



Employee Services Management Association of Greater Phoenix By-Laws

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ESM Association of Greater Phoenix is a chapter of National Employee Services Management Association in Oak Brook, IL.

ARTICLE I NAME

Section 1. The name of this organization is the Employee Services Management Association of Greater Phoenix, Inc., a non-profit organization abbreviated herein as ESM.

ARTICLE II PLACE OF BUSINESS

Section 1. The principle place of business of this corporation shall be Phoenix, Maricopa County, Arizona but the Board of Directors may designate other places within the State of Arizona where offices may be established and maintained and the corporate business transacted.

ARTICLE III FISCAL YEAR

Section 1. The fiscal year of ESM Association of Greater Phoenix will be January 1 through December 31.

ARTICLE IV OBJECTIVES

Section 1. To maintain effective methods of communications among member businesses and organizations engaged in ESM membership programs.

Section 2. To promote intra-membership sponsored programs such as Employee Benefit Fairs (EBF) and Trade Shows.

Section 3. To promote employee services, voluntary benefits and recreational activities.

Section 4. To assist in the continuous improvement of industry/community relations.

ARTICLE V MEMBERSHIP

Section 1. Membership shall consist of the following types: Organization, Associate, Community Service, Student, Retiree and Dual.

A. Organization Membership

Membership in ESM is open to all businesses, industries, organizations or governmental agencies for the purpose of providing recreational activities and employee services for their employees. Organization members shall be permitted one representative and one alternate representative who shall be an employee in good standing of the member company and shall have one vote to be exercised only by the representative in attendance at duly called meetings. Organization members are expected to advertise the products/services being offered by the Associate Members to their employees. It is the responsibility of the Organization Rep to gather information regarding products or services being offered either at the monthly meetings or directly from the Associate Members and distribute the information within their company. Organization member privileges in ESM, except for voting privileges, shall be extended to include every employee of a member company or organization and members of his/her immediate family, officially retired employees, officers and governing boards and legislative bodies of such organizations. Organization Members automatically become members of ESM National and enjoy the benefits of National Membership.

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B. Associate Membership

Associate membership shall be available to qualified companies interested in ESM for the express purpose of doing business with the ESM member companies. Associate membership is subject to approval by a majority vote of the Board of Directors. The Associate members shall offer a product/service that is only available to ESM Members and/or at a price at least as low as can be obtained through any other offer or discount program. Discount offers must be consistent to all ESM member companies. All employees of the Associate Company are entitled to the discounted product offerings and services of all local Associate members. ESM Association of Greater Phoenix accepts no responsibility for products or services offered by the Associate member.

Applications must be complete with a Certificate of Business Liability Insurance attached and dues payment received before being presented to the Board for membership approval. Associate members are required to have business liability insurance with a minimum coverage of \$500,000. The Certificate of Liability Insurance must show ESM Association of Greater Phoenix as a Certificate Holder and named as "additional insured". A valid certificate must be on file at all times. Members will have 45 business days from the expiration date to submit an updated certificate. Members who fail to meet this requirement will have their membership suspended.

Each Associate Member will be reviewed annually to ascertain that they have carried out their business in an ethical manner, in accordance with their application agreement and these by-laws. ESM membership approval is limited to the products/services included in the incentive program and disclosed at the time of application. The Board of Directors must approve changes to the product, service or incentive. Membership may be subject to termination in the event of unethical business practices with respect to ESM Membership or any individual ESM company or employee of any such company, after due process.

An Associate Member shall be permitted one representative and one alternate representative to the Association who shall be an employee in good standing of the member company and shall have one vote to be exercised only by the representative in attendance at duly called meetings.

C. Community Service

Community Service memberships are available to any charitable organization and shall be voted on by the Board of Directors. There will be no dues collected from Community Service members; they may promote their fund raising events with prior approval by the Board. Community Service members have no voting privileges.

D. Student Membership

Student members shall be any student in the employee service or recreational field and have no voting privileges.

E. Retiree Memberships

Memberships are available to any retiree from a member company but have no voting privileges.

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F. Dual Memberships

A company may join as both an Associate and Organization member. Dual members shall benefit from both Organization and Associate privileges and shall have two representatives: One to represent the Organization membership and one to represent the Associate membership. One person may not function as both the Associate and the Organization Rep. Each paid membership will be allowed one local vote. The Organization membership would also entitle Dual members to one National vote. Companies that seek dual membership will be expected to fulfill the obligations of both Dual Memberships memberships. Joining as a dual member for the sole purpose of bypassing a member waiting list is considered unethical and if after due process a member company is found in violation both memberships will be terminated.

Section 2. Requirements for a Balanced Membership

- Ratio

The ratio of Organization Members to Associate Members shall be at most as high as 1:1.50. Associate members who are also members in good standing of either ESM National or are members in good standing of another ESM Chapter are excluded from the 1:1.50 ratio requirements. In the event this ratio is reached, a freeze on new Associate memberships will be enacted until a new Organization becomes a Member. A prospective Associate member can avoid being placed on a waiting list if they can recruit a company to join as an Organizational member at the same time.

Section 3. Dues

- Membership is based on the calendar year with all memberships expiring on December 31st. Membership dues are paid annually. The dues are established by the Board of Directors and are subject to increase or decrease as required to cover “reasonable and customary” expenses of the Association.
- Organization Members pay dues directly to ESM National by mailing the completed application and dues payment to ESM Headquarters.
- Associate Members pay their dues to the Local Chapter. New Associate members are required to pay a \$50 non-refundable application fee. This application fee will also be required for Associates who allow their membership to lapse.
- Membership dues are not pro-rated. Anyone applying before July 1st will be required to pay the full amount. New members who apply after July 1st but prior to November 1st will be required to join for the balance of the current year and the coming year. Dues for the current year will be adjusted to 50% of the established annual amount. Total amount due at the time of application will be 1 ½ times the annual amount and their membership is valid until December 31st of the upcoming year. Anyone joining November 1st through December 31st receives the balance of the current year free and will only be required to pay dues for the upcoming year.
- Dues for renewals should be received by December 31st. Shall the dues of a current member remain unpaid after January 31st, the delinquent member shall, without notice, cease to enjoy their membership privileges.
- All required documents must be submitted with dues payment. Renewing Associates are not required to submit a Certificate of Liability Insurance if the Certificate of Liability Insurance on file with ESM is current (ref. Article V Section 1 Paragraph B).

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- Associate renewals postmarked after the January 31st deadline will be processed as "new" members and will be required to submit an application and pay the \$50 new member application fee. **Membership Dues are non-refundable.**

Section 4. Entitlements

Every Organization and Associate member representative in good standing shall be entitled to:

- Admittance to all scheduled functions of the Membership, subject to individual requirements of such functions.
- Participation in all activities of the Membership, subject to individual requirements of such activities.
- Attend meetings, enter discussions, and participate in the planning of activities and to be members of working committees.
- Participation in the EMPLOYEE SERVICES MANAGEMENT ASSOCIATION'S activities and services.

Section 5. Suspensions

Suspended members will not be permitted to participate in Chapter functions or do business as an ESM member and their company name will be removed from the member directory. Membership dues will not be refunded for the time under suspension.

ARTICLE VI OFFICERS AND DIRECTORS

Section 1. The officers of ESM shall be the President, President-Elect and the Secretary/Treasurer.

Section 2. All Officers and Directors herein shall be elected by the Membership at the November meeting (See Article IX, Section 3), and shall hold office for a two-year term. Terms will begin January 1st following elections.

Section 3. The Board of Directors will consist of not less than five (5) and no more than nine (9) members (including officers) with voting privileges. The Board of Directors will consist of a minimum of four (4) Organization members, and a maximum of three (3) Associate Members. Be it noted: The offices of President, President-Elect, and Organization Membership Director must each be an Organization member, and the offices of Associate Membership Director and Associate Events Director must each be Associate members.

Section 4. If the office of any Director, one or more, becomes vacant for any reason, the Directors then in office although less than a quorum, by a majority vote, may choose a successor or successors, provided, however, that such vacancies shall be filled by persons qualified, except in the office of the President as outlined in Article VII, Section 3 of the By-laws.

In the event any of the Directors should leave the employment of the company they represent, there will be a maximum grace period of 90 days for them to remain on the Board. At or before that time, there should be a replacement appointed as per the preceding paragraph.

ARTICLE VII DUTIES OF OFFICERS

Section 1. The duties of the Officers shall be such as usually pertaining to their offices.

Section 2. **The President** shall preside at all meetings of the Membership and the Board of Directors, shall call such meetings as are herein provided, shall see that the By-laws and such



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rules and regulations as have been adopted by the Membership and Board of Directors be enforced; shall supervise, generally, all the affairs of ESM. At the annual meeting shall make a report of the general business of ESM for the previous year. He/She shall execute jointly with the Secretary, all contract, bonds, and other instruments, in writing, which shall first have been approved by the Board of Directors. He/She shall be a Member of the Board of Directors and shall be entitled to cast one vote on motions brought before them.

Section 3. The President-Elect shall act as President during a vacancy in the office of the President or in the absence of this officer, will perform such other duties as directed by the President. He/She shall also serve as Chair of the Program Committee contracting monthly meeting locations/hosts and program arrangements. In the event the President-Elect replaces the President, He/She shall do so for the full term of his/her elected office. A replacement President-Elect for the vacated officer shall be appointed per Article VI, Section 5. The President-Elect shall be elected in even years. He/She shall be a Member of the Board of Directors and shall be entitled to cast one vote on motions brought before them.

Section 4. The Secretary/Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of the receipts and disbursements in the books belonging to the corporation and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He/She shall disburse the funds of the corporation as shall be ordered by the Board of Directors, at the regular meetings of the Board or monthly Membership meeting, or whenever they may require it and account for all transactions as Treasurer and of the financial condition of the corporation. They shall prepare the yearly Income and Expense statement and any Headquarters' and/or IRS requirements (i.e., Taxes, Forms, etc.). At the annual meeting they shall make a report of the accounts of the ESM chapter of the previous year. This officer shall develop Board meeting agendas, send minutes seven (7) working days after Board meetings, keep a record of all the proceedings of the Membership and the Board of Directors; shall prepare the official correspondence of ESM, shall execute jointly with the President all contracts, bonds and other instruments in writing, which shall first have been approved by the Board of Directors. The Secretary-Treasurer shall be elected in odd years. He/She shall be a Member of the Board of Directors and shall be entitled to cast one vote on motions brought before them.

ARTICLE VIII DIRECTORS AND DUTIES

Section 1. Organization Membership Director shall act as liaison between Board of Directors and the ESM Organization Members. He/She shall coordinate the Reverse Trade Fair and shall represent and communicate their fellow members' requests/concerns to the Board of Directors. He/She shall develop committees to convene on a regular basis to review attendance and contact non-attending representatives to encourage their future participation. He/She shall aide in retaining current members, locating prospective members, promoting ESM to non-member companies and encouraging non-participants to join ESM. The Organization Membership Director shall be elected in even years for a two-year term. He/She shall be a Member of the Board of Directors and shall be entitled to cast one vote on motions brought before them.

Section 2. Associate Membership Director shall act as liaison between Board of Directors and the ESM Associate members in direct reference to Membership questions/concerns. He/She shall aide, when/where necessary, in the coordination of the Annual Associate Trade Fair and the quarterly Associate Roundtables. Associate Membership Chairperson shall be elected in even years for a two-year term. He/She shall be a Member of the Board of Directors and shall be entitled to cast one vote on motions brought before them.

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Section 3. **Public Relations Director** coordinates all publicity and promotional materials used on behalf of ESM. Considers and recommends methods of recognition of ESM members and, where possible, publicizes through all available media, the activities of the ESM to inform the general public of the purposes and programs offered. They are co-responsible for monthly meeting locations and program arrangements (See Article VII, Section 3). The Public Relations Director will coordinate and conduct all special programs considered by the Board of Directors to be in the best interest of ESM, such as the year-end event, tournaments, social functions, cultural, educational and hobby activities and sporting events. The Public Relations Director shall be elected in odd years for a two-year term. He/She shall be a Member of the Board of Directors and shall be entitled to cast one vote on motions brought before them.

Section 4. **Associate Events Director** shall act as liaison between the Board of Directors and the ESM Associate Members in reference to requests/concerns other than Membership. They shall conduct quarterly Associate Roundtables; coordinate the annual Associate Trade Fair and assist/oversee Employee Benefit Fairs. They shall create and support various Associate committees in support of the Chapter. The Associate Events Director shall be elected in odd years for a two-year term. He/She shall be a Member of the Board of Directors and shall be entitled to cast one vote on motions brought before them.

ARTICLE IX FUNCTIONS OF THE BOARD

Section 1. The Board of Directors shall have general control of the property and business of ESM.

Section 2. The Board shall have referred to it all matters pertaining to policy and legislation. A statement showing its consideration by the Board and the action taken thereon shall accompany any matter pertaining to ESM dealing with policy and legislation, which is referred to the Membership for a vote.

Section 3. The Board may consider the recommendations of any Special Committees.

Section 4. The Board shall meet monthly at the time and place designated by the President.

Section 5. A majority of the Board shall constitute a quorum, and the votes of a majority of Directors present shall constitute a binding action of the Corporation. Meetings of the Directors shall be held at any place designated at the previous meeting by the President. The Secretary or President-Elect must give notice of meetings to all Directors at least five (5) days prior to the meeting. Special meetings of the Board may be called at any time by the President or upon request by two Directors, and notice thereof must be sent to each Director at least five (5) days in advance of such meeting. The notices provided in this section may be waived by the written consent of all of the Directors.

Section 6. The Membership shall receive reports from the Board of Directors at all regularly scheduled meetings and transact such other business as shall come before them.

Section 7. The Board of Directors shall receive no compensation for the duties of their office but by resolution of the Board, compensation may be allowed in special circumstances.

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Section 8. In addition to the powers and authorities instituted by these By-laws as are expressly conferred upon them, the Board may exercise all such powers of the Corporation and conduct all such lawful acts and things as are now covered by statutes in the Articles of Incorporation or by these By-laws directed or required to be exercised or done by its members.

Section 9. The Board of Directors may attend the National Conference. The Chapter will cover travel and lodging expenses at an equivalent Board approved rate for each member. Those attending at Chapter expense will be expected to attend as many Seminars and Sessions as possible and will be required to prepare and present a summary of an agreed upon session to the membership at the next Membership meeting. The Board should attend the Conference for the purpose of gaining knowledge and experience in support of the local Chapter needs.

ARTICLE X COMMITTEES

Section 1. The Standing Committees are: Organization and Associate Membership, Annual Associate Tradeshow, Employee Benefit Fairs and Special Events. Committee members will not have Board voting privileges.

Section 2. The President may appoint Special Committees as deemed necessary but these Committees will not have Board voting privileges.

ARTICLE XI MEETINGS

Section 1. The Board of Directors may meet as often as necessary, but at least once a month. A quorum is required.

Section 2. Membership Meetings will be held on a regular basis at such a time and place designated by the Board of Directors.

Section 3. An annual planning and budget meeting of the Board for this Corporation shall be held at such time and place as designated by the Board of Directors. This meeting will also include new Board Member orientation.

ARTICLE XII ELECTIONS AND RECALL

Section 1. All Officers and Directors shall be elected for a two-year term as directed in **Article VI, Section 2.** Elections shall be held at the regularly scheduled general membership meeting in November.

Section 2. New Board Members will be determined by a majority of the votes cast. Each Associate and Organization Membership is entitled to one vote. In the event that absentee voting is permitted only those votes received prior to the election will be counted.

Section 3. A Nominating Committee shall be appointed by the Board and shall be chaired by the Secretary/Treasurer, unless their position will be open for election. He/She will introduce the Committee's recommended candidates for elected offices at the regularly scheduled general membership meeting in October.



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Section 4. On or before the first Monday in October a written list of all candidates, their biographies and a summary of their qualifications shall be furnished to the primary Representative of each Member Company. This same list shall be available at the October and November membership meetings. Candidate biographies and qualification summaries shall be incorporated into the Board of Director meeting minutes in October and November.

Section 5. Additional nominations may be accepted from the floor at the discretion of the Board of Directors during the October meeting. For voting purposes, a secret ballot shall be used and shall be counted by the Nominating Committee at the November membership meeting.

Section 6. Recall of any officer or representative will be affected upon adoption of a motion, at a regular Board of Directors' meeting, to undertake a vote of recall at the next Membership meeting. At the subsequent monthly Membership Meeting, a confirming majority vote by the Members present will be necessary to confirm the recall.

Section 7. Recall of an Officer or Representative may be made for any of the following reasons:

- Unexcused absence of an officer or Representative from any **two** consecutive regular or specially called meetings except that the Board may consider extenuating circumstances and extend the period at their discretion.
- Failure of an officer to perform the duties of His/Her office as declared in these By-laws.

ARTICLE XIII ESM AFFILIATION

Section 1. ESM Association Headquarters will assess each Organization Member Company their dues according to the Phoenix Chapter of Employee Services Management Association. ESM Headquarters shall retain their designated portion and forward the remainder to the Phoenix Chapter.

Section 2. Each Organization Member Company shall be entitled to one vote in National elections.

Section 3. ESM Association Headquarters will assign Organization Members a National Membership Number. This number is applicable for National use only.

ARTICLE XIV MEMBERSHIP DIRECTORY

Section 1. Each Member Company will be provided with a directory listing all members. The directory is provided to the listed representatives only. Updated directories will be provided on a monthly basis.

Section 2. **The Membership Directory is intended for use by paying members only. Details are not to be shared with non-ESM members including the names of member companies and discounts offered. Contact information is strictly confidential. It is intended for use by the listed ESM Reps from each Member Company only and is not to be made accessible to the Member Company's employees. Copying and distribution of the Membership Directory is limited to the *Employee Discount Guide* as distributed by the Chapter only. Only listed Reps may contact other Reps unless stated otherwise in the "Employee Instructions" field of the member directory. Failure to protect the confidentiality of the Reps, misuse or prohibited distribution or disclosure of the directory contents may result in the revocation of the Violators' Membership.**

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Section 3. **Changes to the Member Directory**

It is the responsibility of the member to communicate all changes and/or corrections to the Chapter. ESM is not responsible for any opportunities missed or communications not received as a result of changes not being communicated.

ARTICLE XV AMENDMENTS

Section 1. These Bylaws may be amended by a ballot issued and provided to member companies of the chapter in good standing.

- a. The form and content of the proposed amendment shall be approved by a majority of vote of the Board of Directors.
- b. Following approval by the Board of Directors, ballots shall be provided which include unabridged statements of the existing language, if any, of the section or sections of the Bylaws affected by the proposed amendment and the proposed language or other change.
- c. Counted ballots, to be valid, must be received at the principal office of the chapter, or at such other office as may be designated by the Board of Directors no later than the deadline established by the Board.
- d. A two-thirds majority of the valid ballots cast shall be required for adoption of the proposed amendment(s).
- e. Unless otherwise specified, all amendments shall become effective upon the date of adoption.

Section 2. Bylaw amendments that **do not have** a significant and far-reaching impact on the membership may be amended by a vote of the Board of Directors at any meeting thereof according to the following criteria:

- a. A written notice of the proposed amendment shall be provided to all members of the Board of Directors not less than thirty (30) days before the meeting thereof.
- b. A majority vote of the members of the Board of Directors at a meeting at which there is a quorum shall be required for adoption of a proposed amendment.
- c. Unless otherwise specified, all amendments shall become effective upon the date of adoption.