

The Association for Talent Development

Central Missouri Chapter BYLAWS

Approved by the Chapter Board of Directors on **August 14, 2015**

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The Association for Talent Development

Central Missouri Chapter

BYLAWS

Article I. NAME AND PURPOSE

Section A. Chapter Name

The name of this organization is the Central Missouri Chapter of the Association for Talent Development. The registered office of the Chapter shall be located in the State of Missouri.

Section B. Affiliation with the National Society

The Chapter is an affiliate of the Association for Talent Development, a non-profit educational society under Section 501(c)(3) of the Internal Revenue Code of 1986. The Society and its chapters are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.

Section C. Governance and Management of Chapter

The Chapter shall be governed and managed by a Board of Directors which will primarily be elected by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws. The board will handle all personal information in accordance with the chapter privacy policy.

Section D. Purpose

The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for one or more of these purposes.

Without limiting or expanding the foregoing, the Chapter's specific purpose is to support, inspire and serve as a resource for our professional development community by providing enrichment and networking opportunities.

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, gender identity, marital status, political affiliation, veteran status, physical or mental impairment.

Section F. Political Activities

The Chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for legislation or a defeat of proposed legislation. The Chapter shall not directly or indirectly participate in political activities

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, performance improvement, organizational development, 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.

Section B. Categories of Membership

1. Regular Members. Persons actively interested or who have direct responsibilities in the previously listed functions. Regular Members are eligible to hold office and serve on or chair committees.
2. Student Members. Fulltime students (graduate or undergraduate) in a discipline relevant to the objectives of the Chapter and the Society. Student Members have no vote in the affairs of the chapter.
3. Retirees. Persons who are retired from active work in the above listed functions. Retirees have no vote in the affairs of the chapter.

Section C. Dues

The Board of Directors will set dues, fees, transferability, and terms of Chapter membership.

Section D. Suspension or Termination of Membership

The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for non-payment of dues or monies owed the Chapter, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the Chapter.

1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the member concerned at least twenty days prior to the meeting.
2. Any motion for suspension or termination must be made by an elected Board member, based on personal knowledge, official Chapter records, or a statement signed by no fewer than five Chapter members in good standing.
3. Before enacting suspension or termination, the member will have an opportunity to be heard by the Board of Directors if the suspension or termination is not for non-payment of dues.

Article III. BOARD OF DIRECTORS

Section A. Duties and Responsibilities

The management of the affairs of the Chapter shall be vested in the Board of Directors. It shall be the duty of the Board to carry out the objectives and purposes of the Chapter, and to this end it may exercise all powers of the Chapter. The duties of the Board shall include: establishing policy for the operation of the Chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing new committees of the Chapter; and performing other functions as appropriate for the Board of Directors. Each member of the Board will have full voting privileges on Chapter matters.

Section B. Membership

1. The Board of Directors will consist of not less than six and not more than 15 individuals. Designated positions shall be elected from among Chapter members in good standing as specified in Article II of these bylaws; the Board of Directors may appoint other members. The Board of Directors shall continue in office until successors are duly installed.
2. Members of the Board of Directors shall be President, President-Elect, Past President, Vice President of Finance, Vice President of Professional Development, Vice President of Membership and not more than five Members at Large. Election and appointment of the Board of Directors will follow Article IV of these bylaws. All members
 - President – As the Chief Executive Officer of the Chapter, the President is responsible for managing the Chapter in accordance with these bylaws and the laws of the State of Missouri. The President presides at, and sets the agenda for, meetings of the Board of Directors and membership meetings except as noted in Article VII of these bylaws; and oversees the management of the Chapter. Upon completion of the term as President, the President continues to serve on the board as Past President.
 - President-Elect – The President-Elect acts for the President in the President's absence. The President-Elect shall use the term to become knowledgeable of the office of the President and will assume the office of the President at the succeeding term. The President-Elect facilitates planning in preparation for the upcoming term as President and serves as Chair for the Nominating Committee. The President-Elect will assist the Past President in compiling any reports needed for the chapter or national ATD. The President-Elect also performs other duties as requested by the President.
 - Past President – The Past President will be responsible for any reports needed for the chapter or national ATD. The Past President will also coordinate a retreat for the Chapter Board of Directors as directed by the President.
 - Vice President of Finance – The Vice President of Finance shall be responsible for ensuring a budgeting process is undertaken by the Board for the subsequent year. The Vice President of Finance collects dues and registrations, makes disbursements, and keeps financial records. The Vice President of Finance shall also report on the financial condition of the Chapter at meetings of the Board and at other times when called upon by the President.
 - Vice President of Professional Development – The Vice President of Professional Development is responsible for interesting and appropriate topics for each meeting. Locations will vary between

Columbia and Jefferson City. This position will also oversee the activities of a subcommittee for the discussion of Special Interest Groups (SIGs).

- Vice President of Membership – The Vice President of Membership is responsible for managing the Chapter’s membership. Responsibilities include tracking, monitoring recruiting, and regularly reporting the status of membership.
- Members at Large – Members at Large represent the total membership as full voting members of the board. They will assist any other Board member on an as-needed basis at the direction of the President. A Member at Large may also chair any major committee or task force at the direction of the President. Specific duties may be assigned based on the skills and interests of Members at Large but may include: website design and/or maintenance, managing social media accounts and communicating with membership through newsletters and announcements.

3. Other nonvoting standing or ad hoc committee chairs may include:

- Annual Fundraiser
- Special Interest Groups
- Strategic Planning
- Financial Review
- Networking/Social
- Professional Development Events
- Communications

All Directors 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 thirty days prior to scheduled elections.

Section C. Qualifications

Persons seeking to serve on the Board of Directors must be Chapter members in good standing. Board members are required to maintain membership in the national society. Any candidate for President-Elect must have served at least one year prior to nomination on the Board of Directors.

Section D. Terms

Board members shall be elected to serve terms of one year. With the exception of the President, Board members may stand for re-election to the same Board position. No Board member may serve more than five consecutive terms in the same position. Term history will be established with these bylaws.

Section E. Conduct of Chapter Business

1. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present.
2. The act of the majority of Board members present at a meeting where a quorum is present shall be the act of the Board unless a greater proportion is required by law or by these bylaws.
3. Board members may not cast proxy votes for absent Board members.

Section F. Meetings

The Board of Directors will meet monthly. The Board will set the date of Board meetings at the beginning of each calendar year.

Section G. Attendance

Failure to attend three consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these bylaws.

Section H. Removal

1. The Board of Directors may, by two-thirds vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the Chapter.
2. Suspension or termination of Board members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least twenty days prior to the meeting.
3. Any motion for suspension or termination must be made by a Board member, based on personal knowledge, official Chapter records, or statement signed by no fewer than three Chapter members in good standing.
4. Before action of suspension or termination, the Board member will have an opportunity to be heard by the Board.

Section I. Vacancies

1. When a vacancy occurs for a Board position, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among Chapter members in good standing to serve the balance of the term.
2. Should the office of President be vacated, the President-Elect will assume the position and its responsibilities. If both the offices of President and President-Elect become vacant simultaneously, the Vice President of Finance will convene the Board of Directors to select a member of that body to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board of Directors.

Article IV. ELECTION OF BOARD MEMBERS

Section A. Nominations

1. The President-Elect will develop a list of board positions and responsibilities which will be approved by the current Board of Directors and follow the guidelines outlined in **Article III**.
2. The President-Elect will solicit nominations for the board by notifying membership of the positions and responsibilities. This can be accomplished through a variety of methods including (but not limited to) email, website and in person notification. Membership will have a minimum of 30 days to notify a the board of their interest in being nominated for a position. **The following Board of Director positions are elected by membership: President-Elect, Vice President of Finance and the Members At Large.**
3. Nominated members who are in good standing, as outlined by **Article II** will be presented to membership for a scheduled election as outlined in **Article IV, Section B**.

Section B. Election Process

1. Elections shall be held in the month of October in advance of installation the following January.
2. Board members will be elected by a majority of Chapter members voting.

Section C. Non-elected Board of Directors

The Vice President of Professional Development and the Vice President of Membership are non-elected positions on the Board of Directors with full voting privileges. The other members of the Board of Directors (President, President-Elect, Past President, Vice President of Finance and Members at Large) will appoint these two non-elected positions. The appointments will be made and approved by a majority vote of the Board.

Article V. FINANCIAL REVIEW

Section A. Annual Review by the Chapter

A financial review will be conducted annually and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors.

Section B. Independent Audit

An analysis of financial records conducted by a qualified individual outside of the chapter is mandated every two years and may be undertaken more frequently if the Vice President of Finance or a majority of Board members deems necessary. An analysis will include a review of underlying transaction documentation for accuracy and reasonableness. Documentation will include, but not be limited to: original invoices, cancelled checks, deposit slips, bank statements, investments statement, expense reports and similar records. An analysis may also include discussions with officers and staff regarding activities and transactions. Any items of note will be further researched and/or brought to the attention of the officers.

Section C. Publication of Review Results

Results of the financial reviews and audits will be published and made available to the Chapter membership as soon as is practical, but no later than ninety days into the following fiscal year.

Section D. Financial Review Committee

The committee shall consist of the President-Elect, the Past President, and no fewer than three Chapter members in good standing who have not served as a Board member for at least two years. The Vice President of Finance shall not be eligible to serve on the Financial Review Committee, but will provide the committee or an independent auditor any and all records necessary to complete a review of Chapter finances.

Article VI. COMMITTEES

In addition to committees specified in these bylaws, committees may be established or disbanded by the Board of Directors. Committees are subject to the oversight and direction of the Board or those authorized by that body.

Article VII. SPECIAL MEETINGS OF THE CHAPTER

Special meetings of the Chapter may be called by the President, the Board of Directors, or upon the receipt of a petition signed by at least ten percent of Chapter members in good standing.

1. The call for a special meeting must specify the reason for the meeting. Business at the Special Meeting will be limited solely to the topic specified. Notification will be made to all Chapter members at least ten business days prior to the meeting.
2. Ten percent of Chapter members in good standing will constitute a quorum required for the conduct of business at a Special Meeting.
3. The President shall preside at a Special Meeting of the Chapter; unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the body calling the Special Meeting (the Board or Chapter members) shall select an individual to preside at the meeting by majority vote.
4. A majority vote of Chapter members present will be sufficient to carry a motion, provided that such a motion complies with these bylaws.
5. The minutes of a Special Meeting will be published or made available to all Chapter members.

Article VIII. INSURANCE

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

Article IX. AMENDMENT AND MODIFICATION OF BYLAWS

Section A. Initiation of Bylaw Changes

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

Section B. Notice of Potential Bylaw Changes

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

Section C. Approval of Bylaw Changes

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

Section D. Notice of Approved Changes

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

Article X. DISSOLUTION OF CHAPTER AND LIQUIDATION OF ASSETS

The Chapter may be dissolved by a vote of two-thirds of Chapter members in good standing. Upon dissolution of the Chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the Chapter's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue code of 1986, as amended.