

**Compensation and Benefits Association of San Diego**  
**By-Laws updated April 17, 2014**

**ARTICLE I -PURPOSE AND ORGANIZATION**

**SECTION 1 –PURPOSE**

- A. Conduct substantive programs and special events that provide a forum for members to hear speakers and present innovative programs on current compensation and benefit issues.
- B. Provide opportunities for technical specialists in compensation and benefits to exchange views, ideas and information.
- C. Allow opportunities for Continuing Education credit and professional certification through *WorldatWork*.
- D. Provide opportunities for human resources generalists to meet and exchange information with each other as well as with compensation and benefits technical specialists.
- E. Interact with other professional associations to promote the human resources profession.
- F. Provide exclusive benefits and discounted services to Association members.

**SECTION 2 –ORGANIZATION**

- A. The organization shall consist of four elected Officers and up to ten appointed Directors in leadership or 'at large' roles within the Association. The Officers and Directors shall form the Board of Directors for the Association.

The elected Officers will be:

- President
- Vice President
- Secretary
- Treasurer

The appointed Directors will be:

- Program Director
- Special Events Director
- Membership Director
- Webmaster Director
- Immediate Past President
- Director at Large

B. The duties and responsibilities of the Officers and Directors of the Association for the term of office from January through December (with duties and responsibilities transitioned during the 4th quarter of the prior year, commencing at the Annual Planning Meeting) are as follows:

1. President

- a) Lead all Association meetings, including calling meetings to order, coordinating activities and information, closing meetings.
- b) Direct the day-to-day operations of the Association.
- c) Chair the Board of Directors and facilitate all meetings of the Board. Schedule and lead additional meetings as needed.
- d) Recommend interim candidates to the Board of Directors for any positions vacated between elections for appointment of these candidates who will serve until the next regular election.
- e) Chair the Annual Planning meeting to include both previous and newly elected/appointed members of the Board of Directors.
- f) Ensure quality, accuracy, and proper distribution of member communications.

2. Vice President

- a) In the event of the President's absence, disability or disqualification, perform all duties of the President.
- b) Attend all Board of Directors meetings.
- c) Maintain and administer the CBA job bank.
- d) Respond to inquiries regarding the job bank, assist and support users accessing and posting positions on the job bank.
- e) Oversee changes to content and/or process of posting jobs.
- f) Increase awareness of CBA's job bank to various groups and/or professionals such as members, recruiters, headhunters, other compensation and benefits organizations, etc.

3. Treasurer

- a) Attend all Board of Directors meetings.
- b) Appropriately manage the financial affairs of the Association.
- c) Arrange for bi-annual audits of the Association's bookkeeping records as needed.
- d) Receive membership dues, dinner meeting payments; and other revenues. Deposit same to CBA account in a timely manner.
- e) Obtain appropriate approval for and pay invoices in a timely manner.

- f) Provide financial reports at Board meetings.
- g) Ensure tax returns are filed as needed.
- h) Notify the IRS of changes in by-laws and CBA contact representative (name and address).
- i) Request and assess bids from vendors as require.
- j) Approve bill for cost of dinner meetings.
- k) Arrange for speaker gifts and/or honoraria.
- l) Assist with attendees check-in for dinner meetings.
- m) Collect CBA-related mail from the CBA post office box and distribute as appropriate.

4. Secretary

- a) Attend all Board of Directors meetings.
- b) Act as recording secretary for all Board of Directors meetings. Distribute meeting minutes.
- c) Makes arrangements for Board of Director meetings including site selection and reservations, if needed.
- d) Coordinate dinner meetings.
  - i. Prepare master list and name tags for attendees.
  - ii. Assist with Attendee check in
  - iii. Maintain a list of walk-ins and bill as appropriate.
  - iv. Match received funds to attendees and arrange for delivery of funds to Treasurer
  - v. Coordinate with site for parking validation if necessary
- e) In concert with the President, negotiate contracts with site for dinner meetings.

5. Program Director(s)

- a) Attend all Board of Directors meetings.
- b) Notify site of expected attendance.
- c) Work with site to arrange for food, room size, tables, audio/visual, etc.
- d) Coordinate and place program marketing/ads. Provide program information to the President.
- e) Plan all general meeting agendas and arrange for speakers, presenters, etc.
- f) Create dinner meeting notices.

6. Special Events Director

- a) Attend all Board of Directors meetings.
- b) Identifies site location for all special events and negotiates hotel/facility contracts no less than annually.
- c) In conjunction with *WorldatWork*, markets CBA certification courses to maximize attendance. Announce upcoming courses at dinner meetings.
- d) Prepares for and attends the beginning of each certification course to ensure site is prepared; speaker is ready, and has all needed equipment. May introduce the speaker/instructor.

7. Membership Director

- a) Attend all Board of Directors meetings.
- b) Responsible for membership recruitment activities of the Association.
- c) Prepare and oversee distribution of communications regarding membership.
- d) Receive membership dues and forward to Treasurer in a timely manner.
- e) Assist at registration table at dinner meetings and accept new membership applications.
- f) Maintain official membership roster.

8. Immediate Past President

- a) Attend all Board of Directors meetings.
- b) Be available for consultation on all matters of the Association.

9. Director at Large

- a) Attend all Board of Directors meetings.
- b) Support all activities of the Association by assisting other Board members as needed.
- c) Other Board-related duties as assigned by the President.

10. Webmaster

- a) Attend all Board of Directors meetings.
- b) Responsible for the design and management of the Association's web site and distribution of information to the Association membership.
- c) Create and administer pages on the website via the online site administration tools provided by the website host.
- d) Manage website administrator accounts and privileges.

- e) Distribution of association meeting announcements and e-mails.
- f) Provide support to the board as needed.

Note: The Webmaster does not need to be familiar with html, but significant experience with Microsoft Excel and Word is recommended.

## **ARTICLE II –MEMBERSHIP AND ELECTION OF OFFICERS**

### **SECTION 1 –MEMBERSHIP ELIGIBILITY**

- A. Membership is open to professionals engaged in compensation, benefits, and human resources generalist activities. Being employed is not a requirement for membership.
- B. Student membership is open to students who are enrolled in a full-time undergraduate or graduate business program at an accredited college or university.
- C. Membership rates are evaluated and established annually.
- D. Association members may be suspended or expelled from the Association for "good reason" after a review by the Board of Directors. "Good reason" is defined as failure to adhere to standards of professional conduct or abusing the privilege of membership.
- E. The qualifications for membership and for holding office will be defined without regard to race, color, religion, national origin, disability, sex, age, sexual orientation, or other factors prohibited by law.
- F. Application for membership shall be made by utilizing the approved application method and submitting the membership dues.

### **SECTION 2 –ELECTION OF OFFICERS**

- A. No later than August of each year, the President shall appoint a Nominating Committee which shall consist of at least three members including the Immediate Past President, the President, and another active Board member).
- B. The Nominating Committee will be responsible for presenting a slate of candidates (nominees for President, Vice-President, Treasurer, and Secretary) in September. Nominating Committee members may not nominate themselves. They will be responsible for ensuring that candidates have an understanding of their prospective roles and commitments as Association Officers.
- C. An announcement of Officer Candidates will be made available to the Association membership during the month of October.
- D. An election will ensue. The election will be by popular vote. The Immediate Past President will tabulate the votes; simple majority prevails. Newly elected Officers will be determined by the end of December and informed of their respective positions at that time. The new Officers will be announced to the membership at the January general membership meeting.

- E. The newly elected Officers will be responsible for rounding out the balance of the Board of Directors. Non-officer Board members are selected by appointment and may be announced (to the extent determined) at the January general membership meeting.

### **ARTICLE III – POLITICAL ACTIVITIES AND DISSOLUTION**

#### **SECTION 1 – POLITICAL ACTIVITIES**

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 or intervene in any political campaign on behalf of any candidate for public office.

#### **SECTION 2 – DISSOLUTION**

- A. Upon dissolution of this Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed by the Board of Directors to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for education and/or scientific purposes, and which has established its tax-exempt status under Section 501(c)6 of the Internal Revenue Code of 1954, as amended.
- B. No part of the net earnings of this Association shall ever be used for the personal benefit of, or be distributed to, its members, trustees, Officers, or other private persons, except that the Association shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.
- C. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted to be carried on by an association exempt from federal income tax under Section 501(c)6 of the Internal Revenue Code of 1954, as amended.

### **ARTICLE IV – AMENDMENT OF THE BY-LAWS**

#### **SECTION 1 – AMENDMENTS**

These by-laws may be amended by submitting the proposed amendment to the Board of Directors at least 30 days prior to a general meeting of the membership. After approval by a vote of the Board of Directors, the amendment will be presented at the next regular general meeting of the membership where it must be passed by a two-thirds (2/3) vote of the members in attendance.