

## **Bylaws as Amended November 2017**

### **Orange County Compensation and Benefits Association (OCCABA)**

The name of the Association will be the Orange County Compensation and Benefits Association (OCCABA). The Association shall function as a part of the Local Network of Associations through WorldatWork.

#### **I. OBJECTIVES**

The objectives of this Association are to:

- A. Promote educational programs and networking opportunities to members with the goal to advance the art and science of total rewards management and to exchange information about total rewards and practices in an ongoing professional atmosphere.
- B. Conduct substantive meetings and special programs that provide a forum for members to hear speakers and share innovative ideas on current issues and the latest advancements in the field.
- C. Provide networking opportunities for compensation and benefits practitioners to exchange views, ideas and information.
- D. Provide opportunities for generalists to meet and exchange information with each other as well as with technical specialists.
- E. Work with WorldatWork to increase local availability of certification programs, exams, speakers and other resources.
- F. Provide a "job bank" for compensation and benefit open positions both within Orange County and the broader Southern California region.
- G. Provide continuing professional development opportunities on an advanced level.
- H. Promote high standards in the profession and foster cooperative relations among members.

#### **II. ORGANIZATION**

- A. There will be four elected officer positions and a minimum of six appointed Committee Chair positions in leadership or "at large" roles. The Officers and Chairs, along with the immediate Past President, shall form the Board of Directors of the Association.

The Officer positions shall be:

President

Vice President

Treasurer

Secretary

Immediate Past President

The appointed Committee Chair positions shall be:

Membership

Programs and Education

Marketing and Communications  
Hospitality  
Job Bank  
Webmaster and Technology

The duties, responsibilities and total number of the Officers and Committee Chairs may be modified as deemed necessary by a majority of the Board members and shall generally be, but are not limited to, the following:

**PRESIDENT:**

1. Chairs the Board of Directors and presides over all Board meetings. Calls such meetings as required to properly conduct the business of the group.
2. Directs the day-to-day operations of the Association.
3. Recommends and appoints new Committee Chairs subject to ratification by a majority of the Officers.
4. Recommends and appoints new Officers subject to ratification by a majority of the Board.
5. Serves as a liaison to WorldatWork.
6. Approves major OCCABA expenses.

**VICE PRESIDENT:**

1. Acts for the President during his/her absence, disability, or resignation from office. In the case of resignation or death, succeeds to the office of President for the remainder of the term of office.
2. Performs other duties and exercises such powers as the President may assign.
3. Attends Board meetings.

**TREASURER:**

1. Manages the financial affairs of the Association.
2. Prepares financial analysis for bi-monthly Board meetings.
3. Maintains QuickBooks financial records of OCCABA.
4. Arranges for audits of OCCABA's bookkeeping records, as needed.
5. Ensures proper tax reports are prepared and filed with the applicable authority, as required.
6. Reports on the financial condition of OCCABA at its regular Board meetings.
7. Receives and deposits membership dues and meeting fees, and pays approved expenses of the Association.
8. Maintains PayPal account for OCCABA.
9. Authorized user on OCCABA credit card.
10. Maintains OCCABA post office box.
11. Attends Board meetings.

**SECRETARY:**

1. Acts as recording secretary for all Board meetings, prepares meeting minutes and distributes to Board members.
2. Schedules all Board meetings and Board calls.
3. Maintains the calendar of Board activities for the year.
4. Conducts member surveys as may be needed or requested during the year.
5. Handles all general correspondence directed to the Association.
6. Maintains historical records of the Association's activities.
7. Attends Board meetings.

**MEMBERSHIP CHAIR:**

1. Manages the membership activities of the Association.
2. Responds to inquiries regarding membership and ensures processing of online membership applications and renewals.
3. Transmits any cash or checks received to Treasurer for deposit.
4. Maintains official membership roster, coordinates the preparation and distribution of membership materials and information as appropriate.
5. Conducts the membership drive and develops ongoing incentive programs to increase membership.
6. Maintains the partnership with WorldatWork and ensures the OCCABA membership database is provided to the WorldatWork Local Network as required.
7. Tracks membership attendance for any recognition program that may be in place.
8. Attends Board meetings.

**PROGRAMS AND EDUCATION CHAIR:**

1. Develops and manages the member program activities of the Association.
2. Arranges for professional, high caliber speakers including audio-visual needs for each member meeting and coordinates needs with Hospitality Chair.
3. Acts as the host/hostess to speaker during the meetings and coordinates token of appreciation for speakers after the program.
4. May develop program announcements and coordinates their publication on the OCCABA website.
5. Makes arrangements for the posting of the speaker presentation on the OCCABA website following the event.
6. Acts as administrator for all Association webinars, coordinates with speakers, and ensures smooth operation.
7. Attends Board meetings.

**MARKETING AND COMMUNICATIONS CHAIR:**

1. Publicize OCCABA events and accomplishments using a variety of media.

2. May develop program and event announcements and coordinate website posting, publication and/or mailing.
3. May assist in developing materials for the membership drive, events, conferences, WorldatWork courses, etc.
4. Ensures the OCCABA website operates as a dynamic and relevant tool for members to use.
5. Attends Board meetings.

**HOSPITALITY CHAIR:**

1. Manages hotel, food, and audio-visual equipment arrangements for OCCABA meetings.
2. Provide update to Board on changes in venue and cost and coordinate closely with Treasurer and President before authorizing major expenditures to Association credit card.
3. Manages event registration function including name badges, check-in and materials at OCCABA meetings.
4. Provides new member information to Membership Chair and membership fees and meeting proceeds to Treasurer following OCCABA meetings.
5. Attends Board meetings.

**JOB BANK CHAIR:**

1. Maintain job opportunities on OCCABA web site.
2. Responds to member inquiries regarding job bank listings.
3. Attends Board meetings.

**WEB SITE AND TECHNOLOGY CHAIR:**

1. Maintain OCCABA web site and Internet domain.
2. Ensure the OCCABA web site is configured according to the changing needs of the Association (membership categories, pricing, etc.)
3. Troubleshoot member requests for assistance that cannot be resolved by the designated Board member.
4. Update the web site with relevant material as provided by the Board.
5. Ensure the OCCABA web site is functional and meets the needs of its visitors.
6. Attends Board meetings.

**III. OFFICERS AND BOARD OF DIRECTORS**

- A. New Officers shall be appointed by quorum and majority vote of the Board of Directors present at a meeting of the Board at the end of each year. Chairs shall be appointed by majority vote of the Officers. New Officer and Chair terms shall begin on January 1 (or upon the vote of the Board/Officers, whichever is later), and end on the following December 31<sup>st</sup>. Existing Officers may be re-appointed by the Board for subsequent terms and Existing Chairs may be re-appointed by the President.

- B. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Preference shall be given to individuals that have been actively involved in the association for at least one year.
- C. Newly appointed Officers and Chairs shall be announced to the membership in January of each year.
- D. All Officers and Chairs must maintain their membership in good standing.
- E. The Board of Directors will typically meet monthly at a time and place designated by the President. Meetings may be in-person or via conference call. Special meetings may also be called by the President or majority vote of the Officers as needs dictate.
- F. A majority of the Board of Directors present at any meeting of the Board shall constitute a quorum for the transaction of business.
- G. Any Officer or Chair appointed by the Board of Directors or President may be removed by an affirmative vote of a majority of the Officers whenever, in its sole discretion, the best interests of the association would be served thereby. In addition, all Board of Directors' past performance will be reviewed by the Officers as a contingency for their re-election or re-appointment.
- H. All mid-year vacancies occurring among any of the Officers of the association may be filled by majority vote of the Officers present at the next meeting of the Board for the remaining portion of the year, as deemed necessary by the President.
- I. No compensation shall be paid to Officers or Chairs for their services to OCCABA. Officers or Chairs may be reimbursed for actual expenses incurred by them in the performance of their duties.
- J. Officers and Chairs may be eligible to receive certain benefits as a part of being on the Board of Directors. These benefits are defined by the Board and may include: complimentary attendance at meetings and other events sponsored by the association; complimentary attendance at WorldatWork conferences; and other activities deemed relevant to their role on the Board.

#### IV. MEMBERSHIP

- A. Membership in the association shall be open to all parties interested in the field of Total Rewards, but is intended for Human Resources professionals in the field of Total Rewards whose job responsibilities include the development, delivery, and/or management of compensation, benefits, work-life, and other programs applicable to Total Rewards.
- B. Membership dues shall be established annually by the Board of Directors.
- C. At member meetings, members may make recommendations, present motions, and vote on all issues submitted to the members by the Board for a vote. They may hold office in the association. Non-members may make recommendations and present motions, but may not vote or hold office in the association.
- D. Individual memberships may not be transferred to another individual unless specifically permitted by the Board and only in unique circumstances.
- E. Membership enrollment shall be made via the OCCABA website or directly to the Membership Chair. Membership will become effective upon receipt of membership dues. Dues will be paid annually with the membership cycle running from June 1

through May 31 of the following year. Dues may be pro-rated for memberships that begin within 6 months of the renewal date. Dues that have been paid will not be refunded. The membership cycle shall be established (or changed) by a majority vote of the Board of Directors.

- F. Members shall refrain from using their membership to sell or market their services, except at the specific association functions for which they have obtained prior approval from the Board of Directors.
- G. The Board of Directors, by affirmative vote of a majority of the Officers, may suspend or expel a member for cause if the Board determines the member is participating in unwelcome activities such as violating the solicitation policy or for any other conduct deemed by the Board to be inappropriate. A membership may be suspended or terminated without a vote by the Board if the member is in default on the payment of dues.
- H. The Membership Chair shall maintain a membership roster (via the OCCABA website) containing information on each member such as name, mailing address, phone number, email address, and other pertinent data as designated by the Board of Directors. This data shall be used for purposes of sending out notices or communications, determining who is entitled to vote and keeping WorldatWork abreast of current local network membership. Additional uses of the roster shall be determined and approved by the Board of Directors but in no case shall the Board permit the disclosure or use of the roster information for any purpose not compensation and/or benefits related, or for purposes other than the enhanced professional development of OCCABA members, educational opportunities or carefully screened vendor offerings which are deemed by the Board to be of significant educational value. The Board may take appropriate action against any member or non-member who uses the membership roster, in part or in its entirety, for purposes not approved by the Board.

**V. MEMBER MEETINGS**

- A. Meetings of the members of OCCABA shall be held at any place designated by the Board of Directors.
- B. General membership meetings of the association shall be held bi-monthly or at other cadence as defined by the Board of Directors. Member meetings shall generally be in the form of a breakfast networking program. A Summer Social event will typically be held in lieu of a breakfast networking program. Online webinars will generally be scheduled during the months that a live meeting is not held. The month of December is typically a dark month with no meetings/webinars.

**VI. FINANCIAL MANAGEMENT**

- A. The Board of Directors shall establish an annual financial budget that projects annual revenues and expenditures. The annual budget may be amended from time to time as needed by the President and Treasurer and with approval from the Board of Directors.

- B. During the annual planning meeting, the Board of Directors shall determine the amount of the annual dues for the next year and confirm the membership cycle being used.
- C. The Membership Chair shall ensure that renewal notices are sent to members in advance of the expiration of their membership year. Dues not paid after a one month grace period will cause a membership to lapse and be suspended from the privileges of OCCABA membership.
- D. All charges for meetings, conferences, or other events sponsored by the association shall be established by the Board of Directors.
- E. The Treasurer shall prepare a financial analysis for the Board on a bi-monthly basis.
- F. OCCABA is established as a not-for-profit organization and, as such, IRS guidelines associated with the giving and receiving of gifts shall be followed.

VII. CONFLICT OF INTEREST

- A. A Conflict of Interest provision has been put in place to support these Bylaws. At the beginning of each calendar year, all members of the Board of Directors are required to acknowledge receipt of this provision and agree to conduct themselves in accordance with this provision during the year.

VIII. SPONSORSHIP

- A. From time to time the association may consider sponsorships of events and programs. Sponsorships require President and Board of Directors approval.

IX. POLITICAL ACTIVITIES

- A. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The association shall not participate in, nor intervene in any political campaign on behalf of any candidate for public office (this includes publishing and distributing political statements.)

X. DISSOLUTION, DISBURSEMENTS

- A. The association shall only be dissolved by resolution adopted by the affirmative vote of a majority of the Board of Directors at a special meeting of the Directors called for that purpose. The dissolution of the association will not require a vote by the members.
- B. Upon dissolution of the association, after paying or adequately providing for the debts and obligations of OCCABA, the remaining assets shall be distributed by the Officers of the Board to a non-profit fund, foundation, or corporation which is organized and operated exclusively for education and/or scientific purposes and which has established its tax-exempt status under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, or corresponding section of any future federal tax code.
- C. No part of the net earnings of this association shall ever inure to, or be for the benefit of, or be distributable to, its members, trustees, officers, or other private persons except that OCCABA shall be empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the explicit, tax-exempt purposes for which it was formed.

- D. Notwithstanding any other provision of these articles, the association shall not carry any other activities not permitted by an organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1984, as amended, or corresponding section of any future federal tax code.

XI. AMENDMENT OF THE BYLAWS

- A. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted upon the affirmative vote of a majority of votes cast by the Board of Directors. Copies of proposed alterations, amendments, repeals, and new bylaws shall be furnished to each Board member.

Signed in acknowledgement of Board of Directors Approval of these Bylaws:

Brenda Dunbar  
B. Dunbar, President

Date 12-31-17

SHANNEN LE  
Shannah, Secretary

Date 12/31/2017