

Bylaws of the Central Texas Compensation & Benefits Association

Article I. OVERVIEW

Section 1.01 Name:

The name of the organization is the Central Texas Compensation and Benefits Association, also known as CTCBA.

Section 1.02 Corporation

CTCBA is incorporated under the laws of the State of Texas as a non-profit professional association.

Section 1.03 Purpose

CTCBA is committed to promoting the professional practice of total rewards management in order to attract, retain and motivate employees. Total rewards are used to describe the complete rewards and recognition package that an employee receives. It includes employee pay, benefits, and the work experience.

Section 1.04 CTCBA fulfills its vision by:

- Providing opportunities for professional interaction,
- Developing informational and programs in total rewards,
- Facilitating professional development in total rewards, and
- Providing professional compensation expertise and service to the region.

Section 1.02 WorldatWork

CTCBA supports and promotes WorldatWork and maintains membership within the Local Partnership Network (LPN) of WorldatWork. In addition, CTCBA supports the efforts of other organizations with compatible goals.

Article II. MEMBERSHIP

Section 2.01 Membership Categories

CTCBA membership levels include Basic, Corporate, All Access and Student.

Section 2.02 Provisions of Membership

Membership categories, terms, dues and/or special levies are established and may be modified by the Board of the organization. The CTCBA Board may terminate the membership of any individual without refund of dues for solicitation or other violations against the purpose or policies of CTCBA. Attendance and participation in CTCBA events constitute an agreement by the attendee to CTCBA's use and distribution (both now and in the future) of the attendee's image or voice in photographs, videotapes, and/or electronic reproductions. Images and videos may be used on the CTCBA website, social media and for other purposes. Attendees waive, release and forever discharge CTCBA from and against claims or actions arising out of or resulting from any use of attendee's image.

Section 2.03 Basic, Corporate, All Access Members

Membership is comprised of professionals and other individuals interested in the practice of total rewards management. Members are entitled to all privileges of membership, including full voting rights, and eligibility to hold office in CTCBA. Examples of members in this category include:

- Specialists engaged in total rewards,
- Human Resources Generalists,
- Faculty members of professional rank in total rewards or human resources management at an accredited college or university,
- Individuals providing professional services in human resources, and
- Individuals interested in the practices of professional human resources.

Section 2.05 Student Members

Student membership includes individuals who are actively enrolled in a Human Resources related degree program at an accredited college or university. Student members are not eligible to vote, chair a committee or hold office. However, such members may serve on committees in a volunteer capacity.

Section 2.06 World at Work Membership

CTCBA members are encouraged (but not required) to join WorldatWork.

Article III. BOARD

The Board provides for the overall planning and strategy of the organization while reviewing the organization's vision statement and goals on a regular basis. The Board oversees the general management of all business affairs, conducts regularly scheduled meetings, supervises related activities and programs, proposes recommendations to the CTCBA membership, and performs other duties as specified in the bylaws or as deemed beneficial to the organization. President serves 1-year term in this role and continues as Past President for 1-year term. President Elect makes a three-year commitment and will have served as a Board member in good standing for at least 2 years. President Elect serves on the Board of Directors as follows: (1) President Elect, (2) President, and (3) Immediate Past President. All other Board members serve 2-year terms in their respective roles and maintains CTCBA membership through out their term.

Section 3.01 Boards and Committee

The Board of CTCBA is comprised of nine Boards:

- President
- Immediate Past President
- President Elect
- Vice President Communications
- Vice President Professional Outreach
- Vice President Finance
- Vice President Membership
- Vice President Programs

Committee

- Secretary
- Social Media/Marketing Strategist(s)

Section 3.02 General Rules

The Board is subject to the orders of CTCBA as a whole, and none of its acts shall conflict with action taken by the CTCBA as a whole. With the exception of the President, each Board not only serves as a member of the Board but also a voting member of CTCBA. The President may vote only to break a tie.

Section 3.03 General Descriptions

General descriptions of the responsibilities for each Board and Committee Member are listed below. Board Members may take on responsibility for other duties and special projects as needed. The Board may, at its discretion and at any time it deems necessary, combine Board positions. At no time, however, shall the total number of Board positions be less than five (5).

(a) President- the President gives direction and provides vision to the organization by working with the Board to establish and carry out annual initiatives that support the CTCBA mission.

- In concert with the Board, establishes key initiatives that support the objectives of CTCBA.
- Presides at Board meetings and luncheons.
- Directs and evaluates the performance of the organization's Administrative Manager, if applicable.

- Enforces the provisions of the bylaws of the organization.
- Serves as a member ex-officio on all committees.
- Attends the WorldatWork Leadership Partner Network conference, along with the President Elect, in order to network with other association leaders and gain leadership insights.
- In conjunction with the VP Professional Outreach, builds positive relationships with members and Board members of groups such as Austin SHRM, Wilco, etc. through various methods such as becoming a member of the association and participating in monthly meetings.
- Assists in developing list of potential courses and workshops for consideration by the Board.
- Regularly attends CTCBA Board meetings, luncheons, and webinars and actively participates in all Board decisions.

(b) Immediate Past President - the Immediate Past President lends leadership continuity to the Board and serves in the absence or at the request of the President of CTCBA.

- May perform the duties of the President in the President's absence or at the President's request.
- In conjunction with the VP Professional Outreach, builds positive relationships with members and Board members of groups such as Austin SHRM, Wilco, etc. through various methods such as becoming a member of the association and participating in monthly meetings.
- In cooperation with the President, coordinates the development of current and potential CTCBA Board members.
- Assists in developing list of potential courses and workshops for consideration by the Board.
- May coordinate special projects as designated by the President and/or Board.
- Regularly attends CTCBA Board meetings, luncheons, and webinars and actively participates in all Board decisions.

(c) President Elect - the President Elect works with the President and the Immediate Past President to manage the activities of CTCBA. He/she makes a three-year commitment to serve on the Board of Directors as follows: (1) President Elect, (2) President, and (3) Immediate Past President.

- Performs the duties of the President and the Immediate Past President in their absence or at their request.
- Assists VP Programs as needed with the planning and implementation of the annual programs schedule. This includes, but is not limited to, luncheons, webinars, World at Work certification courses, and other special programs. Assists in developing list of potential courses and workshops for consideration by the Board.
- In cooperation with the President, coordinates the development of current and potential CTCBA Board members.
- Attends the WorldatWork Leadership Partner Network conference, along with the President, in order to network with other association leaders and gain leadership insights.
- Coordinates special projects as directed by the President and/or the Board.
- Becomes familiar with the CTCBA financial management process, system and controls. Audits financial records to ensure funds have been managed appropriately and adequate control measures are in place.
- In conjunction with the VP Professional Outreach builds positive relationships with members and Board members of groups such as Austin SHRM, Wilco, etc. through various methods such as becoming a member of the association and participating in monthly meetings.
- Assists in all other Board functions, as necessary.
- Regularly attends CTCBA Board meetings, luncheons, webinars and actively participates in all Board decisions.

(d) Vice President (VP) Communications - the VP Communications works with Social Media Committee Member(s) by creating a communication strategic plan and maintaining communication materials related to CTCBA and its events. Ensures information is current and up-to-dated for the association's website and social media sites, including posting jobs, program announcements, survey information, and certification courses.

- Coordinates website design and content projects with Social Media Committee Member(s).
- Create, maintain, and follow-up on communication strategic plans to meet goals by working with the Board and Social Media Committee Member(s).

- Works with VP Membership and Social Media Committee Member (s) in developing marketing pieces for the association for mailings and mass email distribution regarding membership, programs and special events.
- Regularly attends CTCBA Board meetings, luncheons, webinars, and actively participates in all Board decisions.

(e) Vice President (VP) Professional Outreach - the VP Professional Outreach represents CTCBA's interests in the local and state human resources professional community by coordinating with HR and total rewards peer professional organizations and participating in related activities.

- Board represents CTCBA's interests by participating in survey opportunities and actively participating in the Texas Compensation Collaborative, in support of the Texas Compensation Survey.
- Builds positive relationships with members and Board members of groups such as Austin SHRM, Wilco, etc. through various methods such as becoming a member of the association and participating in monthly meetings.
- Create, maintain, and follow-up on Professional Outreach and strategic plans to meet goals by working with the Board.
- Assist with developing sponsorship contacts list and secure local corporate sponsors. Identify and reach out to companies that have products/services that are aligned with CTCBA.
- Acts as a liaison for program promotion and implementation. Seeks opportunities that will allow CTCBA to further support compensation and benefits total rewards education in the professional community and reports those opportunities to the CTCBA Board for consideration.
- Coordinates special projects as directed by the President and/or the Board.
- Regularly attends CTCBA Board meetings, webinars, luncheons and actively participates in all Board decisions.

(f) Vice President (VP) Finance - the VP Finance oversees financial activities for CTCBA in accordance with general accounting principles and sound banking practices.

- Reviews and approves financial expenditures; presents account balances and financial reports at monthly Board meetings. Verifies invoices and receipts for checks written; posts to the general journal.
- Accounts for income from meetings and posts to the general journal. Reconciles journal entries to account statements on a monthly basis.
- Transfers and posts excess funds in designated accounts as revenue.
- Responsible for filing taxes for the Association.
- Create, maintain, and follow-up on financial goals and strategic plans to meet goals by working with the Board.
- Makes recommendations on accounting procedures, audit methods, report styles, insurance, bonding, and banking practices to the Board for consideration.
- In cooperation with the CTCBA Board and/or outside auditors, complies with documentation requests related to ad-hoc and/or regular financial reviews.
- Solicits bids and negotiates contracts with venue staff on meeting rooms, lodging, transportation, audio/visual needs, food service, etc.
- Collaborates with CTCBA and WorldatWork on certification course schedule. Creates and distributes email flyers promoting certification courses.
- Monitors online registration and also handles on-site activities during courses. This includes hotel set-up, greeting instructors, handling WorldatWork materials (notebooks and projectors), and coordinating local hosts.
- Coordinates receipt of meeting fees and payment of meeting expenses.
- Makes bank deposits and handles accounts payable in cooperation with VP Finance. Prepares IRS Form 990 Return
- Maintains best accounting practices using integrity and manage association funds with due diligence to ensure solid financial stability and data is maintained for auditing purposes.
- Regularly attends CTCBA Board meetings and luncheons actively participates in all Board decisions.

(g) Vice President (VP) Programs - the VP Programs coordinates decisions regarding meeting programs, workshops and courses offered by CTCBA.

- Ensures that CTCBA provides programs that meet the variety of interests of CTCBA members, such as compensation, benefits and total rewards.
- Develops list of interested and available luncheon speakers for following year to be considered by the Board at the annual kick-off meeting in December.
- Prior to kick-off meeting, contacts potential speakers such as members, government agency representatives and consulting firms.
- Gathers and documents information about potential speakers including company name, speaker name, topic name, topic summary and dates speaker is available. Documents decisions on workshops and courses, including dates, times and needed equipment (such as laptops).
- Facilitates Board discussion of speakers and documents Board decisions.
- Contacts desired speakers and confirms availability for each date. Contacts speakers that were not chosen and asks that they consider speaking during the next year, if appropriate. During the year, acts as point of contact between CTCBA and luncheon speakers. Provides speakers with logistical information regarding luncheon location, time, format and equipment. Collects electronic copy of presentation in advance of meeting. Coordinates the copying of meeting handouts with the Administrative Manager.
- In conjunction with President and President Elect and develops list of potential courses and workshops for consideration by the Board.
- Create, maintain, and follow-up on program goals and strategic plans to meet goals by working with the Board.
- Regularly attends Board meetings and luncheons and actively participates in all Board decisions.

(h) Vice President (VP) Membership - the VP Membership develops, plans and implements new member recruitment and orientation programs to attract members representing the diverse Austin-Central Texas area industries.

- Provides the Board with regular reports on membership, including number of active members, information about recent new members, and information about expired members.
- Encourages membership renewal via phone calls, emails and mailers. Coordinates efforts to contact expired members regarding renewal of their membership.
- Coordinates the development of informational materials about CTCBA and ensures that this information is distributed to every new member.
- Coordinates and solicit for gift certificates or giveaways for drawings and presentations at the luncheons and other programs.
- In conjunction with the VP Community Outreach, builds positive relationships with compensation and HR education institutions in the Austin surrounding areas. Finds ways to disseminate information about CTCBA and the benefits of membership to faculty and students studying human resource management.
- Create, maintain, and follow-up on membership goals and strategic plans to meet goals by working with the Board.
- Runs statistical reports on membership to make sure that we are reaching target audience and are aware of the membership make-up.
- In conjunction with the VP Professional Outreach, builds positive relationships with members and Board members of groups such as Austin SHRM, Wilco, etc. through various methods such as becoming a member of the association and participating in monthly meetings.
- Regularly attends Board meetings and luncheons and actively participates in all Board decisions.

(i) Secretary - works with Board and Committee Members to provide administrative management support to the organization.

- Ensures meetings are effectively organized and recorded with minutes. Maintains records of the Board and ensures effective management of CTCBA's records. Ensures minutes are distributed to members within two weeks after each meeting.

- Serves as the CTCBA liaison for meeting venues, including meetings, WorldatWork certification course meetings, webinars, and other special meetings as they occur.
- Coordinates with the venue on luncheon logistics to include food and technology set-up.
- Serves as the coordinator for CTCBA luncheons, webinars and meetings, to include meeting promotion, registration, audio/visual, handouts, food service, etc.
- Attends all luncheons, events, and meetings arriving early to greet the speakers, early arrivals, and ensure that the CTCBA banner, attendee list, and marketing material, etc. is printed and available at the meeting. Requests back-up point of contact at least one week prior to the event if they are unable to attend.
- Coordinates and attends meetings, including scheduling, email reminders, agenda and minute tracking, and meeting room and/or conference call arrangements. Reports on CTCBA events, projects, and any outstanding activities.
- Monitor CTCBA emails and documents.
- Works with Board members to follow-up on outstanding items. Serves as CTCBA central point of contact by mail and email inquiries.
- Performs additional duties and special projects as requested by the CTCBA Board.

(j) Social Media

The Social Media/Marketing Strategist will work with the VP, Communications and VP, Membership to drive social media strategy, campaigns and help coordinate internal and external marketing communication initiatives. Responsible for developing social media topics, curating and managing all published content to reach and engage members. Monitor progress using web analytic tools.

- Works with VP, Communications to post on social media outlets.
- Creates, posts, and searches for interesting articles for social media outlets.
- Sends out data analytics on social media outlets to Board.
- Sends out job alert emails every Friday on social media.
- Works with VP, Communication to ensure that the website is up-to-date, and information is appropriate.
- Attends all luncheons, events, and meetings and take photos to post on social media. Requests back-up point of contact at least one week prior to the event if they are unable to attend.
- Works with VP, Communications and VP, Membership to mail out flyers, network, make phone calls, etc. to target potential sponsors and members.
- Assists in creating a strategic communications plan for the upcoming year and following-up on that plan throughout the year.

Section 3.04 Nominating Committee

The Nominating Committee provides a slate of candidates for election on an annual basis. The Nominating Committee shall include the current President, the current Immediate Past President and a Vice President appointed by the presiding Board. The slate shall be presented with additional nominations to be taken from the floor in a scheduled or called meeting with the election held at the subsequent scheduled or called meeting. These meetings must be in compliance with Section VII of these bylaws.

Terms

The Directors of the Board shall be elected on an annual basis. The term for each director is two years, except for the President. The President may serve no more than one full term within consecutive years.

Section 3.05 Vacancies

Board vacancies will be filled for the remainder of the term by appointment by the President and confirmed by vote of the Board. In the event that the position of President becomes vacant, the position shall be filled in order by the Immediate Past President or a Vice President as appointed by the presiding Board.

Section 3.06 Recall

Any elected official may be recalled by the CTCBA membership. A recall motion shall be made in accordance with Roberts Rules of Order Newly Revised. Written notice containing specific complaints must be presented to the

Board at least one month prior to the presentation of a recall motion at a meeting in compliance with Article VII. A two-thirds majority of the votes cast shall sustain the recall.

Article IV. MANAGEMENT SERVICES

The Board may employ an Administrative Manager to provide administrative management support to the organization. This position is a non-voting member of the Board and also serves as the liaison to World at Work. The Board, under the direction of the President, will conduct periodic performance appraisals and contract reviews of the Administrative position.

Article V. Committees

Each Vice President presides over standing committees as needed for the functions under his or her responsibilities. The chairs of sub-committees are nominated by the appropriate Vice President and confirmed by vote of the Board. In addition, other standing and ad hoc committees and committee chairs may be appointed by the President and confirmed by vote of the Board. The Chairs of all Committees are ex-officio members of the Board with voice but no vote at Board meetings.

Article VI. NON-SOLICITATION

CTCBA does not permit any member or non-member to use the mailing list of CTCBA members except for explicit CTCBA purposes or authorized in writing by the CTCBA Board. CTCBA does not endorse members, products, services, outside organizations, or vendors. CTCBA does not allow the use of the CTCBA name in business ventures or solicitations without the written approval of the Board. CTCBA does not allow verbal or written solicitation during CTCBA meetings or in the room or adjacent hallways where meetings are conducted. Exceptions to this section require advance written approval by the Board.

Article VII. GOVERNANCE

Section 7.01 Quorum

Ten percent (10%) of the eligible voting members in good standing shall comprise a quorum for CTCBA meetings. A majority of filled director positions shall comprise a quorum for Board meetings.

Section 7.02 Votes

Each member shall have one vote. Voting by proxy is not allowed, except as otherwise provided by law or by these bylaws. All matters which require action by ballot shall be decided by a majority of votes cast at a meeting in compliance with Article IX, Section 3.

Section 7.03 Meetings

CTCBA shall hold a minimum of four (4) meetings per year on a quarterly schedule. The schedule of meetings shall be published by the Board. A specially called meeting may be scheduled by the President or by the Board, or by written request of at least five (5) voting members. Proper notice for meetings requires a minimum 10-day notice either by general announcement, phone call, posted mail, electronic message, fax, or flyer to the most current membership list.

Section 7.04 Conflict of Interest

Any conflict of interest between CTCBA interests and any organizational representative, Board, or chair shall be disclosed and recorded prior to election, appointment, or service. Where such duality exists, the individual shall refrain from voting, but may state an opinion or may provide information.

Section 7.05 Parliamentary Authority

Rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern CTCBA to which they are applicable and in which they are not inconsistent with law, with these bylaws, and with any special rules of order that CTCBA may adopt.

Section 7.06 Amendments

By-laws may be amended (including adoption and repeal) after the amendment has been submitted, in writing, to all members at least ten calendar days prior to the vote. The amendment may be sent by announcement through electronic message or via CTCBA website to the most current membership list. A two-thirds majority of votes cast shall sustain the amendment at any meeting that meets quorum and notification requirements as outlined in this article, sections 1 and 3.

Section 7.07 Dissolution

CTCBA shall use its funds and other assets exclusively to advance the mission and purposes stated in these bylaws. CTCBA may be dissolved only upon the approval of seventy-five percent (75%) of the voting membership. Upon dissolution of the association, any remaining funds or other assets shall be distributed to one or more nonprofit organizations established with purposes similar to those of CTCBA and selected by the voting membership to be the legal recipient(s) of such funds and other assets.

Bylaws as adopted November, 2008. March, 2012; Amended November, 2014. Amended September, 2020