

Association for Talent Development West Virginia Chapter #3069 Bylaws

This document contains the bylaws for the Association for Talent Development West Virginia Chapter #3069. These bylaws will govern the operation of this Chapter.

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Article I: Name and Purpose

Section A: Name

The name of this organization is Association for Talent Development (ATD) West Virginia Chapter #3069 (hereinafter referred to as the “Chapter”). The Chapter’s headquarters is located in Charleston, West Virginia, 5209 Purdy Dr. Charleston, WV, 25313.

Section B: Mission

The Association for Talent Development (ATD) West Virginia Chapter #3069 operates as a chapter under the world’s largest association dedicated to workplace learning and performance improvement professionals. The West Virginia Chapter strives to work alongside the public and private sector to provide expertise, solutions, and opportunities that advance workplace learning and performance efforts in West Virginia.

Section C: Affiliation with the Association

The Chapter is in affiliation with the American Society for Training and Development (“ASTD”), which is doing business under the trade name Association for Talent Development (ATD), a nonprofit society exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

Section D: Governance and Management of Chapter

The Chapter shall be governed by a Board of Directors, elected by members. The Board of Directors shall enact policies within the limits prescribed by these bylaws.

Section E: Purpose

These bylaws are the internal rules and regulations that will guide the Chapter’s activities. Notwithstanding any other provisions 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 IRS Section 501(c)(3).

Section F: Equal Opportunity

This 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 G: Political Activities

This Chapter shall not devote more than an insubstantial part of its activities to influencing legislation or propaganda. This Chapter shall not directly or indirectly participate in any political campaign on behalf of or in opposition of any candidate for public office.

Section H: Inurement

No part of the net earnings of this 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: Membership and Dues

- Membership is open to anyone who supports the mission and vision of the Chapter and subscribes to the bylaws.
 - A member has the right to hold office, vote, and is eligible for all rights and privileges of the Chapter.
 - With the exception of Board members, dues are payable **annually**, or by the last day of the membership expiration month. Board members dues are paid **bi-annually**.
 - The Board of Directors determines the amount of dues, and reserves the right to adjust the cost of dues to satisfy the organization's objectives.
 - Dues paid by an individual are **non-refundable** and **non-transferrable**.
 - Dues purchased as part of a corporate membership package are **non-refundable** but are **transferrable**.
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Section B: Student Membership

- Students who are considered full-time by their respective college or university may join the Chapter for a reduced rate, as established by the Board of Directors.

Section C: Affiliate Membership

- The Board of Directors may elect to confer non-voting affiliate membership for individuals who are able to provide a benefit for the chapter or its strategic goals. Affiliate members will enjoy all other privileges of chapter membership.
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Section C: Termination of Membership

Members are subject to termination or suspension if:

- Their conduct is detrimental to the Chapter as determined by a **two-thirds (2/3)** vote of the Board of Directors.
 - A member is delinquent in paying dues after a **30-day grace period**. Members can be reinstated when their due dates are paid for the year, and could be subject to discretionary penalty at the discretion of the Board.
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Article III: Board of Directors

Section A: Board of Directors Rules and Regulations

The following rules apply:

- The Board consists of seven positions: President, Past President, Vice President of Marketing and Communications, Vice President of Membership, Vice President of Geographical and Special Interest Groups, Vice President of Programming, and Vice President of Finance.
 - Members of the Board are responsible for directing affairs of the Chapter.
 - Members of the Board serve without compensation, but with Board approval, may be reimbursed for actual expenses incurred.
 - Members of the Board must be National ATD members, in good standing.
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Section B: Board Member Positions

President

Serves a term of **two (2)** consecutive years. Chairs board meetings (virtual or in-person), and directing the activities of other Board members.

Past President

Serves a term of **two (2) years**, after filling the role of President, to advise the President. Not required to attend board meetings but, rather, to be an experienced resource for the Board members.

VP of Marketing and Communications

Serves a term of **two (2)** consecutive years. Provides leadership and guidance in the use of technology and social media for Chapter operations and communications, including the website and web-based tools and applications.

VP of Membership

Serves a term of **two (2)** consecutive years. Manages the overall membership function including the design and implementation of programs that broaden membership engagement for the Chapter, increasing membership by an identified goal, and retaining current members. Coordinates the work of SIGs, GIGs, and student relations, with the President and other Board members.

Vice President of Geographic & Special Interest Groups (GIGs & SIGs)

Serves a term of **two (2)** consecutive years. Oversees the Chapter's geographic and special interest groups to ensure there are benefits to our membership.

VP of Programming

Serves a term of **two (2)** consecutive years. Oversees the Chapter's programming function, including responsibility for topic/speaker selection, venue selection, and overall meeting management and reporting.

VP of Finance

Serves a term of **two (2)** consecutive years. Manages the overall finances of the Chapter, including budgeting, reporting, safeguarding assets, and maintaining IRS and other regulatory compliance to ensure the Chapter's 501(c)(3) non-profit status is maintained.

VP of Inclusion, Diversity, Equity & Accessibility (IDEA)

Serves a term of **two (2)** consecutive years. Oversees the Chapter's efforts to promote an environment of Inclusion, Diversity, Equity and Accessibility (IDEA) for all members and potential members of the chapter.

Section C: Elections and Executive Committee

The following rules apply:

- Board positions are elected **bi-annually** by members, with the President rotating years with other positions.
 - The Board will select an Executive Committee responsible for preparing a slate of nominees for officers.
 - The Executive Committee will be comprised of **four (4)** Chapter members in good standing.
 - Approval of the slate occurs no later than the August Board Meeting.
 - Upon approval by the Board, the slate will be presented to the general membership for a vote. **Majority** of those who vote must approve the slate in order for it to be valid.
 - Elections will occur in August, with Board mentoring and succession planning occurring in October-December.
 - Terms of office are measured annually from **January 1st-December 31st**.
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Section D: Filling Open Board Positions

At the discretion of the current Board of Directors, and with majority approval, the most qualified candidate will fill vacated or newly created Board positions. The term of such appointment shall be until the next regularly elected Board takes office.

Should multiple simultaneous vacancies occur with the Board of Directors, the remaining Board members shall appoint, by **majority vote**, individuals to fill such positions until a special election can be held to fill them. The term of such appointment may not be extended beyond the next regularly scheduled Board election.

Section E: Succession Planning

Succession planning will be supported by the following activities:

- After elections in August, newly elected Board members prepare for their office by learning about their responsibilities from October-December, before serving their respective terms, beginning in January.
- The President is responsible for the overall development and supervision of Board training, which includes:

- The opportunity to benefit from attending monthly Board meetings
 - Review of Board member resources
 - Discussions with current officeholders
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Section F: Travel and Development Expense

Reimbursement of travel expenses and budget permitting:

- Each year, the following year's Board-elects are encouraged to attend the ATD Annual Leaders Conference (ALC). They may seek reimbursement for expenses within the annual budget.
 - Local Chapter members serving on National-level ATD committees will be eligible for reimbursed expenses up to a maximum of **\$500** annually based upon budgetary availability.
 - If attending the ATD International Conference and Exposition (ICE), Board members may seek reimbursement for expenses up to a maximum of **\$250** for actual costs incurred associated with the attendance of the Chapter Leaders' Workshop, occurring immediately prior to ICE based upon budgetary availability.
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Section G: Disciplinary Action, Termination, or Resignation

Disciplinary action will be applicable if:

- Non-performance of duties
 - Missing three board meetings without being excused by the President and/or without sending a committee member-substitute.
 - Misconduct determined to be detrimental to the Chapter
 - Termination notice must be in writing from the President.
 - Resignation notice of a Board member must be in writing, addressed to the President at least **two (2) weeks** before the effective date.
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Article IV: Meetings

Section A: Board Meetings

- Board of Directors must meet at least **six (6)** times annually.
- Board meetings will be a mixture of in-person meetings and conference calls.
- The Board establishes times and dates for scheduled Board meetings at the beginning of each Board year.
- Notice of meetings shall be published at least **ten (10)** days in advance.
- Board agendas and minutes are available to members only on the atdvw.org Chapter website within **five (5)** business days.
- Board minutes will not be considered official until the Board has approved them, unless the meeting is recorded.
- Recordings of virtual meetings may serve as meeting minutes in lieu of physical retention of minutes.

Section B: Special Meetings

The President may call a special meeting of the Board of Directors at any given time. Dates of the special meeting are published at least **ten (10)** days in advance. Special meetings can only occur at a maximum of **three (3)** times per year.

Section C: Decision Process

- A quorum for the transaction of business of the Board of Directors is a **majority**.
 - A quorum is reached when **seventy (70%) percent** of the Board of Directors have voted.
 - Decisions are made based on a **majority vote** of those Board members present.
 - Issues requiring a **majority vote (70%)** of the Board may be in person, or in writing.
 - One vote will be counted for each Board position, regardless of the number of seated vice presidents.
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Section D: Annual Board Planning Event

The annual Board planning event, which does not constitute a regular or special meeting, is for the purpose of:

- Building a team philosophy
 - Reviewing and updating the Chapter's strategic plan
 - Setting annual objectives for the next Board year
 - Initiating Chapter budget for the next Board year
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Section E: Chapter Meetings

- The Board will establish the dates for the Annual Meeting of the Chapter. Members are notified of the time and date at least **ten (10) days** in advance of the meeting.
 - Professional meetings and other activities may be offered through the year (ex. Lunch & Learn, Book Club, etc.).
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Section F: Presenter's Guidelines on Promoting Material

During Chapter sponsored events, the following will apply:

- One of the primary functions of ATD is member networking, which in certain cases may include members making other members aware of products and services they market.
 - The Chapter promotes networking through such activities as member exhibit tables and website & webinar advertising.
 - When members are presenting at Chapter meetings, the functions are considered non-commercial forums, and presenters are not to promote their products and services in a direct manner for personal or corporate use.
 - When sponsors are presenting at Chapter meetings, the functions are considered commercial forums, and presenters may promote their products and services in a direct manner for personal or corporate use with Board discretion.
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Article V: Committee Guidelines

Section A: Committees

Official committees included, but are not limited to:

Communication Committee

The Communication Committee publishes **bi-monthly** online newsletters, updates the website, and promotes the Chapter in the community. Anyone with an interest or background in marketing and public relations is welcome to join.

Finance Committee

The Finance Committee helps the Chapter raise the funds necessary for operation. Members work on meeting sponsorship goals and gathering monetary and in-kind donations for Chapter use.

Membership Committee

The Membership Committee is responsible for recruiting and welcoming new members to the Chapter as well as retaining current members. This committee promotes the Chapter and assists in coordinating networking and career development activities for members. Committee members attend regular meetings and often act as “greeters” for new members at the monthly programs.

GIG & SIG Committee

The GIG & SIG Committee is responsible for developing and hosting chapter events and recruiting and welcoming new members to the Chapter as well as retaining current members. This committee promotes GIG & SIG events, and assists in coordinating networking and career development activities for members.

Programs Committee

The Program Committee organizes the monthly programs in order to best meet the Chapter needs. Members also conduct program evaluations. At each monthly program, one member introduces the program speaker.

Special Events Committee

The Special Events Committee plans and coordinates additional learning opportunities for the Chapter.

** The President can appoint members to an ad hoc committee to perform a special function. Once the function is completed, the committee may be dissolved.

Section B: Committee Recruitment and Purpose

The following duties will be completed by the Project Manager/Committee Chair:

- Project Managers are responsible for recruiting their committee members, beginning immediately after their appointment.
 - Each committee will identify purpose, responsibilities, and goals annually.
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Article VI: Operation Guidelines

Section A: ATD Chapter Affiliation Requirements (CARE)

- This Chapter will meet CARE requirements, as established by the National ATD.
 - This Chapter will submit an annual assessment to ATD headquarters to demonstrate alignment with CARE.
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Section B: Chapter Finance and Expenses

- The fiscal year is the calendar year.
 - The Board of Directors approves the budget for the year **by December 31st** of the previous year.
 - Expenses that exceed budget line items by **\$100** require prior approval from the Board.
 - The Board ensures an annual internal, or an individual or group not directly responsible for the management of the Chapter's finances, completes external financial review.
 - Chapter finances will be conducted in accordance with published international ATD Guidelines unless approved in writing by the Board.
 - Board members and their committees are authorized to incur expenses only as approved in the annual budget.
 - Chapter members not affiliated with a committee are not reimbursed for expenses without prior Board approval.
 - The committee's VP must approve all expenses submitted by a committee before the VP of Finance processes the payment. Board approval is required if expense is not included as part of the annual budget.
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Section C: Reserve Funds

The Reserve Fund must equal a minimum of **six (6) months** of operating expenses on a cash basis, based on the most recent annual budget. The actual dollar amount will be evaluated each year as part of the annual budget planning process.

Section D: Member Communication

It is the policy of this Chapter to email members with information on upcoming events and relevant information. This will include both ATD events and events from other reputable and respected organizations that are deemed relevant to the training industry.

- As per the advertising guidelines, the Chapter will sell a one-time email to our members for a fee to outside advertisers. These advertisers will not receive the Chapter's email list. They will be required to send the email to the Chapter's VP of Marketing and Communication, who will, in turn, email our members.
 - The Chapter maintains a Membership Directory. This is strictly internal and designed to foster collaborative communication between members, and may not be used for non-approved advertising, promotion, or solicitation of any kind.
 - At the discretion of the the Executive Committee, the Chapter will provide the opportunity to the following to send information to members on upcoming events and information: Society for Human Resource Management (SHRM), International Society for Performance Improvement (ISPI), and other ATD Chapters. This will not be done for a fee (unless postage is required), but it will be expected that said organization reciprocate. The Executive Committee will make determination of any other requests.
 - In no case will a Chapter member contact list with contact information be given to a nonmember. Aside from the above exceptions, the Board and Chapter Administrators will make all direct member contact.
 - Any member may opt out of receiving correspondence by contacting the VP of Marketing and Communications or the VP of Membership.
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Section E: Logo Usage Guidelines

To maintain a consistent presentation of the Chapter identity, it is essential that the Chapter logo and Chapter name always be produced as a whole piece of art. The logo elements must never be altered in terms of style, proportion, spacing, or otherwise.

The ATD logo system positions ATD visually as a "master brand" above which the Chapter is affiliated. In this way, the Chapter benefits from the equity built for the organization as a whole. The Chapter name should be followed by the word "chapter".

Section F: Dissolution of Chapter and Assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to state and local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

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- Amendments of these bylaws requires approval by a majority of the Board. These bylaws will be published and available for review by all Chapter members. The VP of Marketing and Communications maintains the bylaws in a current and proposed format.
 - These bylaws are to be reviewed annually by the Board.
 - These bylaws are consistent with the ATD's CARE requirements, and the Chapter will defer to ATD CARE requirements if any discrepancy occurs.

President's Signature:  _____ Date: 21 July, 2022