The American Society for Training and Development

Kansas City Chapter

BYLAWS

As Approved by the Membership on August 11, 2015

Bylaws and Board Member Job Summaries available at www.tdkc.org.

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The Association for Talent Development

Kansas City Chapter

BYLAWS

Article I. NAME AND PURPOSE

Section A. Chapter Name

The name of this organization is the *Association for Talent Development (ATD) Kansas City Chapter (herein after referred to as the "Chapter").* The registered office of the Chapter shall be located in the State of Missouri.

Section B. Affiliation with the National Society

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 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 ("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:

- Encouraging the participation and affiliation of individuals or groups concerned with specialized areas of activity or interests within the broad field of workplace learning and performance.
- Ensuring that appropriate programs and results are available for the preparation and professional growth of workplace learning and performance practitioners.
- Providing a clearinghouse of information relevant to the workplace learning and performance profession and conducting liaisons with those organizations potentially capable of promoting the objectives of the Chapter.
- Encouraging, sponsoring or conducting appropriate research and ensuring the publication of results in the field of workplace learning and performance.
- Promoting an understanding of workplace learning and performance through various

chapter initiatives and events.

- Providing leadership in the field of workplace learning and performance in order to develop and maintain a competent work force.
- Providing a place for workplace learning and performance practitioners to network with their peers.

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 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. 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

Membership in the Chapter is open to those who are interested in advancing the purpose of the Chapter and the Association. Memberships are individual and nontransferable, except for corporate memberships which may be transferred within a corporation.

Honorary membership may be conferred upon individuals who have made outstanding contributions to the Chapter. All Past-Presidents become honorary members.

Members may be suspended or expelled by a two-thirds vote of the Board.

Section B. Dues

The Board of Directors shall fix the initiation and reinstatement fees and membership dues of the Chapter. The annual membership dues of the organization shall be payable on the anniversary of membership. Membership shall be terminated when dues of any member are unpaid as of three

months after the due date.

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 five Chapter members in good standing.

3. Before enacting suspension or termination, the member will have an opportunity to be heard by the Board of Directors if the suspension or termination is not for non-payment of dues.

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 seven and not more than twenty individuals. A majority of the members shall be elected from among Chapter members in good standing as specified in Article II of these bylaws; the Board of Directors may appoint other members. 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, Past President, Vice President of Finance, Vice President of Membership, Vice President of Communication and Marketing, Vice President of Programs and Events, and other Directors 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 of Missouri. 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.

  The President may choose to appoint individuals to serve in roles that further the

growth and development of the chapter and its members. In most cases, these individuals are chairs of standing committees that addresses a particular chapter need. These individuals serve as appointed board members with full voting privileges when they are approved by a vote of the majority of the chapter officers.

- President-Elect – The President-Elect acts for the President in the President's absence. The President-Elect facilitates planning in preparation for term as President and serves as Chair for the Nominating Committee. The President-Elect performs the duties of Vice President of Chapter Activities including conducting internal audits, CARE (Chapter Affiliation Requirements) and Chapter bylaw compliance, plus support for the functions that support operation of the Chapter, such as marketing, advertising and sales, and member recruitment. The President-Elect also performs other duties as requested by the President.
- Past President – The Past President serves as the chair of the CARE Reporting committee and other duties as requested by the President.
- Vice President of Finance – The Vice President of Finance shall be responsible for ensuring a budgeting process is undertaken by the Board for the subsequent year. The Vice President of Finance shall also report on the financial condition of the Chapter at meetings of the Board and at other times when called upon by the President.
- Vice President of Membership – The Vice President of Membership shall be responsible to develop strategies to increase and retain membership consistent with chapter goals and objectives and present to the Board of Directors for adoption and implementation. The Vice President of Membership is also responsible for assessing the Chapter members' needs and satisfaction levels at least once per year and promoting joint Chapter and national membership. The Vice President of Membership shall chair a membership committee.
- Vice President of Programs and Events – The Vice President of Programs and Events oversees the chapter's programming function, including responsibility for topic/speaker selection, site selection and overall meeting arrangement and reporting. The Vice President of Programs and Events shall chair a programs and events committee.
- Vice President of Communications and Marketing – shall be responsible to develop and recommend to other committees and the Board of Directors various activities and tasks which form the overall marketing plan. The plan will delineate various aspects of an organizational marketing strategy. The VP of Communications & Marketing shall chair a marketing committee. The Marketing Committee shall publicize Chapter services to the media and industry.

Section C. Qualifications

All appointed board members must be members of ATD and ATD Kansas City Chapter. Appointed board members shall hold office for the one year beginning January 1. The period between October 1 and the end of December shall be a transition period to allow for smooth transfer of responsibilities to occur between boards.

Appointed board members may be terminated at any time from their position by a two thirds vote of the Board of Directors for conduct injurious to the Chapter.

Section D. **Terms**

The President-Elect, President, and Past President shall be elected to serve terms of one year in each sequential position. Vice Presidents shall be elected to serve terms of two years. Board members may stand for re-election to the same Board position. No Board member may serve more than three 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 six times per year. The Board will set the date of Board meetings at the beginning of each calendar year.

Section G. **Attendance**

Failure to attend three consecutive and 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.

Section H. **Removal**

1. Appointed board members may be terminated at any time from their position by a two-thirds vote of the Board of Directors for conduct injurious to 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 five 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 will assume the position and its responsibilities. If both the offices of President and President-Elect 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

1. The Past President will form a Nominating Committee with the approval of the Board of Directors.

2. The Nominating Committee will have no fewer than five members, and will include the President, President-Elect, the Past President, and two Chapter members in good standing not currently serving in elected positions.

3. The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least forty-five calendar days prior to the end of the current Board terms.

4. Any chapter member in good standing may choose to run for an elected board position. Candidates for President and President-elect must have already served at least one year in an elected position.

5. Individuals seeking nomination to office shall present their credentials, qualifications, and positions in writing to the nominating committee. Any bona fide member may nominate another member provided that such nominees have previously agreed that their names may be placed in nomination.

6. The ballot of candidates for elected positions shall be proposed to the membership by mail or email in August. Voting may be by paper ballot or electronic means with results tallied by and certified by our management company or by another firm selected by the board of directors.

7. The officers shall be elected by a secure and secret vote of the majority of chapter members voting with the results announced no later than October.

Article V. FINANCIAL REVIEW

Section A. Annual Review by the Chapter

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. Independent Audit

An external review of financial records is mandated every two years and may be undertaken more frequently if the Vice President of Finance or a majority of Board members deems necessary. An analysis will include a review of underlying transaction documentation for accuracy and

reasonableness. Documentation will include, but not be limited to: original invoices, cancelled checks, deposit slips, bank statements, investment statement, expense reports and similar records. An analysis may also include discussions with officers and staff regarding activities and transactions. Any items of note will be further researched and/or brought to the attention of the officers.

Section C. Publication of Review Results

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 days into the following fiscal year.

Section D. Financial Review Committee

The committee shall consist 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 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 ten percent of Chapter members in good standing.

When the board votes on a motion by electronic means, the vote shall be closed and tallied no later than three business days after the motion is presented for a vote. A quorum of the board must vote on the measure for the vote to be official and valid.

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 ten business days prior to the meeting.

2. Ten percent of Chapter members in good standing will constitute a quorum required for the conduct of business at a Special Meeting.

4. 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.

5. A majority vote of Chapter members present will be sufficient to carry a motion, provided that such a motion complies with these bylaws.

6. 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 Missouri to protect the Chapter, Chapter members, Board members, officers, employees, and agents.

Article IX. AMENDMENT AND MODIFICATION OF BYLAWS

Section A. Initiation of Bylaw Changes

Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least ten percent of Chapter members in good standing.

Section B. Notice of Potential Bylaw Changes

Notice of any potential change must be published and distributed to the membership at least thirty calendar days prior to voting on such measures.

Section C. Approval of Bylaw Changes

Amendments must be approved by a majority of Chapter members in good standing voting by postal or electronic mail ballot or at a duly called special meeting.

Section D. Notice of Approved Changes

Notice of approved changes to these bylaws shall be published or distributed to all Chapter members no later than sixty days following adoption.

Article X. DISSOLUTION OF CHAPTER AND 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.