

# **RICHMOND COMPENSATION ASSOCIATION BYLAWS**

**(Amended and Restated January 1, 2007)**

## **ARTICLE I NAME/AFFILIATION AND PURPOSE**

Section 1. Name. The name of the Corporation is Richmond Compensation Association. Hereinafter RCA.

Section 2. Affiliation. RCA is a member of the WorldatWork Local Network.

Section 3. Purpose. RCA is organized exclusively to advance the educational and professional development interests of its members in order to raise the standards of performance in the compensation and/or human resources profession in our locality.

## **ARTICLE II MEMBERSHIP**

Section 1. General. The qualifications for membership in RCA shall be as stated in Section 2. To achieve the purpose of RCA there shall be no discrimination in individual memberships with regard to race, creed, color, age, sex, gender, sexual orientation, marital status, pregnancy, medical conditions, national origin, religion, physical or mental disability, including genetic characteristics, status, or as otherwise required by law.

Section 2. Members. Members shall be limited to those persons actively engaged in bona fide compensation and/or human resources functions; faculty members holding an assistant, associate, or full professional rank in education at an accredited college or university and who are actively engaged in the instruction of compensation or related research, and other professionals whose positions require an active involvement in the development or enforcement of legislation related to compensation and/or human resources functions.

Section 3. Applications for Membership. Application for membership shall be reviewed by the Director of Membership to verify that the applicant has met the membership criteria set forth in Section 2.

Section 4. Voting. Each RCA Member shall have the right to cast one vote on each matter brought before a vote of the members.

Section 5. Dues. Annual membership dues shall be established by the Board of Directors. New members shall be accorded full membership rights from the date of the application and payment of

dues, if the application is approved.

### **ARTICLE III MEETINGS OF MEMBERS**

Section 1. Meetings. Meetings of the members shall be held each calendar quarter or as otherwise determined by the Board of Directors.

Section 2. Notice of Meetings. Notice of all Meetings shall be given to all members at least one week prior to the Meetings.

Section 3. Electronic Business. The board may use electronic communications to communicate with membership. Matters requiring membership vote may be presented and voted upon through electronic means after advance notice has been given of the upcoming vote. Members will be given 5 business days from the date the matter is sent out to reply with a vote. Non-response to the call for a vote will be deemed an abstention.

Section 4. Quorum. The vote of a majority of members present at any Meeting shall be necessary for the adoption of any matter voted on by the members. The vote of a majority of members when voted upon through electronic means shall be necessary for the adoption of any matter provided a minimum of 25% of members participate.

### **ARTICLE IV BOARD OF DIRECTORS**

Section 1. Number. The Board of Directors shall consist of 7 persons. The following shall be members of the Board of Directors: Co-Directors of Programs, Director of Education, Director of Finance, Director of Membership, Director of Communications, and the President. The Board of Directors, at its discretion, may appoint additional Directors or reassign duties.

Section 2. Qualifications. All candidates for the Board of Directors must be in good standing at the time of nomination or appointment and must remain in good standing.

Section 3. Election - Term of Office. Directors shall be nominated by the Board and approved by a vote of Members. Each Director shall assume office the first of the month following his/her approval or at any time as determined by the Board of Directors and shall hold office for two years or until his/her successor is elected and takes office.

Section 4. Vacancies. Any vacancy in the Board may be filled for the unexpired term by a vote of the Board of Directors.

Section 5. Quorum. A majority of the total Board membership shall constitute a quorum for the

transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors.

Section 6. Removal of Director. Directors are expected to attend board meetings on a quarterly basis. Any Director who misses more than 3 consecutive board meetings may be removed from the board, upon a majority vote of the Directors. Board members may also be removed by a majority vote of the Directors for conditions such as breach of confidentiality, failure to disclose a conflict of interest, or failure to exercise the duties expected of a board member.

Section 7. Board of Directors' Responsibilities. The Board of Directors shall transact all business of RCA except as prescribed otherwise in the Articles of Incorporation or Bylaws. A member in good standing may request the President to place on the agenda of the next meeting any action to be taken by the Board of Directors.

Section 8. Compensation. Directors shall not be compensated for their service except for reimbursement of reasonable expenses. However, Directors will be exempt from paying dues or symposium/meeting fees during their term of office. Directors will also be eligible to participate in any RCA-sponsored referral program similar to other members.

Section 9. Electronic Business. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be conducted using electronic communications. The President will communicate matters requiring action of the board and indicate that an electronic board meeting is in progress. All motions, discussions and votes will be recorded for documentation with the minutes. Board members will be given five business days to respond to vote requests. Non-response to the call for a vote will be deemed an abstention.

## **ARTICLE V DUTIES AND RESPONSIBILITIES**

Section 1. President. The President shall serve as Association Chair and preside at membership meetings and Board of Directors meetings. This position is also responsible for public communications in support of the association, including interaction with WorldatWork.

Section 2. Co-Directors of Programs. The Co-Directors of Programs shall coordinate topic generation and logistics for general membership meetings and serve as Symposium Committee Chairs to coordinate RCA's annual symposium, if applicable. This position presides over meetings in the absence of the President.

Section 3. Director of Education. The Director of Education shall coordinate topic generation and logistics for WorldatWork and non-WorldatWork seminars and examinations for RCA to offer its members and the general public.

Section 4. Director of Finance. The Director of Finance shall be responsible for the financial affairs of RCA. These responsibilities shall include issuing quarterly financial reports to the Board, issuing payments from RCA, and coordinating regulatory financial filings. These financial reports shall be audited on a periodic basis by an outside firm.

Section 5. Director of Membership. The Director of Membership shall coordinate membership information, marketing and promotions, membership drives, college relations, and maintain the member database.

Section 6. Director of Communications. The Director of Communications shall be responsible for coordinating the publication of the RCA newsletter with the other Directors, coordinating maintenance of the RCA website, serving as liaison to the Webmaster or organization that maintains the website, and conducting and publishing periodic topical surveys on current compensation issues and the annual RCA salary planning survey, if applicable.

## **ARTICLE VI STANDING COMMITTEES**

The Board of Directors may, at its discretion, appoint a standing committee or committees for any such purposes determined appropriate. Such committees may be empowered by the Board to conduct research, arrange special seminars or training, or other similar purposes intended to serve the interests of RCA.

## **ARTICLE VII AMENDMENT OF BYLAWS**

The Bylaws may be amended by a majority vote of the members present at any meetings at which a quorum exists and/or in accordance with Article III, Section 4.

## **ARTICLE VIII DISSOLUTION STATEMENT**

In the event of the Association's dissolution, any remaining monies in the treasury, after Association expenses have been paid, will be contributed to organizations serving the community as determined by the Board of Directors at that time.