

**BYLAWS**  
**OF**  
**TWIN CITIES COMPENSATION NETWORK**

ARTICLE I  
TWIN CITIES COMPENSATION NETWORK

The Name of this organization is the Twin Cities Compensation Network. Hereinafter it shall be known as TCCN.

ARTICLE II  
PURPOSE

The purpose of TCCN is to provide for education and improvement of skills of members of TCCN in the area of compensation practices, to provide for the advancement of knowledge in the compensation field, to provide for networking opportunities with the professional community, and to conduct meetings, programs, research and other activities in furtherance of the above.

To achieve its purpose, TCCN defines the field of compensation 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 management, perquisites, remuneration information systems, and the fields of employee motivation, morale and behavior as related to compensation.

ARTICLE III  
LOCATION

The geographic focus of influence for the organization is the metropolitan area of Minneapolis-St. Paul and the surrounding areas. However, members are not required to work or live within this area to belong.

ARTICLE IV  
MEMBERSHIP

Section 1. Eligibility Requirements.

A. Membership shall be open to all parties interested in the fields of compensation, benefits, and total rewards, but is intended for Human Resources professionals whose job responsibilities include the development, delivery and/or management of compensation and benefits programs.

B. A student membership is available for individuals enrolled on a full-time basis at an accredited academic institution.

C. Membership in TCCN is on an individual basis, as distinguished from company or group memberships. Transfer of membership to another individual will not be allowed.

D. TCCN actively encourages membership that shall not be denied for reasons of race, color, national origin, gender, religion, age, disability, creed, marital status, sexual orientation, status with regard to public assistance, or membership or activity in a local human rights commission.

E. If an application is rejected by the Board, the payment that accompanied the application will be refunded in full to the applicant.

Section 2. Voting Rights. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Student members shall have full member voting rights.

Section 3. Maintenance of Membership. To maintain membership in TCCN, an individual must continue to be eligible as defined in ARTICLE IV, Section 1, and subject to the conditions indicated in ARTICLE V, Section 2. Membership and all of its privileges may be revoked by the Board of Directors for gross misconduct or misrepresentation by a member during, or with respect to, any TCCN sponsored activity.

Section 4. Membership Roster. The Membership Chair shall maintain a membership roster containing information on each member such as name, mailing address, 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 and determining who is entitled to vote. 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 TCCN 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.

## ARTICLE V ANNUAL DUES

Section 1. Calendar Year. TCCN shall operate a calendar year beginning on January 1 of each year and ending on December 31.

### Section 2. Dues

A. Membership dues in the amount as determined by the Board of Directors shall be paid annually by each member as a condition of membership.

B. Dues shall be payable on or before January first of each calendar year, 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.

ARTICLE VI  
MEETING OF MEMBERS

Section 1. Place of Meetings. Regular meetings of the members shall be held at any place authorized by the Board upon giving proper notice to the members.

Section 2. Annual Meetings. The annual meetings of TCCN shall be held in the last quarter of the year. The members shall transact such business of TCCN as may properly come before them.

Section 3. Special Meetings. Special meetings of the membership may be called by the President, or shall be called by the President as directed by a resolution adopted by the Board of Directors, or upon a written request signed by at least twenty percent (20%) of the delegates representing the members. The notice of any special meeting shall state the time, the place, and the purpose of such meeting. No business shall be transacted at the special meeting except as stipulated in the notice.

Section 4. Presiding Officer. The President of TCCN shall be the presiding officer of all meetings of the membership. In the absence of the President, the President Elect shall preside. In the absence of both persons, the delegates may elect a Chair Pro Tem for that one meeting.

Section 5. Notice of Meetings. It shall be the duty of the Secretary to send a notice of each annual, regular or special meeting stating the purpose thereof, as well as the time and place where the meeting is to be held. The notice shall be sent to each member at the latest address appearing on the records of TCCN or via electronic media such as email or online community.

Section 6. Quorum. A quorum for general meetings for the purposes of transaction of business shall be determined by at least 25 or ten percent of the membership, whichever is less. For business held through mail, email, or electronic ballot, at least ten percent of the membership must respond to constitute a quorum. Where the computation results in a fractional number, it shall be rounded upward to the next whole number.

Section 7. Voting. Except as otherwise provided by law, each voting member shall be entitled to cast one vote on each question. The vote of the majority of those members present shall decide any questions brought before the meeting, unless the question is one upon which, by law, or by these by-laws, a different vote is required, in which case such express provisions shall govern and control. No voting by proxy shall be permitted at meetings of the membership.

ARTICLE VII  
BOARD OF DIRECTORS

Section 1. Number and Qualifications. The Board of Directors of TCCN shall consist of the elected Officers of TCCN and any Directors appointed by the Board. The elected Officer positions of TCCN may include the following: President, President Elect, Treasurer, Secretary, Program Chair, Website Chair, Membership Chair, Education Chair, International Chair, and Immediate Past President and Communication Chair. The Board at anytime must have at least three Directors who are serving in elected Officer positions of TCCN. The Board may also

include Directors who are not serving in elected Officer positions, but such Directors should not comprise more than half of the Board for voting purposes. The Board may appoint co-Chairs as necessary to permit the proper operation of the Board and TCCN.

Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of TCCN. They may engage in such acts and do such things as are not prohibited by a law or these by-laws.

Section 3. Election and Term of Office. In the fall of each year, the President-Elect will entertain nominations from TCCN members for the elected Officer positions on the Board of Directors for the following year. All nominees for election to the Board of Directors must be members in good standing at the time of nomination and election. The election shall be held in October or November. A nominee must have a majority vote of the members who have voted in order to be elected. In the event of a tie vote, a second election shall be held within 45 days to determine a winner. Each of the elected Officer positions on the Board shall be elected for a one-year term. Unless elected to fill a vacancy, the term of office of a Director shall commence on January 1 following the election. A person may be re-elected to the same Officer position or another Board of Directors' position. Board of Director members may hold more than one Officer position simultaneously.

Section 4. Vacancies. A vacancy in any office may be filled by a majority vote of the Board of Directors for the remaining portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting Officers as may be necessary during the temporary absence or disability of the regular Officers. In the event of a vacancy in the office of the President during a term, the President-Elect shall serve as President for the remaining portion of the term. If the President-Elect is unable to serve as President in such an event, the Board of Directors by majority vote can designate one of its current Officers or Directors to serve as President for the remaining portion of the term.

Section 5. Removal. Any Officer or Director may be removed with or without cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Officer or Director affected at least thirty (30) days previously.

Section 6. Compensation. No compensation shall be paid to Officers or Directors for their services to TCCN. Officers or Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 7. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined from time to time by a majority of the Directors.

Section 8. Quorum. At all meetings of the Board of Directors, half of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these by-laws.

Section 9. Proxies. No voting by proxy shall be permitted in the meetings of the Board of Directors of TCCN.

Section 10. Robert's Rules of Order will be the authority for all questions and procedures at any meetings of TCCN.

## ARTICLE VIII OFFICER RESPONSIBILITIES

Section 1. President. The President shall be the principal Officer of the organization. Subject to the direction and control of the Board, the President shall see that the resolutions and directives of the Board are carried into effect, and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall preside at all meetings of the Board of Directors and at all meetings of the membership, except in those instances in which the authority to execute is expressly delegated to another Officer, Director or agent of the organization. The President may execute for the organization all contracts, deeds, conveyances, mortgages, bonds, and other instruments in writing that may be required or authorized by the Board of Directors. The President shall appoint members to standing committees, establish and appoint members to other committees. The President will be a voting ex-officio member of all Board committees.

Section 2. President Elect. It will be the duty of the President Elect to act in the absence or disability of the President and to perform such duties as may be assigned to him or her by the President. In the case of a vacancy in the office of President during a term, the President Elect shall serve as President for the remaining portion of the term. The President Elect shall perform other duties and exercise such powers as the President may assign. He or she shall attend all Board meetings.

The President Elect also serves in the capacity of the Local Network Liaison. In this capacity, the President Elect serves as a liaison between TCCN membership and WorldatWork with respect to coordinating course offerings for members, providing updates to the Board on WorldatWork related issues, providing WorldatWork publications and educational materials to the membership and attending the annual National WorldatWork/Local Network Conference as a representative of TCCN. He or she will work closely with the Education Chair to assist with course and educational offerings.

Eligibility for the President Elect position requires the ability to make a three year commitment to serving on the Board (one year as President Elect, one year as President, and one year as Immediate Past President). The President or any other Officer or Director as designated by the Board may act as Local Network Liaison in the absence of the President Elect.

Section 3. Secretary. The Secretary of TCCN shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and membership. The Secretary shall give or cause to be given all notices of the meetings of the Board of Directors and other notices required by law or by these by-laws. The Secretary shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of TCCN, except those of the Treasurer.

Section 4. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget and shall keep (or cause to be kept) records belonging to TCCN. The Treasurer will present to the Membership and to the Board of Directors at their respective annual meetings a report of the finances of TCCN and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer shall Chair the meetings of the Finance Committee.

Section 5. Programs Chair. The Programs Chair attends all Board meetings and serves as the chairperson of the Programs Committee. The Committee plans regularly scheduled meetings; arranges for speakers, meeting locations; and surveys TCCN membership for desired topics. The Programs Chair will regularly seek membership input on programs of specific interest to provide value to members and coordinate program offering with the Education Chair.

Section 6. Website Chair. The Website Chair attends all Board meetings and serves as the chairperson of the Website Committee. The Committee maintains and updates the TCCN Website. The Website Chair works closely with the Programs Chair, Education Chair, Membership Chair, and others to update the content of the website.

Section 7. Membership Chair. The Membership Chair attends all Board meetings and coordinates the activities within TCCN that help retain and increase membership. This position is responsible for the membership application, orientation, directory information, and tracking of member statistics. The position also assesses the member needs and works with other Officers, Directors, and Committees to ensure that TCCN is meeting its objectives in serving the membership.

The Membership Chair prepares and maintains an annual membership roster, which is distributed or made available, online to all members, maintains the membership records, mails annual membership renewal/invoices, and ensures information about the association is available to new members.

Section 8. Education Chair. The Education Chair attends all Board meetings and coordinates the offering of educational and training programs to TCCN members. This position is responsible for planning, organizing, and promoting building block sessions, certification courses, and other training programs. The position also serves as the TCCN liaison with the local learning institutions, gaining an understanding of their educational programs that may be of interest to TCCN members. He or she will also coordinate recognition of those members who have received a CCP, CBP, or other official certification.

Section 9. International Chair. The International Chair attends all Board meetings and serves as the chairperson of the International Committee. The Committee is responsible for coordinating activities and programs directed towards international compensation issues, including at least two special meetings per year focused on international matters. The International Chair works closely with the Programs Chair to carry out the international compensation meetings.

Section 10. Immediate Past President. The Immediate Past President shall attend Board meetings. The Immediate Past-President shall be responsible for the orderly transition of management of the organization to the incoming President. Other duties of the Immediate Past-President may be varied and depend upon the needs of TCCN, including working with the President and President-Elect on nominations for elected Officer or Director positions.

Section 11. Communication Chair. The Communications Committee Chair coordinates most aspects of communicating with the TCCN members. Works closely with the Programs Chair, Education Chair, Membership Chair, and the rest of the board to update the contents of the website and ensure that all communications are timely, accurate, and of professional quality.

Explores ways to incorporate and leverage different communication channels to help engage members. May engage a committee of volunteers to facilitate internet social media and online community discussions to encourage interaction among members.

The Communications Committee coordinates an annual networking event for members to enhance their experience and knowledge of the resources that TCCN provides which contribute to their professional growth and development.

Serves as employer and association contact for to ensure job posting. Works closely with website hosting vendor to ensure contents and communications are properly managed and protected.

Section 12. Any elected Officer or Director of TCCN, in addition to powers conferred on him or her by these by-laws will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

## ARTICLE IX COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees as may specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be Directors.

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors may establish an Executive Committee of at least three members. The President will also be the Chairperson of the Executive Committee. Unless otherwise designated by the Board, the Executive Committee will also include the Treasurer and President-Elect positions. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of TCCN. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof, to change the functions of the Committee or to terminate the existence of it.

Section 3. Powers. During the intervals between meetings of the Board of Directors, and subject to any resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of TCCN. The Executive Committee shall make a full report of all actions at the next meeting of the Board of Directors.

Section 4. Quorum. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists shall be the acts of the Executive Committee.

Section 5. Standing Committees. The Board of Directors may, by resolution passed by a majority of the Board as a whole, designate one or more standing committees in addition to the Executive Committee. The Chairs of the standing committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such power as provided in the resolution that established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board as a whole.

Section 6. Types of Committees. In general the types of standing committees may include, but not be restricted to Finance, Programs, Membership, and International.

Section 7. Meetings. Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the Chair, or by the Board of Directors. A majority of the committee's membership shall constitute a quorum.

Section 8. Special Committees. Other special committee(s) may be established by the President or by a motion passed in an appropriately constituted meeting of the Board of Directors. Members of TCCN may serve as Chairs or committee members on any of the special committees and do not need to be elected Officers or Directors of TCCN. The Board should be kept updated on the activity of special committees.

## ARTICLE X FISCAL MANAGEMENT

Section 1. Fiscal Year. The fiscal year of TCCN shall begin on the first day of January in each year.

Section 2. Books and Accounts. Books and accounts of TCCN shall be kept under the direction of the Treasurer of TCCN.

Section 3. Execution of TCCN's Documents. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of TCCN. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these by-laws.

Section 4. Loans. No loans shall be contracted on behalf of TCCN nor evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.

Section 5. Deposits. All funds of TCCN not otherwise employed shall be deposited from time to time to the credit of TCCN in such bank or banks or other depositories as the Board of Directors may elect.

Section 6. Conflict of Interest. The Board shall not enter into any contract or transaction with (a) one or more of its Officers or Directors, (b) a Director of a related organization or (c) an organization in or of which a director of TCCN is a director, officer or legal representative, or in some other way has a material financial interest unless:

- 1) That interest is disclosed or known to the Board of Directors,
- 2) The Board approves, authorizes or ratifies the action in good faith,

- 3) The approval is by a majority of Directors (not counting the interested director),
- 4) At a meeting where a quorum is present (not counting the interested director).

The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.

Section 8. Indemnity. TCCN shall indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, Officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. TCCN shall have the power to purchase or procure insurance for such purposes.

Section 9. Examination by Directors. Every Officer or Director of TCCN shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of TCCN and make extracts or copies there from.

**ARTICLE XI**  
**MISCELLANEOUS**

Section 1. Amendments. Both the Board of Directors and the members shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds of the Board or quorum of the membership at a duly constituted meeting.

The Bylaws of TCCN were adopted on September 28, 2000, and were amended and restated on October 8, 2003, September 16, 2004, and November 10, 2009, March 17, 2011. The undersigned confirms and witnesses all aforementioned statements to be true and accurate:

Saado Y. Abboud

\_\_\_\_\_ 3/18/2011 \_\_\_\_\_  
Name Signature Date

President  
\_\_\_\_\_ Position

**POLICIES  
of  
TWIN CITIES COMPENSATION NETWORK**

The TCCN Policies is an auxiliary document of the TCCN Bylaws

Application for Membership

A. Application for membership shall be made by filling out the application prescribed by the Board of Directors.

B. Each application for membership must be accompanied by a payment for the full amount of annual dues unless the application is submitted for a partial year membership on or after September 1, in which case the dues payable for that year will be adjusted as determined by the Board.

C. If an application is rejected by the Board, the payment that accompanied the application will be refunded in full to the applicant.

Meeting Fees

A. Non-members shall be subject to a fee for attending a regular meeting. This fee may be waived at the discretion of the Board by a majority vote.

B. Special programs shall be offered from time to time. Meeting costs shall be established based upon the content, speakers and logistical requirements of each meeting. All fees and charges for seminars, symposia, conferences and meetings will be established by the Board of Directors and charges shall be assessed to attendees. Non-members may be charged at a higher rate than members.

Approved by TCCN Board of Directors, as amended and restated, on October 8, 2003 and November 10, 2009.