

ATD Charlotte Board Bylaws 2023

Article I: Chapter Name and Purpose

Chapter Name and Offices

The name of this organization is Association for Talent Development (ATD) Charlotte Area Chapter (hereinafter referred to as the “Chapter”). The registered office of the Chapter shall be in the State of North Carolina.

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 1986. The Association and its Chapters are not organized for profit.

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.

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 1986, 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: To provide our members excellence in training and development services by enhancing their knowledge and skills which impact the effectiveness of their clients, organizations, and communities.

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 whose contributions are deductible under IRC Section 170(c)(2).

Equal Opportunity

The Chapter offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment.

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.

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.

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Article II: Membership

Eligibility

Membership in the Chapter is open to those who have interests or responsibilities in training, learning and development, talent development, performance improvement, Organizational Development, and/or human resource development and who are interested in advancing the objectives of the Chapter and the Association; and subscribe to and are qualified under these bylaws. A Chapter member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year.

Dues

Dues, fees, and terms of Chapter membership will be set by the Board of Directors. Chapter membership is not transferable. The annual non-refundable Chapter dues are established as deemed necessary by the Board of Directors and noted in the Fee Schedule.

1. The Chapter will bill members for local dues. Annual fees of renewing members are due on the annual anniversary date of the day they join the chapter (or extension as provided by the chapter).
2. The Board of Directors may waive, cancel, or reduce the payment of dues, assessments, or other indebtedness of a member.

Reservation

Members are required to make reservations for most ATD events. If a member or a guest registers for an event and does not show up-or-if he/she cancels after the stated registration he/she may be subject to a fee determined by the cost & type of the event. If a member or guest fails to register yet wishes to attend that event, said member or guest will be placed on a waitlist and accommodated with attendance at the meeting and/or food as space permits

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 nonpayment of dues or monies owed the Chapter, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the Chapter.

1. Individual membership may be terminated when the dues of any member are 90 days past due (90 days after the first day of the member's anniversary month). Any member who wishes to renew after this date must rejoin the chapter as a new member.
2. 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 20 days prior to the meeting.
3. 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 five [5] Chapter members in good standing.
4. Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

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Article III: Board of Directors

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 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 committees of the Chapter; and performing other functions as appropriate for the Board of Directors.

Membership

1. The Board of Directors will consist of 9-14 individuals elected from among Chapter members in good standing as specified in Article II of these bylaws. The Board 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, and other Vice Presidents/Directors as determined by the Board of Directors and these bylaws.
3. President. As the chief executive officer of the Chapter, the President is responsible for managing the Chapter in accordance with these bylaws and the laws of the State of North Carolina. 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 bylaws; and oversees the management of the Chapter.
4. President-Elect. The President-Elect acts for the President in the President's absence. The President-Elect serves as the chair 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. 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.
6. Other Vice Presidents/Directors shall include:
 1. Vice President(s) of Programs
 2. Vice President(s) of Workshops and Lunch & Learns
 3. Vice President(s) of Operations
 4. Vice President(s) of Technology
 5. Vice President(s) of Communications
 6. Vice President(s) of Membership
 7. Vice President(s) of Professional Development
 8. Vice President(s) of Marketing
 9. Director(s)
7. All Vice Presidents/Directors 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.

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Qualifications

Persons seeking to serve on the Board of Directors must be Chapter members in good standing as specified in these bylaws. Board members are required to maintain membership in national ATD.

Terms

Board members shall be elected to serve terms of 1 year except for President-Elect/President/Past President which is a three-year commitment. Board members may stand for re- election to the same board position and *if so*, may serve no more than 3 consecutive terms, or longer upon Board approval. Board members that opt to participate in the ATD Leadership Conference must stand to be reelected to the same board position or run for an alternate position for 1 additional year. Directors may stand for 1 or 2-year terms at the discretion of the President-Elect.

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.
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 a greater proportion is required by law or these bylaws.
3. Absent Board members may not vote by proxy votes.
4. As initiated by the President, an email vote may be conducted to pass a motion when business decisions need to occur more than 14 days before the next board meeting.

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.

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 Bylaws.

Removal

1. The Board of Directors may, by three-fourths vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the Chapter.
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 mailed/emailed to Board members and the individual concerned at least 20 days prior to the meeting.
3. Any motion for suspension or termination must be made by a board member, based on personal knowledge, or official Chapter records.
4. Before action of suspension or termination, the board member will have an opportunity to be heard by

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the Board.

Vacancies

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.

1. Should the office of President be vacated; the President-Elect will assume the position and its responsibilities.
2. 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.
3. Approval of an interim President will require a majority vote of the Board of Directors.

Resignation

Any member of the Board of Directors may resign by giving written or verbal notice to the President.

Article IV: Election of Board Members

Nominating Committee

The President-Elect will form a Nominating Committee with the approval of the Board of Directors.

1. The Nominating Committee will have no fewer than 3 members, and will include the President-Elect, the Past President, and 2 Chapter members in good standing not currently serving in elected positions.
2. The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least 45 calendar days prior to the end of the current board terms.
3. Board members will be elected by a majority of Chapter members voting.

Article V: Financial Review

A financial review will be conducted annually, and more frequently if circumstances dictate, by an individual or group not directly responsible for the management of the Chapter's finances and an internal Financial Review Committee with findings reported to the Board of Directors.

Results of the financial reviews and audits will be published and made available to the Chapter membership as soon as is practicable, but no later than 90 days into the following fiscal year.

The Financial Review Committee shall consist of the President-Elect, the Past President, and no fewer than three Chapter members in good standing who have not served as a Board member for at least two years. The Vice President of Finance shall not be eligible to serve on the Financial Review Committee but will provide the committee or an independent auditor any and all records necessary to complete a review of

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Chapter finances.

Article VI: Committees

Committees

In addition to committees specified in these bylaws, committees may be established or disbanded by the Board of Directors. Committees are subject to the oversight and direction of the Board or those authorized by that body.

Special Interest Groups

A Special Interest Group (SIG) shall be defined as a group of at least three ATD members who meet on a regular basis to focus on areas of a community of practice. Members who wish to form a SIG must appoint a chairperson reporting to Vice President of Programs.

Article VII: Special Meetings of the Chapter

Special Meetings of the Chapter

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 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 Bylaws.
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 to the fullest extent available under the laws of the State of North Carolina to protect the Chapter, Chapter members, board members, officers, employees, and agents.

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Article IX: Amendment and Modification of Bylaws

1. Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least **25%** of Chapter members in good standing.
2. Notice of any potential change must be published and distributed to the membership at least **30** calendar days prior to voting on such measures.
3. Amendments must be approved by a majority of Chapter members in good standing voting by mail/email ballot or at a duly called special meeting.
4. Notice of approved changes to these Bylaws 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. Upon dissolution of the Chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the Chapter's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue code of 1986, as amended.