

CODE OF BYLAWS

OF THE

ROCKY MOUNTAIN

COMPENSATION

ASSOCIATION

Effective January 1, 2009
Amended January 1, 2022

ARTICLE I

Identification

Section 1. Name

The name of the Association is ROCKY MOUNTAIN COMPENSATION ASSOCIATION doing business as ROCKY MOUNTAIN TOTAL REWARDS ASSOCIATION, hereinafter referred to as “the Association” or “RMTRA”. The Association shall function as a part of the Local Network of Associations through WorldatWork.

Scope

The geographic scope of influence for the association is the state of Colorado. This declaration does not preclude any similar group within the aforesaid geographic area from establishing itself as a Local Network affiliate independent of RMTRA.

Section 2. Registered Agent

The corporation shall maintain in the state of Colorado a registered agent. The registered agent and registered office address may be changed from time to time by the Board of Directors.

Section 3. Fiscal Year

The fiscal year of the Association shall be from January 1 through December 31.

ARTICLE II

Objective

Section 1. The association’s objective shall be to improve the competence of Total Rewards professionals; as that term is used within the human resources industry, including compensation, benefits, work-life, talent management and other applicable areas as the profession evolves; to raise the standards of performance in all phases of compensation and benefits administration and management; to provide a forum whereby helpful information, suggestions, policies, plans, and ideas can be exchanged; to provide continuing professional development opportunities; and to promote active participation in any movement, as approved by the Board of Directors or the association as a whole, which will tend to improve the methods, practices, and laws governing total rewards administration and design.

Section 2. The association shall cooperate with WorldatWork and other similar compensation, benefits, and human resources groups, as deemed appropriate by the Board, in advancing administrative and technical standards, improving practices of total rewards management, and working with the aforesaid groups on activities and projects initiated by any of the above.

ARTICLE III Membership

Section 1. Regular Membership

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 the field of Total Rewards. Dues for regular members shall be set by the Board of Directors.

Section 2. Memberships are individual. Transfer of membership to another individual will not be allowed unless specifically permitted by the Board and only in unique circumstances.

Section 3. Application for membership will be made through the RMTRA website or directly to the Vice President Membership. Membership becomes effective upon acceptance by the Board and receipt of membership dues. Dues will be annual, and will not be prorated regardless of the time of year in which the membership is granted or renewed.

Section 4. Membership Term

Membership for regular members is for twelve months and corresponds to the year beginning with the initial membership application date or renewal date (as applicable), with renewals for the next year beginning twelve months from the initial membership application date (the “Renewal Date”) or twelve months from the Renewal Date (as applicable), or as soon thereafter as is administratively possible.

Section 5. Conduct

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 written approval from the Board of Directors.

Section 6. Suspension or Termination of Membership

The Board of Directors, by affirmative vote of a majority of all of the Officers, may suspend or expel a member for cause if the Board determines the member is participating in unwelcome activities such as violating the no solicitation policy or for any other conduct deemed by the Board to be inappropriate. The Vice President Membership may suspend or terminate the membership of any member who becomes ineligible for membership or who is in default in the payment of dues without a vote by the Board.

Section 7. Roster

The Vice President Membership shall maintain a membership roster containing information on each member such as name, mailing address, phone number, email address, and other pertinent data as designated by the Board of Directors. This data shall be used for purposes of sending out notices or communications, determining eligibility for Programs, Conference, and/or Education discounts, determining who is entitled to vote, and keeping WorldatWork abreast of current local network membership. RMTRA provides members the opportunity to unsubscribe from communications to ensure anti-spam compliance. Additional uses of the roster shall be determined and approved by the Board of Directors but in no case shall the Board permit the disclosure or use of the roster information for any purpose not compensation and/or benefits related, or for purposes other than the enhanced professional development of RMTRA members, educational opportunities or carefully screened vendor offerings which are deemed by the Board to be of significant educational value. The Board may take appropriate action against any member or non-member who uses the membership roster, in part or in its entirety, for purposes not approved by the Board.

ARTICLE IV
Officers and Board of Directors

Section 1. The association's Officers shall be a President, a President-Elect, a Past-President, Programs, Conference, Membership, Education, Communications, a Treasurer, and a Secretary.

With the exception of the President, President-Elect, and Past-President offices, the Officers may, by majority vote, allocate the responsibilities of an office to up to two persons (i.e., Co-Vice Presidents). In such circumstances, each Co-Vice President will be considered an Officer and will have full voting rights on the Board of Directors.

Chairs shall be shall be appointed by the President to represent specific areas of need.

The Officers of the association shall constitute the Board of Directors. Chairs may be included in Board meetings and activities, but will have no voting rights.

All Officers and Chairs shall be active practitioners in the field of human resources and/or total rewards and reside in the state of Colorado. Notwithstanding the foregoing, the Officers, by majority vote, may approve non-resident Officers and/or Chairs to serve in such roles, and impose any conditions thereon as a requirement for such service. There may be no more than a 1 to 1 consultant to practitioner ratio for the Officers.

Section 2. The Officers will meet at least monthly at a time and place designated by the President. Meetings may be in-person or via conference call. Special Meetings may also be called by the President or majority vote of the Board of Directors as needs dictate. Full Board of Directors meetings will be held periodically, at least once a year.

Section 3. 70% of the Officers present at any duly noticed meeting of the Board of Directors shall constitute a quorum for the transaction of business. The act of the majority of the Officers present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by law or these bylaws. Due notice shall be construed to be five (5) business days for any meeting, unless the President shall declare that an immediate meeting is an emergency. In such cases, two (2) business days shall be construed to be due notice and the voting process may be conducted via e-mail.

Section 4. Any Officer or Chair elected or appointed by the Board of Directors or President may be removed by an affirmative vote of a majority of the Officers whenever, in its sole judgment, the best interests of the association

would be served thereby. In addition, all Board of Directors' past performance will be reviewed by the Officers of the Board of Directors' as a contingency for their re-election or re-appointment.

Section 5. All in-term vacancies occurring among any of the Officers of the association may be filled by majority vote of the Officers present at the next meeting of the Board for the remaining portion of the term, as deemed necessary by the President.

Section 6. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting out the action so taken, is signed by the number of Directors otherwise required to take the action at a meeting where all of the Directors are in attendance.

Section 7. Committee chairs may be invited to attend Board of Director meetings for the purpose of providing information and assistance to the Board, but shall not be entitled to vote on matters before the Board. Subcommittee meetings including respective VP and Chairs will be held as needed (i.e., monthly) for purposes of conducting Board business and activities furthering the organization. RMTRA shall have a standing Nominating Committee consisting of the President, President Elect, and Past President, and any other Officers appointed by the President. The President shall be the chair of the Nominating Committee.

Section 8. The Directors and Officers of the corporation may indemnify by a majority vote of the other directors, an Officer or Director to the maximum extent permitted by law.

Section 9. No compensation shall be paid to Officers or Directors for their services to RMTRA. Officers or Directors may be reimbursed for actual expenses incurred by them in the performance of special duties.

Section 10. Officers may be eligible to receive certain benefits as a part of being the Board of Directors. These benefits are defined by the Board of Directors and may include: complimentary membership to RMTRA, first choice on Host/Coordinator roles for Education offerings sponsored through WorldatWork or other associations, and complimentary attendance to luncheons and other programs sponsored by RMTRA. At President's discretion and subject to budgetary availability, Chairs may also be invited to attend RMTRA programs on a complimentary basis. In addition, at the President's discretion and subject to budgetary availability, recognition gifts with a fair market value not to exceed \$200 may be made to Officers or Directors; for purposes of Section 9, such gifts shall not be considered compensation.

ARTICLE V
Election of Officers and Directors

Section 1. The Officers shall be elected by quorum and majority vote of the Board of Directors of the association present at a meeting of the Board. Officer and Chair terms shall begin upon election of the Officer or Appointment of the Chair, and end on the following December 31st, the President-Elect, President, and Past President officers are the exception to this rule in that the roles, as defined below, require serving in multiple Offices over a three-year period. Officers may be re-elected for subsequent one year terms subject to approval and nomination by the President and Nominating Committee; there are no limits on the number of terms an Officer may hold, with the exception of the President as defined below. Chairs may be re-appointed for subsequent terms by the President.

Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

ARTICLE VI
Duties and Responsibilities of Officers and Directors

Section 1. President

The President acts as the principal Officer of the organization and presides at all general membership and Board of Director meetings and conducts them by a formal order of business; may appoint Chair positions, to provide assistance in and coverage of such areas as are relevant to the Association; may request special meetings in the manner provided by these Bylaws; oversees the general management and control of the business and affairs of the Association; and performs such other duties usually pertinent to this office.

The President and any designees of the President may attend relevant conference(s), pending budget availability, for purposes of representing RMTRA, providing professional development, membership promotions, and goodwill with HR Associations and partners.

The term for the President position is one year, which is preceded by a one-year term in the President-Elect position, and followed by a one-year term in the Past President role. The Board of Directors, at its discretion, may vote to extend the President's term year-over-year for one additional year. Past Presidents are eligible to be considered for the President role again after a minimum of four years between presidency terms.

Section 2. President-Elect

The President-Elect performs duties as prescribed by the President. In the temporary absence or disability of the President, the duties of the President shall be performed by the President-Elect. The President-Elect shall succeed to the office of President upon either the resignation, vacation of the role due to disability or other long-term absence, or the completion of the term of the President.

The term for the President-Elect position is one year, followed by one year in the role of President, and then one year in the Past President role.

Section 3. Past President

The Past-President attends Board of Director meetings and functions in a capacity that promotes the purpose of the association. The tasks of the Past-President may be varied and shall depend upon the needs of the Association as determined by the President. The Past-President will be a member of the Nominating Committee.

Section 4. Vice President Programs

The Vice President Programs oversees, develops, administers and/or maintains professional development programs offered by RMTRA. Performs other duties as assigned by the President or the Board of Directors.

Section 5. Vice President Conference

The Vice President Conference oversees, develops, and/or administers the planning and hosting of any conferences offered by RMTRA. Performs other duties as assigned by the President or the Board of Directors.

Section 6. Vice President Membership

The Vice President Membership maintains and enhances an active membership recruiting and retention program. Maintains the partnership with WorldatWork and ensures the RMTRA membership database is provided to the WorldatWork Local Network on a monthly basis. Performs other duties as assigned by the President or the Board of Directors.

Section 7. Vice President Education

The Vice President Education acts as a liaison between RMTRA and WorldatWork in the coordination of certification courses for members, and

coordinates all other educational program offerings. The VP Education administers the RMTRA Certification Course Scholarship and works with other HR associations in Colorado (e.g., Mile High SHRM) to administer all other scholarship programs, on an as needed basis and if the RMTRA budget allows for scholarships to be offered to members.

Performs other duties as assigned by the President or the Board of Directors.

Section 8. Vice President Communications

VP Communications will be responsible for the development of RMTRA's communication strategy and will contribute to the organizational strategic planning process. The VP Communications will directly manage communication activities that promote, enhance, and protect the organization's brand reputation. The VP Communications will be responsible for RMTRA's varied and integrated communications products and services including: newsletters and other print publications; Web, E-news and other online communications; media and public relations; and marketing. VP Communications will be responsible for the development and execution of RMTRA's technology strategy and initiatives. The VP Communications will function as the project manager for Vendor Management, website development, Social Media and networking sites. The VP Communications will directly manage website maintenance and updates that promote, enhance, and protect the organizations brand and membership reputation. The VP Communications will also set standards for maintaining privacy and compliance concerns for any membership data provided to the association. Performs other duties as assigned by the President or the Board of Directors.

Section 9. Secretary

The Secretary keeps a record of all meetings including meeting minutes and a monthly distribution of financial statements, receives and reads all letters and correspondence relevant and pertinent to the association's affairs to the Board of Directors; keeps a file of all the Association's letters, papers, minutes, and other records; handles all correspondence, and answers letters. Provides association records and correspondence detail requested by association members for inspection. Performs other duties as assigned by the President or the Board of Directors.

Section 10. Treasurer

The Treasurer serves as the custodian and responsible party for all funds of RMTRA, depositing all such monies in the name of the association in such depositories as selected by the Board of Directors. Maintains accounts and financial statements, writes checks and/or makes online payments as authorized by the President to pay the proper indebtedness of the association. Prepares and disseminates income and expense reports for the Board on a monthly basis for Board Members audit and review, as well as updates as needed. Prepares an annual report on the financial affairs of the association and presents to the Board of Directors no later than the third meeting of the calendar/fiscal year or as soon thereafter as administratively possible. Provides detail reports upon request for all income and expenditures to members of the Board.

Ensures that the financial records of the association are audited on an annual basis by an outside auditing party and will consult with a tax advisor and ensure tax returns are filed and submitted in a timely manner. Performs other duties as assigned by the President or the Board of Directors.

Section 11. Programs Chair(s)

The Programs Chair(s) assists in execution and coordination of the professional development programs offered by RMTRA. Chair(s) may be assigned for specific focus areas such as Venues and or sourcing speakers for programs, as assigned by the VP of Programs. Performs other duties as assigned by the President or the Board of Directors.

Conference Chair(s)

The Conference Chair(s) assists in execution and coordination of the conference offered by RMTRA. Chair(s) may be assigned for specific focus areas such as venues and or sourcing speakers for programs, as assigned by the VP Conference. Performs other duties as assigned by the President or the Board of Directors.

Membership Chair(s)

The Membership Chair(s) assists in maintaining and enhancing an active membership recruiting and retention program as part of the Membership Team. The Membership Chair(s) will track association membership statistics and demographics to actively manage the membership base with the goal of attracting and retaining members to the association. Chair(s) may also assist the VP in production of data and reports to provide to WorldatWork Local Network on a monthly basis. Performs other duties as assigned by the President or the Board of Directors.

Communication & Technology Chair(s)

The Communications & Technology Chair(s) develops and disseminates periodic communications for the association and coordinates recognition of those members who have received a WorldatWork certification. The Communications & Technology Chair(s) also prepares, distributes, collects, tallies, and certifies all ballots for elections or on-line survey responses and other issues brought before the membership. Disseminates all “blast e-mails” to the RMTRA membership. The Communications & Technology Chair(s) ensures that the RMTRA website content is up to date and accurate, including calendars, educational offerings and related time-bound detail. Manages association’s relationship(s) with website maintenance and/or hosting vendor(s), and recommends changes to the Board of Directors information on the website. Performs other duties as assigned by the President or the Board of Directors.

Communications & Technology Chair - Social Media

The Communications & Technology Chair - Social Media acts as a representative for RMTRA with a goal of increasing on-line, social media presence. The Communications & Technology Chair - Social Media will communicate with the on-line, member and prospective member community on behalf of RMTRA for the purpose of promoting RMTRA programs and course offerings, and professional on-topic dialogue regarding Total Rewards best-practices, innovations, and trends.

The Communications & Technology Chair - Social Media may maintain and promote RMTRA through the use of social media forums such as LinkedIn, RMTRA Website and discussion board, and other on-line portals. Performs other duties as assigned by the President or the Board of Directors.

Special Projects Chair(s)

The Special Projects Chair(s) performs one-off special projects as requested by the President and President-Elect. The assignments conducted by the chair(s) may be cross-functional in scope. Performs other duties as assigned by the President or the Board of Directors.

Section 12. Class / Site Coordinators

The Class Coordinator(s) executes RMTRA’s class programs, including coordination and receipt of course materials, promoting the course through email communications, coordinating event logistics and communicating details to course attendees, supervising the registration process and collecting course evaluations.

ARTICLE VII

Financial Management

Section 1. Budget

The Board of Directors will establish an annual financial budget that projects overall annual revenues, expenditures, and investments. The annual financial budget may be amended from time to time as needed by the President, the Treasury, and with approval from the Officers of the Board of Directors.

Section 2. Membership Dues

Prior to the start of the Association's fiscal year or as soon thereafter as administratively possible, the Officers of the Board of Directors shall determine the amount of annual dues for the following calendar year.

Section 3. Payment of Dues

The Vice President Membership of the association shall send renewal notices to members for payment of annual dues around the time of each member's Renewal Date. To remain a member in good standing, dues must be paid by the last day of the month following the month in which the Renewal Date occurs (the "Arrears Date"). Dues in arrears as of the Arrears Dates will cause a member to be suspended from the privileges of the membership in RMTRA.

No refund of dues paid shall be made unless an application for membership is rejected by the Board of Directors.

Section 4. Other Fees

All charges for meetings, symposia, conferences, or other events sponsored by the association shall be established by the Board of Directors.

Section 5. Audit

The Treasurer(s) and Secretary will prepare and disseminate income and expense reports for the Board on a monthly basis in conjunction with the monthly Board Meeting Minutes for Board Members' review. Additionally, in preparation of the Annual Financial Summary, Treasurer will work with the Association's bookkeeper and Certified Public Accountant to reconcile the Association's finances (such reconciliation may be conducted periodically throughout the year at the discretion of the Treasurer).

Section 6. Giving and Receiving of Gifts

RMTRA is established as a Not-for-Profit organization, as such specific guidelines associated with the giving and receiving of gifts shall be followed as determined by guidance from a tax advisor.

ARTICLE VIII

Contracts, Loans, Checks, and Deposits

Section 1. Contracts

The Board of Directors may authorize the President and/or President-Elect to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, RMTRA. Such authority may be generated or confined to specific instances.

The President and/or President-Elect are accountable and responsible for engaging in contractual agreements with WorldatWork. Contracts with direct vendors that are below \$5,000 will be the responsibility of a Vice Presidents. Vendor contracts at and above \$5,000 will be the responsibility of the President and/or President-Elect as well as the Vice Presidents. All contracts require sign off from the President and the Officers of the Board must be kept informed of the agreements. All agreements entered into by RMTRA will be considered for review by 3rd party experts, CPA and or Attorney, at the discretion of the President and/or President-Elect.

Section 2. Loans

No loans shall be contracted on behalf of the association, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be granted or confined to specific instances. Notwithstanding the foregoing, a credit card obtained in the Association's name will not be considered a loan or indebtedness for purposes of this Section.

Section 3. Checks, Drafts, Orders for Payment

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the association shall be signed for by the President, President-Elect, Treasurer(s), or the Past President. The Board of Directors may establish a threshold above which checks, drafts, or other orders will require Board vote and approval prior to issuance.

Section 4. Deposits

All funds of the association not otherwise employed shall be deposited to the credit of RMTRA in such banks, or other depositories as the Board of Directors may select.

ARTICLE IX Sponsorships

Section 1. From time to time the Association may consider sponsorships of events, Conferences, and/or Programs. Sponsorships require President and Board of Directors approval.

ARTICLE X Amendment to Bylaws

Section 1. 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 Officers of the Board of Directors. Copies of proposed alterations, amendments, repeals, and new bylaws shall be furnished to each voting member.

Section 2. The association President may appoint a committee to review these bylaws and to prepare suggested amendments. The committee shall serve during the incumbency of the President by whom they are appointed. The committee shall solicit, accept, and consider suggestions for necessary amendments. Proposed amendments will be submitted to the Board of Directors for review and comment.

ARTICLE XI Other Provisions

Section 1. Conflicts of Interest

A Conflicts of Interest provision has been put in place to support these Bylaws. All members of the Board of Directors are required to acknowledge receipt of these provisions and agree to conduct themselves in accordance with these provisions on an annual basis. See the RMTRA Website for this separate document containing these provisions.

**ARTICLE XIII
Dissolution and Disbursement**

Section 1. Dissolution

The corporation shall only be dissolved by resolution adopted by the affirmative vote a majority of the Board of Directors at a special meeting of the Directors called for that purpose. The dissolution of the corporation will not require a vote by the Regular Members.

Section 2. Disbursement

Upon dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets, if any, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by the district court for the county in this state in which the street address of the corporation's principal office is located, or, if the corporation has no principal office in this state, by the district court of the county in which the street address of its registered agent is located, or, if the corporation has no registered agent, the district court of the city and county of Denver exclusively for such purposes or to such organization or organizations, as said court shall determine, that are formed and operated exclusively for such purposes.

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

Nicole Davies

Pushpa Gurung

Nicole Davies, President

Pushpa Gurung, Secretary

Date 2/24/2022

Date 2/25/2022

Signed in acknowledgment of receipt and agreement to comply with the Bylaws:
(To be completed by each member of the Board of Directors upon election or appointment as defined in these Bylaws.)

Name: (signed)
(printed)

Title:
Date _____