

EAST TENNESSEE COMPENSATION AND BENEFITS ASSOCIATION BY-LAWS

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 By-Laws, 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 WorldatWork 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. Regular Membership, with all its rights, privileges, and obligations, is available to all interested persons 18 years of age or older who are engaged in the practice of compensation and/or benefits activities.
- C. Student Membership, which shall include those 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 Steering Committee, who at their discretion may waive fees.
- D. 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 Steering Committee. 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.

- E. All applications for membership must be approved by the Steering Committee.
- F. Memberships are individual and are not transferable to other individuals.
- G. 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.
- H. Members must refrain from using their membership to sell their services, except at Association functions for which they have obtained prior approval from the Steering Committee.
- I. Members shall pay annual dues as set by the Steering Committee .

III. Officers and Committee Chairpersons

- A. Officers of the Association shall be a President, President-Elect, Secretary, Treasurer, and the immediate Past President. Officers shall serve on the Steering Committee for a term of one year, except the President-Elect serves for three years in consecutive positions (President-Elect, President, Past-President), and upon approval by the Steering Committee, the Treasurer may be appointed for a term of two years.
- B. 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 one (1) calendar year. Officers may run for re-election.
- C. At least sixty (60) days prior to the election, the President shall appoint a Nominating Committee of not fewer than three (3) members. It shall be the duty of the Nominating Committee to nominate at least one (1) member for each office for which elections are being held.
- D. 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.

- E. Committee Chairpersons for standing and ad hoc committees shall be appointed annually by the President. Standing committees shall include Membership Committee, Education Committee, Scholarship Committee, and Program Committee. The chairpersons of these committees will serve as a part of the Steering Committee. They may appoint members to their committees from the general membership as necessary.
- F. In general, the duties of the officers 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 Steering Committee, 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 Steering Committee 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 standing and ad hoc committee chairpersons.

President-Elect – The President-Elect shall perform such responsibilities as may be designated from time to time by the Steering Committee. The President-Elect shall plan and coordinate publicity activities. These activities may include membership drives, production of membership literature, oversight of the Association's webpage, and new member orientation. The President-Elect shall act in the capacity of the President when the President is unable to fulfill the duties of that office.

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 Steering Committee. The Treasurer shall deposit Association funds in such depositories as may be approved by the Steering Committee. The Treasurer shall submit a quarterly report to the Steering Committee 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 Steering Committee 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 shall serve as the membership officer, working closely with the Chair of the Membership Committee, and shall serve

as primary contact for the Association's webpage, working closely with the President-Elect.

Past President – The immediate Past President shall meet with the Steering Committee 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. The immediate Past President shall serve as Chairperson of the Nominating Committee.

Committee Chairpersons – Committee Chairpersons shall be appointed by the President and shall serve for one year but may be reappointed. Committee Chairpersons serve at the discretion of the President.

Steering Committee – The Steering Committee shall review and approve all new policies, procedures, initiatives and activities.

Chairperson, Program Committee – The Chairperson of the Program Committee may appoint members to the Committee to plan and coordinate program activities for the Association. These activities may include quarterly meetings, speaker selection, program planning, planning of special seminars, and program advertisement.

Chairperson, Education Committee – The Chairperson of the Education Committee may appoint members to the Committee to 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 Chairperson of the Education Committee shall act as the WorldatWork Local Network coordinator.

Chairperson, Scholarship Committee – The Chairperson of the Scholarship Committee will coordinate the annual process of soliciting scholarship applications from students in the human resource field of study, who are attending local and/or regional area colleges and universities. The Chairperson may appoint members to that Committee to review the scholarship applications and propose scholarship recipient(s) to the Steering Committee. The Steering Committee will determine the number and value of scholarship(s) to be awarded. Normally, these activities take place in the fall each year, with the scholarship(s) being awarded to student(s) at the Holiday Gala in December.

Chairperson, Membership Committee – The Chairperson of the Membership Committee may appoint members to the Committee to 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, or any activities designed to promote membership for the Association.

Removal – Any officer or agent elected or appointed by the President or the Steering Committee may be removed by an affirmative majority vote of the Steering Committee members present at the next meeting of the Committee.

IV. Meetings

- A. Meetings shall be held as determined by the Steering committee. 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 relating to compensation or benefits information.
- F. 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.
- G. Special meetings may be called by the President of the Association as necessary for conduct of business. To carry out activities requiring a vote by the voting membership at such meetings, a quorum of greater than one-third of the Regular membership must be present. Votes are decided by a simple majority of this quorum.

V. Voting

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

VI. Financial Obligations

- A. Membership dues shall be determined annually by the Steering Committee. The Secretary will send notices to members in December. Annual membership dues cover all or part of a single membership year which is

January 1st through the end of December. 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 Steering Committee.

VII. Modification of By-Laws

- A. Proposals for modifications of these By-Laws must first be presented to the Steering Committee. By-Laws modifications may be proposed by any Regular Member.
- B. Modifications to the By-Laws are approved by the Steering Committee 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 Steering Committee, any remaining assets shall be distributed by the Committee to WorldatWork. WorldatWork 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. 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.

Revised: 1/28/2005
Approved: 1/28/2005