

New York City Chapter of the Association for Talent Development Bylaws

Article I Name and Empowerment

Section 1: Chapter Name

The name of this organization is the New York City Chapter of the Association for Talent Development.

Section 2: Incorporated under New York Law

The Bylaws provide for the management and governance of the New York City Chapter in all its activities, subject to the provisions of the Articles of Incorporation and the laws of the State of New York.

Section 3: Use of Name

The duly elected officers of the Chapter shall prescribe conditions governing the use of the name "New York City Chapter," "NYC Chapter," and any variations thereof.

Section 4: Affiliation with the National 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 5: 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.

Section 6: Governance and Management of Chapter

The Chapter shall be governed and managed by an Executive Board elected by the membership. The Executive Board will determine policies of the Chapter within the limits prescribed by the Articles of Incorporation and Bylaws to support the interests of the Chapter.

Section 7: 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 develop our members so that they can develop others to achieve their full potential." 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 8: Chapter Contact

The location of the principal address, email, and telephone of the Chapter will be determined by action of the duly elected officers of the Chapter acting as the Executive Board. The Chapter will provide this information to members and non-members.

Section 9: Political Activities

The Chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. The Chapter shall not directly or indirectly participate or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

Section 10: Indemnification

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

<p>Article II. Mission, Vision, and Values</p> <p>Section 1. The Chapter and its Officers will adhere to the Vision and Mission statements codified in the Bylaws. The Vision and Mission Statements may be reviewed and modified by the Executive Board on a regular basis, with the Vision and Mission Statements in Article II, Section 2 and 3 being the only sections of the Bylaws that may be modified without going through the full Amendment process specified in Article VII of the Bylaws.</p> <p>Section 2 Mission The mission of the Chapter is to enhance our members' competency at continuously improving the performance of individuals and organizations.</p> <p>We will achieve this goal by:</p> <ol style="list-style-type: none"> a. Offering our members services that reflect the latest in talent development, learning technology and quality processes; b. Supporting our members and the community at large in bringing about in themselves positive changes, including lifelong growth and professional development; c. Challenging our organization as a whole, and the members as individuals, to continually meet or exceed customer expectations <p>Section 3. Vision The Chapter will:</p> <ol style="list-style-type: none"> a. Be recognized as the leading professional organization in Talent Development (TD) in the New York metro area; b. Command the allegiance and support of TD professionals in the New York metro area, including professionalism at all levels of experience and achievement; c. Provide a forum for enhancing the professional skills of our members and customers, and advancing the TD profession; d. Function as a vital, contributing member of National ATD, aligned with its strategic directions; e. Regularly monitor and assess our members' expressed needs, and take appropriate action to fulfill those needs. 	<p>Section 4. Fiscal Policies and Disclosure The Chapter will strive to maintain fiscal integrity in all its activities, and will make regular disclosures of the financial standing of the Chapter to members and officers.</p> <p>Section 5. 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.</p> <p>Article III. Membership</p> <p>Section 1. 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.</p> <p>Section 2. Rights and Privileges</p> <ol style="list-style-type: none"> A. Terms and types of membership will be determined by action of the Executive Board. B. Membership in the parent Association for Talent Development is separate and distinct from membership in the Chapter. <p>Section 3. Membership Requirements</p> <ol style="list-style-type: none"> A. Application for Membership Any person desiring membership shall fill out the prescribed application and submit it with the required dues.. Rejection of an application requires action by the Executive Board of the Chapter. B. Payment of Dues and Required Fees Dues, fees and terms of membership will be set by the Executive Board, and membership must be paid in order to exercise the rights and privileges of membership.
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<p>Section 4. Termination or Suspension of Membership</p> <ol style="list-style-type: none"> 1. Membership in the Chapter may be suspended or revoked for reasons including, but not limited to: <ol style="list-style-type: none"> 1. Nonpayment of dues If a member's dues have not been paid by the due date, membership and all its rights and privileges will be suspended pending payment in full of amounts due. 2. Nonpayment of monies owed If a member owes monies to the Chapter for products or services purchased, and such monies are not paid within 60 days after billing, membership and all its rights and privileges will be suspended pending payment in full of amounts due. 2. The Chapter reserves the right to seek payment of monies owed to the Chapter under the Bylaws and applicable statutes. 3. Procedure for Suspension or Termination of Membership <ol style="list-style-type: none"> 1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Executive Board. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least [20] days prior to the meeting. 2. Any motion for suspension or termination must be made by an elected officer, based on personal knowledge, official Chapter records, or statement signed by no fewer than 5 Chapter members in good standing. 3. After reasonable discussion of the issues involved, a majority vote of officers present will be sufficient to suspend or terminate membership. Before such suspension or termination of membership will take effect, the member shall receive written notice and be granted an opportunity to be heard at a meeting of the Executive Board. <p>Section 5. Resignation of Membership Any member of the Chapter may resign from membership at any time. No unused part of the member's dues will be returned to the member in the case of resignation of membership, but at the discretion of the Executive Board unused portions of a member's dues may be transferred toward membership in another ATD Chapter.</p> <p>Section 6. Reinstatement Members will be reinstated to good standing, and will enjoy all rights and privileges thereof, by a majority vote of the Executive Board.</p>	<p>Article IV. Chapter Governance 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.</p> <p>Section 1. Governance of the Chapter and the management of all funds and functions will be enacted under the Articles of Incorporation and the Bylaws promulgated by duly appointed body and presented to the Chapter membership for approval. Approval of Bylaws will be by the vote of two thirds of members in good standing.</p> <p>Section 2. The Chapter Bylaws shall govern all areas of Chapter management, with elected officers empowered to set out policy and procedures in all areas not specifically covered in Bylaws</p> <p>Section 3. Contracts or commitments of Chapter name or resources shall be made only by elected officers of the Chapter or by agents or employees duly authorized by the Executive Board.</p> <p>Section 4. Modification or Replacement of Chapter Bylaws must take place under rules set out in Article VII of these Bylaws.</p> <p>Section 5. Governing Bodies Chapter Officers are responsible for governing and managing the Chapter under the Articles of Incorporation, the Bylaws, and in the best interest of the membership.</p> <p>A. Executive Board</p> <ol style="list-style-type: none"> 1. The Executive Board will be empowered to make policy and procedural decisions necessary to the conduct of business by and the service to members of the Chapter. 2. Members of the Executive Board will be elected from among the members, and in accordance to the stipulations of the Articles of Incorporation and the Chapter Bylaws. 3. Voting Members of the Executive Board will include but not be limited to the following roles, if filled: <ol style="list-style-type: none"> A. President B. PresidentElect C. Past President of the Chapter D. Vice President of Finance E. Other Vice Presidents as determined by the Executive Board
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<p>4. The Executive Board will consist of not less than 5 and not more than 20 elected from among members in good standing. If unable to meet the minimum number of elected officers required under the Bylaws, the elected Executive Board will stay in place until duly elected successors shall be installed.</p> <p>5. All Executive Board roles 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.</p> <p>6. Board members are required to maintain membership in ATD.</p> <p>B. Extended Leadership Team</p> <p>1. The Extended Leadership Team will include members of the Executive Board, all appointed Chairs of Chapter Committees and Special Interest Groups, members of the Council of Advisors, and other Chapter leaders as identified by the Executive Board.</p> <p>2. Members of the Extended Leadership Team may attend meetings of the Executive Board at the invitation of a member of the Executive Board.</p> <p>3. The Extended Leadership Team is a nonvoting body charged with providing assistance and counsel to the Elected Officers, with the duty and responsibility for managing the Chapter resting solely with the Executive Board.</p> <p>C. Council of Advisors</p> <p>1. The Council of Advisors is an optional body whose members are appointed by the President and approved by Executive Board. Members serve terms of one year which are renewable. A Chair of the Council of Advisors, other than the President, will be selected by the members of the Council of Advisors.</p> <p>2. The Council is a nonvoting body, which will provide counsel and service to President upon request, undertake special projects in service to Chapter, profession, & community, and will work to inform the Chapter leadership on trends and needs facing members, profession, and community.</p> <p>3. Not all members of the Council of Advisors need to be members of the Chapter. Members of the Council of Advisors will be sought for the expertise and experience they might bring to the Chapter.</p>	<p>4. The Council of Advisors will make recommendations at least annually to the Executive Board, for use as the Executive Board sees fit.</p> <p>D. Committees</p> <p>1. All Committees will be formed and will be operated under the provisions of the Articles of Incorporation and the Bylaws of the Chapter.</p> <p>2. Formation, management, and funding of Committees will be undertaken to serve the needs of the Chapter and its members, and will be subject to the oversight and direction of the Executive Board or those authorized by that body.</p> <p>3. The President shall serve as an Ex Officio member of all Committees and may empower an officer or member to attend any meeting of such groups on the President's behalf.</p> <p>4. The Chairs of Committees will be appointed by the President or an authorized Officer, will report to the Vice President charged to manage the group, and will serve as members of the Extended Leadership Team. Chairs will serve one-year terms, and may be reappointed.</p> <p>5. Persons serving as Chairs of Chapter Committees must be Chapter members in good standing</p> <p>E. Special Interest Groups</p> <p>1. All Special Interest Groups will be formed and will be operated under the provisions of the Articles of Incorporation and the Bylaws of the Chapter.</p> <p>2. Formation, management, and funding of Special Interest Groups will be subject to the oversight and direction of the Executive Board or those authorized by that body.</p> <p>3. The President shall serve as an Ex Officio member of all Special Interest Groups, and may empower an officer or member to attend any meeting of such groups on the President's behalf</p> <p>4. The Chairs of Special Interest Groups will be appointed by the President or an authorized Officer, will report to the Vice President charged to oversee the group, and will serve as members of the Extended Leadership Team. Chairs will serve one-year terms, and may be reappointed.</p> <p>5. Persons serving as Chairs of Special Interest Groups must be Chapter members in good standing.</p>
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Section 6. Terms of Service for Elected Officers

- A. All Chapter Officers will be elected to serve terms of one year and may stand for reelection.
- B. President and Presidentelect will serve terms with a length of one year, with the PresidentElect becoming President at the end of the term as PresidentElect or in the event of a vacancy in the Presidency of the Chapter.

Section 7. Duties and Responsibilities of Elected Officers

A. President

- 1. As the Chief Executive Officer of the Chapter, the President of the Chapter is responsible for managing the Chapter in accordance with the Mission, Vision Bylaws and Operating Plan of the Chapter.
- 2. The President of the Chapter is ultimately accountable to the Chapter membership and is responsible for ensuring that all Chapter activities and operations are conducted in the best interest of the membership.
- 3. The President presides at all functions of Executive Board.
- 4. The President calls meetings of Executive Board;
- 5. The President manages the work of all elected and appointed officers;
- 6. The President leads the formulation of Operating Plans and budgets for all areas of Chapter management developed in concert with and approved by members of the Executive Board.
- 7. The President stands as final authority for the management of Chapter funds within the guidelines set forth in the annual budget and in concert with the Executive Board.
- 8. The President reports regularly to the Executive Board and the membership on the current state of the Chapter.
- 9. The President ensures ongoing communication with the National Society.
- 10. The President provides leadership for a smooth transition in Chapter governance at the end of their term of service.
- 11. The President ensures that job descriptions for all Chapter Officers and staff will be kept up to date.
- 12. The President is directly responsible for managing all paid staff.

B. The PresidentElect

- 1. The PresidentElect acts for the President in the President's absence or at the discretion or direction of the President.
- 2. The PresidentElect serves as the Chair of the Nominating Committee and facilitates planning in preparation for his or her term as President.
- 3. The PresidentElect performs other duties as requested by the President.

C. Vice Presidents

- 1. Vice Presidents will have job descriptions listing the duties and responsibilities of the office to which they have been elected by the membership of the Chapter;
- 2. Vice Presidents will recommend modifications to job descriptions or duties annually to insure that their work is aligned with the mission of the Chapter.

Section 9. Expectations of Chapter Officers

- 1. Officers of the Chapter are expected to attend all regularly scheduled meetings of the Executive Board, as well as any duly called Special Meetings of the Chapter. This expectation includes any Annual Planning events or meetings that are part of the work of the Chapter.
- 2. All Officers are expected to work with the President to support the Mission, Vision, and Bylaws and Operating Plan of the Chapter, and to work within the provisions of the job description for their positions.
- 3. All Officers are responsible for avoiding any conflict of interest that might jeopardize the work of the Chapter or impede its ability to meet the needs of its members.

Section 10. Election of Officers

A. Qualifications

- 1. Persons seeking to serve as Elected Officers on the Executive Board must be members in good standing of the Chapter who are willing to take on the responsibilities of the office to which they seek election.
- 2. All elected officers are responsible for maintaining membership in the National Association.

B. Concurrent Service

Officers may not serve in more than one elected position during their terms in office.

<p>C. Nomination Process</p> <p>The PresidentElect or another Elected Officer if there is no President-Elect, will form a Nominating Committee from among members in good standing, with the approval of the Executive Board, that will have no fewer than 5 persons, and will include the PresidentElect, if any, the Past President of the Chapter, if available, and 3 persons not currently serving in elected positions. The Nominating Committee will seek the input of the Executive Board, and will put together a slate of qualified candidates to be presented to the membership prior to the end of the current year.</p> <p>D. Election Process</p> <ol style="list-style-type: none"> 1. The Chapter Officers will be elected by a simple majority of members voting in a ballot distributed to the membership at least 45 calendar days prior to the end of the current year. 2. Elected Officers will take office on January 1st of the year following their elections, and will serve a term of one year and may be reelected. <p>E. Transition Process</p> <ol style="list-style-type: none"> 1. All elected officers do by taking office give their implied consent to facilitate smooth transition to their successors. 2. Outgoing officers will turn over all records and materials within 10 business days of the end of their term of service, and will provide reasonable training and information to successors. <p>Section 11. Removal or Replacement of Elected Officers</p> <ol style="list-style-type: none"> 1. The Executive Board reserves the right to terminate or suspend any Chapter Officer who, in the judgment of the Executive Board, has violated the Bylaws of the Chapter. 2. Before any Officer will be terminated or suspended, the Officer will receive notification, and will have the right to be heard by the Executive Board. 3. 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 [20] days prior to the meeting. 	<ol style="list-style-type: none"> 4. 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 [3] Chapter members in good standing. 5. Removal of an Officer will take place only upon the concurring vote of two thirds of Executive Board members present. 6. Replacement of an Officer who is terminated or who resigns shall be by appointment of the President and majority approval of Executive Board members present, with the person selected serving out the remainder of the calendar year. 7. Should the Office of President be vacated, the PresidentElect will assume the position and its responsibilities. If both the Office of President and President-Elect become vacant simultaneously, the Vice President of Finance will assume responsibility for convening the Executive Board to select a member of that body to assume the duties and responsibilities of the Presidency until a special election can be held. Approval of an Interim President will require a majority vote of Officers present. <p>Section 12. Chapter Staff</p> <ol style="list-style-type: none"> A. The Chapter may employ such persons as are necessary to administer to the needs of the members and the elected officers who serve them. B. The President will be responsible for the hiring and management of all paid staff. The President may empower any elected or appointed officer to assist in such hiring and or management of paid staff. C. The hiring, compensation, and evaluation of such persons will be in accordance with the laws of the State of New York, and will be approved by a majority of those voting at a meeting of the Executive Board. D. The President will be responsible for providing and maintaining job descriptions for all paid staff. E. Staff duties will include but not be limited to: <ol style="list-style-type: none"> 1. Maintaining all Chapter records, making records available to the President, PresidentElect, Vice President of Finance, and other officers so empowered by the Bylaws on demand, and making all pertinent records available for periodic audits of Chapter Finances; 2. Receiving and disbursing funds in the process of daytoday Chapter Operations; such receipts and disbursements will be reviewed by the Vice President of Finance periodically, on no less than a monthly basis.
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<p>3. Monitoring the Chapter's bank accounts and safeguarding the Chapter's assets placed under staff control.</p> <p>4. Maintaining the master copy of Articles of Incorporation and Bylaws;</p> <p>5. Other duties related to the operations and finances of the Chapter as directed by the President and Executive Board.</p> <p>Article V. Meetings</p> <p>A. Executive Board Meetings</p> <p>1. The Executive Board will meet at least quarterly, and will be presided over by the President, PresidentElect, or such Officer as is duly appointed to preside over such a meeting. Executive Board meetings will be announced at least 5 business days in advance. All Executive Board members will notify the Chapter Staff of their preferred medium for receiving meeting notifications.</p> <p>2. A Quorum of the Executive Board will consist of a majority members present, either physically or in realtime communication.</p> <p>3. Business of the Executive Board will be decided by a majority vote of Officers present, and where not specified in the Bylaws will be conducted according to Robert's Rules of Order (revised).</p> <p>4. Proxy voting will not be allowed in the conduct of Executive Board business.</p> <p>5. Failure to attend three consecutive and duly called Executive Board meetings will be sufficient cause for the Executive Board to consider replacing an Officer under the provisions of the Bylaws.</p> <p>B. Extended Leadership Team Meetings</p> <p>1. The Extended Leadership Team will meet at least once a year. This meeting may be in conjunction with a meeting of the Executive Board.</p> <p>2. Extended Leadership Team meetings will be announced at least 3 calendar days in advance. All Extended Leadership Team members will notify the Chapter Staff of their preferred medium for receiving meeting notifications.</p> <p>3. Meetings of the Extended Leadership Team will be presided over by President or a duly authorized member of the Executive Board.</p>	<p>C. Council of Advisors s</p> <p>1. Members of the Council of Advisors will meet at least on an annual basis, with the date, time, and location set by the Chair. Notice of the meeting time, location, and purpose will be provided by the Chair at least 30 calendar days prior to the meeting.</p> <p>2. The President will be invited to all meetings of the Council, and may send a designated representative from among the membership of the Executive Board in his or her place.</p> <p>D. Annual Report to Membership</p> <p>1. An Open Executive Board Meeting will be held annually, at which the Executive Board will report on the state of the Chapter and entertain questions from members in good standing. There will be no charge to members for attending such a meeting.</p> <p>2. The Executive Board Report and Minutes of the Open Meeting will be published and made available to all members in good standing.</p> <p>E. Special Meetings</p> <p>1. The power to call special meetings of the Chapter will rest with the President; or in the absence of a person in that position, with the PresidentElect; or upon the vote of two thirds of the Executive Board; or upon the receipt of a petition signed by at least 10% of members in good standing</p> <p>2. The call for a Special Meeting of the Chapter must specify the reason for calling such a meeting, and business at a Special Meeting will be strictly limited to the topic specified. Notification will be made at least 10 business days prior to the meeting, and the Chapter will be responsible for providing a current and complete list of members and will provide resources necessary for such a notification.</p> <p>3. A vote of two thirds of members present will be sufficient to select the person who shall preside at a Special Meeting of the Chapter.</p> <p>4. A twothirds vote of members present will be sufficient to carry a motion at a Special Meeting, provided that such a motion complies with the Articles of Incorporation and Bylaws of the Chapter.</p> <p>5. The minutes of a Special Meeting will be published or made available to all members in good standing.</p>
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Article VI. Conduct of Chapter Business

- A. Financial and administrative duties will be subject to the oversight and management of the President and the Executive Board under the provisions of the Articles of Incorporation and Bylaws of the Chapter.
- B. Final fiscal responsibility will rest with the President and Executive Board. The Vice President of Finance shall act as the primary agent of the President and Executive Board in overseeing the financial affairs of the Chapter.
- C. An Audit of Chapter finances will be conducted annually, and more frequently if circumstances dictate.
 - 1. An Independent Audit Committee consisting of the PresidentElect, if any, one other Elected Officer who is not the VP Finance, and no fewer than three members in good standing who have not served as Officer for at least 2 years will conduct yearly internal audits.
 - 2. If Chapter resources allow, a full audit, conducted by an Accountant, is suggested at least once every three years, and may be undertaken more frequently if circumstances dictate.
 - 3. Results of Chapter audits will be published and made available to the membership as soon as possible, but no later than April 1 of the following year.
- D. The Executive Board will set dues and oversee fees for Chapter activities.
- E. Chapter Planning
 - 1. The Chapter shall operate under the guidance of a long range Strategic Plan formulated by the Executive Board, and supported by an annual Operating Plan.
 - 2. The Chapter Fiscal Year and Operating Plan will commence on January 1st and will conclude on December 31st of that year.
 - 3. The Chapter Vision & Mission will be aligned as is possible with those of the National Association.
 - 4. The Chapter's Strategic Plan and annual Operating Plan will be published or made available to all members.

Article VII. Amendment and Modification of Bylaws

- A. Amendments to or modification of the Bylaws governing the Chapter may be initiated by:
 - 1. Any Officer in good standing and must be passed by a vote of two-thirds of the Executive Board.
 - 2. A motion signed by at least 15% of members in good standing.
- B. Notice of any potential change must be published and distributed to the membership at least 30 calendar days prior to voting on such measures. The Chapter is responsible for distribution of proposed amendments to and modifications of the Bylaws.
- C. Adoption of any motion to amend or modify the Bylaws requires a vote of two thirds of members in good standing .
- D. Notice of changes to the Bylaws are to be published or distributed no later than 60 days following adoption.
- E. The only exception will be that the Vision and Mission Statements included in Article II, Sections 2 and 3, may be modified by action of the Executive Board, with modifications published or distributed no later than 60 days following adoption.

Article VIII. Dissolution of Chapter & 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.