



**BYLAWS**  
**OF THE**  
**ATLANTA AREA COMPENSATION ASSOCIATION**

**Revision Date: 4/12/2022**

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## **I. NAME**

- a. The name of the association is the Atlanta Area Compensation Association (AACA) or (“the Association”) which, in these Bylaws, may be referred to as AACA.
- b. The AACA name is represented by a logogram approved by the Board of Directors (“the Board”).

## **II. PURPOSE AND POWERS**

- a. AACA is committed to promoting the total rewards 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 and leadership opportunities;
  - iii. Offering career development, networking, and job search resources;
  - iv. Serving as an information resource on total rewards issues; and
  - v. Supporting the efforts of other organizations that share similar goals.
- b. To achieve its purpose, AACA defines “total rewards” 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 may be on an individual basis or on a Company 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 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. Retired total rewards professionals who are still interested in staying connected with the total rewards industry and community.
- vi. Students and others who are interested in or actively pursuing a position in the total rewards field.
- vii. Total rewards professionals in temporary transition for a period of 6 months.

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

b. **Application for Membership**

- i. Application for membership shall be made by submitting an online membership request prescribed by AACA together with payment for the appropriate annual dues. Membership requests will be reviewed and approved by the responsible individual or committee so designated by the Board of Directors (“the Board”).
- 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 Directory**

An online membership directory containing the name, title, employer, mailing address, email address, and phone number of each member shall be maintained and made available to members on the AACA website.

This listing will be made available only to members in good standing, and may not be released to outside agencies, parties, sponsors, vendors, or associations, except as may be authorized by the Board of AACA from time to time.

e. **Privilege of Membership/Suspension or Expulsion**

AACA Membership is at the discretion of the Board. 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 or Company Group membership as a condition of membership for the 12-month membership period.
  - ii. Renewal dues shall be payable annually, based on a rolling 12-month membership period 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.
- b. One of the meetings, annually, must include the installation of such officers, unless circumstances are such that an in-person meeting is not feasible. Location and time of the meetings are to be designated by the Board of Directors.
- c. 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, Secretary, Treasurer, Vice President – Programs, Vice President – Membership, and the elected Directors. These Directors may be assigned specific titles and duties at the Board’s discretion, or they may serve as “Directors-at-Large”.
- 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 Board members 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. Convene regularly scheduled Board meetings and preside at each meeting
- ii. Serve as ex-officio member of all committees
- iii. Work to make sure Board resolutions are carried out
- iv. Call special meetings as necessary

- v. Appoint all committee chairs and recommend who will serve on committees
- vi. Prepare agenda for Board meetings
- vii. Conduct new Board member orientation
- viii. Work with the nominating committee to recruit new Board members
- ix. Act as a spokesperson for the organization
- x. Periodically consult with Board members on their roles and help them assess their performance

**c. Duties of the Treasurer**

The Treasurer shall report the current financial and budget status at each Board meeting. They will prepare the annual budget, help develop fundraising plans and make financial information available to Board members and the public. They will oversee the development and observation of the organization's financial policies. They will select financial institutions and make investment recommendations to the Board. The Treasurer shall perform, but not be limited to, the following duties:

- i. Maintain knowledge of the organization and personal commitment to its goals and objectives
- ii. Regularly inform information about key financial events, trends, concerns, and assessment of fiscal health in addition to completing required financial reporting forms in a timely fashion and making these forms available to the Board
- iii. Have a basic understanding of financial accounting for nonprofit organizations
- iv. Coordinate with tax accountant for annual tax filings
- v. Serve as financial officer of the organization
- vi. Manage the Board's review of and actions related to the Board's financial responsibilities
- vii. Coordinate depositing checks and reimbursing valid AACA expenses.
- viii. Maintain annual budget, report variances, and reconcile accounts.
- ix. Oversee the actions of external administrator who is responsible for the invoicing for dues and fees.

**d. Duties of the Vice President – Programs**

The Vice President of Programs shall lead the development of program topics and event ideas. Through the Director of Meeting Logistics they will oversee the coordination of all member meetings of the AACA, including the Annual Forum. The VP – Programs shall perform, but not be limited to, the following duties:

- i. Determine meeting topics and meeting format (i.e. luncheon, workshop, virtual, etc.)
- ii. Solicit and secure relevant speakers for each meeting
- iii. Arrange the venue and catering to be provided at each meeting

- iv. Oversee coordination of the Annual Forum, including speakers, venue, catering, and logistics

e. **Duties of the Secretary**

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. The Secretary shall perform, but not be limited to, the following duties:

- i. Maintain all Board records and ensure their accuracy and safety
- ii. Provide notice of meetings of the Board and/or committee when such notice is required
- iii. Coordinate the scheduling of all Board meetings including annual Board retreat
- iv. Conduct new Board member orientations

f. **Duties of the Vice President – Membership and Outreach**

The Vice President of Membership and Outreach shall oversee the management and recruitment of AACA membership including establishing joint membership arrangements with other professional groups, when appropriate and in the interest of AACA. The VP – Membership and Outreach shall perform, but not be limited to, the following duties:

- i. Respond to inquiries regarding membership registration
- ii. Coordinate with the designated Administrator for membership dues invoicing or meeting registration invoicing
- iii. Manage meeting registration and check-in desk including the printing of name badges for each meeting
- iv. Oversee new member orientation and assignment of a new member mentor

g. **Duties of the Directors**

The Directors shall serve as advisors on the Board of Directors and fulfill responsibilities as determined by the Board of Directors. Director roles may include:

- i. **Director, Marketing** – The Director of Marketing is responsible for maintaining the Association’s website and ensuring meeting information and corporate sponsor information is current and up-to-date. The Director of Marketing will also promote the Association in the community through other means, such as social media and other relevant industry events (such as SHRM), and oversee the digital marketing efforts through tools such as a monthly eNewsletter.
- ii. **Director, University Relations** – The Director of University Relations will be responsible for establishing a student chapter at a local University and managing that relationship. They will coordinate with the VP of Programs on student oriented programs and events and establish a mentorship program.
- iii. **Director, Sponsorship** – The Director of Sponsorship will develop the

annual sponsorship opportunities and sponsorship levels. They are responsible for soliciting corporate sponsors, coordinating all sponsor needs, and collecting sponsor fees.

- iv. **Director, Meeting Logistics** – The Director of Meeting Logistics is responsible for the logistics of all events and for assisting the VP of Programs in coordinating with speakers. Logistics include identifying appropriate venues, negotiating the fees, and finalizing the contracts. All meeting requirements, i.e. food and beverages, audio visual needs and meeting space arrangements are ordered and delivered by the venue provider. The VP of Programs will identify the event topic and work with the Director of Meeting Logistics to identify and contact applicable speakers. The Director of Meeting Logistics will work with an annual budget that is created by the Treasurer and approved by the Board of Directors, for venues, speaker fees, and other speaker expenses.

h. **Term of Office**

- i. The term of office for each Board member shall be two (2) consecutive calendar years, commencing the January 1 after election to the Board.
- ii. Where possible, the roles of President, Secretary, Vice President – Programs, and at least two (2) of the Director positions 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 and Outreach, Treasurer, and at least two (2) Director positions 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, Board members should not serve more than two (2) consecutive terms (4 years total) in the same Board position, unless the Board permits. If approved by the Board and as a result of an extraordinary circumstance, Board positions can be extended to a third year.
- iv. Upon completion of his/her term(s) in office, the AACA President should be prepared to assume a subsequent one-year term as Past President (or Chairman of the Board) in order to facilitate continuity with the new AACA President and Board members.
- v. Any Board member may be removed from office by a majority vote of the Board. For example, a Board member may be removed from office for failing to perform the duties which he/she was assigned.

i. **Vacancies**

- i. In the event of a vacancy in any Board 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 Board members for the following fiscal year.
- ii. Qualified candidates will be nominated from the current membership and based upon interviews or discussions with those individuals interested in pursuing election to the Board.
- iii. During the fourth quarter a list of nominees will be made available to each member of AACA who will be given the opportunity to recommend Board nominees.

b. **Qualifications for Nominations**

- i. All nominees for election to Board positions must be members in good standing at the time of the nomination and election.
- ii. All elected Board members must secure membership with WorldatWork, per the terms of AACA's Tier 1 affiliation agreement with WorldatWork.
- iii. Current Board members 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.
- iv. 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, electronically, or other appropriate method as determined by the Board, from the approved list of nominees.
- ii. 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 Bylaws, 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 logistics (i.e. meeting registration, meals, refreshments, audiovisuals, or other needs of the speaker(s), etc.)
  - ii. **Membership** – Recruit members and maintain membership records, maintain a membership directory and report to the Board, as required, on membership activities.

- iii. **Marketing/PR** – Prepare and distribute meeting announcements to the membership. Oversee the maintenance of the AACA website and coordinate other digital marketing channels such as LinkedIn, Twitter, etc. Arrange for external publicity to cover meetings, AACA activities, etc. Develop and distribute any information necessary to educate or inform the membership.

With Board approval, additional committees may be added as needed to meet organizational objectives.

## **IX. QUORUM**

- a. A quorum of AACA members must be present (either in-person or virtually based on circumstances) 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 (virtual or in-person based on circumstances), shall be necessary for the election of 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 Board member, 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 Bylaws, 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**

- a. These Bylaws may be amended or expanded by an affirmative vote of a majority of the membership present at any meeting (virtual or in-person based on circumstances) 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.
- b. All amendments must be discussed at the membership meeting (virtual or in-person based on circumstances) prior to being submitted for membership vote.