**PROPOSED**
**Amended and Restated Constitution**
**To Be Effective as of January 1, 2026**
***for circulation to the Membership***

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# Constitution for Houston Compensation & Benefits~~—~~

**An Association for Total Rewards Professionals in the Greater Houston Area**
**As Amended and Restated Effective as of January 1, 2026**

~~**Revised November 13, 2015**~~

## Article I —~~Article I —~~ Name~~,~~ and Purpose ~~and Organization~~

### Section 1.01.~~Section I.~~ Name

The name of the organization is "Houston Compensation & Benefits", hereafter referred to as HC&B.

### Section 1.02.~~Section II.~~ Purpose

HC&B is committed to promoting the total rewards field and the professional interests of those engaged in its practice throughout the greater Houston area. HC&B seeks to fulfill this purpose by:

a. ~~•~~ Creating a professional environment to encourage the exchange of professional and compliance information and ideas between members;

b. ~~•~~ Developing a direct communication link between the members of the HC&B and WorldatWork;

c. ~~•~~ Keeping the membership informed of new developments, laws, trends in the field of total rewards through the selection of appropriate speakers for membership meetings; and

d. ~~•~~ Enhancing and promoting the total rewards profession through the participation of the members in seminars, workshops, conferences, and symposiums for the benefit of the membership.

## Article II — Governance and Administration

### Section 2.01. Board of Directors

a. HC&B shall be governed by a Board of Directors comprised of the following Directors:

1. President;

~~**Section III. Organization**~~

2. Past President;
3. Vice President;

4. Treasurer;

5. Secretary;

6. One or two Programs Director(s);

7. Professional Development Director;

8. Communications Director;

9. Membership Director;

10. Sponsorship Chair;

11. two At-Large Directors; and

12. ~~**a. The organization shall consist of:** A Board of Directors consisting of HC&B's Immediate Past President, President, Vice President Elect, Treasurer, Secretary, Programs Director, Professional Development Director, Communications Director, Membership Director, Sponsorship Chair, two At-Large Directors, and~~ any active WorldatWork Regional or National Officer who is a member of HC&B~~,~~.

b. The President will act as Chairman of the Board.

c. The Board of Directors shall have the responsibility for the operation and continuance of HC&B~~. The President will act as Chairman of the Board~~. The Board of Directors, as the executive policy making group, shall have responsibility for interpretation of HC&B's Constitution. In addition, the Board shall make recommendations to the membership regarding matters that are outside its vested authority established in this Constitution. The eligibility requirements to serve on the Board of Directors shall be found in the Bylaws.

~~**b. Term of Office** – All Officer and Director terms are to be for one year or until successors are elected, and shall run from January to December for each calendar year with the exception of the President Elect and President positions. The Vice President Elect must commit to serving a~~

~~minimum of one year in each of the following positions: Vice President Elect, President and Past President. The President must commit to serving as Past President.~~

~~c. Term Limitations – All Directors are subject to term limitations for any one incumbent serving in the same position for four consecutive years. The incumbent may alternate positions and remain on the Board for more than four years or stay in the same consecutive position so long as there is no incoming candidate for the particular Board function.~~

## Section 2.02. Directors

~~Article II. Officers~~

a. **President**~~—~~. The President ~~of HC&B~~ shall perform the following duties and has the following authority:

1. Preside at all meetings of the membership and Board of Directors and call said meetings in the manner provided herein.
2. Be responsible for directing the day-to-day operations of HC&B.
3. Be the official spokesperson for HC&B.
4. Recommend candidates for interim appointments to ~~Office~~the Board of Directors should vacancies occur. The Board of Directors must approve all candidates.
5. Arrange at least annually for an outside audit of the Association's records.
6. Serve as a liaison and direct all engagements of any outside management companies who may assist the Board in the management of HC&B's day-to-day operations.
7. Is a member of the Nominations Committee.
8. Is a voting member of the Board of Directors.

b. **Past President**~~—~~. The Past President ~~of HC&B~~ shall perform the following duties and has the following authority:

1. Serve in an advisory role regarding past practices, general operations, and other matters to assist in the leadership transition.
2. Coordinate special projects as needed.
3. Attend and participate in all meetings of the Board of Directors.
4. Is a member of the Nominations Committee.
5. Is a voting member of the Board of Directors.

c. **Vice President** ~~**Elect**~~ . The Vice President ~~Elect~~ shall perform the following duties and has the following authority:

1. In the event of the President's absence, disability, or disqualification, the Vice President ~~Elect~~ shall perform all duties of the President.
2. If both the President and the Vice President ~~Elect~~ are absent or unable to perform their duties, the Board of Directors shall appoint a President pro tempore.
3. Attend and participate in all meetings of the Board of Directors.

4. Assist in the activities of the membership committee.
5. Is a member of the Nominations Committee.
6. Is a voting member of the Board of Directors.

d. **Treasurer**—. The Treasurer shall perform the following duties and has the following authority:

1. Be responsible for the financial affairs of HC&B, including the preparation, interpretation, and dissemination of budgets and periodic financial reports to the Board.
2. Lead the WorldatWork revenue sharing program, ensuring our membership realize their rewards for being a member and HC&B obtains their share from WorldatWork.
3. Attend and participate in all meetings of the Board of Directors.
4. Work with the President to arrange an annual outside audit of HC&B's records.
5. Is a voting member of the Board of Directors.

e. **Secretary**—. The Secretary shall perform the following duties and has the following authority:

1. Act as a Recording Secretary for all meetings of the Board of Directors, and the membership.
2. Act as the parliamentarian at all meetings of the Board of Directors and membership.
3. Attend and participate in all meetings of the Board of Directors.
4. Is a voting member of the Board of Directors.

f. **Programs Director**—. The Programs Director(s) shall perform the following duties and has(have) the following authority:

1. Plan program content of each HC&B meeting ensuring the programs are considered valuable to the HC&B membership.
2. Stay abreast of issues of interest of the membership and identify expert resources to address these issues for the benefit of the association membership.
3. Ensure the Communications Director has all the details of the upcoming events in order to publicize the event.
4. Plan other social opportunities, such as happy hours, where membership can network and benefit from the social event.
5. Ensure membership is surveyed after each event to determine quality of the program offerings.
6. Introduce speakers and/or sponsors and prepare a gift to present them with for their support of the association.
7. Attend and participate in all meetings of the Board of Directors.
8. Is a voting member of the Board of Directors.

g. **Professional Development Director**—. The Professional Development Director shall perform the following duties and has the following authority:

1. In conjunction with WorldatWork and other Texas Associations, determine course offerings each year based on past successful attendance and current needs of the local area members.
2. Coordinate with WorldatWork on marketing materials and publishing courses through the HC&B member emails and newsletters.
3. Monitor and coordinate HC&B courses including registrants, hotel logistics, welcoming participants, and ensuring WorldatWork materials are handled appropriately.

4. Develop and monitor the annual budget for the courses and track actual-to-budget results.

5. Identify other Professional Development opportunities for our members to earn continuing education credits.

6. Attend and participate in all meetings of the Board of Directors.

7. Is a voting member of the Board of Directors.

h. **Communications Director**—. The Communications Director shall perform the following duties and has the following authority:

1. Develop and oversee the communications plan for HC&B.

2. Maintain and revise the HC&B website.

3. Prepare communications intended to promote the organization to potential members or to other groups.

4. Coordinate advertising from vendors on the website.

5. Propose new ideas to enhance and improve communications, including website improvements.

6. Attend and participate in all meetings of the Board of Directors.

7. Is a voting member of the Board of Directors.

i. **Membership Director**—. The Membership Director shall perform the following duties and has the following authority:

1. Direct and oversee the functions of the membership committee.

2. Organize and manage the confidential individual membership information.

3. Perform monthly queries to ensure all individual membership information is up to date.

4. Collaborate with the Communications Director to ensure monthly membership communications are received.

5. Provide monthly reports to the Board regarding overall membership statistics.

6. Provide each new individual member a welcome communication that describes the benefits of being a HC&B member.

7. Contact members whose membership is about to expire to ensure the member renews.

8. Conduct membership campaigns to entice expired, ex-membership to rejoin the organization.

9. Attend and participate in all meetings of the Board of Directors.

10. Is a voting member of the Board of Directors.

j. **Sponsorship Chair**—. The Sponsorship Chair shall perform the following duties and has the following authority:

1. Organize and manage the external sponsors of the Organization.
2. Annually review the sponsorship packages and make recommendations to the Board of Directors for changes and revisions to the packages.
3. Act as the liason between current and potential sponsors of HC&B.
4. Ensure that current sponsors needs are being met and that each sponsor renews the following year.
5. Continue to recruit and qualify new sponsors.
6. Attend and participate in all meetings of the Board of Directors.
7. Is a non-voting member of the Board of Directors.

k. **At-Large Directors**—. The At-Large Directors shall perform the following duties and has the following authority:

1. Assist the other Directors on special projects.
2. Assist with the other Standing Committees of the Board including the Programs Planning, Membership, Conference Committee, Scholarships, and Sponsorships Committees. as requested by the President
3. Attend and participate in meetings of the Board of Directors as requested or as needed by the President or other standing Directors.
4. Is a non-voting member of the Board of Directors.

## Article III — Elections and Term

### Section 3.01.Elections

~~**Article III. Election**~~

a. ~~1.~~ During the fourth (4th) quarter of each calendar year, the President, Vice President~~ Elect~~, Treasurer, Secretary, Programs Director, Professional Development Director, Communications Director, Membership Director, Sponsorship Chair, and two At-Large Directors shall be elected. The term of office shall be for one calendar year beginning January 1 of the next following year.

b. ~~1.~~ The election shall be by popular vote and a majority of those voting shall be necessary to elect in each case. The election of ~~offices~~officers shall be conducted by the HC&B Board and voted on by the current membership base, from the approved list of nominees.

c. ~~2.~~ The Nominations Committee, consisting of the President, Vice President, and Past President, will discuss proposed nominees with the Board of Directors and make recommendations for the final Board Slate. With a majority vote, the Board of Directors may dispute and remove any proposed nominee. Otherwise, the Nominations Committee will approve the final Board Slate for the next calendar year.

~~3.~~ Any active members in good standing may run for a Board of Director position.

### Section 3.02.Term

a. **Term of Office.** All Officer and Director terms are to be for one year or until successors are elected, and shall run from January to December for each calendar year. The Vice President must commit to serving a minimum of one year in each of the following positions: Vice President, President and Past President. The President must commit to serving as Past President.

b. **Term Limitations.** All Directors are subject to term limitations for any one incumbent serving in the same position for four consecutive years. The incumbent may alternate positions and remain on the Board for more than four years or stay in the same consecutive position so long as there is no incoming candidate for the particular Board function. Nothwithstanding the foregoing, an extension to term limits may be granted if it is determined that (A) an exception is appropriate and in the best interest of the Organization; (B) the extension is approved by both the President and Vice President; (C)

extended terms do not exceed one year, unless another extension is granted for the next calendar year and complies with extension conditions described heretofore.

**Article IV —~~Article IV.~~ Political Activities**

No substantial part of the activities of HC&B shall be the carrying on of propaganda or otherwise attempting to influence legislation, and HC&B shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Article V —~~Article V.~~ Dissolution~~,~~ and Disbursements**

~~1.~~ Should HC&B be dissolved, after paying or adequately providing for the debt and obligations of HC&B, the remaining assets shall be distributed by the Board of Directors to WorldatWork.

~~2.~~ No part of the net earnings of HC&B shall ever transfer to, be for the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that HC&B 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.

~~3.~~ Notwithstanding any other provisions of these articles, HC&B shall not carry on any other activities not permitted to be carried on by an association exempt from Federal Income Tax under Section 501(c) 3 of the Internal Revenue Code of 1954, as amended.

## Article VI — ~~Article VI.~~ Amendments ~~— Bylaw~~and Bylaws

### Section 6.01.~~Section I —~~ Amendments

This constitution may be amended by the membership by two-thirds (2/3) vote of those voting.

### Section 6.02.~~Section II —~~ Bylaws

Bylaws shall be established by the Board of Directors for the orderly conduct of the business of HC&B. It shall be the duty and responsibility of the Board of Directors to formulate new Bylaws and modify existing HC&B Bylaws as required to meet changing conditions. Said Bylaws shall be subordinate to both the statues of the State of Texas and to this Constitution.

| Summary report:<br>Litera Compare for Word 11.9.0.82 Document comparison done on 10/6/2025 3:24:48 PM | |
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| **Style name:** Default Style | |
| **Intelligent Table Comparison:** Active | |
| **Original DMS:** nd://4872-8389-5020/1/Houston Compensation and Benefits - Constitution.docx | |
| **Modified DMS:** nd://4872-8389-5020/4/Houston Compensation and Benefits - Constitution.docx | |
| **Changes:** | |
| Add | 118 |
| ~~Delete~~ | 65 |
| ~~Move From~~ | 7 |
| Move To | 7 |
| Table Insert | 0 |
| ~~Table Delete~~ | 0 |
| Table moves to | 0 |
| ~~Table moves from~~ | 0 |
| Embedded Graphics (Visio, ChemDraw, Images etc.) | 0 |
| Embedded Excel | 0 |
| Format changes | 0 |
| **Total Changes:** | 197 |

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## Article I — Name and Purpose

### Section 1.01. Name

The name of the organization is "Houston Compensation & Benefits", hereafter referred to as HC&B.

### Section 1.02. Purpose

HC&B is committed to promoting the total rewards field and the professional interests of those engaged in its practice throughout the greater Houston area. HC&B seeks to fulfill this purpose by:

a. Creating a professional environment to encourage the exchange of professional and compliance information and ideas between members;

b. Developing a direct communication link between the members of the HC&B and WorldatWork;

c. Keeping the membership informed of new developments, laws, trends in the field of total rewards through the selection of appropriate speakers for membership meetings; and

d. Enhancing and promoting the total rewards profession through the participation of the members in seminars, workshops, conferences, and symposiums for the benefit of the membership.

## Article II — Governance and Administration

### Section 2.01. Board of Directors

a. HC&B shall be governed by a Board of Directors comprised of the following Directors:

1. President;
2. Past President;
3. Vice President;
4. Treasurer;
5. Secretary;
6. One or two Programs Director(s);

7. Professional Development Director;

8. Communications Director;

9. Membership Director;

10. Sponsorship Chair;

11. two At-Large Directors; and

12. any active WorldatWork Regional or National Officer who is a member of HC&B.

b. The President will act as Chairman of the Board.

c. The Board of Directors shall have the responsibility for the operation and continuance of HC&B. The Board of Directors, as the executive policy making group, shall have responsibility for interpretation of HC&B's Constitution. In addition, the Board shall make recommendations to the membership regarding matters that are outside its vested authority established in this Constitution. The eligibility requirements to serve on the Board of Directors shall be found in the Bylaws.

**Section 2.02. Directors**

a. **President**. The President shall perform the following duties and has the following authority:

1. Preside at all meetings of the membership and Board of Directors and call said meetings in the manner provided herein.

2. Be responsible for directing the day-to-day operations of HC&B.

3. Be the official spokesperson for HC&B.

4. Recommend candidates for interim appointments to the Board of Directors should vacancies occur. The Board of Directors must approve all candidates.

5. Arrange at least annually for an outside audit of the Association's records.

6. Serve as a liaison and direct all engagements of any outside management companies who may assist the Board in the management of HC&B's day-to-day operations.

7. Is a member of the Nominations Committee.

8. Is a voting member of the Board of Directors.

b. **Past President**. The Past President shall perform the following duties and has the following authority:

1. Serve in an advisory role regarding past practices, general operations, and other matters to assist in the leadership transition.

2. Coordinate special projects as needed.

3. Attend and participate in all meetings of the Board of Directors.

4. Is a member of the Nominations Committee.

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1. In the event of the President's absence, disability, or disqualification, the Vice President shall perform all duties of the President.
2. If both the President and the Vice President are absent or unable to perform their duties, the Board of Directors shall appoint a President pro tempore.
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1. Be responsible for the financial affairs of HC&B, including the preparation, interpretation, and dissemination of budgets and periodic financial reports to the Board.
2. Lead the WorldatWork revenue sharing program, ensuring our membership realize their rewards for being a member and HC&B obtains their share from WorldatWork.
3. Attend and participate in all meetings of the Board of Directors.
4. Work with the President to arrange an annual outside audit of HC&B's records.
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1. Act as a Recording Secretary for all meetings of the Board of Directors, and the membership.
2. Act as the parliamentarian at all meetings of the Board of Directors and membership.
3. Attend and participate in all meetings of the Board of Directors.
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f. **Programs Director**. The Programs Director(s) shall perform the following duties and has(have) the following authority:

1. Plan program content of each HC&B meeting ensuring the programs are considered valuable to the HC&B membership.
2. Stay abreast of issues of interest of the membership and identify expert resources to address these issues for the benefit of the association membership.
3. Ensure the Communications Director has all the details of the upcoming events in order to publicize the event.

4. Plan other social opportunities, such as happy hours, where membership can network and benefit from the social event.

5. Ensure membership is surveyed after each event to determine quality of the program offerings.

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2. Maintain and revise the HC&B website.

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1. Direct and oversee the functions of the membership committee.

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4. Collaborate with the Communications Director to ensure monthly membership communications are received.

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8. Conduct membership campaigns to entice expired, ex-membership to rejoin the organization.

9. Attend and participate in all meetings of the Board of Directors.

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j. **Sponsorship Chair.** The Sponsorship Chair shall perform the following duties and has the following authority:

1. Organize and manage the external sponsors of the Organization.

2. Annually review the sponsorship packages and make recommendations to the Board of Directors for changes and revisions to the packages.

3. Act as the liason between current and potential sponsors of HC&B.

4. Ensure that current sponsors needs are being met and that each sponsor renews the following year.

5. Continue to recruit and qualify new sponsors.

6. Attend and participate in all meetings of the Board of Directors.

7. Is a non-voting member of the Board of Directors.

k. **At-Large Directors.** The At-Large Directors shall perform the following duties and has the following authority:

1. Assist the other Directors on special projects.

2. Assist with the other Standing Committees of the Board including the Programs Planning, Membership, Conference Committee, Scholarships, and Sponsorships Committees as requested by the President

3. Attend and participate in meetings of the Board of Directors as requested or as needed by the President or other standing Directors.

4. Is a non-voting member of the Board of Directors.

## Article III — Elections and Term

### Section 3.01.Elections

a. During the fourth (4th) quarter of each calendar year, the President, Vice President, Treasurer, Secretary, Programs Director, Professional Development Director, Communications Director, Membership Director, Sponsorship Chair, and two At-Large Directors shall be elected. The term of office shall be for one calendar year beginning January 1 of the next following year.

b. The election shall be by popular vote and a majority of those voting shall be necessary to elect in each case. The election of officers shall be conducted by the HC&B Board and voted on by the current membership base, from the approved list of nominees.

c. The Nominations Committee, consisting of the President, Vice President, and Past President, will discuss proposed nominees with the Board of Directors and make recommendations for the final Board Slate. With a majority vote, the Board of Directors may dispute and remove any proposed nominee. Otherwise, the Nominations Committee will approve the final Board Slate for the next calendar year.

Any active members in good standing may run for a Board of Director position.

**Section 3.02.Term**

a. **Term of Office.** All Officer and Director terms are to be for one year or until successors are elected, and shall run from January to December for each calendar year. The Vice President must commit to serving a minimum of one year in each of the following positions: Vice President, President and Past President. The President must commit to serving as Past President.

b. **Term Limitations.** All Directors are subject to term limitations for any one incumbent serving in the same position for four consecutive years. The incumbent may alternate positions and remain on the Board for more than four years or stay in the same consecutive position so long as there is no incoming candidate for the particular Board function. Nothwithstanding the foregoing, an extension to term limits may be granted if it is determined that (A) an exception is appropriate and in the best interest of the Organization; (B) the extension is approved by both the President and Vice President; (C) extended terms do not exceed one year, unless another extension is granted for the next calendar year and complies with extension conditions described heretofore.

## Article IV — Political Activities

No substantial part of the activities of HC&B shall be the carrying on of propaganda or otherwise attempting to influence legislation, and HC&B shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

## Article V — Dissolution and Disbursements

Should HC&B be dissolved, after paying or adequately providing for the debt and obligations of HC&B, the remaining assets shall be distributed by the Board of Directors to WorldatWork.

No part of the net earnings of HC&B shall ever transfer to, be for the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that HC&B 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.

Notwithstanding any other provisions of these articles, HC&B shall not carry on any other activities not permitted to be carried on by an association exempt from Federal Income Tax under Section 501(c) 3 of the Internal Revenue Code of 1954, as amended.

## Article VI — Amendments and Bylaws

### Section 6.01. Amendments

This constitution may be amended by the membership by two-thirds (2/3) vote of those voting.

### Section 6.02. Bylaws

Bylaws shall be established by the Board of Directors for the orderly conduct of the business of HC&B. It shall be the duty and responsibility of the Board of Directors to formulate new Bylaws and modify existing HC&B Bylaws as required to meet changing conditions. Said Bylaws shall be subordinate to both the statues of the State of Texas and to this Constitution.