

Final 12/08/2017

WorldatWork
an Arizona nonprofit corporation
AMENDED AND RESTATED CONSTITUTION AND BYLAWS

ARTICLE I
NAME; OFFICES

Section 1. Organization. WorldatWork (hereinafter referred to as “WorldatWork”) is a nonprofit corporation organized under the laws of the State of Arizona.

Section 2. Offices. WorldatWork shall maintain its principal office in Scottsdale, Arizona or such other place within the State of Arizona as determined by the Board of Directors (hereafter referred to as the “Association Board”) or as the business of WorldatWork may require from time to time where all business of WorldatWork may be transacted.

Section 3. Known Place of Business. The known place of business of WorldatWork, as required by A.R.S. § 10-3501 to be maintained in the State of Arizona, may, but need not, be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Association Board in accordance with A.R.S. § 10-3502.

ARTICLE II
STRATEGIC VISION

Section 1. Who We Are. WorldatWork is the world’s leading nonprofit professional association dedicated to knowledge leadership in compensation, benefits, and total rewards. WorldatWork focuses on disciplines associated with attracting, retaining and motivating employees. In addition to providing professional affiliation, WorldatWork offers highly acclaimed education programs and events, online information resources, surveys, publications, conferences, research, and networking opportunities. WorldatWork will serve as the authoritative source for those transforming workforce engagement.

Section 2. Mission.

WorldatWork serves, educates and inspires those who reward and engage the workforce.

ARTICLE III

MEMBERS; MEETINGS OF MEMBERS

Section 1. Membership. Membership shall be individually based and shall be limited to those individuals having an occupational interest in the design, establishment, execution, administration or management of organizational functions related to total rewards.

Section 2. Application for Membership. Application for membership shall be made by filing the approved application form and paying the appropriate membership dues.

Section 3. Maintenance of Membership. To maintain membership, the conditions set forth above must be met, along with the payment of annual dues, where applicable. Annual membership dues shall be fixed from time to time by the affirmative vote of 2/3 of the Association Board and shall be subject to increase or decrease.

Section 4. Privilege of Membership. A member will violate the privilege of membership by utilizing the WorldatWork member listing for purposes of soliciting materials, information or the sale of products or services without written approval from WorldatWork. Members are provided appropriate, specific member benefits as approved by the Association Board.

Section 5. Voting Rights. Each individual member shall be entitled to vote in person or by written proxy on each matter submitted to a vote of the members. Individual members in good standing (whose dues are not delinquent) shall be entitled to one (1) vote on any measures or matters brought before the membership. Except for other matters set forth in the Constitution and Bylaws requiring the vote of the members, no members shall have the unconditional right to vote on any matters relating to WorldatWork, and the business and affairs of WorldatWork shall be managed and controlled by the Association Board.

Section 6. Membership Not Transferable. Membership from one individual to another in WorldatWork or any right arising from membership is not transferable.

Section 7. Resignation. Any member may resign from membership by giving written notice of his or her desire to resign to the Secretary-Treasurer or his or her designee. The resignation shall be effective on the date specified in the request, or if no date is specified, on the date the request is received by WorldatWork. The resignation of a member does not relieve the member from any obligations the member may have to WorldatWork as a result of obligations incurred or commitments made prior to resignation.

Section 8. Termination of Membership. A member may be suspended or terminated as a member for cause by action of the Association Board or its designee who shall be the Association's Chief Executive Officer (hereafter referred to as "CEO"). A suspended or terminated member may within fifteen (15) days of the member's suspension or termination request in writing to the Association Board that the member's suspension or termination be reconsidered.

Section 9. Nondiscrimination. The qualifications for membership and for holding office will be defined without regard to age, sex, race, religion, national origin, sexual orientation or other factors prohibited by law.

Section 10. Annual Meeting. The organization shall not be required to hold an annual meeting of the members. If the Association Board elects to call an annual meeting of the members, such meeting shall be held at such time and place as the Association Board may determine for the purpose of reviewing and reporting on WorldatWork activities and for the transaction of such other business as may come before the meeting.

Section 11. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Lead Director or by the Association Board, and shall be called by the Lead Director at the request in writing of at least ten percent (10%) of the members. Such request shall state the purpose or purposes of the proposed meeting.

Section 12. Place of Meeting. The Association Board may designate any place, either within or without the State of Arizona, as the place of meeting for any annual meeting or for any special meeting of the members.

Section 13. Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall, unless otherwise prescribed by statute, be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, by written notice delivered personally, by mail or by other commercially acceptable means of business communications including, but not limited to, overnight mail, electronic mail or telecopier to each member at his or her address.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of WorldatWork, with postage thereon prepaid. Any member may waive notice of any meeting.

When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting WorldatWork may transact any business that might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each member.

Section 14. Voting by Mail. Any action that WorldatWork may take at any annual or special meeting of the members may be taken without a meeting if WorldatWork delivers a written or electronic ballot to every member entitled to vote on the matter. The written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements (which shall equal the number of votes cast); (ii) state the percentage of approvals necessary to approve each matter other than election of Directors; and (iii) specify the time by which a ballot must be delivered to WorldatWork in order to be counted, which shall not be less than three (3) days after the date that WorldatWork delivers the ballot. The written ballot shall set forth each proposed action, and shall provide an opportunity to vote for or against each proposed action.

Approval by written ballot shall be valid only if both: (i) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and (ii) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 15. Quorum and Manner of Action. The number of members attending a meeting in person or by proxy shall constitute a quorum at any meeting of the members. The affirmative vote of the majority of the members represented at the meeting and entitled to vote on a matter shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation or the Constitution and Bylaws.

Section 16. Proxies. At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.

Section 17. List of Members. After fixing the record date for a member meeting, a complete list of the members entitled to vote at the meeting, arranged in alphabetical order and showing the address of each member and the number of votes each member is entitled to vote at the meeting, shall be made available for inspection by any member at WorldatWork's principal office or another place identified in the meeting notice in the city where the meeting will be held. During the period of inspection, a member, its agent or its attorney on written demand may inspect and, subject to the requirements of A.R.S. § 10-11602 and 10-11605, may copy the list, during regular business hours and at its expense. WorldatWork shall make the member list available at the meeting, and any member, member's agent, or member's attorney may inspect the list at any time during the meeting or during any adjournment.

Section 18. Record Date. In order that WorldatWork may determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other action, the Association Board may fix a record date, which shall not be more than seventy (70) days before the date of the meeting or before any action requiring a determination of the members. In the event the Association Board does not fix a record date: (i) the members entitled to vote at the meeting or demand a special meeting shall be determined as of four o'clock in the afternoon (4:00 p.m.), Arizona time, on the day before notice of the meeting is sent; and (ii) members entitled to take action without a meeting shall be determined as of the date the first member signs the consent. A determination of the members entitled to notice of or to vote at a members' meeting is effective for any adjournment unless the Association Board of Directors fixes a new record date which it shall do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

ARTICLE IV **BOARD OF DIRECTORS**

Section 1. General Powers and Duties. The Association Board is the ultimate governing body of the Association and is responsible for approving the policies of the Association. The Association Board, with the assistance of senior staff, shall be responsible for the operation and continuance of WorldatWork. More specifically and without limitation, the Association Board, or its respective committees, performs the following functions:

- Reviews and approves the Association's strategic plan and monitors its execution through staff.

- Reviews and approves the annual budgets and forecasts, major resource allocations, capital investments and the investment policy for the Association’s reserves.
- Reviews and approves the financial and operating results of the Association, the annual allocation of the Association’s reserves and any debt instruments including loans or lines of credit.
- Reviews and approves the recommendation for any annual dues rate increase or decrease for membership in the Association.
- Appoints an independent firm to conduct an annual audit of the Association and approves the audit engagement fees and any other compensation to be paid. Reviews and approves the results of the annual audit with the Audit partner and discloses the statements to the Association membership as part of the annual report.
- Oversees and assures effective governance of the Association including but not limited to: (a) the appointment of the Lead Director of the Society Board and approval of recommended candidates for open seats on both Boards and re-election or reappointment of current members; (b) oversight of an annual self-assessment of both the Society Board and the Association Board to improve upon effectiveness, best practices, and make necessary changes to achieve high-performing and transparent governance; and, (c) assurance of a robust pipeline of potential candidates for governance is maintained and used to source qualified professionals for open positions on both Boards. Additionally, the Association Board shall solely retain the authority to bestow Association recognition awards (Distinguished Service, Keystone) upon individuals as recommended by the Society and Association management.
- Reviews, evaluates and approves the compensation strategy as it relates to senior management of the Association, the performance evaluation and compensation of the Chief Executive Officer and the establishment of the annual organizational incentive (if any). Selects and engages an independent consultant every three years or as needed to review and assess the compensation strategy for senior management.
- Appoints the President/CEO; leads the succession planning strategy and execution for the CEO position and monitors plans for senior management development and succession.
- Reviews and assesses the effectiveness of the Association’s policies and practices with respect to legal and tax compliance, risk assessment, codes of conduct and risk management.

The Association Board shall have sole responsibility for interpretation of WorldatWork’s Constitution and Bylaws. In addition, the Association Board shall make recommendations to the membership regarding matters that are outside its vested authority established in the Constitution and Bylaws or by law.

Section 2. Composition, Tenure and Qualifications.

- a. The Association Board shall always consist of at least six (6) but no more than eight (8) Directors, one of which shall be the Association President/CEO as an ex-officio non -voting member. The President/CEO shall be excused from an Association Board meeting by the Lead Director where matters concerning the President/CEO shall be considered. A Director shall be elected to his or her term by a majority vote of the Association Board.
- b. A Director may serve an initial term of up to four (4) years. Following the conclusion of the initial four (4) year term, a Director may serve up to two (2) additional four (4) year terms.

- c. Except as provided in Section 11, Vacancies, after serving three (3) terms of four (4) years, the Association Board may consider a prior Director for additional term(s) only after two (2) years have elapsed from the expiration of the Director's prior term.
- d. No Director can serve or continue to serve on the Association Board if, in the opinion of the Association Board, the Director represents an actual or potential conflict of interest with the interests of the Association Board or WorldatWork.
- e. From time to time, the Association Board shall present to the membership any new and re-appointed Directors for their affirmation. If the Directors are affirmed by written ballot, the ballot shall include a space for write-in candidates. If the Directors are affirmed at a meeting of the members, additional candidates may be nominated from the floor at such meeting.
- f. Subject to the foregoing limitations, the number of Directors may be altered from time to time by a duly adopted resolution of the Association Board provided that no decrease shall have the effect of shortening the term of any incumbent Director.

Section 3. Regular Meetings. The Association Board shall have regular meetings at such time and place as may be designated by resolution of the Association Board without other notice than this provision and such resolution.

Section 4. Special Meetings. Special meetings of the Association Board may be called by or at the request of the Lead Director or any three (3) Directors. The person or persons authorized to call special meetings of the Association Board may fix any place, either within or without the State of Arizona, as the place for holding any special meeting of the Association Board called by them.

Section 5. Notice. Notice of any special meeting of the Association Board shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail, electronic mail, or facsimile transmission to each Director. If notice be given by mail, such notice shall be deemed to be delivered five (5) days following the day such notice is deposited in the United States mail addressed to the Director at his address as it appears on the records of WorldatWork, with postage thereon prepaid. If notice is given by electronic transmission, such notice shall be deemed to be delivered upon confirmation of the receipt of the transmission. Any Director may waive notice of any meeting.

Section 6. Quorum. Except where otherwise provided by law or by the Constitution and Bylaws, a majority of the Association Board shall constitute a quorum for the transaction of business at any meeting of the Association Board, provided, that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Directors.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Association Board Except for amendments to the Constitution and Bylaws or Articles of Incorporation of the organization or those of any of its affiliates, which shall require the approval of two-thirds (2/3) of the Association Board.

Section 8. Informal Action by Directors. Any action required to be taken at a meeting of the Association Board or any action which may be taken at a meeting of Directors or a committee thereof

may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote.

Section 9. Resignation. Any Director may resign at any time, by giving written notice thereof to the Association Board's presiding officer or the President/CEO. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date or event and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Association Board may fill the pending vacancy before the effective date if the Association Board provides that the successor does not take office until the effective date.

Section 10. Removal. Any Director may be removed, with or without cause, by affirmative vote by a majority of the Association Board whenever in its judgment the best interests of the organization would be served thereby.

Section 11. Vacancies. Any vacancy occurring in the Association Board by reason of death, resignation, or removal or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Association Board, or by the affirmative vote of the majority of the remaining Directors, although less than a quorum, or by a sole remaining Director, at a special or regular meeting. A Director elected to fill a vacancy occurring in the Association Board shall hold office until the conclusion of the term. A vacancy that will occur at a specific later date by reason of a resignation effective at a later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs. The Association Board may fill a vacancy occurring under this section with any prior Director, at its discretion.

11a. Common Disaster. If following a vacancy in the Association Board there are no remaining Directors, the three persons who have most recently served on the Association Board shall become Directors. Those persons shall prepare a slate of proposed Directors (which slate may include such persons) and the slate of nominees shall be presented to the membership for their approval at a special election. If the Directors are elected by written ballot, the ballot shall include a space for write-in candidates. If the Directors are elected at a meeting of the members, additional candidates may be nominated from the floor at such meeting.

Section 12. Compensation. Directors, other than the President/CEO, shall not receive any compensation for their services. However, by resolution of the Association Board, expenses of attendance may be allowed for each regular or special meeting of the Association Board provided that nothing herein contained shall be construed to preclude any Director from serving the organization in any other capacity and receiving compensation therefore, so long as the Director has obtained advanced written approval from the Association Board.

Section 13. Attendance by Communications Equipment. Members of the Association Board or of any committee of the Association Board may participate in and act at any meeting of such Association Board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Such

meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 14. Presumption of Assent. A Director of WorldatWork who is present at a meeting of the Association Board at which action on any corporate matter is taken shall be presumed to have assented to the action unless: (i) he or she objects at the start of the meeting or promptly on the Director's arrival to holding the meeting or transacting business thereat; (ii) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to WorldatWork before 5:00 p.m. Arizona time on the next business day after the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 15. Vote by Proxy. A Director is expected to be personally present at all meetings of the Association Board. In the event that a Director is not able to attend a meeting, such Director may, but need not, vote by proxy. A Director desiring to vote by proxy shall sign a proxy substantially in the form of the specimen proxy attached hereto as Exhibit A. An appointment by proxy is effective when received by WorldatWork's Secretary and is valid for one (1) month unless a different period is expressly provided in the proxy. A vote by proxy does not relieve a Director of his/her responsibilities and duties as a Director with respect to any action taken by the Association Board at any meeting for which such Director has signed a proxy.

Section 16. Standard of Conduct. A Director shall discharge his or her duties as a member of the Association Board, including but not limited to the duties of such member in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of WorldatWork. In discharging his/her duties, a Director is entitled to rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by any of the following: (i) one or more officers or employees of WorldatWork whom the Director reasonably believes are reliable and competent in the matters presented; (ii) legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; and (iii) a committee of or appointed by the Association Board of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director is not acting in good faith if the Director has knowledge that makes reliance on any of the above unwarranted. The creation or delegation of a committee of the Association Board does not alone constitute compliance with a Director's standard of conduct.

Section 17. Ethics Policy/Code of Conduct. Each Director shall annually sign WorldatWork's Ethics Policy and Code of Conduct. Violations of the Ethics Policy or Code of Conduct, including but not limited to sexual harassment or inappropriate relationships between Directors and employees of WorldatWork, shall subject such Director to removal from the Association Board.

ARTICLE V
COMMITTEES; ADVISORY GROUPS; AD-HOC VOLUNTEER GROUPS

Section 1. Special Committees. The Association Board, by resolutions adopted by a majority of its members, may appoint such other committee or committees as it shall deem advisable and with such rights, powers and authority as it shall prescribe except as otherwise provided by law. Each such committee shall consist of one or more Directors, who shall be approved by a majority of the Directors in office when the action is taken. The Association Board may designate one or more alternate members of any committee who may replace any absent member at any meeting of the committee.

Section 3. Term of Office. Each member of a committee shall continue as a member thereof until the next annual election and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair. Unless otherwise set forth herein or determined by the Association Board, one member of each committee shall be appointed chairperson by a majority of the Association Board.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Association Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Meetings and Actions. Unless otherwise provided in the resolution of the Association Board designating a committee, all of the provisions of these Bylaws governing meetings and notice, waiver and voting (including proxy) requirements of the Association Board of Directors also apply to committees and their members.

Section 8. Limitations on Committee Authority. Each committee of the Association Board may exercise the authority to the extent specified by the Association Board, provided that a committee shall not take any of the following actions: (i) authorize distributions; (ii) fill vacancies on the Association Board or on any of its committees; (iii) adopt, amend or repeal bylaws; or (iv) fix the compensation of Directors for serving on the Association Board or any committee thereof.

Section 9. Advisory Groups and Ad-Hoc Volunteer Groups . The Association Board may from time to time create advisory groups which provide advice to the Association Board. Advisory groups and ad-hoc volunteer groups shall not have the authority of the Association. The Association Board shall determine the chairs of the advisory groups or ad-hoc groups.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Association Board shall consist of a Lead Director and a Secretary-Treasurer, and such other officers as the Association Board deems desirable. Such officers shall have the authority to perform the duties prescribed from time to time by the Association Board.

Section 2. Selection and Term of Office. The officers shall be selected from the Association Board and shall be appointed by a majority vote of the Association Board. Officers shall serve for a term of no less than three (3) years. The officers shall serve until their successors have been duly selected and have qualified. Vacancies may be filled or new offices created and filled at any meeting of the Association Board.

Section 3. Resignation. An officer may resign at any time by delivering notice to the Lead Director or Association President/CEO . A resignation is effective when the notice is delivered unless the notice specifies a later effective date or event. If a resignation is made effective at a later date or event and WorldatWork accepts the later effective date, the Association Board may fill the pending vacancies before the effective date.

Section 4. Removal. Any officer or agent may be removed, with or without cause, by a resolution adopted by a majority vote of the Association Board whenever in its judgment the best interests of WorldatWork will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, creation of a new office or any other reason may be filled by the Association Board for the unexpired portion of the term.

Section 6. Lead Director. The Lead Director's duties shall include, but will not be limited to, the following:

- a. Call, participate in and preside over all meetings of the Association Board;
- b. Act as, or designate, appropriate organizational spokespersons;
- c. Preside at all meetings of the membership and call said meetings in the manner provided herein; and
- d. Perform such other duties as assigned by the Association Board.

Section 7. Secretary-Treasurer. The Secretary-Treasurer shall perform the following duties:

- a. At least annually, arrange for an outside audit of WorldatWork's records;
- b. Assure the completion and dissemination of an annual report on the financial state of the Association to Association members;

- c. Be responsible for the minutes of all meetings of the Association Board and , if any, official meetings of WorldatWork membership;
- d. In the event of the Lead Director’s absence, disability or disqualification, the Secretary Treasurer shall perform all duties of the Lead Director; and
- e. Perform such other duties as assigned by the Association Board.

Section 8. Additional Officers. Other officers, assistant officers, or agents elected or appointed by the Association Board shall perform such duties as shall be assigned to them by the Lead Director or Association Board.

Section 9. Compensation and Expenses. Officers, other than the President/CEO shall serve as such without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval by the Association Board. An officer shall not be precluded from serving WorldatWork in any other capacity or from receiving compensation for services rendered in such other capacity, provided the officer has obtained advance written approval of the Association Board.

Section 10. Standard of Conduct. If an officer has discretionary authority with respect to any duties, the officer shall discharge such duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner officer reasonably believes to be in the best interests of WorldatWork. In discharging his/her duties, an officer is entitled to rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by either of the following: (i) one or more officers or employees of WorldatWork whom the officer reasonably believes are reliable and competent in the matters presented; and (ii) legal counsel, public accountants or other person as to matters the officer reasonably believes are within the person’s professional or expert competence. An officer is not acting in good faith if the officer has knowledge that makes reliance on any of the above unwarranted.

ARTICLE VII

Corporate Officers

a. Section 1a. President & Chief Executive Officer. The Chief Executive Officer shall be appointed by the Board and shall serve at the pleasure of the Board. The Chief Executive Officer shall have general supervision and direction of the business and affairs of the Corporation, subject to the control of the Board, and shall report directly to the Board. The CEO will serve as an ex-officio member of the Board in a non-voting capacity.

Section 1b. Chief Operations Officer. The Chief Operations Officer shall perform all the powers and duties of the office of the Chief Operations Officer and in general have overall supervision of the operations of the Corporation. The Chief Operations Officer shall, when requested, counsel with and advise the other officers of the Corporation and shall perform such other duties as he may agree

with the Chief Executive Officer or as the Board may from time to time determine. The Chief Operations Officer shall report directly to the Chief Executive Officer.

ARTICLE VIII
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Association Board may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of WorldatWork, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of WorldatWork and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Association Board. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by WorldatWork to its Directors or officers.

Section 3. Checks and Other Instruments. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of WorldatWork shall be signed by such officer or officers, agent or agents of WorldatWork and in such manner as shall from time to time be determined by resolution of the Association Board.

Section 4. Deposits. All funds of WorldatWork not otherwise employed shall be deposited to the credit of WorldatWork in such banks, trust companies or other depositories as the Association Board may select.

ARTICLE IX
CORPORATE SEAL

The Association Board may provide a corporate seal which, in such event, shall be circular in form, shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Secretary-Treasurer or his or her designee.

ARTICLE X
NONPROFIT OPERATION

WorldatWork will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of WorldatWork will be distributed to its Directors or officers without full consideration. WorldatWork may contract in due course with its Directors and officers without violating this provision.

ARTICLE XI
AFFILIATED TRANSACTIONS AND INTERESTED DIRECTORS

Section 1. Affiliated Transactions. No contract or other transaction between WorldatWork and Interested Persons (as hereinafter defined), including the sale, lease or exchange of property to or from Interested Persons, the lending or borrowing of monies to or from Interested Persons by WorldatWork or the payment of compensation by WorldatWork for services provided by Interested Persons, shall be void or voidable because of the relationship or interest between WorldatWork and the Interested Persons or because any Interested Person is present at the meeting of the Association Board or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

- a. The fact of such relationship or interest is disclosed or known to the Association Board or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); or
- b. The contract or transaction is fair and reasonable to WorldatWork at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term "Interested Persons" shall mean any Director or officer of WorldatWork or any corporation, firm, association or other entity in which one or more of WorldatWork's Directors or officers are Directors, officers or members or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any reason set forth herein shall first prove, by a preponderance of the evidence, that the provisions of subparagraphs (a) and (b) of Section 1 are not applicable.

Section 2. Determining Quorum. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Association Board or of a committee thereof, which authorizes, approves or ratifies the contract or transaction.

Section 3. Loans to Directors and Officers. Notwithstanding anything herein to the contrary, WorldatWork shall not lend money to or use its credit to assist its Directors, whether or not employees, or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to WorldatWork for the amount of such loan until the repayment of the loan.

ARTICLE XII
AMENDMENTS

The Constitution and Bylaws may be amended by a resolution adopted by a majority vote of the Association Board voting at a meeting at which a quorum is present.

ARTICLE XIII
PARLIAMENTARY PROCEDURE

Except as otherwise provided in the Constitution and Bylaws, meetings of the members and the Association Board shall be conducted in accordance with the parliamentary procedure set forth in Robert's Rules of Order Newly Revised.

CERTIFICATE

I, Jeff Chambers, the duly elected, qualified and acting Secretary-Treasurer of WorldatWork, an Arizona nonprofit corporation, do hereby certify that the above and foregoing are the Amended and Restated Bylaws of this Corporation duly and regularly adopted by the Directors thereof effective May 8, 2017.

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of May, 2017

Signature/Date



Dated: 05/08/17

Jeff Chambers

Secretary/Treasurer

**RESOLUTION AND ACTION TAKEN BY THE
UNANIMOUS CONSENT OF THE
BOARD OF DIRECTORS
OF
WORLDATWORK**

All the Members of the Board of Directors of WorldatWork, an Arizona nonprofit corporation, acting by unanimous consent, hereby adopt the following resolution:

WITNESSETH:

WHEREAS new bylaws and governing structure have been adopted by the Corporation as of December 8, 2017, and the Board of Directors seeks to assure the continuity of the Corporation's operations:

RESOLVED that the following individual is appointed to the office indicated next to their names to serve until their replacements are appointed, unless he or she resigns, is removed from or is otherwise disqualified from serving as an officer of the Corporation (WorldatWork) and its wholly owned subsidiary organizations: the Board of Directors of WorldatWork **HEREBY APPOINTS**

Patrick Brundage to the position of Chief Operating Officer of the Corporation (WorldatWork) and its subsidiary organizations, effective January 1, 2018.

RESOLVED Further that the officers of this Corporation (T. Scott Cawood, President & Chief Executive Officer and Patrick Brundage, Chief Operating Officer) are authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such Officers deem necessary or advisable to carry out the purposes and intent of the Corporation business.



Jeff Chambers
Secretary Treasurer

December 8, 2017