

BYLAWS

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ARTICLE I - NAME

- A. The name of this organization is the Milwaukee Area Compensation Association and, in these Bylaws, may be referred to as MACA.
- B. MACA is an independent, non-profit organization and operates as a professional association of individuals who are involved in the field of compensation.

ARTICLE II - PURPOSES AND POWERS

Section 1 - Mission

To obtain and encourage the professional interchange of knowledge and ideas encompassing all phases of compensations, including wages, salaries, incentives, bonuses, deferred compensation, benefits and other related forms of employee remuneration.

- A. To obtain and encourage the professional interchange of ideas encompassing phases of compensation, including wages, salaries, incentives, bonuses, deferred compensation, benefits, and other related forms of employee remuneration.
- B. To sponsor and conduct compensation related surveys among the membership and to publish the results.
- C. To conduct research into the latest compensation and benefits ideas, innovations, and practices, and to inform the membership.
- D. To actively foster the development and improvement of compensation and benefits policies, procedures, and practices.

- E. To encourage and support the continued professional development of the membership.

Section 2 - Powers

MACA shall not engage, other than as an insubstantial part of its activities, in attempting to influence legislation by propaganda or otherwise. Nor shall MACA 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 1.

ARTICLE III - MEMBERSHIP

Section 1 - Eligibility Requirements

Membership in MACA is on an individual basis rather than company or group membership. Membership is available to individuals engaged in the practice of compensation and/or benefits in one of the following capacities.

- A. Operating compensation/benefits practitioners who are engaged in establishing, executing, administering, or managing compensation practices for the employees of a company in MACA's geographical area of service.
- B. Consulting compensation/benefits practitioners who are engaged in providing advice and/or service to persons engaged in the compensation field on a fee basis for services rendered.
- C. Generalist practitioners in the field of Human Resources or Personnel who are responsible for compensation/benefits as a portion of their regular job duties.
- D. Faculty members who teach at the university level in the field of Human Resource Management or any of its specialized functions.
- E. Individuals who are engaged in employment recruitment practices may be members but may not solicit candidates from within MACA's membership. Doing so will result in immediate expulsion.

Section 2 - Application for Membership

- A. Application for membership shall be made by submitting a form to MACA's administrative servicer, together with a check for the appropriate annual dues. The applications will be accepted or rejected by the Membership Services Committee.
- B. Membership in the Association is on an individual, not corporate basis, and therefore not transferable.

Section 3 - Voting Rights

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

Section 4 - Membership Rolls

A membership roll containing the name, title, phone number, e-mail address and company address of each member shall be maintained by MACA's administrative servicer and overseen by the Membership Services Committee. This listing will be made available only to members in good standing, and may not be released to outside agencies, parties, vendors, or associations. Such lists may not be used except for the business of MACA.

Section 5 - Nonpayment of Dues

Dues will be collected on an annual basis at the start of each fiscal or plan year. If the member does not pay his/her dues within one (1) month of the due date, their membership will be considered to be cancelled.

Section 6 - Temporary Loss of Employment

An exception will be granted for members who have become temporarily unemployed and are not currently an active compensation practitioner. Their membership will be carried through the end of the plan year for which dues have been paid, with full rights and voting privileges throughout that period, or longer, if necessary, so long as their membership remains in good standing. (See Article IV, Section 2, A.)

Section 7 - Nondiscrimination

Membership and officership within the MACA shall be available without regard to age, sex, race, national origin, or other factors that may be prescribed by law.

ARTICLE IV - TERMINATION AND REINSTATEMENT OF MEMBERSHIP

Section 1 - Resignation

Formal resignation of any member, not under charges, may be submitted at any time in a letter to the Board of Directors.

Section 2 - Ineligibility

An individual becomes ineligible for membership by reason of a change in status (i.e., no longer meets the requirements of Article III, Section 1).

- A. Such an individual may continue membership in MACA through the end of the fiscal year, at which time membership will terminate. Consideration for extension of membership due to unemployment may be brought to the Board of Directors who will have authority to grant such extension.
- B. Such an individual, who serves in the capacity of an Officer, Director or Committee Chair, must resign from the position as of the date of ineligibility.

Section 3 - Suspension or Expulsion

Members may be suspended or expelled for good reason after a hearing by the Board of Directors. The name of the expelled member shall be stricken from the membership roll.

Section 4 - 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.

ARTICLE V - FISCAL YEAR AND DUES

Section 1 - Fiscal Year

The fiscal year of MACA shall begin on July 1 of each year and end on June 30 of the following year.

Section 2 - Dues

- A. Membership dues are determined by the Board of Directors, and shall be paid annually by each member as condition of membership.
- B. Dues shall be payable in advance for each fiscal year or in such other manner as the Board of Directors may prescribe; provided, however, that dues shall be due and payable with any application for membership.
 - 1. Dues must be received by the Treasurer prior to July 31 for the member's name to be included in the printed membership roster.
 - 2. Dues and membership applications received after February 28 will be applied toward the following fiscal year
- C. Dues shall not be prorated and no refund of dues paid shall be made for any reason except as provided by Article III, Section 2, A.

ARTICLE VI - MEETINGS OF MEMBERS

Section 1 - Annual Meeting

The first meeting of the fiscal year shall be an annual meeting of the members and will be held no later than October 1 at a time and place determined by the Program Committee.

Section 2 - Regular Meetings

Meetings will typically be held bimonthly with no fewer than five (5) meetings per fiscal year, including the annual meeting.

Section 3 - Special Meetings

Special meetings of the members may be called by a majority of the Board of Directors, or upon the written and signed request, stating briefly the purpose thereof, of twenty percent (20%) or more of the membership.

Section 4 - Notice of Meeting

A notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting to each member entitled to vote at such meeting. If mailed, such

notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the address as it appears on the membership roll of MACA with postage paid thereon.

Section 5 - Quorum

A quorum shall consist of at least 10% of the active voting members present at the meeting.

ARTICLE VII - BOARD OF DIRECTORS AND OFFICERS

Section 1 - The Board of Directors and its Duties

- A. The control and management of the MACA and its property shall be vested in the Board of Directors. Meetings of the board will be scheduled as required.
- B. The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer, and the immediate Past President and three (3) elected Directors. Each member of the Board will be required to serve on at least one committee.
- C. The Board of Directors shall be responsible for the formulation and interpretation of the by-laws.
- D. The Board of Directors shall be responsible for maintaining the continuity of MACA and the furthering of its long-range purposes.
- E. The Board of Directors shall be responsible for overseeing the services provided by any firm hired by MACA to perform various administrative duties.

Section 2 - Duties of the President

The President is the official spokesperson for MACA and shall serve as the presiding officer at meetings of the members and of the Board. The President shall also be responsible for recommending to the Board committee chairperson nominees, as required, and will be an ex-officio non-voting member of all standing Committees. The President shall have authority to sign, execute and acknowledge on behalf of MACA all contracts or other documents necessary or proper in the course of the regular affairs of MACA. In addition, the President may authorize the Vice President or other officer to sign, execute and acknowledge such documents in his/her place.

Section 3 - Duties of the Vice President

The Vice President shall perform such duties and have such authority as from time to time may be assigned by the president. In the absence of the President, the Vice President shall perform the duties of President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President will also serve as the chairperson or co-chairperson of the Program Committee, and be responsible for overseeing tasks performed by MACA's administrative servicer in support of the monthly programs.

Section 4 - Duties of the Secretary

The secretary shall be responsible for the preparation of a record of the proceedings of all meetings of the Board. The Secretary shall also chair the Membership Committee.

Section 5 - Duties of the Treasurer

The Treasurer shall be responsible for the financial affairs of the MACA. This responsibility shall include the preparation and dissemination of periodic financial reports as determined by the Board. In addition, the Treasurer shall oversee the tasks performed by MACA's administrative servicer in the collection of the annual dues from the membership, the deposit of such moneys in the name of the Milwaukee Area Compensation Association in a banking institution, the disbursement of funds through checks properly signed by the Treasurer or President. The Treasurer shall also assist the Secretary on the Membership Committee.

Section 6 - Duties of the Immediate Past President

The Immediate Past President shall serve as a member of the Board of Directors. In addition, this position shall recruit new board members and present a list of nominees to the Board of Directors at the March Board meeting.

Section 7 - Term of Office

- A. The term of office of the President, Vice President, Secretary, and Treasurer shall be one year, from July 1 to June 30.
- B. The immediate Past President will serve as a member of the Board of Directors for one year or until a new President is elected resulting in the appointment of a new Immediate Past President.
- C. Each of the three Directors shall serve a three (3) year term of office. The terms shall overlap so that one Director will be elected each year.
- D. A year term of office for the Directors shall begin on July 1 and end on June 30 of the following year.
- E. The maximum consecutive terms of office of the four (4) constitutional officers shall be two (2).
- F. The maximum consecutive terms of office of the three (3) Directors shall be one (1) three-year term.

Section 8 - Vacancies

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.

Section 9 - Meetings

The Board of Directors shall determine the conditions for meetings of the Board of Directors.

Section 10 - Quorum

A simple majority of the members of the Board of Directors must be present at any meeting of the Board to constitute a quorum for the transaction of business. Any business conducted by the Board at a meeting constituting a quorum shall be deemed to be the business of the full Board, except where such business may violate these Bylaws or the Law. Each Board member shall cast one vote.

Section 11 - Indemnification

Former and current officers and directors of MACA shall be indemnified by the association against all costs, damages and expenses incurred in connection with his or her having been an officer or director of the association, except in matters in which he or she had been found guilty of fraud or illegal activity in the performance of his/her duty as such officer or director.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1 - Nominations

- A. The immediate Past President shall present to the Board of Directors not later than May 1 a report of its nominations for Officers and Directors for the following fiscal year, with a statement that the nominees have consented to serve if elected.
- B. The slate of nominees shall consist of at least one name for each Officer and at least one for each Director vacancy.
- C. The Past President shall present their slate of nominees at a membership meeting, no later than the May meeting.
- D. Qualified candidates may be nominated from the floor provided that prior consent of the nominee has been obtained.
- E. The members present at the meeting shall vote to accept the final slate of nominees.

Section 2 - Qualifications for Nominations

- A. All nominees for election to Officer or Director positions must be members in good standing at the time of the nomination and election and for at least one year prior to the beginning of the new fiscal year.
- B. All nominees must be eligible to serve without being in violation of article VII of these Bylaws.
- C. Nominees for Officer or Director who are currently filling an unexpired term by appointment of the Board, shall be eligible to be elected to office.
- D. Nominees for Officer or Director may be nominated to serve in a different position than the position that they are currently occupying.

- E. A nominee completing the term of immediate Past President can be nominated to serve in a different Office or Director capacity on succeeding elections, except that the immediate Past President is not eligible to be nominated for the Presidency. The immediate Past President is eligible to chair or co-chair a Standing Committee.

Section 3 - Elections

- A. The election of Officers and Directors shall be conducted by secret ballot from the approved list of nominees.
- B. MACA's administrative servicer shall conduct the election by mailing slates of approved nominees to the membership, for return to them.
- C. MACA's administrative servicer shall count the ballots and present the election results to the Board of Directors for certification prior to the fiscal year-end.
- D. A plurality of votes cast for each Officer and Director position shall be necessary to elect in the contest for each position.
- E. In the event of a tie vote, for any position, the Past President will decide the election by chance.

ARTICLE IX - COMMITTEES

Section 1 - Committee Composition

- A. A Director or Officer shall chair or co-chair each Standing Committee.
- B. Each Chair shall be responsible for the selection of committee members.

Section 2 - Standing Committees

- A. Membership Services Committee
 - 1. MACA's administrative servicer shall be responsible for maintaining the membership roster as overseen by the Membership Services Committee.
 - 2. The Membership Services Committee shall actively promote and solicit membership in MACA through written promotional material, letters, phone calls and personal contacts.
 - 3. The Membership Services Committee shall review membership applications for appropriate qualifications of applicants.
- B. Program Committee
 - 1. The Vice President shall be the chairperson or co-chairperson and be responsible for developing the program for each membership meeting, and securing appropriate speakers or panel members and other meeting arrangements.
 - 2. The Program Committee members shall be responsible for assisting the chairperson in program development, presentation and meeting arrangements.

C. Surveys Committee

1. The Survey Committee shall be responsible for developing and conducting surveys of the membership to gather appropriate compensation, benefits or information covering other related issues for distribution to the membership.
2. The Survey Committee shall be responsible for maintaining the contractual obligations with any outside survey providers.

D. Communications Committee

1. The Communications Committee shall oversee the maintenance and development of MACA's on-line web-site.
2. The Communications Committee shall be responsible for working with MACA's administrative servicer regarding the external distribution of election ballots and the communication of the election results.
3. The Communications Committee shall work with the Membership Committee to actively promote and solicit membership in MACA through various forms of communications be they written, verbal, or electronic.

Section 3 - Special Committees

The Board of Directors may appoint special committees for appropriate Association purposes to serve for short periods of time. Examples are the Nomination Committee and Bylaws Committee.

ARTICLE X - COMPENSATION

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

ARTICLE XI - 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 MACA.

ARTICLE XII - AMENDMENTS

This Constitution and Bylaws may be amended or expanded by an affirmative vote of two thirds (2/3) of the membership that voted on the amendment(s) provided further that the text of the proposed action to be taken is included in the notice. All amendments must be discussed at a Membership Meeting prior to being submitted for membership vote.

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