Constitution and Bylaws
Austin Chapter
Association for Talent Development

Constitution

ARTICLE I. NAME

SECTION 1.

The name of this organization shall be the Austin Chapter of the Association for Talent Development (ATD).

ARTICLE II. PURPOSE

SECTION 1.

The Chapter is a non-profit ~~educational society~~organization whose purpose is to promote the professional growth, competence, and effectiveness of ~~training~~ talent and development professionals.

ARTICLE III. MEMBERSHIP

SECTION 1.

A member shall be a person actively engaged or interested in ~~the training~~talent and development or education of individuals, groups, or organizations.

SECTION 2.

To be considered a member in good standing, a member shall pay Chapter dues for the current year.

SECTION 3.

Each member in good standing shall have full membership rights, except as limited by provisions of the national organization and Article IV of this Constitution.

SECTION 4.

Membership in the Chapter is open to persons meeting the qualifications outlined in Section 1, without the requirement of national affiliation.

ARTICLE IV. OFFICERS

SECTION 1.

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The Executive Committee shall consist of a President, President-Elect and Immediate Past President. The Officers of the Chapter shall consist of a President, President-Elect, Immediate Past President and Vice Presidents of: ~~Communications~~, Finance, Membership, Professional Development, Programs, Public Relations and Communication, Records, and Technology~~, Special Interest Groups (SIGS), and Volunteer Involvement~~. All elected officers are required to hold a current membership in the Chapter and national organization.

SECTION 2.

The Officers shall be elected by the membership at a Chapter program meeting in October or before from nominations presented by the Nominating Committee and/or by nominations from the floor at a Chapter program meeting in September or before, and shall assume their respective offices on the first day of January following the election. All officers except the President-Elect, President, and Past President shall be elected for a two (2) year term. The President-Elect will assume the Presidency for the year following the term as President-Elect or in the event the President is unable to complete his or her duties. The President will assume the office of Immediate Past President for the year following the term as President.

SECTION 3.

The President shall not be elected for two consecutive terms.

SECTION 4.

1. **Election of the following offices will be held in the fall of even years to serve the following two years.**
   a. ~~Vice President for Special Interest Groups~~ Vice President for Programs
   b. ~~Vice President for Communications~~ ~~Vice President for Technology~~
   c. Vice President for Technology ~~Vice President Professional Development President-Elect~~
   d. Vice President Professional Development
   ~~c.~~e. President-Elect

2. **Election of the following officers will be held in the fall of odd years to serve the following two years.**
   a. ~~Vice President for Volunteer Involvement~~ Vice President for Finance
   b. Vice President for Records
   c. Vice President for Public Relations and Communications ~~Vice President for Membership~~ ~~President-Elect~~
   ~~c.~~ Vice President for Membership
   d. President-Elect

SECTION 5.

Existing officers in good standing may be elected to consecutive terms or to a new office at the end of one year. Their remaining one-year vacancy will be filled by board appointment.

SECTION 6.

Officers are responsible for executing their duties as guided by the Chapter Bylaws, Chapter Code of Ethics and the following missions:

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a) The mission of the office of the President is to ensure that the Chapter purpose, as stated in this Constitution, is met through the effective functioning of the Chapter Board and its members and through a judicious use of Chapter resources.
b) The mission of the office of President-Elect is to prepare for leadership of the Chapter and to coordinate the development of succession planning.
c) The mission of the Vice President for Programs is to enhance the professionalism of members by providing regularly scheduled programs of general interest and developmental opportunities for members.
d) The mission of the Vice President for Membership is to increase member awareness, maintain a membership database, including current chapter and national members, members due for renewal, expired members, and non-members to sustain the Chapter as a viable organization in both the public and private sectors.
~~e) The mission of the Vice President for Communications is to support other Chapter activities by providing information about them to the membership through such vehicles as a regularly published Chapter newsletter.~~
~~f)~~e) The mission of the Vice President for ~~Volunteer Involvement~~Membership is to raise member awareness of and participation in voluntary community activities both within the ATD chapter and in the broader community, especially those that leverage the skills and capabilities of ~~training~~ talent and development professionals.
~~g)~~f) The mission of the Vice President for Records is to document all of the Chapter's activities, records, policies, and membership.
~~h)~~g) The mission of the Vice President for Finance is to conduct budget planning and assure control over the Chapter's finances.
~~i) Chapter's finances~~.
~~j)~~h) The mission of the Vice President for Public Relations and Communication is to promote the Chapter and the image of the training and development profession in the community and support other Chapter activities by providing information about them to the membership through such vehicles as a regularly published Chapter newsletter.~~.~~
~~k)~~i) The mission of the Vice President for Professional Development is to coordinate special events, conferences, or programs and maintain a clearinghouse of information to further the professional development of Chapter members
~~l) The mission of the Vice President for Special Interest Groups (SIGs) is to coordinate the initial formation and on-going support of special interest groups within the Chapter and to serve as their advisor and liaison to the Board of Directors.~~
~~m)~~j) l.) The mission of the Vice President for Technology is to ensure that the chapter website functions properly and to explore new ways to incorporate technology to the betterment of service to members.
~~n)~~k) l.) The mission of the Immediate Past President is to provide advice and guidance to Chapter officers.

SECTION 7.

The President-Elect shall act in the absence of the President in all meetings of the Chapter, the Board of Directors, and all official Chapter activities. In the event the President can no longer complete his/her term, the President-Elect shall assume that Presidency and serve the remainder of the term.

SECTION 8.

The Vice President for Finance, the President, and the President-Elect shall be the only Board members authorized to sign withdrawals from the Chapter's account.

SECTION 9.

All officers shall report to and be responsible to the President.

ARTICLE V. BOARD OF DIRECTORS

SECTION 1.

The Board of Directors shall consist of the officers.

SECTION 2.

The duties of the Board of Directors shall be:

a) a.) to actively govern the affairs of the Chapter;
b) b.) to determine the policies of the Chapter within the limits prescribed in this Constitution and the Chapter Bylaws;
c) c.) to establish the procedures governing the functioning of the committees, teams, task forces, and activities established by this Constitution and the Chapter Bylaws, or any special activities authorized by the Board;
d) d.) to review the auditing of the Chapter records; e.) to counsel the President in the conduct of office;
e) f.) to fill a vacancy occurring during the term of any officer by appointing another member to serve for the unexpired term;

The duties of the Executive Committee shall be:

~~e)~~

a. ~~g.~~) to replace~~, by a two-thirds majority vote,~~ any officer failing to fulfill the duties of office.
~~f)~~b. to review chapter policy and procedures as needed and bring recommendations for revisions before the Board of Directors

SECTION 3.

The Executive Committee shall meet at least monthly, or at the call of the President.

The Board of Directors shall meet at least quarterly, or at the call of the President, or upon a written request addressed to the Vice President for Records by any three (3) members of the Board. All members of the Board of Directors shall receive one week written notice prior to all Board meetings. ~~Directors shall receive one week written notice prior to all Board meetings.~~

SECTION 4.

One month after the standing rules have been discussed at a board meeting, board members can vote to adopt, amend, or repeat the standing rules by a majority vote of those present at a meeting of the Board of Directors.

SECTION 5.

Fifty (50) percent of the members of the Board of Directors shall constitute a quorum.

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ARTICLE VI. AMENDMENTS

SECTION 1.

This Constitution shall be reviewed on a biennial basis and may be amended by a majority vote of the membership present at a Chapter program or specially called meeting.

SECTION 2.

Any Chapter member in good standing may submit proposed amendments to the Constitution. The proposed amendments must be submitted in electronic or hard copy writing to the Vice President for Records at least four weeks before the Chapter program or specially called meeting at which they will be considered by the membership. The Vice President for Records shall cause an electronic or hard copy of the proposed amendments to be made accessible to each member of the Chapter at least three weeks prior to the meeting at which they will be considered. A vote on the proposed amendments will be taken at that meeting.

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BYLAWS

ARTICLE I. MEMBERSHIP

SECTION 1.

Any person or organization desiring membership shall submit the prescribed application to the Vice President for Membership.

SECTION 2.

A member wishing to resign from the Chapter shall submit written or electronic notice of this intention to the Vice President for Membership.

SECTION 3.

To remain a member in good standing, all Chapter members must pay Chapter dues within fifteen (15) days of their membership anniversary date.

ARTICLE II. MEETINGS

SECTION 1.

~~Chapter program~~Monthly chapter meetings shall be held at least nine (9) out of the twelve (12) months of the year. ~~Chapter program~~ Monthly chapter meetings will be held at a time and place designated by the Board of Directors. Additional meetings may be held as deemed appropriate by the Board of Directors, by the chair or by written request.~~.~~

SECTION 2.

Regular attendance is expected. An officer must notify the President in advance if he or she cannot attend a monthly chapter meeting. Ten (10) percent of the Chapter membership or 25 members, whichever is less, shall constitute a quorum.

ARTICLE III. DUES

SECTION 1.

Chapter dues shall be determined annually by the Board of Directors. Chapter dues shall be used exclusively to further the interests of the Chapter. A minimum of three (3) people from one organization will qualify for a group membership rate.

ARTICLE IV. OFFICER'S DUTIES

SECTION 1.

Officer's duties shall be described in position descriptions maintained by the Vice President for Records. An Officer must be in good standing at all times to remain on the Board of Directors. To be considered an Officer in good standing, the officer must be an active ATD and chapter member while serving on the Board of Directors, regular attendance at board and monthly chapter meetings as outlined in the position descriptions, no unexcused absences, no more than six excused

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absences, comply at all times with the Chapter's Code of Conduct, have no outstanding financial obligations to ATD or the Chapter and perform duties as described in their position description. Regular attendance and performance of duties are expected. If an officer does not perform duties as outlined in their position description or misses more than six chapter meetings (Board or monthly) within a single one year, his or her name will be listed on the Executive Committee agenda for discussion of removal. The Executive Committee shall notify the officer and inquire as to the officer's situation and intentions. Lack of response by the Officer to the Executive Committee's inquiry is considered a notice of immediate resignation as an Officer on the Chapter's Board of Directors The Executive Committee shall consider the overall impact of the officer's absences and/or non-performance and the level of contributions the officer is making toward the goals of the Chapter. Prior to the next board meeting, the Executive Committee will inform the officer of its decision regarding removal from the Chapter's Board of Directors.

SECTION 2.

Position descriptions shall be reviewed and revised on an annual basis to accurately reflect the specific duties of each officer of the Board of Directors. This review process shall be coordinated by the President-Elect and the Vice President for Records.

SECTION 3.

Position descriptions, which are not a formal part of the Constitution and Bylaws, may be amended by a majority vote of the Board of Directors.

ARTICLE V. COMMITTEES, TEAMS, FUNCTIONS

SECTION 1.

The President-Elect shall, before November first, consult with the incoming officers about the appointment of standing committees to ensure the fulfillment of officers' duties as outlined in their position ~~descriptions,~~descriptions and to aid in succession planning.

SECTION 2.

The President shall, before February first, appoint an ad hoc Audit Committee, external to the signature authority, to arrange for an audit of Chapter financial records for the preceding year. The committee shall report its findings to the President, who shall cause the audit to be reviewed by the Board of Directors.

SECTION 3.

The President-Elect shall submit nominations for the respective offices no later than the August meeting.

SECTION 4.

The President has the option to appoint an ad hoc Ombudsman position that shall conduct needs assessment surveys and membership interviews and prepare a long-range plan. The Ombudsman shall also monitor progress during the year in meeting needs and advancing toward the long-range plans. The Ombudsman shall report his/her finding(s) to the Board of Directors and membership.

SECTION 5.

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The Board of Directors may appoint any other ad hoc committees as deemed necessary and must give each committee, when appointed, a mission and a timetable for completion of its task(s) not to exceed twelve months. An ad hoc committee can be re-appointed for another period by the succeeding Board.

SECTION 6.

With the exception of the bookkeeping, ~~special interest groups (SIGs)~~ and recording secretary functions, all committees, teams, or functions shall be chaired by a person from the Board or membership.

ARTICLE VI. PARLIAMENTARY PROCEDURES

SECTION 1.

The rules contained in Robert's Rules of Order shall govern all activities of the Chapter to which they apply unless provided otherwise by the Constitution, Bylaws, or Standing Rules of the Chapter.

SECTION 2.

The Vice President for Records, or his designee, shall serve as Parliamentarian for all Chapter functions.

ARTICLE VII. DISSOLUTION OF CHAPTER

SECTION 1.

On the dissolution of the Chapter, the Board of Directors, after making provision for all the liabilities of the Chapter, shall dispose of any remaining assets to an organization or organizations as described in Section 501 (c)
(3) of the Internal Revenue Code of 1954 or any law which may supersede it.

ARTICLE VIII. AMENDMENTS

SECTION 1.

These Bylaws shall be reviewed on a biennial basis and may be amended by a majority vote of the membership present at a Chapter program or specially called meeting.

SECTION 2.

Any Chapter member in good standing may submit proposed amendments to the Bylaws. The proposed amendments must be submitted in electronic or hard copy writing to the Vice President for Records at least four weeks before the next Chapter program or specially called meeting at which they will be considered by the membership. The Vice President for Records shall cause a copy of the proposed amendments to be made accessible to each member of the Chapter at least three weeks prior to the meeting at which they will be considered. A vote on the proposed amendments will be taken at that time.

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