

**COMPENSATION AND BENEFITS PROFESSIONALS
OF INDIANA, INC.**

BYLAWS

Adopted December 18, 1996 – Revised January 1, 2008

Article I - Name

- A. The name of this organization is Compensation and Benefits Professionals of Indiana, Inc., hereinafter referred to as CBPI.

- B. CBPI is an independent, nonprofit corporation and is not a chapter or affiliate of any other association or organization. Notwithstanding the foregoing, CBPI reserves the right to affiliate or partner with any association or organization which furthers the purposes of CBPI as defined in Article II Section 1.A. below.

Article II - Purpose and Powers

Section 1 - Purpose

- A. The purpose of CBPI shall be:
 - 1. To provide a continuing forum for the exchange of new ideas, techniques and information related to the fields of compensation and benefits.
 - 2. To actively foster the development and improvement of compensation and benefits policies, procedures and practices.
 - 3. To encourage and support the continued professional development of its membership through local networking and education programs.

Section 2 - Powers

- A. CBPI shall not engage, other than as an insubstantial part of its activities, in attempting to influence legislation by propaganda or otherwise. Nor shall CBPI 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 purpose as stated in Article II Section 1.

Article III – Code of Ethics

A. The Board of Directors and all members of CBPI shall maintain the highest ethical standards in their conduct of CBPI affairs conducting business with integrity, in compliance with applicable laws, and in a manner that excludes considerations of personal advantage. Strict adherence to this Code of Ethics will protect CBPI from criticism, litigation or embarrassment that might result from alleged or real conflicts of interest or unethical practices.

1. To ensure the highest level of objectivity in dealing with vendors, suppliers, contractors and agencies, CBPI shall not:
 - Solicit, request or accept any gratuity, kickback, free services or special favors from vendors, agencies, suppliers or contractors that would, in any way, place the organization or vendor in an uncomfortable or compromising position. Normal business entertainment or gifts of a nominal value (defined as less than \$75) that are consistent with generally accepted industry practice may be accepted when such have not been solicited and are not being made in return for a special consideration or decision. Money in any amount shall never be solicited or accepted.
 - Utilize for personal use hotels, lodges or retreat facilities or other lodging owned or supplied by vendors, suppliers, contractors or agencies. Infrequent exceptions for events such as supplier-sponsored seminars must have advance written approval of the board.

2. Entertainment and/or gifts to members and speakers should always be in good taste, modest and should not be of a character or amount which is intended to influence the customer from making an independent decision.
 - All entertainment must be closely associated with business discussions, presentations, etc., and detailed records must be kept of such entertainment.
 - Gifts exceeding \$250 annually to any one person must be reported in writing to the board officers. Such gifts, excluding normal gratuities for services rendered, should never be in the form of cash.
 - In any instance where there may be a question of whether entertainment or a gift is inconsistent with this policy, advance approval must be secured from the President or board before the expense is incurred.

3. The Board shall not authorize or condone any payment by a director, officer or CBPI member which is in the nature of an undisclosed commission, kickback or bribe to a third party for obtaining discretionary

business, a contract, a competitive award or otherwise bestowing a special favor. Likewise, no payment shall be made to any sales agent, consultant or other independent third party with the intent or understanding that any part of such payment is to be used for any purpose or remitted to any other person or entity other than as described by the invoice or document supporting the payment. No deviation from this policy is authorized under any circumstance.

4. Any ownership position held in any vendor/supplier firm must be disclosed to the appropriate Board Officer and/or the President.
5. Any family member employed by a vendor/supplier, or who has a financial interest in a vendor/supplier must be reported to the appropriate Officer and/or the President.
6. Any situation or involvement with a vendor/supplier that could be construed, by a reasonable person, as a potential conflict of interest should be reported to the appropriate Officer and/or the President.

B. Procedures for Addressing any Conflict of Interest

1. Should the President become aware of a potential conflict of interest, a special session of the Officers shall be convened. At the discretion of the Officers, an interested person may make a presentation, but after such presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement that results in the conflict of interest.
2. The Officers, if appropriate, shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the Officers shall determine whether CBPI can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Officers shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in CBPI's best interest; for its own benefit; whether the transaction is fair and reasonable to CBPI; and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

C. Violations of Conflict of Interest

1. If the Board has reasonable cause to believe that any party subject to this Code of Ethics has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the response of the party subject to this policy and making such further investigation as may be warranted in the circumstances, the Board determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

D. Financial Statements

1. CBPI has high standards for achieving its operating and financial objectives. These results must be achieved with the same high standards for accounting and financial reporting methods. Accounting and financial reporting practices must be fair and proper, in accordance with generally accepted accounting principles (GAAP), and using the board's and treasurer's best judgments where necessary.
2. CBPI does not condone practices that might lead to fraudulent or deceptive financial reporting. While difficult to give an all-inclusive definition of fraudulent or deceptive financial reporting, it is, in general, any intentional or reckless conduct, whether by act or omission, that results in materially misleading financial statements.
3. Clear, open and frequent communication among all Board members on all significant financial and operating matters will substantially reduce the risk of problems in the accounting and financial reporting areas as well as help achieve operating goals. All Board members, officers and organization members are expected to be aware of these risks and to communicate accordingly.

E. Responsibility

The Board of Directors has the responsibility for the oversight of this Code of Ethics throughout CBPI. The President has responsibility for the administration of this policy.

F. Nondisclosure of Confidential and Proprietary Business Information

1. Persons covered by this Code of Ethics may have access to confidential and proprietary business information, including but not limited to the following:
 - Marketing information
 - Customer/supplier/board member data
 - Financial/transactional data
 - Member prospect information
 - Software/systems
 - Other confidential information.
2. This confidential and proprietary business information may not be disclosed to any third party during tenure in any volunteer capacity, or after termination of this agreement for any reason.

G. Anti-Harassment Policy

CBPI is committed to ensuring an environment that is free from all forms of unlawful harassment, including sexual harassment and harassment because of age, race, color, religion, sex, ancestry, national origin, veteran status, marital status, citizenship status, individual disability, or other protected group status. Harassment based on any of these characteristics is unlawful and a violation of CBPI policy and will not be tolerated. If harassment occurs, it is expected that the victim of the alleged harassment will bring the situation to the immediate attention of the President. The accused harasser will be suspended from the board until the results of the investigation are final. Depending on the results of the investigation, the accused harasser may or may not be reinstated on the board.

Article IV - Membership

- A. CBPI shall be open to persons interested in designing, establishing, executing, administering or managing compensation and/or benefits.
- B. Application for membership shall be made by submitting an application form and paying the required annual membership dues. The Board of Directors retains the right to deny membership. However, membership shall not be denied on account of age, race, color, religion, gender, national origin, disability, sexual orientation or veteran status.
- C. Applicants may apply for either individual or corporate membership. Individual membership applies to one person only and is transferable if the

individual changes employment. In the event that any member changes employment or affiliation, the member should notify the Membership Chairperson with updated contact information. Corporate membership applies up to four (4), and thereafter multiples of four, at discounted group rates. The corporate membership is transferable to the extent that a member leaves the organization and is replaced with a different incumbent. The new incumbent is represented on the corporate membership. It is the member organization's responsibility to notify CBPI of such circumstances.

- D. Each individual and/or corporate member shall have the ability to provide input into business affairs and programming of CBPI by contacting any of the board members. Additionally, members have the opportunity to submit nominations, including self-nomination, for CBPI board or officer positions.
- E. Membership shall be for all or part of one calendar year. There shall be no proration of membership for partial years. Membership dues received by first-time members during the last quarter of a calendar year shall carry over and apply to the following calendar year.
- F. CBPI shall maintain a membership roster for purposes of networking reference for other members and program notice distribution. No member or any other person or organization may utilize this membership roster for purposes of soliciting materials, information or the sale of products or services without written authorization from the CBPI Board of Directors.

Article V - Dues and Fees

Section 1 - Dues

- A. Membership dues in the amount determined by the Board of Directors are payable annually by each member as a condition of membership for the calendar year.
- B. Dues shall be payable in advance for each calendar year or in such other manner as the Board of Directors shall prescribe, provided, however, that dues shall be due and payable with any application for membership.
- C. No refund of dues paid shall be made unless an application for membership is denied by the Board of Directors.

Section 2 - Fees

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

Section 3 - Calendar Year

- A. CBPI shall operate on a calendar year basis, beginning each January 1 and ending each December 31.

Article VI - Board of Directors and Officers

Section 1 - Board of Directors

- A. The Board of Directors (Board), consisting of unpaid volunteers, shall direct the affairs of the organization consistent with the purposes described in Article II.
- B. The Board shall consist of the President, President-Elect, Secretary, Treasurer and at least three directors at large
- C. The President shall serve as Chairperson of the Board and will serve as a member of the Board for the calendar year following the expiration of his/her term of office.
- D. A majority of the Board, defined as half the population plus one, must be present to conduct the business of the Board.
- E. The Board, except as otherwise provided by law and/or these Bylaws, shall have the power to create committees, designate duties, establish terms and fees for external services, define committees as standing or special, and terminate committees as deemed necessary by the Board in its sole discretion.
- F. Each Board Member is responsible for promoting the mission of CBPI, soliciting input from members for future programming, and recruiting new members and Board Members, and abiding by the Code of Ethics.

Section 2 – Board Structure

- A. The responsibilities and duties of the officers are:
 - 1. President -
 - Coordinate the activities of the Board to maintain proper and efficient management of CBPI's business affairs, to maintain adherence to CBPI's

Bylaws, and to maintain the quality of CBPI's professional activities to meet CBPI's objectives.

- Preside over monthly board meetings and annual strategic planning meeting. Call additional meetings as deemed necessary.
- Serve as liaison to World At Work Group Partnership Network.
- Respond to inquiries by members and general public as necessary.
- Serve on the Board for the year following the expiration of his/her term of office.

2. President-elect –

- Perform all duties of the president in the event of his/her absence or disability.
- Perform such other duties as the President may determine.
- The President-elect typically is the slated candidate for the upcoming President term.
- On an annual basis, shall arrange to submit the financial books and statements for audit. Additionally, before transfer to a new Treasurer, a qualified independent third party shall audit CBPI's financial records

3. Secretary -

- Record minutes of all board meetings.
- Maintain files of board minutes, CBPI Bylaws, meeting notices, historical details of program offerings, and other material of value to CBPI.

4. Treasurer -

- Maintain custody of all funds of CBPI and maintain full and accurate accounts of all CBPI income and expenses.
- Collect seminar fees from attendees and "no-shows."
- Provide receipts for attendees on request.
- Pay expenses and deposit income from dues and programs of CBPI on a timely basis.
- Ensure the current President has access to financial accounts by completing the appropriate signature forms of the financial institution.
- In the second quarter of the calendar year, prepare and present summary of CBPI's financial status to the Board.
- The outgoing Treasurer shall transfer the funds and financial records of CBPI to the incoming Treasurer.
- The funds of CBPI shall be deposited in the organization's name in a recognized financial institution. The incoming Treasurer shall ensure that the signature forms for the CBPI account bear his/her own signature and those of the incoming President. The incoming Treasurer shall notify the incoming Secretary of the name and address of the institution(s) where CBPI's funds are kept. The incoming Treasurer shall update the name

and address for all of the accounts in order to receive future bank statements and other correspondences.

- In charge of seeing the annual tax returns are filed by the deadline.

5. Directors at Large -

- Serve on the Board of Directors.
- To maintain a Board position, must take an active role and must either 1) chair or serve on a committee, 2) serve as program chairperson for at least one program per year, 3) coordinate a special project, or 4) facilitate/present at one program.
- Provide recommendations for CBPI.

Section 3 - Standing Committees

A. Membership

- Provide general recommendations to the Board regarding membership solicitation and renewal process.
- Execute the membership solicitation and renewal process.
- Coordinate the publication and distribution of the membership directory.

B. Communications

- Provide general recommendations to the Board regarding internal and external communications.
- Oversee the third-party vendor relationship.
- Manage the website content and positioning.
- Distribute program announcements.
- Update website for programs.
- Take reservations, forward attendance information to the Program chairperson for attendance tracking.

C. Program Committee

- Provide recommendations to the Board which include: programs, speakers and program sponsors.
- Coordinate facility arrangements for all CBPI program meetings.
- Prepare program announcements.
- Shall collect program fees and provide receipts as requested.
- Prepare and compile seminar evaluations.
- Facilitate program with necessary introductions and CBPI business announcements.
- Provide general educational recommendations to the Board regarding the organization's partnership with World at Work (i.e., certification courses and Building Block seminars).
- Coordinate with WorldAtWork for education programs.

- Prepare and forward a summary of each program to the secretary for historical purposes.

Section 4 – Contracted Services

- A. Contracted services may be arranged for including but not limited to the following:
- Collecting and forwarding dues to the Treasurer.
 - Audits
 - Credit Cards
 - Maintaining and updating the mailing database to include current members, former members and other interested parties.
 - Updating database with program attendance information.

Article VII - Nominations and Elections

Section 1 - Nominations

- A. The current officers, committee chairpersons, and directors must state his/her intention to maintain or vacate his/her position by August. Additionally, the members are invited to submit nominations, including self-nominations, for officer and director positions. All positions must have at least one nominee.
- B. All terms of office shall be for one calendar year, beginning October of each year. Board members may serve unlimited consecutive terms of office.
- C. For continuity purposes, the President shall be selected from those serving on the Board for two (2) years prior to the election, and the Past President is expected to become a Director at Large for a one year term. All other officers may be elected at large.

Section 2 - Election of Officers

- A. Directors-at-large and elected officers shall not receive any direct compensation for their services; however, they are expected to attend and assist with programs and shall not be charged any meeting fees.
- B. Board members present at the September board meeting shall select officers, committee chairpersons and directors. Voting may be made by proxy if a Board member is unable to attend. Results are announced to the membership after the election.

- C. The President-elect shall fill a vacancy in the office of President for the balance of the unexpired term. Other Board vacancies shall be filled by appointment by the Board for the unexpired portion of the term of office.

Article VIII - Dissolution and Disbursements

- A. Upon the dissolution of CBPI, after paying or adequately providing for the debts and obligations of CBPI, the remaining assets shall be distributed by the Board to the World at Work organization, which is organized and operated exclusively for education purposes and which has established its tax-exempt status under Section 501(c) 3 of the Internal Revenue Code of 1954, as amended. No part of the net earnings of CBPI shall ever inure to, or for the benefit of, or be distributable to, its members, officers or other private persons, except that CBPI 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 formed. Notwithstanding any other provisions of the Bylaw, CBPI shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c) 3 of the Internal Revenue Code of 1954, as amended.

Article IX - Limitation on Liabilities

- A. Nothing herein shall constitute members of the organization as partners for any purpose. No director, officer or member of CBPI shall be liable for the acts or failure to act on the part of any other director, officer or member of CBPI. Nor shall any director, officer or member be liable for their acts or failure to act under these Bylaws excepting only acts or omissions to act arising out of their willful malfeasance.

Article X - Amendments

- A. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by:
 - 1) Presentation to the membership for review and comment and
 - 2) All comments are discussed by the Board and incorporated as appropriate,
 - 3) Adoption after 30 days of presentation or incorporation of comments.

Name: Denise Harvey
President, Compensation and Benefit Professionals of Indiana
Date: 12/26/07

Name: Cassandra Faurote
Secretary, Compensation and Benefit Professionals of Indiana
Date: 12/26/07

Name: Dan Diebolt
Treasurer, Compensation and Benefit Professionals of Indiana
Date: 12/26/07