

## **Association for Talent Development ATD – Houston Chapter By-laws**

(Amended August 2014)

### **Article I Name and Purpose**

**Section A: Chapter Name**

The name of this organization is Association for Talent Development (ATD) Houston Chapter. The registered office of the Chapter shall be located in the State of Texas.

**Section B: Affiliation with the Association**

The Chapter is an affiliate of the American Society for Training and Development (“ASTD”), which is doing business under the trade name Association for Talent Development (ATD) (referred to herein as the “Association” or “ATD”), a non-profit educational society exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954. The Association and its Chapters are not organized for profit.

**Section C: Governance and Management of Chapter**

The Chapter shall be governed and managed by a Board of Directors elected by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws.

**Section D: Purpose**

The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended (“IRC”), and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the Chapter’s specific purpose shall be:

- Providing leadership in the field of personnel training and development in order to assist management to improve performance results and develop and maintain a competent work force;
- Insuring continuity of effective organization leadership by assisting management to motivate career-minded personnel to achieve individual growth goals;
- Promoting an understanding of training and development as a basic responsibility of management;
- Encouraging or sponsoring appropriate research and publishing results in the fields of training and development;
- Providing means for the dissemination and exchange of advanced techniques, knowledge, skill and attitudes about training and development;
- Encouraging educational institutions to provide programs for the preparation and growth of training and development practitioners;
- Encouraging the networking, participation and affiliation of individuals or groups concerned with specialized areas of activity or interests within the broad field of personnel training and development;

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- Provide scholarship funding as approved by the Board;
- Referring and connecting members and consultants by areas of expertise.

Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any activities not permitted to be carried on by: (i) an organization exempt from federal income tax under IRC Section 501(c)(3); or (ii) an organization contributions to which are deductible under IRC Section 170(c)(2).

### Section E. **Equal Opportunity**

The chapter offers equal opportunity to all, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment, and any other characteristics protected by law.

### Section F. **Political Activities**

The Chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. The Chapter shall not directly or indirectly participate or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

### Section G. **Inurement**

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its directors, officers, employees, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of IRC Section 501(c)(3) purposes.

## Article II **Membership**

### Section A. **Eligibility**

Membership in the chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the chapter and the Society; and subscribe to and are qualified under these by-laws. A chapter member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year. Only members in good standing as defined in the By-laws shall be entitled to vote,

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to assume or obtain office, or to otherwise enjoy privileges of the Chapter. The Board may change, alter or add eligibility requirements to any membership type as approved and recorded in Board minutes.

### Section B **Dues**

The Board of Directors will set dues, fees, terms and types of chapter memberships as they determine. Chapter membership is transferable for members in good standing of other chapters upon payment of dues. Individual memberships in the Chapter may not be transferred to another individual.

### Section C. **Suspension or Termination of Membership**

The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for monies owed the chapter, or for actions or behavior in violation of these by-laws or deemed detrimental to the best interests of the chapter. Membership shall be automatically terminated when the dues of a member are unpaid sixty (60) days after the expiration of the membership year.

1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least twenty days prior to the meeting.

2. Any motion for suspension or termination must be made by an elected board member, based on personal knowledge, official chapter records, or statement signed by no fewer than 5 chapter members in good standing.

3. Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

## Article III Board of Directors

### Section A. **Duties and Responsibilities**

The management of the affairs of the chapter shall be vested in the Board of Directors. It shall be the duty of the Board to carry out the objectives and purposes of the chapter, and to this end it may exercise all powers of the chapter. The Board of Directors shall meet regularly to conduct business. The duties of the Board shall include: establishing policy for the operation of the chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing new committees of the chapter; and performing other functions as appropriate for the Board of Directors.

### Section B. **Membership**

1. The Board of Directors will consist of not less than 5 individuals elected from among chapter members in good standing as specified in Article II of these by-laws. The Board

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of Directors shall continue in office until successors are duly installed.

2. Members of the Board of Directors shall be President, President-elect, Past President, Vice President of Finance, Vice President of Programs. Other Vice Presidents and may be elected as determined by the Board of Directors and these by-laws. All other Board approved positions will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions will be made available to chapter members and potential Board members at least 30 days prior to scheduled elections.

### 3. President

As the Chief Executive Officer of the chapter, the President is responsible for managing the chapter in accordance with these By-laws and the laws of the State of Texas. The President presides at, and sets the agenda for, meetings of the Board of Directors and membership meetings except as noted in Article VII of these by-laws; and oversees the management of the chapter. He/she shall also be an ex-officio member of all committees.

### 4. President-elect

The President-elect acts for the President in the President's absence. The President-elect serves as a member of the Nominating Committee and facilitates planning in preparation for term as President. The President-elect performs other duties as requested by the President.

### 5. Past President

The immediate Past President of the Chapter serves as the chair of the Nominating Committee and at other times when called upon by the president. The immediate Past-president shall be invited to attend Board meetings in an advisory capacity as a nonvoting member.

### 6. Vice President of Finance

The Vice President of Finance shall report on the financial condition of the chapter at meetings of the Board and at other times when called upon by the president.

### 7. Vice President of Programs

The Vice President of Programs is responsible for organizing and presenting programs at monthly meetings that meet the development needs of the chapter membership.

## Section C.

### **Qualifications**

Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these by-laws. All Board members are required to maintain membership in the International Society.

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Section D. **Terms**

Board members shall be elected to serve terms of one year. Board members may stand for re-election to the same board position and if so, may serve no more than two consecutive terms. The President may serve only one consecutive term. The President-elect will advance to the office of President at the end of his/her term and thereby serve a two-year term as a voting member. The term of office for the Board of Directors shall begin on January 1 of the year following their election.

Section E. **Conduct of Chapter Business**

1. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present. A quorum is 50% of the voting Board members.
2. The act of the majority of Board members present at a meeting where a quorum is present shall be the act of the Board unless law or these by-laws require a greater proportion.
3. Board members may not cast proxy votes for absent Board members.
4. Motions before the Board may be distributed via e-mail. Voting on motions may be collected via e-mail or any other means available.

Section F. **Meetings**

The Board of Directors will meet monthly. The date of Board meetings will be announced at least 30 days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least 7 days in advance of the meeting. Items to be included in the agenda for the Board of Directors meeting must be submitted by officers to the President prior to the meeting. Others who wish to address the Board should submit their requests in writing to the President at least two weeks in advance. The

President may call special meetings of the Board of Directors upon giving the officers four (4) days notice. The President shall call a special meeting when required in writing by three (3) voting members of the Board of Directors.

Section G. **Attendance**

Failure to attend 3 consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these By-laws.

Section H. **Removal**

1. The Board of Directors may, by a majority of all the voting members of the Board, suspend or terminate a member of the Board for actions or behavior in violation of these by-laws, or which are deemed detrimental to the best interests of the chapter.

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2. Suspension or termination of board members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be sent to Board members and the individual concerned at least 14 days prior to the meeting.
3. Any motion for suspension or termination must be made by a Board member, based on personal knowledge, official chapter records, or statement signed by no fewer than 3 chapter members in good standing.
4. Before action of suspension or termination, the board member will have an opportunity to be heard by the Board.

### **Section I. Vacancies**

1. When a vacancy occurs for a board position, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among chapter members in good standing to serve the balance of the term.
2. Should the office of President be vacated, the President-elect will assume the position and its responsibilities. If both the offices of President and President-elect become vacant simultaneously, the Vice President of Finance will convene the Board of Directors to select a member of that body to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board of Directors.

## **Article IV Election of Board Members**

### **Section A. Nominating Committee**

The Past-President will form a Nominating Committee with the approval of the Board of Directors. The Nominating Committee will have no fewer than 3 members, and will include the President-elect, the Past President, and at least 1 chapter member in good standing not currently serving in an elected position. The committee will present a slate of qualified candidates to the membership at least 120 calendar days prior to the end of the current Board terms.

- Section B.** Elections shall be held by the best means available, including electronic vote to the Board. Board members will be elected by a majority of chapter members voting. Each member in good standing shall have one (1) vote.

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### **Article V Fiscal Responsibilities**

- Section A. The fiscal and administrative year of the Chapter shall be on a calendar basis. A review of financial records will be conducted annually and more frequently if circumstances dictate, by the VP of Finance, with findings reported to the Board of Directors.
- Section B. Results of financial reviews and audits will be published and made available to the chapter membership as soon as is practicable.
- Section C. The immediate past president shall make an annual report, including the financial condition of the Chapter, to the Board of Directors at the first meeting of the Board held in a calendar year. The report shall be published in the chapter newsletter, included in a member mailing and/or made available electronically to all members.
- Section D. The Chapter shall not be financially responsible for the conduct of any activities of any committees or individual members other than activities of members endorsed by the Board of the Chapter. Individual members or committees shall not have authority to pledge the credit of the Chapter, except as specifically authorized by the Board.
- Section E. VP of Finance shall review all budgets prior to Board of Director's approval. The VP of Finance has the responsibility of advising the current Board upon the fiscal opportunities of the budget proposed. Once the VP of Finance has reviewed the budget and submitted recommendations, the Board can then vote the budget into place. In June-July of each year, the VP of Finance should review the midyear fiscal status of the Chapter and submit additional recommendations at this time.

### **Article VI Standing Committees**

Vice Presidents may appoint a standing committee in carrying out the duties of their office. Standing committees are subject to the oversight and direction of the Board or those authorized by that body.

Vice Presidents may appoint chairpersons/directors of standing committees. Chairpersons/directors of standing committees who shall hold office as nonvoting members following their appointments and shall be invited to attend Board meetings in an advisory capacity. The chairpersons/directors can form their own committee with the approval of the Vice President to whom they report.

All standing committees may be established and disbanded by the Board of Directors. Only the President may appoint official representatives of the Chapter to act on behalf of or represent the organization.

### **Article VII General and Special Meetings of the Chapter**

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Section A. The monthly general membership meeting of the Chapter shall be held at such place and on such dates as may be determined by the Board of Directors. The date, place and program agenda will be published to the membership at least ten (10) days in advance. Notice of general meetings will be mailed or e-mailed to the listed information of each member in good standing.

Section B. Special meetings of the chapter may be called by the President, the Board of Directors, or upon the receipt of a petition signed by at least 10% of chapter members in good standing.

1. The call for a special meeting must specify the reason for the meeting.

Business at the special meeting will be limited solely to the topic specified. Notification will be made via mail and/or e-mail to all chapter members at least 10 business days prior to the meeting.

2. 10% of chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting.

3. The President shall preside at a Special Meeting of the chapter, unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the body calling the Special Meeting (the Board or chapter members) shall select an individual to preside at the meeting by majority vote.

4. A majority vote of chapter members present will be sufficient to carry a motion, provided that such a motion complies with these By-laws.

5. The minutes of a special meeting will be published or made available to all chapter members.

### **Article VIII Indemnification**

The Board of Directors may seek and maintain such indemnification as is necessary under the laws of the State of Texas to protect the chapter, chapter members and board members.

### **Article IX Amendment and Modification of By-laws**

Section A. Amendments to these by-laws may only be initiated by the Board of Directors or by a petition signed by at least 10% of chapter members in good standing.

Section B. Notice of any potential change must be published and distributed to the membership at least 30 calendar days prior to voting on such measures.

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- Section C. Amendments must be approved by majority of voting chapter members in good standing voting by mail or e-mail ballot or at a duly called special meeting. A majority of the returned ballots must be in favor of the amendment to the by-laws. Membership must return ballots within fifteen (15) days.
- Section D. Amendments shall be effective, if approved, on the date specified in the amendment. Notice of approved changes to these By-laws shall be published or distributed to all chapter members no later than 60 days following adoption.

### **Article X Dissolution of Chapter & Liquidation of Assets**

The chapter may be dissolved by a vote of two-thirds of chapter members in good standing. In the event of dissolution or liquidation of the chapter, all the remaining assets will be transferred to other local groups engaged in activities substantially similar to those of the chapter as qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1954 pursuant to the applicable statutes of the State of Texas.