

BY-LAWS OF THE
ATLANTA AREA COMPENSATION ASSOCIATION

I. NAME

- a. The name of the association is the Atlanta Area Compensation Association (AACA) which, in these By-Laws, may be referenced to as AACA.
- b. The AACA name is represented by a logogram approved by the Board of Directors.

II. PURPOSE AND POWERS

- a. AACA is committed to promoting the total compensation field and the professional interests of those engaged in its practice throughout the Atlanta area by:
 - i. Encouraging and facilitating the exchange of information and ideas;
 - ii. Providing professional development opportunities;
 - iii. Serving as an information resource on total compensation issues; and
 - iv. Supporting the efforts of other organizations that share similar goals.
- b. To achieve its purpose, AACA defines “total compensation” to include all aspects of employee compensation including, but not limited to, wages, salaries, short-term (annual) and long-term incentives, innovative pay and reward systems, non-cash recognition and other related forms of employee compensation. In addition to its core purpose, the AACA may, from time to time, offer programs in related areas of employee remuneration, such as employee benefits, performance management, talent management, or other, similar areas.
- c. AACA shall not engage, other than as an insubstantial part of its activities, in attempting to influence legislation by propaganda or otherwise. Nor shall AACA participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office, or in any other activities which are not in furtherance of its purposes as stated in Section II a.

III. MEMBERSHIP

a. Eligibility Requirements

Membership in AACA is on an individual rather than company or group membership basis. Membership is available to individuals engaged in or interested in designing, establishing, executing, administering or managing compensation and/or benefit programs in one of the following capacities:

- i. Operating compensation/benefits practitioners who administer or manage programs for the employees of an organization in AACA’s area of service.
- ii. Consulting compensation/benefits professionals who are engaged in providing advice and/or services on a fee basis for services rendered.
- iii. Generalist practitioners in the field of human resources or personnel who are responsible for compensation/benefits matters as a portion of their regular job duties.

- iv. Faculty members, instructors or trainers who teach in the field of human resource management.
- v. Others who are interested in or actively pursuing a position in the compensation and/or benefits field.

Membership in AACA will be granted without regard to gender, race, color, religion, national and ethnic origin, age, sexual orientation or handicap.

b. Application for Membership

- i. Application for membership shall be made submitting a form prescribed by AACA together with a check for the appropriate annual dues. The applications will be reviewed and approved by the responsible individual or committee so designated by the Board of Directors.
- ii. Membership in AACA is not transferable.

c. Voting Rights

Each member in good standing shall be entitled to one (1) vote on matters submitted to a vote of the members.

d. Membership rolls

A membership roll containing the name, title, employer, mailing address, email address, and phone number of each member shall be maintained and published periodically. This listing will be made available only to members in good standing, and may not be released to outside agencies, parties, vendors, or associations, except as may be authorized by the Board of AACA from time to time.

e. Privilege of Membership/Suspension or Expulsion

Members abusing the privilege of membership may be suspended or expelled from AACA after a hearing by the Board of Directors.

f. Reinstatement

An individual whose membership has been terminated may apply for reinstatement to member status. Application for reinstatement shall follow the same procedure prescribed for an individual who has not previously been a member.

IV. FISCAL YEAR AND ANNUAL DUES

a. Fiscal Year

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

b. Annual Dues

- i. Membership dues in the amount as determined by the Board of Directors shall be paid annually by each member as a condition of membership for the calendar year.
- ii. Renewal dues shall be payable by January 31 of each calendar year of AACA 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.
- iii. No refund of dues paid shall be made unless an application is rejected by the Board of Directors.

V. MEETINGS OF MEMBERSHIP

- a. The membership shall meet on a regular basis on a frequency determined by the Board of Directors. One of the meetings, annually, must include the election of officers and a subsequent meeting the installation of such officers. Location and time of the meetings are to be designated by the Board of Directors.
- b. Advance notice of general membership meetings shall be given to each member specifying the time and place of such meetings.

VI. BOARD OF DIRECTORS AND OFFICERS

a. The Board of Directors and its Duties

- i. The Board of Directors shall direct the affairs of AACA.
- ii. The Board of Directors shall consist of the President, Vice President-Programs, Vice President-Membership, Vice President-Finance and Administration, and four (4) elected Directors. These Directors may be assigned specific titles and duties at the Board's discretion, or they may serve as "Directors-at-Large." Officers serve at the pleasure of the Board.
- iii. A majority of the Board of Directors must be present to conduct the business of the Board.
- iv. The Board shall have authority to act on behalf of the membership in the day to day running of AACA.
- v. The Board shall have the authority to appoint additional Officers as it deems appropriate for any given year.

b. Duties of the President

The President shall perform, but not be limited to, the following duties:

- i. Serve as the executive officer and official spokesperson for AACA, and preside over all meetings of the Board of Directors and membership.
- ii. Formulate and develop objectives and operational plans and direct their implementation.
- iii. Recommend to the Board committee chairperson nominees.
- iv. Sign, execute and acknowledge (or delegate such authority) on behalf of AACA all contracts or other documents necessary or proper in the course of the regular affairs of AACA.
- v. Appoint one of the other Board members to perform the duties of the President in his/her absence.

c. Duties of the Vice President – Programs

The Vice President – Programs shall be responsible for the following duties:

- i. Arrange relevant programs and workshops for all regular and special meetings to fulfill the goals of AACA and stimulate growth.
- ii. Arrange the location and other logistical arrangements for each AACA meeting.
- iii. Arrange for publicity to announce these meetings.
- iv. Accept meeting reservations and arrange for greeters to register attendees. Maintain meeting attendance records.
- v. Oversee the activities of the Program Planning Committee

d. Duties of the Vice President – Membership

The Vice President – Membership shall be responsible for the following duties:

- i. Actively recruit membership candidates and encourage their involvement in AACA.
- ii. Maintain a current roll of all members showing their names, addresses and other relevant information.
- iii. Publish the annual membership directory.
- iv. Prepare membership notices for AACA meetings, arrange for publicity and prepare other general communications to the membership.
- v. Oversee the activities of the Membership and Communications/PR Committees.

e. Duties of the Vice President – Finance and Administration

The Vice President – Finance and Administration shall be responsible for the following duties:

- i. Be responsible for the financial affairs of AACA, including the collection of annual dues, the deposit of such moneys in the name of AACA in a banking institution, the disbursement of funds, and the preparation and dissemination of periodic financial reports as determined by the Board, including the presentation of the annual budget forecast. Duties shall also include maintenance of appropriate liability insurance coverage.
- ii. Prepare, or cause to be prepared, all necessary tax forms.
- iii. Arrange for outside audits of AACA records on a periodic basis as determined by the Board.
- iv. Prepare and maintain a record of all membership and Board meetings. Oversee the activities of the Historical Committee.
- v. Conduct correspondence on behalf of AACA.

f. Duties of the Directors

- i. The remaining Directors shall serve as advisors on the Board of Directors and fulfill such other responsibilities as are delegated by the President.

g. Term of Office

- i. The term of office for each Officer and Director shall be two (2) consecutive calendar years, commencing the January 1 after election to the Board.
- ii. The roles of President, Vice President – Programs and at least two (2) Director at Large roles should be elected in odd numbered years and begin serving the term on January 1 of the even numbered year after election to the Board. The roles of Vice President – Membership, Vice President – Finance and Administration, and at least two (2) Director at Large roles should be elected in even numbered years and begin serving the term on January 1 of the odd numbered year after election to the Board.
- iii. There is no maximum term for Board members. However, Officers should not serve more than two (2) consecutive terms (4 years total) in the same Board position, unless the Board permits.
- iv. Upon completion of his/her term(s) in office, the AACA President should be prepared to assume a subsequent two-year term as Director at Large in order to facilitate continuity with the new AACA President and Board members.
- v. Any Officer or Director may be removed from office by a majority vote of the Board. For example, an Officer or Director may be removed from office for failing to perform the duties which he/she was assigned.

h. Vacancies

- i. In the event of a vacancy in any Officer or Director position, the Board of Directors may fill, by appointment, any vacancy for the unexpired portion of the term of office.
- ii. The filling of such unexpired term shall not count against the maximum consecutive terms of office allowed for the position filled.

VII. NOMINATIONS AND ELECTIONS

a. Nominations

- i. A Nominating Committee, appointed by the Board of Directors, shall present to the Board a report of its nominations for Officers and Directors for the following fiscal year.
- ii. Qualified candidates will be nominated from the list of membership and based upon interviews or discussions with those individuals interested in pursuing election to the Board.
- iii. Prior to the fourth quarter AACA meeting at which elections will be held, a list of nominees will be made available to each member of AACA.
- iv. The Nominating Committee shall present their slate of nominees at the above referenced meeting.
- v. Qualified candidates may be nominated from the floor provided that prior consent of the nominee has been obtained.

b. Qualifications for Nominations

- i. All nominees for election to Officer or Director positions must be members in good standing at the time of the nomination and election.
- ii. Current Officers or Directors may be nominated in a succeeding election to serve in a different position than the position that they are currently occupying, subject to tenure rules outlined in Section VI.G.3.
- iii. While the aspiration of the AACA is to be primarily led by practitioners, Consultants (as defined in Section III.A.2.) are also eligible to hold office in AACA.

c. Elections

- i. The election of Officers and Directors shall be conducted by secret ballot, a show of hands, or other appropriate method as determined by the Board, from the approved list of nominees.
- ii. The members present at a fourth quarter AACA meeting will elect the Officer and Directors for the following fiscal year. To be elected, a candidate must receive a majority of the votes.

VIII. COMMITTEES/TASK FORCES

- a. The Board of Directors, except as otherwise provided by these By-Laws, shall have the power to create committees and task forces, appoint Chairpersons, designate duties, establish terms of service, define committees and task forces as standing or special, appoint members, and terminate committees and task forces as the need is determined by the Board of Directors.
- b. Standing committees of the Board and their duties shall be as follows:
 - i. Program Planning – Identify relevant meeting topics and locate appropriate speakers. Secure locations for meetings and arrange all meeting plans (meeting registration, meals, refreshments, audio-visuals or other needs of the speaker(s), parking clearances, etc.)
 - ii. Membership – Recruit members and maintain membership records, publish the membership directory and report to the Board, as required, on membership activities.
 - iii. Communications/PR – Prepare and distribute meeting announcements to the membership. Arrange for external publicity to cover meetings, AACA activities, etc. Develop and distribute any information necessary to educate or inform the membership.
 - iv. Historical – Record the activities of AACA since its origination. Photograph events and maintain a chronological record of the development of AACA.

IX. QUORUM

- a. A quorum of AACA members must be present in person to transact AACA business. A quorum shall consist of the active voting members present at any meeting of the membership announced to all members in advance of the meeting.
- b. The vote of a majority of the members present at any meeting shall be necessary for the election of officers and directors and the adoption of any matter voted on by the members.
- c. Issues decided by the Board of Directors shall require a two-thirds (2/3) vote of all Board members present and voting.

X. COMPENSATION

No compensation shall be paid to any member serving AACA in the capacity of Director, Officer, or Committee Member; this does not prohibit AACA from reimbursing a member for personal expenditures for the benefit of AACA.

XI. DISSOLUTION, DISBURSEMENTS

- a. Upon the dissolution of AACA, after paying or adequately providing for the debts and obligations of AACA, the remaining assets shall be distributed by the Board of Directors to one or more corporations, societies, or associations engaged in activities substantially similar to those of AACA, as shall at the time qualify as exempt organizations under Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.
- b. No part of the net income of AACA shall ever inure to, be for the benefit of, or be distributable to, its members, officers, or other private persons, except that AACA shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of exempt purposes for which it was formed.
- c. Notwithstanding any other provisions of these By-Laws, AACA 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)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

XII. GIFTS

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or any specific purpose of AACA.

XIII. AMENDMENTS

These By-Laws may be amended or expanded by an affirmative vote of a majority of the membership present at any meeting at which a quorum is present, provided that the text of the proposed action to be taken was included in the notice of the meeting.

All amendments must be discussed at the membership meeting prior to being submitted for membership vote.