

# **Tallahassee Chapter The American Society for Training and Development Bylaws**

## **Article I Name and Purpose**

### Section A: Chapter Name

The name of this organization is the Tallahassee Chapter of the American Society for Training and Development. The registered office of the chapter shall be located in the State of Florida.

### Section B: Affiliation with the National Society

The chapter is an affiliate of the American Society for Training and Development, a non-profit educational society under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Society and its chapters are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.

### 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 1986, as amended, and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the chapter's specific purpose shall be:

**VISION:** Our vision is to be the premier organization for the facilitation of performance excellence within the training and development community.

**MISSION:** Our mission is to promote excellence in human performance improvement by providing professional development and networking opportunities for individuals and organizations.

## WE BELIEVE IN:

1. Identifying and responding to the needs of our members and our community
2. Equipping professionals to make a difference
3. Motivating professionals to “go the extra mile” to help others achieve performance excellence
4. Building relationships
5. Having pride in the profession of training
6. Practicing what we teach including:  
needs assessments; continual improvement; working in teams; being systematic; feedback and evaluation; being a learning organization; and recognition of excellence.
7. Encouraging and supporting the active participation of our members

### Section E. 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.

### 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, and shall not advocate or campaign for legislation or a defeat of proposed legislation. The chapter shall not directly or indirectly participate in., including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

## **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 bylaws. A chapter member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year.

### Section B Dues

Dues, fees, and terms of chapter membership will be set by the Board of Directors. Chapter membership is not transferable.

## 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 non-payment 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. 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 a 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 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 7 and not more than 9 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/VP Programs, Past President, Vice President of Finance, Vice President Membership, Vice President Communications/Secretary, Vice President Technology/Webmaster, and up to two voting Directors-At-Large.
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 Florida. 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. See full position description.

#### 4. President-Elect/VP Programs

The President-Elect/VP Programs acts for the President in the President's absence. The President- Elect/VP Programs serves as the chair of the Nominating Committee and facilitates planning in preparation for term as President. The President-Elect/VP Programs performs other duties as requested by the President. See full position description.

#### 5. 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. See full position description.

#### 6. Vice President Communications/Secretary

The Vice President Communications/Secretary is responsible for taking and distributing minutes of all meetings and maintaining the records of the chapter. See full position description.

#### 7. Other Officers of the Board

Other Officers of the Board shall include:

1. Vice President Membership
2. Vice President Technology/Webmaster
3. Directors-At-Large

All Board 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.

#### Section C. 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 the national Society.

#### Section D. Terms

Board members shall be elected to serve terms of one year for each position. Board members may stand for re-election to the same board position. [and *if so*, may serve no more than two consecutive terms].

## 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.
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 by these bylaws.
3. Board members may not cast proxy votes for absent Board members.

## Section F. Meetings

The Board of Directors will meet at least quarterly. The date, time and meeting place of Board meetings will be announced to Board members and to the membership at least 30 days in advance. An agenda will be provided no later than 7 days prior to the meeting.

## Section G. Attendance

Failure to attend three unexcused 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. To be considered excused, Board members must notify the President of the expected absence prior to the meeting.

## Section H. Removal

1. The Board of Directors may, by two-thirds 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 to Board members and the individual concerned at least twenty 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 5 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/VP Programs will assume the position and its responsibilities. If both the offices of President and President-Elect/VP Programs 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 President-Elect/VP Programs 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/VP Programs, the Past President, and 1 chapter member in good standing not currently serving in an elected position.

Section B. The Nominating Committee will seek the input of the Board of Directors and convene in a timely manner in order to present a slate of qualified candidates to the membership at least 30 calendar days prior to the end of the current Board terms.

Section C. Board members will be elected by a majority of chapter members in good standing, present and voting.

## **Article V. Financial Review**

Section A. A financial review will be conducted annually, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors.

Section B. A financial audit conducted by an independent reviewer shall occur every two years, and may be undertaken more frequently if circumstances dictate. The level of review shall be determined by best practices and current circumstances, including income level of the Chapter.

Section C. 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.

Section D. The Financial Review Committee shall consist of the President-Elect/VP Programs, 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. 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 chapter finances.

## **Article VI. 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.

## **Article VII. 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 25% 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. 30% 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 Florida to protect the chapter, chapter members, board members, officers, employees, and agents

### **Article IX. Amendment and Modification of Bylaws**

Section A. 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.

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.

Section C. Amendments must be approved by a majority of chapter members in good standing voting by mail ballot or at a duly called special meeting.

Section D. 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