



## Contents

Article I. Organization, Office and Affiliation .....	3
Section 1: Organization .....	3
Section 2: Office .....	3
Section 3: Affiliation .....	3
Article II. Purpose of NTCA.....	3
Article III. Leadership/Board of Directors .....	3
Section 1: Composition and Term of Board .....	3
Section 2: Officers .....	4
Section 3: Resignation.....	5
Section 4: Vacancy .....	5
Section 5: Removal.....	5
Section 6: Quorum .....	6
Section 7: Regular Meetings .....	6
Section 8: Special Meetings .....	6
Section 9: Standard of Conduct .....	6
Section 10: Ethics Policy/Code of Conduct .....	6
Section 11: Miscellaneous Expenses.....	6
Section 12: Board Perquisites .....	6
Section 13: Working Events .....	7
Section 14: Participation and Contribution Expectations.....	7
Section 15: Committees.....	7
Article IV. General Membership and Meetings .....	7
Section 1: Membership Categories.....	7
Section 2: Dues and Fees .....	8
Section 3: Membership Cancellation .....	8
Section 4: Regular Meetings .....	8
Section 5: Special Meetings .....	8
Section 6: Notice of Special Meeting .....	8



**North Texas Compensation Association**

*A Texas non-profit association*

**Amended and restated By-Laws**

As of **November 8, 2016**

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Article V. Miscellaneous Governance ..... 8

    Section 1: Record Retention ..... 8

    Section 2: Administrative Management ..... 9

    Section 3: Amendments..... 9

    Section 4: Parliamentary Procedure ..... 9

    Section 5: Whistle Blower Procedures..... 9

    Section 6: Fiscal Year..... 9

    Section 7: Non-Solicitation..... 9



## Article I. Organization, Office and Affiliation

### Section 1: Organization

North Texas Compensation Association, (hereinafter referred to as "NTCA") is a non-profit 501(c)(3) organization incorporated in and subject to the laws and regulations of the state of Texas.

### Section 2: Office

NTCA shall maintain an office in the Dallas/Ft. Worth Metroplex and/or in such other places as the Board of Directors may determine.

### Section 3: Affiliation

NTCA is a member of the WorldatWork Local Network, an alliance of independent compensation, benefits and human resources organizations.

## Article II. Purpose of NTCA

NTCA is committed to promoting the total rewards field and the professional interests of those engaged in its practice throughout the North Texas area.

NTCA seeks to fulfill this purpose by:

- **Providing** a high quality, cost effective source for professional development information and total rewards opportunities to those interested in total rewards in the North Texas area.
- **Creating** a professional environment to encourage networking and the exchange of information between members.
- **Selecting** appropriate guest speakers to inform members of total rewards trends, new developments, and laws.
- **Enhancing** and **promoting** the total rewards profession through the participation of members in seminars, workshops, and symposiums.

## Article III. Leadership/Board of Directors

### Section 1: Composition and Term of Board

The Board of Directors is responsible for the overall planning and strategic direction of NTCA and shall oversee the general management and operations of the organization. The Board of Directors shall consist of at least nine (9) but no more than eleven (11) members. Only members in good standing are eligible to serve on the Board. Not more than twenty-five percent (25%) of Board membership may be held by consulting practitioners.

a. The following nine (9) core officers, at a minimum, shall comprise the Board:

1. President



2. Past-President or President-Elect
  3. VP Treasurer
  4. VP Programs
  5. VP Technology
  6. VP Education
  7. VP Membership/Secretary
  8. VP Association Relations
  9. VP Marketing/Communications
- b. The *VP at Large* and *VP Conference Chair* shall serve on the Board if their positions are filled. One combined role of these two separate roles is acceptable if deemed necessary.
- c. Each board position term shall be for two (2) years, with the exception of the Past-President, President-Elect and VP at Large. Terms shall begin on January 1 and shall be staggered so that, insofar as possible, one-half (½) of the Board shall be elected each year. Board members shall be eligible for re-election. The Past-President will serve a one (1) year term on the board during the President's first year in office. The President-Elect will serve a one (1) year term on the Board during the President's final year in office. The VP at Large will serve a one (1) year term on the Board as deemed necessary. Board members shall be elected by the Board of Directors at its annual strategy session or not later than its last meeting prior to the commencement of a director's term.
- d. Special extensions to terms may be approved and voted on by the board in the event that a suitable successor is not identified.

## **Section 2: Officers**

The officers of NTCA shall consist of the following positions, which shall be elected by the Board of Directors for a term of two (2) years, commencing on January 1, unless otherwise noted.

1. **President** — Responsible for directing the day-to-day operations of NTCA and presides at membership and Board of Directors meetings. This position is the official spokesperson for NTCA and guides the directors and committees in carrying out the goals and objectives for NTCA.
  2. **Past-President** — Serves in an advisory role regarding past practices, general operations and other matters to assist in the leadership transition and may coordinate special projects as directed.
  3. **President-Elect** — Works closely with the President and Past-President in managing the activities and operations of NTCA. May perform the duties of the President as directed by the President. Succeeds to the office of President at the conclusion of the President's term or in the event of a vacancy in the office of President.
  4. **VP Treasurer** — Responsible for the financial affairs of NTCA in accordance with general accounting principles and sound banking practices. Coordinates the preparation and filing of the annual tax returns with an outside accountant.
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5. **VP Programs** — Develops and coordinates all membership meetings, ensuring that program content is that of an educational nature and a benefit to membership.
6. **VP Technology**— Responsible for media development and maintenance, up to and including website, electronic media, meeting recordings and webinar live meetings. Works closely with VP Marketing and VP Association Relations to ensure alignment between media and the communications strategy.
7. **VP Education** — Serves as the liaison to WorldatWork for educational planning. Responsible for recommending and coordinating educational programs to benefit members.
8. **VP Membership/Secretary** — Coordinates member services, including membership campaigns, and oversees the recording of minutes for all Board meetings.
9. **VP Association Relations** — Responsible for association relations as they are related to promoting NTCA and the membership. Responsible for various membership enhancement programs, including volunteering, community involvement, college alliance program and mentoring program. Works closely with VP Technology and VP Marketing/Communications to ensure alignment between website and the communications strategy.
10. **VP Marketing/Communications** — Responsible for the marketing and communication strategy for NTCA. Works closely with VP Technology to ensure alignment between marketing strategy and website.
11. **VP At Large** — Coordinates special projects and provides support in other areas as needed in addition to the VP Conference Chair responsibilities.
12. **VP Conference Chair** — Works with Houston Compensation Association, Central Texas Compensation & Benefits Association and San Antonio Compensation Association to plan and execute the annual Texas Total Rewards Conference. This position is required to serve on the Texas Total Rewards Alliance Board of Directors. Responsible for the annual exhibitor activities at all professional conferences including but not limited to HR Southwest Conference and the Texas Total Rewards Conference.

### **Section 3: Resignation**

In the event that a Board member is unable to fulfill his or her term in office, the member should submit a written resignation notice to the Board of Directors.

### **Section 4: Vacancy**

In the event of a board vacancy through resignation, removal or death, the vacancy shall be filled by a majority vote of the remaining Board members present and voting.

### **Section 5: Removal**

Any Board member may be removed from office by an affirmative vote of two-thirds ( $\frac{2}{3}$ ) of the existing Board members. The vote for removal can be called by any member of the Board and shall only be used when the actions of the Board member in question are not considered to be in the best interest of the organization.



## Section 6: Quorum

A majority of the Board members must be present at any meeting in order to vote and conduct the business of the organization. In the event a quorum is not made, business may be discussed, but not transacted.

## Section 7: Regular Meetings

The Board of Directors shall have regular meetings at least once each month to transact the business of the organization.

## Section 8: Special Meetings

Special meetings of the Board of Directors may be called by any member of the Board with approval from the President, President-Elect or Past-President. Special meetings should be called with at least twenty-four (24) hours' notice. Special meetings may be conducted via conference call.

## Section 9: Standard of Conduct

A board member shall discharge his or her duties as a member of the board, including but not limited to the duties of such member as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Board member reasonably believes to be in the best interests of the NTCA.

No Board member shall enter into or sign any contract, for any length of time or amount, on behalf of the NTCA without a majority vote of the other board members.

## Section 10: Ethics Policy/Code of Conduct

Each Board position shall annually sign the NTCA Ethics Policy and Code of Conduct. Violations of the Ethics Policy or Code of Conduct, including but not limited to sexual harassment or inappropriate relationships between Board members and general members of NTCA and/or WorldatWork, or such Board member shall be subject to removal from the Board of Directors.

## Section 11: Miscellaneous Expenses

Board members shall serve without salary. Any ordinary, necessary and reasonable expenses incurred as a result of performing official NTCA duties may be reimbursed upon approval by the President or Treasurer and submission of such documentation as may be reasonably required.

Expenses eligible for reimbursement are deemed as those expenses related to purchasing items for the organization and reasonable travel expenses. Reasonable travel expenses do not include airfare upgrades, boarding upgrades, hotel upgrades, mini-bar expenditures or hotel entertainment (movie/video rental).

## Section 12: Board Perquisites

**Annual WorldatWork Conference or Class:** NTCA will cover the cost of one either a WorldatWork class or the registration fee for the WorldatWork annual conference during a two (2) year period.



## Section 13: Working Events

- a. **Monthly Luncheons** — NTCA will cover the registration cost of the monthly general membership luncheons/breakfasts for board members and the committee chairs.
- b. **Local Conferences** — NTCA, at its discretion, will cover the registration costs and travel expenses for local conferences and seminars for the Board of Directors and committee chairs.
- c. **WorldatWork Leadership Conference** — NTCA will cover the expenses related to sending the President and one other board member to the annual leadership conference sponsored by WorldatWork. If the President cannot attend, then he/she may designate another Board member to attend in his/her place.
- d. **WorldatWork National Conference** – NTCA will cover the expenses related to sending the President to the annual national conference sponsored by WorldatWork. If the President cannot attend, then he/she may designate another Board member to attend in his/her place.

## Section 14: Participation and Contribution Expectations

In addition to attending 75% of board meetings (typically monthly) and 50% of NTCA sponsored luncheons (typically bi-monthly); Board Members are expected to also meet 2 of the 3 requirements below on an annual basis:

1. Attend 50% of strategy meetings; Annual fall strategy setting meeting, annual mid-year strategy check-point meeting or others if scheduled as necessary. Annual fall strategy meeting attendance is mandatory.
2. Attend 25% of NTCA programs and break out committee events; i.e. networking socials, compensation specialty forum meetings, etc.
3. Attend/volunteer for at least 1 industry or community service event; i.e. conference exhibit booth, college booth, community service event, etc.

## Section 15: Committees

The Board may appoint such committees and committee chairs as it deems necessary to perform the work of NTCA.

## Article IV. General Membership and Meetings

Membership in NTCA is on an individual rather than company or group membership basis. NTCA is nondiscriminatory and membership will not be denied on the basis of age, sex, race, country or national origin, disability, or other factors prohibited by law.

## Section 1: Membership Categories

- a. **General Members:** Individuals actively employed or interested in the practice of total rewards management.
- b. **Honorary Life Members:** The Board of Directors shall have authority to grant Honorary Life Membership in NTCA. Such authority may be exercised in recognition of certain members who have made substantial contributions to the organization and/or



continuation of NTCA. Honorary Life Members are not required to pay dues. NTCA will cover the cost for Honorary Life Members to attend locally organized/NTCA sponsored events (luncheons, breakfasts).

- c. **Other Categories:** The Board may create such other membership categories as it deems appropriate.

## **Section 2: Dues and Fees**

- a. Annual membership dues shall be established by the Board of Directors and communicated to the membership annually. They are due and payable on an annual basis for general members; at the beginning of their membership and on the anniversary date of their membership thereafter.
- b. All fees and charges for seminars, symposia, conferences and meetings will be established by the Board of Directors.
- c. Seminar and conference registration fees charged for non-members shall exceed the fee charged members by an amount approved by the Board. Should the non-member make application for membership at the time of the NTCA seminar or conference or within thirty (30) days after attending the event, and be accepted, the difference in fee shall be applied toward the membership dues.

## **Section 3: Membership Cancellation**

The Board of Directors may, by majority vote of those present and voting, cancel or refuse renewal of any membership for good reason, defined as abusing privilege of membership, a breach of professional ethics or misuse of NTCA materials for the purpose of soliciting business or other related matters.

## **Section 4: Regular Meetings**

There shall be at least five (5) regular meetings of the members of NTCA each year, the time and place of such meetings to be designated by the Board of Directors.

## **Section 5: Special Meetings**

Special Meetings of the general members may be held at any time upon call of the Board of Directors, the President or upon request of ten percent (10%) or more of the membership in writing, stating briefly the purpose thereof.

## **Section 6: Notice of Special Meeting**

Notice of a Special Meeting of the members shall be given to each member in writing or via electronic communication at least ten (10) and not more than sixty (60) days prior to the date of such meetings, and in addition, notice of special meetings shall briefly state the purpose thereof.

## **Article V. Miscellaneous Governance**

### **Section 1: Record Retention**

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All records for the NTCA shall be maintained in such form as deemed appropriate for a period of time as deemed fit in order to comply with state and federal regulations governing non-profit corporations.

## **Section 2: Administrative Management**

The Board of Directors may employ a Business Manager/Board Administrator to provide administrative management support to NTCA. The Board, under the direction of the President, and President-Elect/Past-President will conduct periodic performance appraisals and contract reviews of this position. A contract with a management company cannot be entered into, for any length of time or amount on behalf of the NTCA without a majority vote of the Board members present and voting.

## **Section 3: Amendments**

The by-laws of the NTCA may be amended by majority vote of the entire Board of Directors, provided notice of the proposed amendments is provided at least twenty (20) days in advance of the meeting.

## **Section 4: Parliamentary Procedure**

Except as otherwise stated in the by-laws, meetings of the membership and Board of Directors shall be governed by the procedures set forth in Robert's Rules of Order.

## **Section 5: Whistle Blower Procedures**

The Board may adopt policies and procedures to encourage and protect the reporting of unethical or illegal activity.

## **Section 6: Fiscal Year**

The fiscal year of NTCA shall begin on January 1 and end on December 31.

## **Section 7: Non-Solicitation**

No member or non-member may use the NTCA mailing list except for specific NTCA purposes approved by the Board. NTCA 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 NTCA meetings except as approved by the Board.