

BY-LAWS OF THE NORTH FLORIDA COMPENSATION & BENEFITS ASSOCIATION

ARTICLE I – ORGANIZATION NAME AND LOCATION

Section 1 – Name

This organization shall be known as the North Florida Compensation & Benefits Association (herein known as the Association). It is nationally affiliated with **WorldatWork & WorldatWork Local Network.**

Section 2 – Location

The Association shall have and continuously maintain in Duval County, Florida, a Post Office Box for receiving mail for the Association.

ARTICLE II – PURPOSE AND POWERS

Section 1 – Purpose

- A. The purpose of the Association shall be exclusively educational, scientific, and charitable within the meaning of Section 502 C6 of the Internal Revenue Code of 1954, as amended and supplemented, and in furtherance thereof to provide for education and improvement of skills of members of the Association in the area of Total Rewards, which include but are not limited to compensation and benefits practices, to provide for the advancement of knowledge in the compensation field, and to conduct meetings, programs, research and other activities in furtherance of the above.
- B. To achieve its purpose, the Association defines the field of compensation and benefits as those activities involving any and all aspects of employee remuneration including, but not limited to, wages, salaries, employee benefits, innovative pay and record systems, incentives, performance appraisals, prerequisites, remuneration information systems, and the field of employee motivation, morale, work life and behavior as related to compensation.

Section 2 – Powers

- A. The Association shall have such powers as are now or may hereafter be granted by the General Not-For-Profit Corporation Act of the State of Florida.
- B. The Association shall not engage, other than as an insubstantial part of its activities, in attempting to influence legislation by propaganda or otherwise, or participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office, or in any activities which are not in furtherance of its educational, scientific and charitable purpose.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility Requirements

- A. Membership in the Association is on an individual basis, as distinguished from company or group memberships, and is restricted to individuals who are currently

engaged, or have prior experience, in one or more activities in the field of compensation and benefits as defined in ARTICLE II, Section 1, B.

- B. Membership in the Association shall not be denied for reasons of age, race, religion, sex or national origin.

Section 2 - Application for Membership

- A. Filling out the application designated by the Board of Directors shall constitute application for membership.
- B. Each application for membership must be accompanied by a check for annual dues in the amount of: 100% in the first quarter, 75% in the second quarter, 50% in the third quarter, and 25% in the fourth quarter.
- C. Membership applications shall be referred to the Board of Directors for review and approval. Applicants shall be notified of acceptance or rejection after action upon the application is completed. If an application is rejected, the payment, which accompanied the application, will be refunded in full to the applicant.
- D. Membership in the Association is not transferable for any purposes.

Section 3 – Voting Rights

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members, either at a meeting or via electronic means.

Section 4 – Maintenance of Membership

To maintain membership in the Association, an individual must continue to be eligible as defined in ARTICLE III, Section 1, and subject to the conditions indicated in ARTICLE IV, Section 1.

Section 5 – Membership Roster

A membership roster containing the name, address, and such other pertinent data, as authorized by the Board of Directors of each member shall be maintained by the **President-Elect/Membership Director** for purposes of notice and determining who is entitled to vote.

ARTICLE IV – ANNUAL DUES

Section 1 – Dues

- A. Each member as a condition of membership shall pay membership dues in the amount determined by the Board of Directors annually.
- B. Dues shall be payable in advance for each calendar year of the Association or in such other manner as the Board of Directors shall prescribe, provided, however, that dues shall be due and payable with any application for membership.
- C. No refund of dues paid shall be made unless an application for membership is rejected by the Board of Directors.

Section 2 – Calendar Year

The Association shall operate a calendar year beginning on January 1 of each year and ending on December 31.

ARTICLE V – MEETINGS OF THE MEMBERS

Section 1 – Regular Meetings

There shall be a regular meeting at least four times per year to be designated by the Board of Directors.

Section 2 – Quorum

Thirty percent (30%) of the membership must either be present in person or vote electronically to constitute a quorum for the transaction of business at a meeting of members. If a quorum is not present, a majority of the members present may adjourn the meeting to another time without further notice.

ARTICLE VI – BOARD OF DIRECTORS AND OFFICERS

Section 1 – Board of Directors

- A. The Board of Directors shall direct the affairs of this Association.
- B. The Board of Directors shall consist of the President, President-Elect/Membership Director, Program Director, Treasurer, Survey Director, Communications Director, Education Director, Immediate Past President and Director Emeritus.
- C. The President shall serve as Chairperson of the Board of Directors.
- D. A majority of the Board of Directors must be present to conduct the business of the Board of Directors.
- E. The Board of Directors by a majority vote of those present may elect a new Director to serve any unexpired term.

ARTICLE VII – DUTIES OF BOARD OF DIRECTORS AND OFFICERS

Section 1 – Duties of the President

The President shall call, participate in, and preside over meetings of the Board of Directors. The President shall preside at all meetings of the Association, establish committees and appoint chairpersons, make an annual report at the end of the fiscal year, and perform all other services required by the by-laws of the Association. The President will assist the Immediate Past President in the preparation of a slate of Nominees for open Officer and Director positions for the Membership's approval.

Section 2 – Duties of the President-Elect/Membership Director

The duties of the President-Elect/Membership Director shall be to prepare to take over the responsibilities of the President at the end of the current President's term of office. In

addition, President-Elect/Membership Director is to perform all other duties as directed by the President and the Board. President-Elect/Membership Director shall act as the Association's liaison to the WorldatWork Local Network. The President-Elect/Membership Director attends Board meetings, and prepares and maintains an annual membership roster, which is available to members. President-Elect/Membership Director is responsible for contacting prospective members and introducing new members to the Association via the means established by the Board.

Section 3 – Duties of the Program Director

The Program Director attends Board meetings and serves as the chairperson of the Program Planning Committee. The Committee plans regularly scheduled meetings, arrange for speakers, meeting location and meals, and surveys the Association membership for desired topics.

Section 4 – Duties of the Secretary/Treasurer

The Secretary/Treasurer attends Board meetings. Secretary/Treasurer keeps minutes of all Board meetings and other records of the Association. The Secretary/Treasurer establishes and maintains a financial system for the handling and distribution of all Association funds based on sound accounting procedures.

Section 5 – Duties of the Survey Director

The Survey Director attends Board meetings and serves as the Chairperson of the Survey Committee. The Survey Director conducts compensation and/or benefits surveys. The Survey Director oversees the coordination and promotion of surveys, including salary and benefits.

Section 6 – Duties of the Communications Director

The Communications Director attends Board meetings and assists in maintaining the Association mailing list. The Communications Director prepares notices of regular meetings and directs the timely communication of the notices. The Communications Director works closely with the Membership Director and the Secretary/Treasurer in maintaining an updated membership roster and contact list. The Communications Director will serve as Website Coordinator.

Section 7 – Duties of the Education Director

The Education Director of the Association attends Board meetings and organizes and oversees the Association's hosting of WorldatWork education certification seminar(s). The Education Director communicates directly with WorldatWork representatives and seminar attendees.

Section 8 – Duties of the Immediate Past President

The Immediate Past President attends Board meetings and assists the President and makes recommendations to the President and Board with respect to the performance of their

duties. The Immediate Past President is responsible for maintaining the by-laws of the Association and making recommendations to the Board as to changes as are necessary. The Immediate Past President will prepare a slate of nominees with the assistance of the current President for open Officer and Director positions for the Membership's approval. The Immediate Past President is responsible for securing sponsorships and business development activities.

Section 9 – Duties of the Director Emeritus

The Director Emeritus attends Board meetings and advises the Board in matters as deemed necessary. A person or persons who have made exemplary contributions to the Association may be elected to the position of Director Emeritus by simple majority vote of the Board. The Director Emeritus will have voting privileges. The voting privilege is limited to the casting of one collective vote only for Person or persons elected to the Director Emeritus status in any Election. Election as Director Emeritus is for Lifetime. No more than one person shall be elected as Director Emeritus in any year.

ARTICLE VIII – ELECTION OF BOARD OF DIRECTORS

Section 1 – Nominations

- A. In the fall of each year, the current President will present a slate of Nominees for open Board of Director positions for the Membership's approval and will entertain additional nomination from the Association members for the open Board of Director positions.
- B. The election meeting shall be held in November (if there are any vacancies), at which time, additional nomination, if any, will be accepted from the floor prior to the election. All nominees must consent to serve if elected.
- C. Voting shall be held separately for the Slate. The Presented Slate must have a majority vote to be elected.
- D. The newly elected Directors shall assume their new positions in January of the succeeding year.

Section 2 – Qualifications for Nomination

- A. All nominees for election to the Board of Directors must be members in good standing at the time of nomination and election.
- B. The Board of Directors shall serve two-year terms and shall not succeed themselves in office unless they are elected by the Board of Directors to fill a vacancy during the year.
- C. The Directors may be nominated to a different elected capacity on succeeding elections.
- D. A one-term succession may be allowed on an emergency basis by a majority vote of the Board of Directors.

ARTICLE IX – COMMITTEES

The Board of Directors, except as otherwise provided by Law and/or these by-laws, shall have the power to create committees, designate duties, establish terms of service, define committees as standing or special, appoint members, and terminate committees as the Board of Directors determines the need.

ARTICLE X – AMMENDMENTS

These by-laws may be altered, amended or repealed, or new by-laws may be adopted by an affirmative vote of two-thirds (2/3) of the membership present at any meeting at which a quorum is present, and provided further that the text of he proposed action to be taken is included in the notice of the meeting.