

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 Society

The Chapter is an affiliate of the Association for Talent Development, a non-profit professional society under Section 501 (c)(6) of the Internal Revenue Code of 1954. The Society and its Chapters are not organized for profit, and no part of its net earnings shall benefit any member or private individual.

Section 5: Governance and Management of Chapter

The Chapter shall be governed and managed by an Executive Board elected by the whole 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 6: Maintenance Offices and Telephone Access

The location of the principal office of the Chapter will be determined by action of the duly elected officers of the Chapter acting as the Executive Board. The Chapter will make every reasonable effort to make the Chapter offices accessible by mail and telephone.

Section 7: Dissolution of Chapter & Liquidation of Assets

The Chapter may be dissolved at a Special Meeting called for that purpose, under the stipulations of the Chapter Bylaws and the Articles of Incorporation, by a vote of two-thirds of members in good standing present, with at least 10% of total members voting. In the event of dissolution or liquidation of the Chapter, all the remaining net assets will be transferred to the national organization.

Section 8: Insurance

The Executive Board may authorize the purchase and maintenance of insurance on behalf of the Chapter against any liability asserted against or incurred by any agent of the Chapter.

Article II. Mission, Vision, and Values

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.

Section 2 Mission

The mission of the Chapter is to enhance our members' competency at continuously improving the performance of individuals and organizations.

We will achieve this goal by:

- a. Offering our members services that reflect the latest in learning technology and quality processes;
- b. Supporting our members and the community at large in bringing about in themselves positive changes, including life-long 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</p> <p>The Chapter will:</p> <ol style="list-style-type: none"> a. Be recognized as the leading professional organization in Human Resource Development (HRD) in the New York metro area; b. Command the allegiance and support of HRD 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 HRD 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</p> <p>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. Non-Discrimination</p> <p>There will be no discrimination based on gender, sexual orientation, race, creed, national origin, age, or physical impairment, and the Chapter will be in compliance with all applicable statutes.</p> <p>Article III. Membership</p> <p>Section 1. Eligibility</p> <p>Membership in the Chapter is open to those who have interests or responsibilities in the training and human resource development field, who are interested in advancing the objectives of the Chapter and the Society, and who subscribe to and are qualified under the Bylaws governing the Chapter.</p> <p>Section 2. Rights and Privileges</p> <p>A. Good Standing: Each member in good standing has the right to vote, hold office, and enjoy all the privileges of membership. A member in good standing is one who meets the requirements for membership, whose dues are fully paid for the membership year, and who makes timely payment of any debt owed the Chapter.</p>	<ol style="list-style-type: none"> B. Terms and types of membership will be determined by action of the Executive Board. C. Membership in the parent Association for Talent Development is separate and distinct from membership in the Chapter. D. Membership shall be extended to all persons who are members at the adoption of these Bylaws, with others admitted to membership in such manner and under such circumstances as determined by the Executive Board. <p>Section 3. Membership Requirements</p> <p>A. Application for Membership</p> <p>Any person desiring membership shall fill out the prescribed application and submit it with the required dues to the Chapter Administrator. Rejection of an application requires action by the Executive Board of the Chapter.</p> <p>B. Payment of Dues and Required Fees</p> <p>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.</p> <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. Non-payment of dues - If a member's dues have not been paid within 60 days of the due date, membership and all its rights and privileges will be suspended pending payment in full of amounts due. 2. Non-payment 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. 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.
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<p>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> <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</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 two thirds of members in good standing voting in a mail ballot.</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</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: <ol style="list-style-type: none"> A. President B. President-Elect C. Past President of the Chapter D. Vice President of Finance E. Other Vice Presidents as determined by the Executive Board 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>B. Extended Leadership Team</p> <ol style="list-style-type: none"> 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. 2. Members of the Extended Leadership Team may attend meetings of the Executive Board at the invitation of a member of the Executive. 3. The Extended Leadership Team is a non-voting 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.
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C. Council of Advisors

1. The Council of Advisors is a body consisting of no less than 5 persons, including the Immediate Past President of the Chapter, who will serve as Chair of the Council of Advisors, and Members appointed by the President and approved by Executive Board to serve terms of one year which are renewable.
2. The Council is a non-voting 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.
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.
4. The Council of Advisors will make recommendations at least annually to the Executive Board, for use as the Executive Board sees fit.

D. Committees

1. All Committees will be formed and will be operated under the provisions of the Articles of Incorporation and the Bylaws of the Chapter.
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.
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.
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 re-appointed.
5. Persons serving as Chairs of Chapter Committees must be Chapter members in good standing

E. Special Interest Groups

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.
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.
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
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 re-appointed.
5. Persons serving as Chairs of Special Interest Groups must be Chapter members in good standing.

Section 6. Chapter Officers

The Officers responsible for governing and managing the Chapter under the Articles of Incorporation, the Bylaws, and in the best interest of the membership will be:

1. President
2. President-Elect
3. Past President of the Chapter
4. Vice President of Finance
5. Other Vice Presidents as determined by the Executive Board Section

7. Terms of Service for Elected Officers

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

<p>Section 8. Duties and Responsibilities of Elected Officers</p> <p>A. President</p> <ol style="list-style-type: none"> 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. 13. The President is responsible for creating, in conjunction with the Executive Board, an annual Operating Plan for the Chapter. <p>B. The President-Elect</p> <ol style="list-style-type: none"> 1. The President-Elect acts for the President in the President's absence or at the discretion or direction of the President. 2. The President-Elect serves as the Chair of the Nominating Committee and facilitates planning in preparation for his or her term as President. 3. The President-Elect performs other duties as requested by the President 	<p>C. Vice Presidents</p> <ol style="list-style-type: none"> 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. <p>Section 9. Expectations of Chapter Officers</p> <ol style="list-style-type: none"> 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. <p>Section 10. Election of Officers</p> <p>A. Qualifications</p> <ol style="list-style-type: none"> 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 Society. <p>B. Concurrent Service</p> <p>Officers may not serve in more than one elected position during their terms in office.</p> <p>C. Nomination Process</p> <p>The President-Elect will form a Nominating Committee from among members in good standing, with the approval of the Executive Board, that will have not fewer than 5 persons, and will include the President-Elect, the Past President of the Chapter, 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>
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<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 re-elected. <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. Removal of an Officer will take place only upon the concurring vote of two thirds of Executive Board members present. 4. 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. 5. Should the Office of President be vacated, the President-Elect 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, President-Elect, 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. Preparation of Monthly Financial Statements and Reports, as directed by the President or Vice President of Finance, which will be available to the Executive Board; 3. Receiving and disbursing funds in the process of day-to-day Chapter Operations; such receipts and disbursements will be reviewed by the Vice President of Finance periodically, on no less than a monthly basis. 4. Maintaining the Chapter's bank accounts and safeguarding the Chapter's assets placed under staff control. 5. Maintaining the master copy of Articles of Incorporation and Bylaws; 6. Other duties related to the operations and finances of the Chapter as directed by the Vice President of Finance, with the approval of the President and Executive Board. <p>Article V. Meetings</p> <ol style="list-style-type: none"> A. Executive Board Meetings <ol style="list-style-type: none"> 1. The Executive Board will meet at least quarterly, and will be presided over by the President, President-Elect, or such Officer as is duly appointed to preside over such a meeting.
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<p>2. 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>3. A Quorum of the Executive Board will consist of a majority members present, either physically or in real-time communication.</p> <p>4. 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>5. Proxy voting will not be allowed in the conduct of Executive Board business.</p> <p>6. 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</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.</p> <p>2. 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>3. 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 President-Elect; 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 two-thirds 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> <p>Article VI. Conduct of Chapter Business</p> <p>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.</p> <p>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.</p> <p>C. An Audit of Chapter finances will be conducted annually, and more frequently if circumstances dictate.</p> <p>1. An Independent Audit Committee consisting of the President-Elect, the Past President of the Chapter, and no fewer than three members in good standing who have not served as Officer for at least 2 years.</p> <p>2. A full audit, conducted by a Certified Public Accountant, is mandated at least once every three years, and may be undertaken more frequently if circumstances dictate.</p>
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- 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 April 1st and will conclude on March 31st of the following year.
 - 3. The Chapter Vision & Mission will be aligned as is possible with those of the National Society.
 - 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 or member 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 voting in mail ballot.
- 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.