



## **Chapter Bylaws**

**For**

**Northeast Wisconsin Chapter  
Association for Talent  
Development**

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## **ARTICLE I- Name and Purpose**

### **Section A Chapter Name**

The name of this organization is Association for Talent Development (ATD) Northeast Wisconsin Chapter. (Hereafter referred to as the "Chapter".)

The Chapter serves learning and development communities from Green Bay to Manitowoc, Sheboygan to Fond du Lac, Oshkosh to Rhinelander, and professionals from many industries including, healthcare, retail, technology, government, education and more.

### **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.

### **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 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 workplace learning and performance communities with resources and networking opportunities.

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 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, physical or mental impairment.

**Section F 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**

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 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.

Each member in good standing shall have a vote and full membership rights.

Any person desiring membership shall complete the application process through either ASTD National or with the Membership Director of the local Chapter.

**Section B Dues**

Dues, fees, and terms of Chapter membership will be set by the Board of Directors. Individual Chapter membership is not transferable. There will be no refunds for cancelled memberships.

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

### Section B **Membership of the Board of Directors**

The Board of Directors will consist of between 6 and 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.

Members of the Board of Directors shall be President, President-Elect, Secretary, Treasurer, Program Director, Technology Director, Communications Director, Membership Director, and Past President, as determined by the Board of Directors and these bylaws.

**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/Commonwealth of Wisconsin. 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.

**President-Elect.** The President-Elect acts for the President in the President's absence, 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.

Other Directors shall include:

- **Secretary:** responsible for keeping all records of the Chapter and Board of Directors.
- **Treasurer:** manages the chapter's finances and records.
- **Program Director:** organizes chapter programs of value and interest to the members
- **Technology Director:** represents the technology needs of the chapter and its members

- **Communications Director:** represents the communication pathways to our members
- **Membership Director:** manages the membership function of the chapter within the limits of the bylaws
- **Past President:** Provides leadership experience to the local chapter President and Directors in accordance with the bylaws.

## Section C **Qualifications**

All 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.

The Officers and Directors shall be elected at the annual meeting by the members in attendance. If a special situation occurs in which all open positions do not have nominees, the next regular member meeting or an electronic vote will be utilized as an election meeting to fulfill this obligation. Nominees can be placed on the ballot by completing the application process and turned in two weeks prior to voting. If we find that there is a tie in the election process, the incoming President will manage the outcome of such an occasion to benefit the members in the election and the NEW ATD Board.

The following Officer positions shall be elected annually; President, President-elect, Secretary and Treasurer. An officer may not hold the same office for more than two full terms without a break in service. The two full term designation can be nullified by the Board under extreme circumstances. The Board shall define extreme circumstances.

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.

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.

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.

## **ARTICLE V- Financial Review**

A financial review will be conducted annually and more frequently if circumstances dictate 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 next fiscal year.

## **ARTICLE VI-Dissolution**

Upon dissolution of the chapter; the assets will be used exclusively for exempt purposes per IRS 501(c)(3) guidelines. These assets will be dispersed after an electronic vote of members where two-thirds vote is achieved allowing for chapter dissolution.

## **ARTICLE VI-Amendments**

These bylaws may be amended by a two-thirds vote of those members present at a regular meeting or an electronic vote where two-thirds vote is achieved.

Proposed amendments must be submitted in writing to the Secretary at least three weeks before the next regular meeting. The Secretary shall immediately mail a copy to each board member. The proposal shall be presented and voted upon at the next regular meeting.