

# The Bylaws of the Association for Talent Development Greater Twin Cities

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## ARTICLE I. NAME AND PURPOSE

### Section A: Chapter Name

The name of this organization is Association for Talent Development Greater Twin Cities doing business as the Association for Talent Development (ATD) – Greater Twin Cities (GTC) Chapter (hereinafter referred to as the “Chapter”).

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

All Chapter communication materials, including but not limited to, newsletter, letterhead, website and business cards, must comply with ATD’s identity guidelines.

### 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 (“IRC”), and makes expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the Chapter’s specific purpose is to serve the educational and professional development needs of its members in the field of talent development.

Notwithstanding any other provision of these bylaws, the Chapter does 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 eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, or physical or mental impairment.

### Section F: Political Activities

The Chapter does not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and does not advocate or campaign for legislation or a defeat of proposed legislation. The Chapter does 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 is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution 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, learning and development, talent development, performance improvement, and/or human resource development and 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.

### Section B: Terms of Membership

Memberships are individual and nontransferable, except for organizational memberships. Organizational memberships are assignable to individuals within the organization

The Board of Directors may grant honorary membership status to an individual for outstanding contributions to the Greater Twin Cities Chapter or to the field of talent development.

After successful completion of a full-term, the Chapter President is given a complimentary life membership.

The term for board members shall be two years, except for the role of President-Elect and/or Past President, which is a one-year term.

### Section C: Dues

Dues, fees and terms of Chapter membership are set by the Board of Directors on an annual basis. Non-payment of dues or monies owed the Chapter shall lead to suspension and/or termination. The annual dues are collected for the use of the Chapter to promote its purposes.

President and President-Elect have both Chapter and ATD membership dues paid by the Chapter. If the President or President-Elect vacates the office prior to end of the elected/appointed term, he/she may be required to reimburse the Chapter for any dues paid by the Chapter, at the discretion of the Board.

### Section D: Suspension or Termination of Active Membership

The Board of Directors may, by a two-thirds vote of those present suspend or terminate the membership of any individual for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the Chapter.

Suspension or termination of membership is considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination is mailed to Board members and the member concerned at least twenty (20) days prior to the meeting.

Any motion for suspension or termination is made by an elected Board member, based on personal knowledge, official Chapter records, or a statement signed by no fewer than five (5) Chapter members in good standing.

Before action of suspension or termination, the member has 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 is 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 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: Board Membership

The Executive Board is composed of the President, President-Elect, Past President, Vice President of Finance/Treasurer and Vice President at Large who shall lead key initiatives that are set as priorities by the Chapter Leadership Team. These are voting roles and shall be elected by chapter membership.

The VP Finance/Treasurer oversees funds and ensures they are directed as per the strategy and direction from the governance board. The Treasurer does not have authority to distribute funds.

The Secretary has authority to distribute funds. The secretary is a non-voting role and shall also be elected by chapter membership.

### The Leadership Team

The Leader Team is composed of the Board Members, Directors, Committee Chairperson(s), and other key volunteer roles.

Directors and Committee Chairperson(s) serve in an advisory capacity to the Board. Directors are not voting members of the Board and do not have fiduciary responsibilities and liabilities.

Each Executive Board member identifies his/her team consisting of Directors and Committee Chairs.

The President-Elect and Past President may identify Director and Committee Chair positions. These are appointed and not elected by Chapter members. These positions may change as projects and needs change.

Directors report to an Executive Board member and are responsible for the Duties assigned in their position description. Directors may vary as Executive board members' project and needs change.

Leadership Team role descriptions are available to Chapter members.

The responsibilities of the Board include addressing personnel issues within the Chapter Leadership Team or membership and meeting as needed.

#### *Past President*

The Past President serves as an advisor to the Board of Directors to aid in the continuity of the business of the Chapter and provides support to the current President and President-Elect.

All Board positions have position descriptions approved by the Board of Directors, listing duties and responsibilities of each position.

### **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 ATD.

### **Section D: Terms**

Board of Directors members are elected to serve terms of two years.

The Secretary, Vice President of Finance/Treasurer, and Vice President at Large serve a minimum of 2 years. Terms for the VP of Finance/Treasurer and Secretary will not end in the same year, but will instead end in alternating years, allowing for a more continuous board.

The president elect serves a three year term rotating from president elect the first year to president the second year and past president the third.

Board members may stand for re-election to the same board position for no more than three (3) continuous terms.

Board terms begin on January 1 and end on December 31.

### **Section E: Conduct of Chapter Business**

A majority of the Board of Directors 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.

The act of the majority of Board members present at a meeting where a quorum is present is

the act of the Board unless a greater proportion is required by law or by these bylaws. Board members may not cast proxy votes for absent Board members.

### Section F: Meetings

The Board of Directors meets a minimum (6) times per year. The date and time of the Board meetings is announced at least thirty (30) days in advance, as agreed upon by the majority of the Board. The exact location of the Board meetings are announced to all Board and Chapter members at least fourteen (14) days in advance.

### Section G: Attendance

Failure to attend two (2) duly called meetings of the Board of Directors without prior approval of the President is sufficient cause for the Board to consider replacing a Board member under the provisions of these bylaws.

Board of Directors are required to attend a minimum of (6) Chapter events during a one-year term. These events are separate from Board of Directors meetings.

### Section H: Removal

The Board of Directors may, by two-thirds vote of the full Board, suspend or terminate a member of the Board for action or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the Chapter.

Suspension or termination of board members is considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination is mailed to Board members and the individual concerned at least twenty (20) days prior to the meeting.

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 five (5) Chapter members in good standing.

Before action of suspension or termination, the board member has an opportunity to be heard by the board.

### Section I: 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.

Should the office of President be vacated, the President-Elect assumes the position and its responsibilities. If both the offices of President and President-Elect become vacant simultaneously, the Vice President of Finance/Treasurer convenes 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 is held. Approval of an interim President will require a majority vote of the Board of Directors.

## ARTICLE IV. ELECTION OF THE BOARD OF DIRECTORS

### Section A: Nominations

Members may nominate themselves or other members for Executive Board Positions by contacting the Secretary.

### Section B: Slate of Candidates

The Board of Directors and presents a slate of qualified candidates to the membership through an electronic distribution ideally 30 days prior to the end of the current terms. At that time additional nominations may be accepted from members in good standing.

### Section C: Election

Board members are elected by a majority vote of Chapter members. Open voting window shall not be less than 14 days via an electronic ballot. Ties are broken by a two-thirds vote of the full board.

## ARTICLE V. FINANCIAL REVIEW

### Section A: Financial Review

The Board ensures an annual internal or external financial review is completed by an individual or group not directly responsible for the management of the Chapter's finances. The review may be conducted more frequently if circumstances dictate by the Financial Review Committee, with findings reported to the Board of Directors.

### Section B: Audit

A full audit conducted by a certified public accountant is recommended every two (2) years, and may be undertaken more frequently if circumstances dictate.

### Section C: Results

Results of the financial reviews and audits are 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: Committee

The committee consists 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/Treasurer is not 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 by-laws, 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 10% of Chapter members in good standing  
The call for a special meeting must specify the reason for the meeting. Business at the special

meeting is limited solely to the topic specified. Notification is made to all Chapter members at least ten (10) business days prior to the meeting.

Twenty-five (25%) percent of Chapter members in good standing constitute a quorum required to conduct business at a special meeting.

The President presides 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) selects an individual to preside at the meeting by majority vote.

A majority vote of Chapter members present is sufficient to carry a motion, if such a motion complies with these bylaws.

The minutes of a special meeting are 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 Minnesota to protect the Chapter, Chapter members, Board members, officers, employees, and agents.

## ARTICLE IX. AMENDMENT AND MODIFICATION OF BYLAWS

### Section A: Amendments

Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least twenty-five percent (25%) of Chapter members in good standing.

### Section B: Notice of Change

Notice of any potential change is published and distributed to the membership at least thirty (30) calendar days prior to voting on such measures.

### Section C: Approval

Amendments are approved by a majority vote of Chapter members in good standing by mail, electronic vote or a dully called special meeting.

### Section D: Publishing of Changes

Notice of approved changes to these bylaws are published or distributed to all Chapter members no later than sixty (60) days following adoption.

## ARTICLE X. DISSOLUTION OF CHAPTER & LIQUIDATION OF ASSETS

The Chapter may be dissolved by a vote of three-quarters 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 the Chapter's remaining will 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.