

## ATD BAY COLONIES CHAPTER BYLAWS

### Bylaws defined:

Bylaws are the set of rules adopted by ATD Bay Colonies Chapter for its internal management and governance. The purposes of bylaws are to: regulate the internal practices and procedures; define the relations, rights and duties of members amongst themselves and in relation to the chapter; define the powers; duties and limitations of the chapter board members.

### ARTICLE I NAME & PURPOSE

#### Section A. Chapter Name & Offices

The name of this organization is ATD Bay Colonies Chapter. The registered office of the Chapter is in the State of Rhode Island.

#### Section B. Affiliation with the National 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 association 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, 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 the Chapter

ATD Bay Colonies Chapter shall be governed and managed by a Board of Directors elected by its 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 expenditure for one or more of these purposes. Without limiting or expanding the forgoing, the Chapter’s specific mission shall be to: Create value for Rhode Island and Southeastern Massachusetts profit and not-for-profit organizations and our local ATD Bay Colonies Chapter membership by providing opportunities for professionals in the workplace learning and performance field to network and to enhance their effectiveness on the job.

### **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 and 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.

### **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**

1. Membership in the Chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance, are actively engaged or genuinely interested in the improvement of national and regional workforces, are interested in advancing the objectives of the Chapter and the Association; and subscribe to and are qualified under these Bylaws.
2. A Chapter member in good standing is one who meets the requirements for membership and whose dues are paid for the membership year. Members in good standing each have one vote on items brought before the membership.

### **Section B. Dues**

1. The Chapter Board of Directors will set dues, fees, membership categories, and terms of local Chapter membership. Annual dues are entirely for the use of the local Chapter and will be reviewed periodically by the board.
2. The National ATD Board of Directors shall establish yearly dues payable for national membership.
3. Chapter membership is not transferable for individual membership, but is transferable within a corporate group membership.

### **Section C. Membership Rights:**

1. Voting – members in good standing will each have one vote on Chapter business brought before the membership. Voting may occur at Chapter meetings or online.
2. Membership Directory – members in good standing will have their name, address, phone, workplace included in the electronic membership directory.
3. Members in good standing will receive electronic notification of all newsletters, program announcements, activities, and services.
4. Board meetings are open to any members in good standing.
5. Access to Members Only on the web site.

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

1. The elected Board of Directors may vote to suspend or terminate the membership of any Chapter member if there is a quorum present. A quorum is defined as two-thirds of the elected board. A member is considered terminated or suspended if two-thirds of the quorum votes in favor of suspension or termination.
2. The decision to suspend or terminate membership will be based upon: a member's non-payment of dues or monies owed the Chapter, actions that violate these bylaws, or actions that are detrimental to the best interests of the Chapter.
3. 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 ten (10) days before the meeting.
4. Any motion for suspension or termination must be made by an elected board member, based on his/her personal knowledge, official Chapter records, or a statement signed by no fewer than three (3) non-elected Chapter members in good standing.
5. Before enacting a suspension or termination, the member will have an opportunity to be heard by the elected Board of Directors. The member must petition the board in writing for a hearing. The board will set a date for the hearing at the next board meeting, and the vice president of Membership will notify the member of the hearing date within five (5) days after it has been scheduled.
6. If a two-thirds vote of the board supports the suspension or termination, the vice president of membership will notify the member of it within five (5) days of the vote. The decision is final and is effective on the day of the vote.

## **Section F. Resignation**

A member who wishes to withdraw from the chapter may submit a letter of resignation to the vice president membership or choose not to renew chapter membership.

## **ARTICLE III BOARD OF DIRECTORS**

The Board of Directors provides direction and continuity for the chapter while addressing chapter goals and membership needs.

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

1. 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.
2. The duties of the board shall include, but not be limited to: establishing policy for the operation of the chapter; approving the strategic plan, the annual event plan, and the budget; approving categories of membership; authorizing and overseeing 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 member officers, elected from among chapter members in good standing as specified in Article II of these bylaws.
2. Officers shall be elected annually, and shall hold office for two years, or until their successors are chosen and duly installed.
3. Officers shall be the president, president elect, past president, vice president communication, vice president finance, vice president volunteers, vice president marketing, vice president membership, vice president strategy, vice president curation, vice president programming/professional development, vice president operations, and vice president at large as determined by these bylaws.
4. Each elected and appointed board position will have a position description. Position descriptions will be made available to chapter members and potential board members at least 30 days before scheduled elections.

### **Section C. Eligibility for the Board of Directors**

1. Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these bylaws.

2. Board officers are required to maintain membership in the national association for the duration of their board tenure.

#### **Section D. Terms**

1. Board officers shall be elected to serve terms of two (2) years, and may stand for re-election to the same board position no more than two additional, sequential terms in order to allow movement within the board positions.
2. The president elect may be a one or two year term and may run concurrently with another board position.
3. The president will not become president elect immediately after serving two terms as president.
4. The past president serves for additional years following his/her term in office in conjunction with the President's term(s).
5. Installation into office will occur on July 1<sup>st</sup> unless a special election is called to fill a vacancy.
6. The terms begin on the day of installation of the year in which the board member is elected and ends June 30th. An exception will be made if a vacancy occurs midterm.

#### **Section E. Voting on Chapter Business**

1. Two thirds of elected board members present or attending virtually by phone or other virtual meeting platform constitutes a quorum at any meeting of the board.
2. Legal board decisions require a majority vote of the quorum, with the exception of suspensions and terminations as described in Article II of these bylaws.
3. Should a quorum not be present (in person or virtually), those members present may either adjourn or conduct non-voting business.
4. 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.
5. Board members may not cast proxy votes.

#### **Section F. Board Meetings**

1. The Board of Directors will normally meet monthly. The date of board meetings will be announced at least thirty (30) days in advance, and the exact time and place of all board meetings will be announced to all board members at least fourteen (14) days in advance of the meeting.

2. To ensure continuity of attendance and full participation by all board members, the president may propose an electronic board meeting or virtual attendance by individual members if prohibited from attending in person.
3. Failure of elected board members to attend three (3) consecutive and duly called meetings of the Board of Directors, and/or failure to support the majority of activities, will be sufficient cause for the board to consider replacing a board member under the provisions of these bylaws

#### **Section G. Removal from the Board**

1. The elected Board of Directors may vote to suspend or terminate the Board membership of any elected board member if there is a quorum present. A quorum is defined as two-thirds of the elected board. A member is considered suspended or terminated if two-thirds of the quorum votes in favor of suspension or termination.
2. The decision to suspend or terminate an elected board member will be based upon: a board member's non-payment of monies/dues owed the chapter; the use of chapter funds for personal use; solicitation of receipt of anything of value for services rendered in the chapter's name or using chapter materials for personal use; actions that violate these bylaws; or actions that are deemed to be detrimental to the best interests of the chapter.
3. A vote of suspension or termination of chapter membership will be considered a separate action. A member may be suspended from board membership but not from chapter membership, unless Article II, Section E is followed.
4. Suspension or termination of an elected board member will be considered at either a specially called or regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to all board members and the individual concerned at least ten (10) days before the meeting.
5. Any motion for suspension or termination must be made by an elected board member, based on his or her personal knowledge, official chapter records, or a statement signed by no fewer than three (3) non-elected chapter members in good standing.
6. Before enacting a suspension or termination, the member will have an opportunity to be heard by the Board of Directors. The member must petition the board in writing for a hearing. The board will set a date for the hearing at the next board meeting, and the president will notify the member of the hearing date within five (5) days after it has been scheduled. If the president has a conflict of interest, then the past president or president elect will notify the member.
7. If a two-thirds vote of the board supports the suspension or termination, the president will notify the member of it within five (5) days of the vote. If the president has a conflict of interest, then the past president or president elect will notify the member. The decision is final and is effective on the day of the vote.

#### **Section H. Vacancies**

When a vacancy occurs for an elected board position, the president may, with the approval of the majority of the Board of Directors, appoint a replacement from among the chapter members in good standing to serve the balance of the term.

Should the office of president be vacated, the past president 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 a quorum of elected board members.

#### **ARTICLE IV ELECTION OF BOARD MEMBERS**

1. Elections will be held annually. Elections will be for those offices that expire that year.
2. The President will ask the past president to lead a nominating committee with the approval of the Board of Directors. The nominating committee will have no fewer than three (3) chapter members in good standing.
3. The nominating committee will seek the input of the president and the Board of Directors.
4. Candidates must present nomination papers to and be interviewed by the nominating committee.
5. The nominating committee will present a slate of qualified candidates to the membership at least twenty (10) calendar days before the election date.
6. Board members will be elected by a majority of chapter members in good standing who participate in voting either at a specially designated meeting or by mail ballot or on the website in a members only section. All of these methods, a combination of these methods or one of these methods may be used.
7. Elections will be held in the month of May or June. Duly elected officers will be installed in office before the last day of June.

#### **ARTICLE V FINANCIAL REVIEW**

1. An internal 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.
2. An external audit or review may be undertaken if circumstances dictate.
3. 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 ninety (90) days from the completion of

the audit or review.

4. The financial review committee shall consist of the past president, and no fewer than three (3) chapter members in good standing. The vice president 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 & TEAMS**

1. In addition to board roles specified in these bylaws, committees or teams may be established or disbanded by the Board of Directors as needed.
2. Committees/teams are subject to the oversight of the president and the direction of the board or those authorized by that body.
3. Committee or team members do not have board voting rights.

#### **ARTICLE VII - CHAPTER MEETINGS**

1. Regular meetings of the chapter shall be held as determined by the board in consideration of national requirements. Meetings may be in person or via a virtual platform.
2. Chapter business meetings will be scheduled one or more times a year to include the entire membership, typically as part of a regular chapter meeting.
3. Members must be notified at least 10 days prior to the meeting.
4. Ten percent (10%) of the members in good standing will constitute a quorum for conducting chapter business.
5. Voting on chapter business may be done in person or via technological means.

#### **ARTICLE VIII SPECIAL MEETINGS OF THE CHAPTER**

1. Special meetings of the chapter may be called by the president, Board of Directors, or upon receipt of a petition signed by at least fifty percent (50%) of chapter members in good standing.
2. The call for a special meeting must specify the reason for the meeting and business at the special meeting will be limited solely to the topic specified.
3. Notification will be made to all chapter members at least thirty (30) calendar days before the meeting.



4. Forty percent (40%) of chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting.
5. 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 shall select another board member to preside at the meeting by majority vote.
6. A two-thirds vote of chapter members present will be sufficient to carry a motion provided that such a motion complies with these bylaws.
7. The minutes of a special meeting will be published or made available to all chapter members.

#### **ARTICLE IX INDEMNIFICATION**

The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State of Rhode Island to protect the chapter, chapter members, board members, officers, employees and agents.

#### **ARTICLE X – OPERATIONAL PROCEDURES**

All chapter business and standing rules may be adopted, amended, or repealed at any regular meeting of the Board of Directors by a two-thirds vote of those members present. A quorum must be met to vote.

#### **ARTICLE XI 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 fifty (50%) of chapter members in good standing.
2. Proposed amendments must be submitted in writing to the chapter's president through the Board of Directors.
3. Notice of any potential change must be published and distributed to the membership at the next regular meeting, on the website, or by electronic mail.



4. Amendments must be approved by a majority of chapter members in good standing voting at a designated meeting or by electronic mail.
5. Notice of approved changes to these bylaws shall be published or distributed to all chapter members no later than thirty (30) calendar days following adoption.

## **ARTICLE XII      DISSOLUTION OF CHAPTER & LIQUIDATION OF ASSETS**

The chapter may be dissolved by a vote of two-thirds of chapter members in good standing after consultation with ATD National. 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.