

# EAST TENNESSEE COMPENSATION AND BENEFITS ASSOCIATION BYLAWS

## **Purpose**

The purpose of the East Tennessee Compensation and Benefits Association (ETCBA), hereinafter referred to as the Association, shall be to promote education in the total compensation and/or benefits fields and the professional interests of those engaged in such practices throughout the East Tennessee area. The Association shall address this purpose by encouraging and facilitating the exchange of information and ideas in the total compensation and benefits fields, providing professional development opportunities in the total compensation and benefits fields, serving as an information resource on total compensation and benefits issues, and supporting the efforts of other organizations that share similar goals.

## **I. Organization**

- A. The name of the Association shall be the East Tennessee Compensation and Benefits Association.
- B. The Association will operate in accordance with these Bylaws, and all members will be required to abide by these rules.
- C. The Registered Agent of the Association shall be the President as set forth in Section III of these Bylaws.
- D. The Association shall function as a Group Partnership Network chapter of the World-at-Work Association (formerly known as ACA), however, this declaration shall not preclude any similar group within the East Tennessee geographic area from establishing itself as a Group Partnership Network affiliate independent of the Association.

## **II. Membership**

- A. The organization shall be open to those interested in the compensation and/or benefits activities of the Association.
- B. Membership, with all its rights, privileges, and obligations, is available to any interested persons who are engaged in the practice of compensation, benefits, and/or human resources. The Association does not discriminate by denying membership because of race, color, religion, gender, age, national origin, Veteran status, disability, or genetic information.
- C. General Membership is available to anyone who is interested in the field of compensation, benefits, and/or human resources. Members have the ability to vote and hold office in the Association, unless otherwise outlined below.
- D. Corporate Memberships are available for companies with three or more employees signed-up as members of the Association. Corporate members have the ability to vote and hold office in the Association, unless otherwise outlined below.
- E. Student Membership is available to individuals pursuing a degree program as a student at an institution of higher learning. Student Members shall have all the privileges of regular

membership, but may not vote or hold office in the Association. Dues for Student Members shall be set by the Board, who at their discretion may waive fees.

F. Honorary Membership, which shall be open to any Association member in good standing at the time of his or her retirement from any firm, organization, or institution. He or she may be elected to Honorary Membership of the Chapter by a majority vote of the Board. Honorary Members shall have all the privileges of regular membership, but may not vote or hold office in the Association. Dues will be waived for Honorary Members.

G. All applications for membership must be approved by the Membership Chair.

H. General, Student, and Honorary memberships are individual and are not transferable to other individuals. Corporate memberships may be transferred to another individual within the same organization upon receipt of a written request from the company. Corporate membership transfers must be approved by the Membership Chair. Any individual who is registered as a Corporate member, but leaves his/her company must reapply as a General Member to continue membership benefits.

I. Each member shall be willing to participate in the objectives of the Association and to assist the other members in an exchange of information for the design and administration of employee programs and for problem-solving in a continually changing environment.

J. Members must pay annual dues as set by the Board. Any membership dues paid in the fourth quarter will satisfy the dues for the following calendar year.

### **III. Officers and Chairpersons**

A. The Association will have a Board who is responsible for oversight of various functions. This group will be made-up of the President, President-Elect, Past President, Secretary, Treasurer, and various chairpersons. The Board shall review and approve all new policies, procedures, initiatives, and activities.

B. Officers of the Association shall be a President, President-Elect, Secretary, Treasurer, and the immediate Past President. Officers shall serve on the Board for a term of three years, except the President-Elect serves for five years in consecutive positions (President-Elect (2 years), President (2 years), Past-President (1 year)), and upon approval by the Board, the Treasurer may be appointed for a term of three years.

C. All officers, with the exception of the President and Past President, will be elected by a simple majority of the voting membership. The President-Elect will ascend to the Presidency on the first day of January. Elections shall be held annually, during the last calendar quarter and the term of office shall be three (3) calendar years. Officers may run for re-election.

D. Prior to the election, the Board will solicit nominations for open positions. There must be at least one (1) nominee for each office for which elections are being held.

E. When a vacancy occurs between elections, the order of succession to fulfill the remainder of the term of office shall be as follows:

- (1) President-Elect; succeeded by
- (2) Treasurer; and finally succeeded by

### (3) Secretary

When the office of President-Elect, Treasurer, or Secretary becomes vacant, the President shall appoint the President-Elect, Treasurer, or Secretary to fill the remainder of the term of office, subject to confirmation by the membership. If the Presidency becomes vacant during the first six months of the term, the Past President will fulfill the remainder of the term. If the Presidency becomes vacant during the second half of the term, the President-Elect will fulfill the remainder of the term.

F. All Board Members will be responsible for successful completion of all tasks assigned to the area of responsibility. These members are required to attend at least two-thirds (67%) of all Association functions. If any Board Member fails to meet the requirements for the position, the individual may be removed from the position and an eligible replacement will be selected to complete the term.

G. Chairpersons shall be appointed annually by the President. Chairperson positions include Membership, Scholarship, Programs, and Website/Webmaster. The chairpersons have the ability to appoint a steering committee for their area, if needed. They may appoint any member to their committees.

H. In general, the duties of the officers and chairpersons shall be, but not limited, to the following:

President – The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Association and its Board, and shall call such meetings as he or she deems necessary. It shall be the duty of the President to exercise general supervision over the activities of the Association and to keep in touch with other Association officers and members of the Board relative to policy interpretation matters. The President will represent the Association at the state, regional, and national level, maintaining contact with officers of those groups. The President shall be an ex-officio member of all Association committees and shall appoint all committee chairpersons.

President-Elect – The President-Elect shall perform such responsibilities as may be designated from time to time by the Board. The President-Elect shall plan and coordinate publicity activities. The President-Elect shall act in the capacity of the President when the President is unable to fulfill the duties of that office. The President-Elect will also plan and coordinate educational activities for the Association. These activities may include World at Work courses, planning of special seminars, study groups for World at Work certification, educational publications, library development, or any activities designed to enhance members' knowledge of the field of compensation and/or benefits other than program planning. The President-Elect shall act as the World-at-Work GPN coordinator.

Treasurer – The Treasurer shall receive and disburse the funds of the Association, and shall keep and preserve proper vouchers and books of accounts, which shall be open to inspections by the Board. The Treasurer shall deposit Association funds in such depositories as may be approved by the Board. The Treasurer shall submit a monthly report to the Board and an annual report to the membership. The Treasurer shall file all required tax forms with local, state, and federal authorities as may be required. An annual review of the "books" will be conducted by a third party CPA to assure adequate maintenance of records. This review shall be completed within the first quarter of each calendar year.

Secretary –The Secretary shall prepare a summary and record attendance at all Board and member meetings. All Association records, except financial and committee records, shall be under control of the Secretary. The Secretary shall maintain a copy of the file of the correct names and addresses of all Chapter members. The Secretary will coordinate and distribute all communication for the organization.

Past President – The immediate Past President shall meet with the Board and shall counsel and serve in an advisory capacity to the President. The immediate Past President will review Association operations and procedures and make recommendations to the Association President of any changes which are considered desirable for the more efficient operation of the Association.

Programs Chairperson – The Program Chairperson is responsible for planning and coordinating program activities for the Association. These activities may include quarterly meetings, speaker selection, program planning, planning of special seminars, and program advertisement.

Professional Development Chairperson – The Professional Development Chairperson will coordinate the process of soliciting scholarship applications from active members who are looking for assistance with professional development. The chairperson will bring scholarship applications to the Board for review. Based on the applications, the board will select the scholarship recipients. The Board will determine the number and value of scholarship(s) to be awarded. The Professional Development Chairperson is responsible for communicating approval or denial of the application to the member.

Membership Chairperson– The Membership Chairperson will plan and coordinate activities related to membership for the Association. These activities may include quarterly meetings, maintaining current membership and mailing list, planning and coordinating membership drives, production of membership literature, or any activities designed to promote membership for the Association.

Website Chairperson/Webmaster – The Website Chairperson/Webmaster shall be responsible for coordinating the maintenance of the Association’s website, serving as the Webmaster and / or serving as the liaison to the organization that maintains the website. The chairperson shall serve as primary contact for the Association’s webpage, working closely with the Secretary, Treasurer, and President-Elect. The Website Chairperson is also responsible for all social media activities for the Association.

I. Officers and chairpersons who are not meeting the requirements for their position can be removed from their role on the Board. Any elected officer can be recommended for removal by an affirmative majority vote of the Board members present at the next meeting of the Board. Removal from office must be confirmed by a majority vote of members present at the next business meeting. Any chairperson appointed by the President may be removed at the discretion of the President with advice from the Board.

#### **IV. Meetings**

A. Meetings shall be held as determined by the Board. Every effort will be made to accommodate the geographic distribution of the membership.

B. The basic agenda of each meeting shall be the responsibility of the President. Each member may contribute to the agenda. Priorities will be established during the first part of each meeting.

C. Regularly scheduled meetings will normally have a business section and a program section.

D. The annual meeting of the members shall be the last regularly scheduled meeting each year for the purpose of electing new officers and to transact any other business which is authorized by the members.

E. The program section will include a presentation to the Association's members related to current human resources, compensation or benefits topics.

F. The Association does not endorse members, products, services, outside organizations or vendors except pursuant to approval of the Board. No verbal or written solicitation shall be permitted during meetings unless approved by the Board.

G. The tenor of the meetings shall be as informal as possible to accomplish the Association's objectives. When necessary, the President or his/her representative may impose Robert's Rules of Order.

H. Special meetings may be called by the President of the Association as necessary for conduct of business. Votes are decided by a simple majority vote of members who are present at the meeting. If possible, at least one-third of the regular membership should be present at the meeting.

#### **V. Voting**

A. Each member shall be entitled to one vote on each question brought before the membership by the Board.

B. All matters brought before the membership shall become effective upon certification by the Secretary of the Association that a majority of the ballots cast have voted in favor of the matter.

C. Any member may ask for a vote of the entire membership regarding any decision made by the Board.

#### **VI. Financial Obligations**

A. Membership dues shall be determined annually by the Board. The Secretary will send notices to members in December. Annual membership dues cover a membership year which is March 1st through the end of February. The fiscal year is January through December.

B. All charges for meetings, conferences or other events sponsored by the Association shall be established by the Board.

#### **VII. Modification of Bylaws**

A. Proposals for modifications of these Bylaws must first be presented to the Board. Bylaws modifications may be proposed by any General or Corporate Member.

B. Modifications to the Bylaws are approved by the Board and then presented to the membership.

### **VIII. Dissolution**

Upon the dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, including any scholarships authorized by the Board, any remaining assets shall be distributed by the Board to World-at-Work. World-at-Work is organized and operated exclusively for education purposes and has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

### **IX. Disbursement**

A. With the exception of professional development scholarships approved by the Board, no part of the earnings of the Association shall ever inure to, or for the benefit of, or be distributable to its members, officers, or other private persons.

B. The Association shall be empowered to pay private persons; shall be empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

C. Notwithstanding any other provisions of this by-law, the Association shall not carry on any activities not permitted under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

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