

Bylaws as Amended May 2021
Orange County Compensation and Benefits Association (OCCABA)

- I. NAME
 - a. The name of the Association shall be the Orange County Compensation and Benefits Association (OCCABA).
- II. WORLDATEWORK AFFILIATION
 - a. The Association shall be a member group of the WorldatWork Local Networks.
- III. PURPOSES
 - a. Conduct substantive meetings and special programs that provide a forum for members to hear speakers and share innovative ideas on current issues and the latest advancements in the field.
 - b. Provide networking opportunities for Total Rewards practitioners to exchange views, ideas and information.
 - c. Foster a diverse and inclusive environment for HR generalists and Total Rewards specialists to meet and exchange information.
 - d. Collaborate with WorldatWork to increase local availability of certification programs, exams, speakers and other resources.
 - e. Offer a distinctive job board for Total Rewards-related open positions in the Orange County and broader Southern California labor market and is available for free to members and greater Total Rewards community.
 - f. Provide continuing professional development and engagement opportunities to Total Rewards practitioners of all levels and in different industries.
 - g. Promote high standards in the profession and foster cooperative relations among members.
 - h. Provide members with relevant content to socialize and expand shared learning with their respective organizations.
- IV. BOARD OF DIRECTORS
 - a. Board of Directors Composition
 - i. The Board of Directors shall consist of the following: five Officers (President, Vice President, Treasurer, Secretary, Immediate Past President) and a minimum of six of the following: Committee Chairs, Committee Members and/or At Large Board Members.
 - b. Powers and Duties of the Board of Directors
 - i. The Board of Directors shall manager the affairs and finances of the Association as is sees fit, so long as it abides by these Bylaws.
 - ii. Each member of the Board of Directors is entitled to propose, second, amend, and postpone a motion, and is given one vote for each motion called to question.
 - c. Terms
 - i. Board of Directors serve one-year terms that start on January 1st and end on the following December 31st.
 - ii. Members of the Board of Directors are eligible to serve consecutive terms if re-elected.
 - d. Election of Board of Directors

- i. Before the conclusion of the term, the current Board of Directors shall elect the Board of Directors for the following term by voting on a list of candidates for every open position.
 - ii. In an uncontested election, the candidate must obtain a majority affirmative vote to be elected to the position.
 - iii. In a contested election, the candidate with the plurality of the votes shall be elected to the position.
 - iv. If a vacancy occurs mid-year, then the current Board of Directors shall elect a candidate to fill the vacancy for the remainder of the term; in the interim, the President shall assume the duties as needed.
 - e. Board of Directors Meetings
 - i. The Board of Directors shall meet monthly at a time and place designated by the President.
 - ii. Meetings may be in-person or via video conferencing.
 - iii. The Board of Directors shall also hold a half-day retreat at the beginning of the term to set annual objectives, determine membership dues, set event prices, and review the Association's current financial conditions.
 - iv. Special meetings may also be called by the President or majority vote of the Board of Directors as need dictate.
 - v. A majority of the Board of Directors present shall constitute a quorum for the transaction of business. Members of the Board of Directors are considered present if they attend in person, over the phone call or over video conferencing.
 - vi. Any member of the Board of Directors may be removed by an affirmative majority vote whenever the best interests of the Association would be served thereby.
 - f. Board of Directors Requirements
 - i. To be a member in good standing.
 - ii. To attend Board of Director meetings in support of annual stated attendance objective along with, member meetings and webinars as often as feasibly possible.
 - iii. To serve in the position through the entirety of the term.
 - g. Board of Directors Rewards
 - i. Members of the Board of Directors shall not receive monetary compensation for their services to the Association. However, members of the Board of Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.
 - ii. Members of the Board of Directors may be eligible for certain benefits for their services to the Association. These benefits shall be defined by the Board of Directors, and may include the following:
 - 1. Complementary attendance to live meetings and/or special events.
 - 2. Transportation and accommodations to attend the WorldatWork Local Network Conference.
 - h. Position Responsibilities
 - i. President
 - 1. To preside over the Board of Directors.

2. To provide support and supervision to the other members of the Board of Directors and to the Committees.
 3. To step in for members of the Board of Directors and for Committees on matters that require escalation and when there are vacancies.
 4. To provide recommendations for any vacancies in the Board of Directors.
 5. To serve as a liaison to WorldatWork, including the orchestration and coordination needed to participate in the Local Network of the Year Award application.
 6. To program the annual member recognition event and the annual board recognition event.
 7. To approve major expenses with the goal of maintaining the Association's strong financial position while maintaining the Association's goals.
- ii. Vice President
1. To assist the President in all duties.
 2. To preside over the Board of Directors meetings in the absence of the President.
 3. To perform the duties of the President in the event that the President is unable to serve.
 4. To manage major projects as needed by the Association.
- iii. Secretary
1. To oversee the proper recording of proceedings at Board of Directors meeting, and to distribute the resulting minutes to the members of the Board of Directors.
 2. To work with the President to schedule all Board of Directors meetings.
 3. To maintain the calendar of activities for the Board of Directors and for the Association.
 4. To manage e-mail lists and automatic forwarding.
 5. To maintain an updated Board of Directors contact list.
 6. To maintain and archive historical records of the Association.
 7. To conduct member and event surveys.
- iv. Treasurer
1. To manage the financial affairs of the Association
 2. To maintain the financial records of the Association.
 3. To prepare the monthly and periodic financial reports that detail the income and expenses of the Association, and to present the reports to the Board of Directors.
 4. To prepare and submit tax reports and tax filings on a timely fashion.
 5. To monitor income and revenue from external relationships, such as WorldatWork.
 6. To maintain the Association's PayPal account for online transactions.
 7. To sign checks on behalf of the Association.
 8. To maintain the Association's bank and credit accounts and reconcile monthly bank statements.

9. To maintain the Association's Post Office Box.
10. To manage the Conflict-of-Interest review and attestation process.
- v. Immediate Past President
 1. To provide guidance and support to the current President, and to the other members of the Board of Directors.
- vi. Committee Chair and Committee Member
 1. To establish and execute Committee objectives that align with the Committee's purpose as outlined in these Bylaws.
- vii. At Large Board Member
 1. To fulfill a major one-term objective as was established by the Board of Directors.

V. COMMITTEES

- a. Committee Structure
 - i. Committees may consist of any number of Committee Chairs, Committee Members and Committee Volunteers; however, Committees must consist of at least one Committee Chair.
 - ii. Committees Chairs and Committee Members have equal authority and level of responsibility; however, Committee Chairs are ultimately responsible for the fulfillment of objectives.
 - iii. Committee Volunteers are members of the Committee who are not on the Board of Directors and may participate in a limited capacity.
 - iv. Committees determine annual objectives at the start of each calendar year. These objectives must align with the Committee's purpose as outlined in these Bylaws.
- b. Committee Purposes
 - i. Program Committee
 1. To develop and manage the member program activities based on input from members and the Board of Directors.
 2. To coordinate with the Hospitality Committee to ensure all program needs are met for live meetings and live special events.
 3. To coordinate with the Marketing and Communications Committee and the Website and Technology Committee to create event web pages and marketing material, including the posting of event details and speaker biographies.
 4. To act as the primary point of contact for event speakers. This includes:
 - a. Finding appropriate speakers for a given subject matter.
 - b. Confirming speakers for their respective events.
 - c. Collaborating with speakers to ensure their presentation material is relevant and substantive, and ensuring their presentation material is completed with lead time to adequately promote the event.
 - d. Requesting and receiving speakers' bios.
 - e. Determining what audio/visual equipment is needed.
 - f. Welcoming the speakers and providing day of assistance them.
 - g. Introducing the speakers.

- h. Thanking the speakers and providing them with a token of appreciation.
 - i. Maintaining a positive relationship with the speakers afterwards.
 - 5. To administer the technical details of the webinars, and troubleshoot and challenges the arise.
- ii. Membership Committee
 - 1. To respond to inquiries from members and prospective members, and resolve any issues or concerns they may have.
 - 2. To manage the annual membership renewal drive, to include the following:
 - a. Inform members of the upcoming expiration date of their membership and provide them with the means and opportunity to renew.
 - b. Inform members of any changes to membership fees.
 - c. Assist members with any questions or challenges they have during the renewal process.
 - d. Follow up with lapsed members to obtain feedback on their decisions to not renew and to persuade them to rejoin the Association if appropriate.
 - 3. To maintain an official membership roster, and provide membership databases to WorldatWork.
 - 4. To conduct membership drives and develop ongoing incentive programs to increase membership.
 - 5. To track membership attendance for any recognition program that may be in place.
- iii. Marketing and Communications Committee
 - 1. To regularly inform members and contacts of accomplishments, Board of Directors' actions and decisions, upcoming events, and other relevant happenings.
 - 2. To develop program and event announcements and market them on a variety of media platforms.
- iv. Hospitality Committee
 - 1. To manage room, food and audio/visual equipment arrangements for live member meetings, live Board of Directors meetings, and live special events.
 - 2. To update the Board of Directors on changes in venue or cost.
 - 3. To coordinate with the President and Treasurer on the purchase of major approved expenditures.
 - 4. To manage event registration at live meetings, including the creation and the distribution of name tags, the attendee check-in process, the collection of unpaid event registration fees.
- v. CareerConnect@OCCABA Committee
 - 1. To manage Job Listings on the Association's website.
 - 2. To assist companies and recruiters with job postings on the

- Association's website.
- 3. To coordinate with the Website and Technology Committee on LinkedIn job announcements.
- 4. To regularly evaluate and revise the Job Listings web pages to increase interest and engagement.
- vi. Website and Technology Committee
 - 1. To maintain the Association's website and e-mail accounts.
 - 2. To configure the Association's website to optimize its effectiveness in achieve the Association's objectives.
 - 3. To troubleshoot any issues that any party has in using the Association's website.
 - 4. To create and manage event web pages.
- vii. WorldatWork Liaison Committee
 - 1. To promote awareness of WorldatWork educational programs.
 - 2. To identify and program revenue sharing opportunities with WorldatWork, such as hosting local WorldatWork courses.
 - 3. To monitor WorldatWork revenue share amounts
 - 4. To outreach and collaborate with other WorldatWork Local Network member groups.

VI. MEMBERSHIP

a. Member Eligibility

- i. Membership in the association shall be open to all parties interested in the field of Total Rewards, but is intended for Human Resources professionals in the field of Total Rewards whose job responsibilities include the development, delivery, and/or management of compensation, benefits, work-life, and other programs applicable to Total Rewards.

b. Membership Levels

i. Individual Membership

- 1. Purchase of an Individual Membership entitles an individual to be a member for the respective membership year.
- 2. An Individual Membership remains with the individual for the entirety of the membership year, regardless of place of employment.
- 3. An Individual Membership cannot be transferred from one individual to another.

ii. Small Corporate Membership

- 1. Purchase of a Small Corporate Membership entitle an organization up to three member slots for the respective membership year.
- 2. The three membership slots may be transferred among individuals at the same organization.
- 3. Organizations shall be forbidden to allocate any membership slot to an outside individual.

iii. Large Corporate Membership

- 1. Purchase of a Large Corporate Membership entitle an organization up to six member slots for the respective membership year.
- 2. The six membership slots may be transferred among individuals at the

- 3. Organizations shall be forbidden to allocate any membership slot to an outside individual.
- c. Membership Cycle
 - i. Membership to the Association shall be on an annual basis, starting on June 1st until the following May 31st.
- d. Membership Dues
 - i. Membership dues shall be established annually by the Board of Directors.
 - ii. Prorated membership dues may be offered for membership that are within 6 months of the renewal date.
 - iii. Membership dues are non-refundable.
 - iv. Members shall be given a one-month grace period to renew their membership upon the completion of the membership cycle. If the renewal dues are still left unpaid after the grace period, the membership shall lapse.
- e. Member Data
 - i. Member data to be collected shall include the following:
 - 1. Name
 - 2. Mailing Address
 - 3. Phone Number
 - 4. E-mail Address
 - 5. Organization
 - 6. Certifications
 - 7. Other information as determined by the Board of Directors
 - ii. Member data shall be used to communicate matters that adhere to the visions, mission, and purpose of the Association. In no case shall the Board of Directors permit the disclosure or use of member data for any other purpose, and the Board of Directors may take appropriate action against any member or non-member who uses the member data, in part or in its entirety, for purposes not approved by the Board of Directors.
- f. Member Restrictions
 - i. Members shall refrain from using their membership to sell or market their services, except at the specific association functions for which they have obtained prior approval from the Board of Directors.
- g. Member Suspension and Expulsion
 - i. The Board of Directors, by affirmative vote of a majority of the Officers, may suspend or expel a member for cause if the Board of Directors determines the member is participating in unwelcome activities such as violating the solicitation policy or for any other conduct deemed by the Board of Directors to be inappropriate. A membership may be suspended or terminated without a vote by the Board if the member is in default on the payment of dues.
- h. Member Voting
 - i. Members may make recommendations, present motions, and vote on all issues submitted to the members by the Board of Directors.
 - ii. Quorum required for members to entertain motions and vote is 10% of total membership.

iii. A majority of members must vote in the affirmation for a motion to pass.

VII. FINANCIAL MANAGEMENT

- a. The Board of Directors shall establish an annual financial budget that projects annual revenues and expenditures. The annual budget may be amended from time to time as needed by the President and Treasurer and with approval from the Board of Directors.
- b. All charges for meetings, conferences, or other events sponsored by the association shall be established by the Board of Directors.
- c. The Association shall adhere to all legal requirements associated with being a 501(c)3 not-for-profit organization.

VIII. CONFLICT OF INTEREST

- a. A Conflict-of-Interest provision has been put in place to support these Bylaws. At the beginning of each calendar year, all members of the Board of Directors are required to acknowledge receipt of this provision and agree to conduct themselves in accordance with this provision during the year.

IX. SPONSORSHIP

- a. From time to time the Association may consider sponsorships of events and programs. Sponsorships requires an affirmative vote of the Board of Directors.

X. POLITICAL ACTIVITIES

- a. 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, nor intervene in any political campaign on behalf of any candidate for public office.

XI. DISSOLUTIONMENT

- a. The Association shall only be dissolved by resolution adopted by the affirmative vote of a majority of the Board of Directors at a special meeting called for that purpose. The dissolution of the association will not require a vote by the members.
- b. Upon dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed by the Officers to a non-profit fund, foundation, or corporation which is organized and operated exclusively for education and/or scientific purposes and which has established its tax-exempt status under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, or corresponding section of any future federal tax code.
- c. No part of the net earnings of the Association shall ever inure to, or be for the benefit of, or be distributable 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 explicit, tax-exempt purposes for which it was formed.
- d. Notwithstanding any other provision of these articles, the Association shall not carry any other activities not permitted by an organization exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code of 1984, as amended, or corresponding section of any future federal tax code.

XII. AMENDMENTS OF THE BYLAWS

- a. These bylaws may be altered, amended, or repealed, and new bylaws may be adopted upon the affirmative vote of a majority of votes cast by the Board of Directors. Copies of proposed alterations, amendments, repeals, and new bylaws shall

be furnished to each Board member.

Signed in acknowledgement of Board of Directors Approval of these Bylaws:

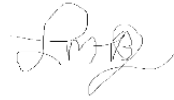
President:



Janet Vreeland

6/2/21

Secretary:



Laura Beesley-Jablonski

6/11/21