

Louisville Compensation Association By-Laws

Mission

The Louisville Compensation Association (LCA) is a professional organization whose mission is to enhance the expertise of our members and advance the art and science of total compensation management. LCA was formed out of a need to exchange information about total compensation trends and practices in an on-going professional atmosphere. The Louisville Compensation Association is a member of the WorldatWork Local Network, an international alliance of human resources organizations dedicated to excellence in compensation and benefits.

The Louisville Compensation Association was founded in 1987 to support the needs of local compensation and benefits professionals. The organization is governed by a Board of Directors, a group of elected officers, and appointed committees. Its members contribute a wealth of experience from a wide variety of companies and industries.

The Louisville Compensation Association is a non-profit educational association, registered with the IRS under Code Section 501(c)3. Dues and meeting charges are fully tax deductible.

Purpose

The purpose of the Louisville Compensation Association is to:

- Conduct educational meetings and special programs that provide a forum for members to hear speakers and share innovative programs on current issues.
- Provide opportunities for compensation, benefits and HR generalist professionals to exchange views, ideas and information.
- Provide opportunities for HR generalists to meet and exchange information with each other as well as with HR compensation and benefits specialists.
- Work with WorldatWork to increase the local availability of certification programs, exams, speakers and other resources.
- Provide a job posting resource for compensation, benefits and Human Resources positions for active members only.
- Provide continuing professional development opportunities.
- Provide a forum for members to earn credits towards keeping their professional certifications current.
- Promote high standards in the profession and foster cooperative relations among members.
- Partner with other local compensation and HR associations to provide other educational and networking resources for our members.

I. Organization

- A. The name of the Association shall be the Louisville Compensation Association.
- B. The Association will operate in accordance with these By-Laws, and all members will be required to abide by these rules.
- C. The Registered Agent of the Association shall be the Co-Chairs as set forth in Section III of these By-Laws.
- D. The Association shall function as a WorldatWork (formerly known as ACA) Local Network Member.

Louisville Compensation Association By-Laws

II. Membership

- A. The organization shall be open to those interested in the compensation and/or benefits activities of the Association.
- B. Regular Membership, with all its rights, privileges, and obligations, is available to all interested persons who are engaged in the practice of compensation, benefits and/or HR generalist activities.
- C. Student Membership, which shall include those individuals pursuing a degree program as a student at an institution of higher learning. Student Members shall have all the privileges of regular membership, but may not vote or hold office in the Association. The Board of Directors and the Planning Committee who at their discretion may waive fees shall set dues for Student Members.
- D. The Membership Chair must approve all applications for membership.
- E. Memberships are individual and are not transferable to other individuals.
- F. Each member shall be willing to participate in the objectives of the Association and to assist the other members in an exchange of information for the design and administration of employee programs and for problem solving in a continually changing environment.
- G. Members must refrain from using their membership to sell their services, except at Association functions for which they have obtained prior approval from the Board of Directors.
- H. Members shall pay annual dues as set by the Board of Directors and Planning Committee.

III. Officers and Committee Chairpersons

- A. The Board of Directors or Officers of the Association shall consist of 2 Co-Chairs, a Treasurer, a Communications Chair, a Membership Chair, a WorldatWork Local Network Liaison, a Special Events Chair and a Scholarship Chair. Officers shall serve for a minimum term of one year, except for the Co-Chair and WorldatWork Local Network Liaison positions, which serve for two years.
- B. All officers will be elected by a simple majority of the voting membership. The Co-Chairs will assume their positions as soon as they are voted upon and announced to the membership. Elections shall be held annually, during the last calendar quarter. Officers may run for re-election.
- C. When a vacancy occurs between elections, the order of succession to fulfill the remainder of the term of office shall be as follows:
 - (1) Co-Chairs; succeeded by
 - (2) Treasurer; and finally succeeded by
 - (3) Communications ChairWhen the office of Co-Chair, Treasurer, or Communications Chair becomes vacant, the Co-Chair shall appoint the Co-Chair-Elect, Treasurer, or Communications Chair to fill the remainder of the term of office, subject to confirmation by the membership. If the Co-Chair position becomes vacant during the first six months of the term, the Past Co-Chair will fulfill the remainder of the term.
- D. Committee Chairpersons for standing and ad hoc committees shall be volunteer positions appointed annually by the Planning Committee. Standing committees shall include the Membership Committee, Scholarship Committee and Special Events Committee. The chairpersons of these committees will serve as a part of the Planning Committee. They may appoint members to their committees from the general membership as necessary.

Louisville Compensation Association By-Laws

E. In general, the duties of the Officers shall be, but not limited, to the following:

2 Co-Chairs: The 2 Co-Chairs shall be the Chief Executive Officers of the Association. The Co-Chairs shall jointly preside at all meetings of the Association and its Planning Committee, and shall call such meetings, as he or she deems necessary. It shall be the duty of the Co-Chairs to exercise general supervision over the activities of the Association and to keep in touch with other Association Officers and Members of the Planning Committee relative to policy interpretation matters. The Co-Chairs will represent the Association at the state, regional, and national level, maintaining contact with Officers of those groups. Other duties include:

- Developing and implementing LCA's annual programs
- Assessing the needs of the LCA members and setting LCA program objectives
- Assisting with locating potential speakers for LCA meetings
- Providing direction to the other LCA Officers and Planning Committee
- Planning LCA Officer meetings and Planning Committee meetings
- Attending all LCA events and engaging all members/guests in attendance
- Ensuring that LCA by-laws are upheld by all members

Treasurer: The Treasurer shall receive and disburse the funds of the Association, and shall keep and preserve proper vouchers and books of accounts, which shall be open to inspections by the Planning Committee. The Treasurer shall deposit Association funds in such depositories as may be approved by the Planning Committee. The Treasurer shall submit a quarterly report to the Planning Committee and the LCA membership. The Treasurer shall file all required tax forms with local, state, and federal authorities as may be required. Other duties include:

- Directing and coordinating all LCA financial activities, and ensuring that the LCA account is balanced and current
- Handling all invoices and ensuring that receipts are submitted for all expenditures
- Tracking paid and unpaid membership dues, and following-up on all unpaid memberships
- Checking the LCA mailbox and processing and distributing mail to the appropriate LCA Officers

Communications Chair: The Communications Chair shall:

- Send out announcements regarding LCA meetings and events
- Maintain current LCA website information
- Partners with Membership to create a web-based LCA Members Directory
- Identifies and communicates opportunities to use LCA website
- Distributes member questions and inquiries to all members (if appropriate)

Membership Chair: The Membership Chair plans and coordinates activities related to membership for the Association. These activities may include quarterly meetings, maintaining current membership and mailing lists, planning and coordinating membership drives, or any activities designed to promote membership for the Association. These activities may include production of membership literature and new member orientation. The Membership Chair works closely with the Special Events Chairperson to plan and coordinate membership events. Other duties include:

Louisville Compensation Association By-Laws

- Tracking and maintaining all changes to the LCA membership database
- Creating a membership directory with all current paid LCA members
- Partnering with the the Treasurer and the Communications Chair to create and maintain a web-based LCA Members Directory
- Welcoming new members
- Ordering new member badges and ensuring that badges are available at all LCA events for paid current members
- Conducting new member orientations
- Initiating membership recruiting

WorldatWork Local Network Liaison: The WorldatWork Local Network Liaison handles all information related to WorldatWork. One of the primary responsibilities is to coordinate local CCP Certification courses (generally two per year). The WorldatWork Local Network Liaison keeps members informed of CCP Certification courses offered locally and regionally. The WorldatWork Local Network Liaison strengthens WorldatWork affiliations with other area Compensation Associations. The WorldatWork Local Network Liaison represents the LCA at the annual WorldatWork Local Network Conference. If the WorldatWork Local Network is unavailable, then an Officer may attend in their place. If an Officer is unable to attend, then the Co-Chairs may appoint a representative.

Special Events Chair: The Special Events Chair will be coordinating the LCA Education Session and any Membership events that may need to occur. The Special Events Chair may appoint members to the Committee to plan and coordinate educational activities and networking events for the Association. These activities include planning special educational seminars designed to enhance members' knowledge of the field of compensation and/or benefits as well as special events outside of the regular quarterly meeting schedule.

Scholarship Chair: The Scholarship Chair will coordinate the annual process of soliciting scholarship applications from students in the human resources field of study, who are attending local, and/or regional area colleges and universities. The Scholarship Chair may appoint members to that Committee to review the scholarship applications and propose scholarship recipient(s) to the Planning Committee. The Board of Directors and the Planning Committee will determine the number and value of scholarship(s) to be awarded on an annual basis. Normally, these activities take place in the fall each year, with the scholarship(s) being awarded to student(s) at the LCA Holiday meeting event in December.

Past Co-Chairs: The immediate Past Co-Chairs shall serve on the Planning Committee and shall counsel and serve in an advisory capacity to the current Co-Chairs. The immediate Past Co-Chairs will review Association operations and procedures and make recommendations to the Association current Co-Chairs of any changes, which they considered desirable for the more efficient operation of the Association.

Planning Committee: The Planning Committee shall review and approve all new policies, procedures, initiatives and activities. The Planning Committee will assist with planning all LCA quarterly meetings and special events.

Removal: Any Committee member elected or appointed by the Co-Chairs or the Planning Committee may be removed by an affirmative majority vote of the Planning Committee members present at the next meeting of the Committee.

Louisville Compensation Association By-Laws

IV. Meetings

- A. Meetings shall be held as determined by the Board of Directors and the Planning Committee. Every effort will be made to accommodate the geographic distribution of the membership.
- B. The basic Agenda of each meeting shall be the responsibility of the Co-Chairs.
- C. Each member may contribute to the Agenda.
- D. Regularly scheduled meetings will normally have a business section and a program section.
- E. The annual meeting of the members shall be the last regularly scheduled meeting each year for the purpose of electing new officers and to transact any other business, which is authorized by the members.
- F. The program section will include a presentation to the Association's members relating to compensation, benefits or Human Resources information.
- G. The tone of the meetings shall be as informal as possible to accomplish the Association's objectives.
- H. The Co-Chairs of the Association, as necessary for conduct of business, may call special meetings. To carry out activities requiring a vote by the voting membership at such meetings, a quorum of greater than one-third of the regular membership must be present. Votes are decided by a simple majority of this quorum.

V. Voting

- A. Each member shall be entitled to one vote on each question brought before the membership by the Planning Committee.
- B. All matters brought before the membership shall become effective upon certification by the Communications Chair of the Association that a majority of the ballots cast have voted in favor of the matter.
- C. Any member may ask for a vote of the entire membership regarding any decision made by the Planning Committee.

VI. Financial Obligations

- A. The Board of Directors and the Planning Committee shall determine membership dues annually.
- B. The Communications Chair will send notices to members in December. Annual membership dues cover all or part of a single membership year, which is January 1st through the end of December.
- C. The Board of Directors and the Planning Committee shall establish all charges for meetings, conferences or other events sponsored by the Association.

VII. Modification of By-Laws

- A. Proposals for modifications of these By-Laws must first be presented to the Planning Committee. Any regular LCA member may propose By-Laws modifications.
- B. Modifications to the By-Laws are approved by the Planning Committee and then presented to the LCA membership.

Louisville Compensation Association By-Laws

VIII. Dissolution

Upon the dissolution of the Association, after paying or adequately providing for the debts and obligations of the Association, including any scholarships authorized by the Steering Committee, any remaining assets shall be distributed by the Committee to WorldatWork. WorldatWork is organized and operated exclusively for education purposes and has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

IX. Disbursement

- A. No part of the earnings of the Association shall ever inure to, or for the benefit of, or be distributable to its members, officers, or other private persons.
- B. The Association shall be empowered to pay private persons; 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 this by-law, the Association shall not carry on any activities not permitted under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

Revised: 09/25/2006

Approved: