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Article I. Identification

Section 1.01 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 1.02 Office

NTCA shall maintain in the state of Texas a registered agent. The registered agent and registered office address may be changed from time to time by the Board of Directors.

Section 1.03 Affiliation

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

Section 1.04 Fiscal Year

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

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 and beyond.

NTCA seeks to fulfill this purpose by:

- 1) **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 and beyond.
- 2) **Creating** a professional environment to encourage networking and the exchange of information between members.
- 3) **Selecting** appropriate guest speakers to inform members of Total Rewards trends, new developments, and laws.
- 4) **Enhancing** and **promoting** the Total Rewards profession through the participation of members in seminars, workshops, and symposiums.

Article III. Leadership/Board of Directors

Section 3.01 Composition and Term of Board

- (a) 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 twelve (12) 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.

- (b) The following four (4) Core Officers, at a minimum, should be filled to comprise the Board:
 - 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) **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.
 - 3) **VP Programs**
Develops and coordinates all membership meetings, ensuring that program content is that of an educational or professional networking nature and a benefit to membership.
 - 4) **VP Education**
Serves to liaise and coordinate partnerships with organizations to maximize education opportunities for members who are seeking credentials and/or training related to the Total Rewards profession. Responsible for negotiating revenue generating contracts with various organizations and presenting agreements to the NTCA board members for final approval.

- (c) The remaining eight (8) Officer positions, with a minimum of five (5), shall be filled by Auxiliary Officers to comprise the Board:
- 1) Auxiliary Officers are roles that are to be defined on an annual basis based on the need and direction of NTCA. While anticipated Auxiliary Officer roles are defined below, this is not an exhaustive list, and the positions should be titled and defined as needed by NTCA.
 - 2) Anticipated Auxiliary Officers:
 - a) VP Membership
Responsible for membership and engagement strategy for NTCA. Coordinates member services, including membership campaigns, membership levels, and member-renewal/potential-member outreach
 - b) VP Marketing
Responsible for the marketing and communication strategy for NTCA. Responsible for media development and maintenance, up to and including website, electronic media, meeting recordings, and webinar live meetings.
 - c) VP College Engagement
Responsible for the strategy regarding college engagement and student membership. Serves as the liaison to local learning institutions to coordinate programs to engage students in the HR and Compensation field.
 - d) VP Association Relations
Responsible for association relations as they are related to identifying and pursuing partnership and sponsorship opportunities for NTCA and the membership.
 - e) VP At Large
Coordinates special projects and provides support in other areas as needed.
 - f) 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.
- (d) The Secretary position defined as responsible for oversight of recording of minutes for all Board meetings, will be held by one of the filled board positions as nominated and confirmed by the current board. The Secretary position is a Core role and must be assumed by an active Board Member as part of the Annual Addendum of Board Duties. The Secretary position will not be held by the President.

- (e) The Board does not believe that fixed term limits are in the best interest of NTCA. The Board of Directors considers the term of service of individual Directors, the average term of the Board, and turnover of Directors over prior years when proposing new positions to be filled.
- (f) Board Member nominations will be accepted throughout the year from current NTCA members for elections. All potential Board Members accepting nomination should complete the Board Interest Questionnaire to confirm nomination and enter the Nomination Pool. If the Board is full, nominations will be reviewed for the following annual placement. If the Board has an opening at the time of the nomination, the Board may fill the open Officer position at its discretion and at the need of NTCA as defined in Section 3.03 of this Article III.
- (g) Board Members shall be elected from the Nomination Pool by the Board of Directors at its annual strategy session or not later than its last meeting prior to the commencement of an Officer's term.
- (h) Newly elected Board Members at the beginning of each year will assume a Core Officer position or an Auxiliary Officer position and will be documented and defined in the Annual Addendum of Board Duties. The Annual Addendum of Board Duties will be completed at the beginning of each calendar year to confirm Board completion requirements and updated as necessary throughout the year with elections approved by the majority of the Board.

Section 3.02 Group Administrator

The Board of Directors may employ a Business Manager/Board Administrator to provide administrative management support to NTCA as the Group Administrator. The Board, under the direction of the 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 3.03 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 3.04 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 from the Nomination Pool.

Any roles filled throughout the calendar year must be documented in a revised Annual Addendum of Board Duties.

Section 3.05 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 3.06 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 3.07 Regular Meetings

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

Section 3.08 Special Meetings

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

Section 3.09 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 3.10 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, shall be subject to removal from the Board of Directors. A new Board Member will sign the NTCA Ethics Policy and Code of Conduct upon accepting the new Board position, and annual renewal of acceptance will take place at the annual Strategy Meeting for ongoing Board Members.

Section 3.11 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 3.12 Board Perquisites

NTCA will cover the cost of educational/professional/membership expenses up to \$1,500 during a two (2) year period. Eligibility is based upon the Board Member successfully fulfilling Board role responsibilities and consistent participation at meetings. Disbursement of this benefit is only redeemable after sixteen (16) months of service at defined performance level and shall be approved by President and Treasurer. The Group Administrator shall maintain boards eligibility/redemption list.

Section 3.13 Working Events

- (a) **Regular Meetings and Special Meetings** of the Membership — NTCA will cover the registration cost of the general meetings and special meetings of the Membership 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 Local Network 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 3.14 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 strategy meeting held once annually.
- 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 3.15 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 or an organization 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 4.01 Membership Categories

(a) Individual Membership Levels

- 1) **General Members:** Individuals actively employed or interested in the practice of Total Rewards Management.
- 2) **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).

(b) Group Membership Levels

- 1) **Corporate Membership:** Group level membership for organizations. The organization owns the three (3) or more memberships purchased and can transfer membership between individuals at the direction of the organization and subject to review by the NTCA Board.
- 2) **Non-Profit (501-C3), Municipalities, ISDs:** Group level membership for Non-Profit (501-C3) organizations, Municipalities, or Independent School Districts or other Special Districts. The organization owns the three (3) or more memberships purchased and can transfer membership between individuals at the direction of the organization and subject to review by the NTCA Board.

(c) Educational Membership Levels

- 1) **College Professor Members:** Individuals actively employed as a professor at a college or university in the field of HR, Compensation, or Total Rewards Management.
- 2) **Student Members:** Individuals actively enrolled in an educational program in the field of HR, Compensation, or Total Rewards Management. Student members shall have all the privileges of regular membership, but may not vote or hold office in the association.

- (d) **Other Categories:** The Board may create such other membership categories as it deems appropriate. Changes to membership categories will be subject to a majority vote by the Board of Directors.

Section 4.02 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 4.03 Transfer of Membership

Individual Membership Levels and Educational Membership Levels are individual. Transfer of individual membership to another individual will not be allowed unless specifically permitted by majority vote of the Board of Directors and only in unique circumstances.

Section 4.04 Application for Membership

Application for membership will be made through the NTCA website, the NTCA mobile website access, or by contacting the Group Administrator. Membership becomes effective upon acceptance by NTCA and receipt of membership dues. Membership begins the day of joining/renewal and ends the same day of the month the individual or group joined/renewed in the following year.

Section 4.05 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. The VP of Membership (or other position in charge of membership as defined in the Annual Addendum of Board Duties) may suspend or terminate the membership of any member who becomes ineligible for membership or who is in default in payment of dues without vote by the Board.

Section 4.06 Regular Meetings of the Membership

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 4.07 Special Meetings of the Membership

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 4.08 Notice of Special Meeting of the Membership

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 5.01 Record Retention

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 5.02 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 5.03 Whistle Blower Procedures

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

Section 5.04 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.

Article VI. Amendments to By-Laws

Section 6.01 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 6.02 Appointment of Review Committee

The President may appoint a committee to review these by-laws and to prepare suggested amendments, to be presided upon by the acting Secretary. The committee shall serve during the incumbency of the President by whom they are appointed. The committee shall solicit, accept, and consider suggestions for necessary amendments. Proposed amendments will be submitted to the Board of Directors for review and comment, pursuant to Section 6.01 of this Article VI.

Article VII. Dissolution and Disbursement

Section 7.01 Dissolution

The organization shall only be dissolved by resolution adopted by the affirmative vote of the majority of the Board of Directors at a special meeting of the Directors called for that purpose. The dissolution of the organization will not require a vote by the regular members.

Section 7.02 Disbursement

Upon dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets, if any, shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Code, or corresponding section of any further federal tax code. Any such assets not so disposed of shall be disposed of by the district court for the county in this state in which the street address of the organization's principal office is located, or, if the organization has no principal office in this state, by the district court of the county in which the street address of its registered agent is located, or, if the organization has no registered agent, the district court of the city and county of Dallas exclusively for such purposes or to such organization or organizations, as said court shall determine, that are formed and operated exclusively for such purposes.

Article VIII. Acknowledgement

Signed in acknowledgement of the Board of Directors Approval of these by-laws

Name of Presiding President:

Chuck Lea

Signature of Presiding
President:

Chuck Lea

Date:

3/11/2021