disputes regarding the election shall be resolved by the Board of Directors in accordance with the procedures as adopted by the Board of Directors.

Article X

Miscellaneous

Section 1. Mail or Electronic Vote - Whenever, in the judgment of the Board of Directors, and in accordance with these Bylaws, any question shall arise which the Board believes should or could be put to a vote of the Board of Directors, and when the Board deems it inexpedient to call a special meeting for such purposes, the Board may, unless otherwise required by these Bylaws, submit such a matter to the appropriate voting membership by mail, or electronically, for vote and decision, and the question thus presented shall be determined according to a vote received from those eligible to vote on such matters. Such submission of a mail or electronic ballot shall be conducted in accordance with procedures as adopted by the Board of Directors. Action so taken in each case shall bind the Association in the same manner as would action if taken at a duly called meeting.

Section 2. Fiscal Year - The fiscal year shall be in accordance with HFTP policies and procedures.

Section 3. Procedures - All meetings of the Association shall be governed by parliamentary laws set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these Bylaws.

Section 4. Use of Funds and Dissolution - The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of its funds shall inure, or be distributed to the members of the organization. Upon dissolution of the Association, any funds remaining after all debts are paid shall be distributed to one or more regularly organized, charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

Section 5. Indemnification - The Association shall have the power and authority to indemnify and hold harmless, to the full extent permitted by law, any person who is or was a director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. In addition, the Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred in any such capacity, or arising out of such person's status as such, regardless of whether the Association would have the power to indemnify against such liability.

Section 6. Bonding - Any person entrusted with the handling of funds or payments of the Association, at the discretion of the Board of Directors, shall obtain and maintain a fidelity bond at the cost of the Association.

Article XI

Amendments

These Bylaws may be amended, repealed, or altered, in whole or in part, by a two-thirds vote of the members of the Board of Directors present in person at any meeting of the Board, or by mail ballot conducted in accordance with procedures as adopted by the Board of Directors. Proposed changes to the Bylaws may be suggested by Principal, Agent, or Education members. Notification of proposed changes to the Bylaws shall be provided to the Board of Directors not less than 30 days prior to the vote.