



## **Bylaws**

### THE ASSOCIATION FOR TALENT DEVELOPMENT Long Island Chapter

#### Article I - NAME AND PURPOSE

##### Section A: Chapter Name and Offices

The name of this organization is the Association for Talent Development – Long Island Chapter hereinafter called the Chapter. The registered office of the Chapter shall be located in the state of New York.

##### Section B: Affiliation with the National Society

The chapter is an affiliate of the Association for Talent Development, a non-profit educational society exempt from federal taxation under Section 501 ©(3) of the Internal Revenue Code of 1986 hereinafter called the Society. 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 by laws.

##### Section D: Purpose

The Chapter is organized exclusively for educational and charitable purposes within the meaning of Section 501 © (3) of the Internal Revenue code of 1986, as amended, 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 be a beacon for partnership in learning and professional growth within the LI community.

##### 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, and political affiliation, and veteran status, physical or mental impairment.

##### Section F: Political Activities

The Chapter shall not attempt 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.

## Article II - MEMBERSHIP

### Section A. Eligibility

Membership in the Chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the chapter and the Society; 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. Only members in good standing shall be entitled to vote, to hold office or otherwise enjoy the privileges of the Chapter defined in Appendix I of the By-laws entitled *Membership Privileges*.

### Section B Dues

The Board of Directors will set dues, fees, and terms of chapter membership. Chapter membership is not transferable. The membership shall be on an anniversary basis. Membership shall be terminated when the dues of any members are unpaid by the due date. Membership may be reinstated when annual dues are paid.

### 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 nonpayment of dues or monies owed the Chapter, or for actions or behavior in violation of these by laws or deemed detrimental to the best interests of the Chapter. Written notice of, and rationale for, proposed suspension or termination shall be mailed to the member concerned at least twenty days prior to the meeting. Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

## Article III - DIRECTORS AND OFFICERS

### 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 and/or 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. The Board of Directors is responsible to the membership as a whole and accountable to National ATD for its actions. The Board Chair shall maintain a close relationship with the ATD's designated Chapter liaison to ensure compliance with National goals and objectives.

### Section B. Board Membership

The Board of Directors shall be composed of the President, the President-elect, the VP of Finance, the VP of Membership, VP of Public Relations, VP of Programming VP of Technology and the Secretary, and all honorary Board members. The Immediate Past President and the seven (7) Chapter Officers are the voting Directors of the Board. Honorary Directors are appointed to provide assistance and additional expertise to the eight (8) voting Board members and as such have no voting privileges.

The Officers shall be elected by popular vote of the membership except for the President who has been the President-elect. The Officers shall continue in the office until successors are duly installed.

If an Officer resigns, retires, or is deemed to be otherwise unable or unwilling to complete the term of office, the position shall be declared vacant and a successor elected by the majority vote of the Board to serve the remainder of the unexpired term.

**President** - The President of the Chapter will also serve as Chair of the Board of Directors. As the chief executive officer of the Chapter, the President is responsible for managing the chapter in accordance with these by laws and the laws of the State of New York. The President presides at, and sets the agenda for, meetings of both the Board of Directors and the chapter members, manages chapter activities regarding programs and professional development; and oversees the management of the chapter.

**President-elect** - The President-elect acts for the President in the President's absence. The President-elect serves as the Vice President and facilitates planning in preparation for term as President. The President-elect performs other duties as requested by the President.

**Secretary** - The Secretary shall keep the minutes of all meetings of the Chapter including Board meetings, supervise the Chapter files, handle formal communications of the Chapter and prepare reports and records as appropriate and required in conjunction with the Chapter Administrator for sound Chapter management. The Secretary shall write the chapter newsletter.

**VP of Finance/Treasurer** - The VP of Finance/Treasurer shall receive all monies taken by the Chapter and shall deposit them to the credit of the Chapter in such depositories as may be approved by the Board, pay all bills duly approved by the President, keep book accounts of receipts and expenditures, and shall report on the financial condition of the Chapter at meetings of the Board and at other times when called upon by the President.

**VP of Membership** – The VP of Membership shall be responsible for the development and implementation of the Membership Strategy for the chapter that includes the annual goals and programs to retain and increase membership. Additional responsibilities are membership recruiting, welcoming new members, monthly communication for membership renewal, polling members for ideas to stimulate growth, particularly in the Corporate and Organizational Sectors as well as keeping the New Member Package updated. In addition, the VP of Membership reports on membership status at the Board Meetings and at other times as required by the President.

**VP of Public Relations** - Responsible for all promotional activities and special events for the LI Chapter. This includes creating and distributing monthly press releases and flyers associated with meetings and other pertinent chapter news. In addition, may be responsible for creating partnerships with other non-profit associations and participating in various Long Island networking events and tradeshow.

**VP of Programming** - Support the board by taking the lead on scheduling and coordinating meetings and speakers, present ideas for monthly meetings to the board of directors.

**VP of Technology** - Responsible for the maintenance and updating of the chapter web-site. Duties include monthly updating of meeting schedule, job board maintenance, adding sponsor links and other pertinent information necessary for member communication.

**VP of Community Relations** - Responsible for strengthening the sense of community and community ties amongst ATD LI members to retain members and make the organization more useful for members; for developing a subcommittee of ATD LI community liaisons who will each be responsible for reaching out to a few members to attract them to events and to gather information from them; for managing annual member needs analysis survey process (e.g, create survey, distribute survey, collate results, present to board and to membership); working with Membership and Programming to insure

that our initiatives serve the needs of our community; and for holding community brainstorming sessions with the ATD LI community to further identify needs. The VP of Community Relations will also develop initiatives as identified by community members, such as networking events, mastermind groups, and special interest groups.

All Board Members 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.

#### Section C. Qualifications

Persons seeking to serve as Officers must be chapter members in good standing and also members of the national society.

#### Section D. Terms in Office

Officers shall be elected to serve one year in each position and may serve for no more than three consecutive terms.

#### Section E. Board Meetings

The Board meetings will take place at least quarterly. The date, time and place will be announced at least two weeks in advance of the meeting.

#### Section F. Attendance at Board Meetings

Failure to attend two consecutive and duly called meetings of the elected Board will be sufficient cause for the Board to consider replacing a member.

#### Section G. Removal

The Boards of Directors may by majority vote, suspend or terminate a member of the Board for actions, which are deemed detrimental to the best interests of the Chapter.

### Article IV - NOMINATION AND ELECTION PROCEDURE

#### Section A. Appointment

The Nominating Committee shall be appointed and begin to function in January of each calendar year and be active in evaluating the demonstrated interest of members to assume the responsibilities.

#### Section B. Announcement

The committee chair shall advise all members of the call for nominations in March. Members shall be advised that nominations may be made at the April meeting or they will be accepted via mail-in or via e-mail through the website prior to the established deadline.

#### Section C. Nominations

The President shall call upon the Chair of the Nominating Committee to request nominations at a regular Chapter meeting in April.

#### Section D. Slate

The Committee shall submit to the President in April, its nominations consisting of at least one (1) name for each elective office to be filled. Each nominee shall be carefully checked as to eligibility and willingness to serve prior to submission of the lists. The candidates as well as officers must be members of the national Society in addition to being Chapter members.

#### Section E. Ballot

Written notice of the election, the nominees, and the date of the May meeting at which the elections will take place shall be forwarded to all members. All members shall be encouraged to attend and participate in the election. Members shall be advised that ballots will be accepted via mail-in or via e-mail through the website prior to the established deadline.

#### Section E. Election

The President shall declare the election of the individuals who receive the greatest number of votes for each office and forward written notice of the election results to all members and to National ATD.

#### Section F. Installation

Newly elected officers shall be installed at the June meeting following the election.

### Article V - MEETINGS

#### Section A. Transfer of Functions

The Board of Directors shall meet with the newly elected officers within fourteen (14) days following the election for the purpose of providing guidance and direction in the formulation of plans, programs and budgets during their tenure and smooth transfer of functions.

#### Section B. Board Meetings

The Board of Directors shall meet in regular session at least four (4) other times during the year at times established by the Board Chair. The President shall preside at all regular and special meetings of the Chapter.

#### Section C. Quorum at Board Meetings

The quorum for all Board of Directors meetings shall be three (3) members.

#### Section D. Regular Meetings

A regular meeting is defined as one regularly and routinely scheduled for transacting Chapter business and open to all members. There shall be a minimum of eight (8) such meetings per calendar year. Educational programs, speaker presentations, workshops, and seminars are considered part of regular or special meetings. Such activities may precede or immediately follow Chapter business discussions.

#### Section E. Special Meetings

A special meeting is defined as a non-routinely scheduled meeting for the purpose of transacting Chapter business and is open to all members. Such meetings shall be called at the discretion of the President.

#### Section F. Membership Quorum

A quorum shall be twenty-five percent of the membership as of the immediately preceding regular meetings

#### Section G. Committee Meetings

Committee meetings shall be called by the President or by the respective committee Chair at intervals necessary to accomplish the business of the respective committee.

#### Section H. Reports

Regular reports of progress of Chapter business and committee activities shall be made either orally or in writing to members by the President at monthly intervals. In the interest of time conservation at meetings, written reports in the form of newsletters shall be utilized as much as is practical.

#### Section I. Place for Meetings

Recommendations for the place to hold regular meetings shall be made by the Program Chair. Final decision is the responsibility of the President.

#### Section J. Meeting Notices

Adequate notice concerning time, place and purpose of all meetings shall be given to all members. If balloting is to be a part of any meeting, written notice of the meeting and specific voting instructions must be included.

### Article VI - FINANCIAL MANAGEMENT

#### Section A. Treasurer's Responsibility

The Treasurer shall be charged with the responsibility for all financial transactions of the Chapter and maintenance of procedures and records compatible with sound fiscal accounting.

#### Section B. Committee Activities

Responsibility for financial management of committee activities may be delegated to respective committee Chairs at the discretion of the President providing adequate control and reporting of receipts and expenditures are maintained and made available for audit.

#### Section C. Overall Monitoring

Overall monitoring and control of Chapter Funds shall be the primary responsibility of the President or, in his/her absence, the President-elect.

#### Section D. Expenditures

No officer or member of the Chapter may obligate the Chapter to expenditures of more than \$100 without the express prior approval of the President. No officer or member of the Chapter may obligate the Chapter to expenditures exceeding \$500 without the express prior approval of the Board of Directors prior to execution.

#### Section E. Reports

The Treasurer shall make a monthly report to Board of the financial standing of the Chapter. These may be oral or written at the discretion of the President, except that written reports must be submitted in June.

## Section F. Audits

An audit is mandated every three years and may be undertaken more frequently if circumstances dictate.

## Section G. Expenditures

All expenditures shall be by check requiring signatures of any of the following: Treasurer, President, or President-elect.

## Article VII - INDEMNIFICATION

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

## Article VIII - COMMITTEES

Committees will be LISTED IN Appendix II *List of Committees*

## Article IX - AMENDMENT AND MODIFICATION OF BYLAWS

### Section A. Initiation

Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least 15% of chapter members in good standing.

### Section B. Notice

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

### Section C. Amendments

Amendments must be approved by a majority of chapter members in good standing voting by mail ballot or at a member's meeting.

### Section D. Change Notices

Notice of approved changes to these By-laws shall be published or distributed to all chapter members no later than 90 days following adoption.

## Article X - DISSOLUTION OF THE 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© (3) and 170© (2) (B) of the Internal Revenue Code of 1986, as amended.



## **APPENDIX I – MEMBERSHIP PRIVILEGES**

Section 1. Each member shall be entitled to all privileges and services provided by the Society and the Chapter.

Section 2. Membership privileges are normally on an individual basis and are neither transferable nor assignable.

Section 3. Organization membership must conform to Society directives.

Section 4. New members shall receive information from the membership committee concerning membership privileges within sixty (60) days of becoming a member.

Section 5. The Chapter at any regular meeting at which a quorum is present may by two-thirds vote terminate Chapter membership of any member who in its judgment has violated the Constitution and By-laws or who has been judged guilty of conduct which is detrimental to the best interests of the Chapter or of the Society.

Section 6. The member must be notified in writing of the decision to terminate membership thirty (30) days before the effective date and must be given an opportunity to appeal and be heard before either the Board of Directors or a meeting of general membership, whichever the member prefers.

Section 7. The appropriate National Chapter liaison officer shall be notified of the decision to terminate a member thirty (30) days before the effective date of termination.

Section 8. Any member may bring to the floor for discussion during the business portion of any regular meeting any subject relating to Chapter business or management. This privilege may be restricted or eliminated during non-business portions of regular meetings and special meetings at the discretion of the President or presiding officer.

## APPENDIX II – LIST OF COMMITTEES

### Section 1. Standing Committees

The following committees *may* be established by action of the President:

#### A. Membership Committee

The Membership Committee shall consist of a Chair and at least two (2) members who shall plan, organize, and conduct a constant program for enlisting new members and promote the Chapter and the ATD to the Chapter members. The Committee shall supply all new members with the names of Board of Directors, Officers, Committee Chairs, and a recent membership directory. The Committee will also make available for review by any members a copy of the Chapter Constitution and By-laws.

#### B. Program Committee

The Program Committee shall consist of a Chair and at least two (2) members who shall plan and arrange and publicize a comprehensive program of activities for all regularly scheduled membership meetings.

#### C. Special Interest Committees

The Special Interest Committee shall consist of a Chair and two (2) or more members. This Committee shall be responsive to internal groups having special areas of interest; which warrant special attention beyond the normal Chapter activities provide by and through other standing Committees and provide special activities accordingly.

#### D. Public Relations Committee

The Public Relations Committee shall consist of a Chair and two (2) or more members who shall be responsible for all internal and external newsletters, bulletins, and publicity relating to Chapter activities. The Committee shall also coordinate any cooperative activities between the Chapter and community organizations.

#### E. Special Events Committee

The Special Events Committee shall consist of a Chair and two (2) or more members. The Committee shall be responsible for the planning and shall sponsor special educational programs or workshops for the members.

#### F. Audit Committee

The Audit Committee shall consist of two (2) members co- charged with the responsibility to audit the books and financial transactions of the Chapter as appropriate and warranted. The Committee shall insure that sound accounting and fiscal practices are followed and report findings to the President. The Audit Committee must conduct a comprehensive audit of the books and financial records of the Chapter every third year and submit to the President, a written report of the Chapter's financial status. The report must be signed by the members of the Audit Committee.

#### G. Awards Committee

The Awards Committee shall consist of a Chair and at least one (1) member. The Committee shall establish a Chapter Awards Program and coordinate with the Regional Vice President and the National Awards Committee to insure Chapter participation in national awards programs.

#### H. Placement Committee

The Placement Committee shall consist of a Chair and at least one (1) member. The Committee shall coordinate and disseminate all information concerning job needs and job opportunities for Chapter members.

#### I. Nominating Committee

The Nominating Committee shall consist of a Chair and three (3) members. See Articles V of By-laws for functions.

#### J. Executive Council

The Executive Council shall consist of all elective officers of the Chapter, except the Board of Directors, and the Chairs of all standing and special committees. The council's primary function is to coordinate and communicate with respect to progress on Chapter activities and in general transact the business of the Chapter.

#### K. Advisory Council

The Advisory Council shall consist of all Past Presidents of the Chapter. The Council shall elect a Chair by majority vote of its members. The Council shall function as a completely independent advisory committee to the President or Chair of the Board either of its own volition or upon request. The output of the Council shall be purely advisory.

Section 2. The President shall appoint additional special committees as required.

Section 3. The President shall be an ex-officio member of all committees except the Advisory Council.