

Bylaws of the Ann Arbor Chapter of ASTD

Article I

Name and Purpose

Section A

Chapter Name

The name of the organization is Ann Arbor Chapter of ASTD. The registered office of this Chapter shall be located in the State of Michigan.

Use of Name

The Chapter name, abbreviations of the Chapter name or Chapter logo shall be used only with permission of the Board and in accordance with National ASTD guidelines.

Section B

Affiliation with the National Society

This Chapter is an affiliate of **ASTD [American Society for Training and 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.

This Chapter will comply with all requirements and standards established by ASTD.

Section C

Governance and Management of the Chapter

This Chapter shall be governed and managed by a Board of Officers elected by the membership. The Board of Officers shall set policies within the limits prescribed by these.

Section D

Purpose/Mission

This 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 / mission shall be: ***Provide consistent value to link learning, people and performance to the members by building leadership and a community of individuals, organizations and society to achieve work related competence, performance and fulfillment.***

Article II

Membership

Section A

Chapter Membership

Chapter membership is open to all individuals interested in advancing the mission of the Chapter and ASTD and to those who subscribe to these. 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

Other Memberships

The Board may establish different types of memberships, such as student and corporate memberships, for example.

Section C

Dues

The Board establishes member policy, annual dues and other fees. Individual Chapter membership is not transferable.

Section D

Term of Membership

Membership year begins January 1st and ends December 31st of that year. Members must pay dues at the designated time. Those who allow their dues to expire must reapply for membership

Section E

Suspension or Termination of Membership

The Board may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for actions or behavior in violation of these 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. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the member concerned at least thirty calendar 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 inaction of suspension or termination, the member will have an opportunity to be heard by the Board.

Article III

Board of Officers

Section A

Duties and Responsibilities

The powers of the Chapter reside with members and are exercised by Officers and Board members on behalf of the members as prescribed by these. The duties of the Board shall include:

1. Establishing policy and budgets for the operation of the Chapter.
2. Ensuring legal, ethical, and professional standards in all aspects of Chapter management.
3. Approving the strategic plan, annual plan, and the budget.
4. Approving types of membership and Chapter activities.
5. Authorizing new committees of the Chapter and special projects.
6. Surveying members: needs assessment and satisfaction survey.
7. Performing other functions as appropriate for the Board of Officers such as the Chapter relationship with National ASTD, with the Chapter members, and with the community, particularly with direct stakeholders in linking people, learning, and performance.

Section B

Membership

The Board will consist of not fewer than seven (7) and not more than eleven (11) individuals elected from among Chapter members in good standing as specified in Article II of these. The Board shall continue in office until successors are duly installed.

Section C

Officers of the Chapter

Officers of the Chapter shall be President, President-Elect, Past-President, Programs, Communications, Finance, Membership and two (2) Members at Large. Chapter membership elects Officers. The Board may appoint Officers as prescribed by these.

1. As the Chief Executive Officer of the Chapter, the **President** is responsible for managing the Chapter in accordance with these and the laws of the State of Michigan. The President is the leading member of the President Team (President-Elect, President, Past-President) and, as such, takes an active role in formulating the strategic plan and annual plan as well as seeing to their implementation. Major responsibilities and duties include:
 - Presiding at and setting the agenda for meetings of the Board, membership meetings,

and special meetings.

- Overseeing the management of the Chapter by the Board of Officers.
- Establishing an active presence in the community and with other Chapters.
- Demonstrating the personal characteristics needed for successful Chapter participation and service.

2. The **President-Elect** is to prepare to take on the responsibilities of President the following year. The President-Elect is a member of the President Team (President-Elect, President, Past-President) and, as such, serves as the primary backup to the President and learns the leadership role through supporting the efforts of the President and Past-President. This Officer also serves as liaison to ASTD National. Major responsibilities and duties include:

- Preparing, completing, and submitting the Chapter Operating Requirements (CORE) Assessment document.
- Reviewing Chapter vision, mission, and strategy direction to ensure alignment with ASTD National goals and objectives.
- Identifying ways to increase the effectiveness, efficiency, and leadership of Chapter operations.
- Demonstrating the personal characteristics needed for successful Chapter participation and service.

3. The **Financial Officer** shall report in written and oral form on the financial condition of the Chapter at meetings of the Board and at other times when called upon by the President. Major responsibilities and duties include:

- Submitting an annual operating budget for Board approval two months prior to end of year.
- Maintaining the financial accounting of the Chapter.
- Servicing income and disbursements.
- Collecting and distributing mail to other Officers.
- Demonstrating the personal characteristics needed for successful Chapter participation and service.

4. The **Program Officer** shall lead and report on the actions of the Programs Committee. Major responsibilities and duties include:

- Identifying monthly program presenters in advance such that appropriate notification can

be made.

- Selecting presentations that are in keeping with the mission of the Chapter.
- Ensuring that the presenter practices adult learning theories of participation.
- Collecting marketing information, learning objectives, and biography of each presenter for use in program publicity.
- Ensuring that facilities, equipment, and meals meet the needs of the program.
- Evaluating the programs and making results available to presenter and members.
- Interacting with other Chapters to support each other's programs.
- Demonstrating the personal characteristics needed for successful Chapter participation and service.

5 .The **Membership Officer** shall lead and report on the actions of the Membership Committee. Major responsibilities and duties include:

- Maintaining and updating membership records in coordination with the Financial Officer.
- Sending renewal notices to members two months before end of renewal period.
- Maintaining, updating, and distributing the membership directory quarterly. This shall include a copy of the Bylaws at the close of the January renewal month.
- Maintaining, updating, and contacting the hot prospects list from ASTD and other local sources.
- Compiling and distributing, as needed, the New Member Packet, which shall contain a letter from the President Team, information on ASTD, information on the local Chapter, a sample newsletter, Chapter and program information.
- Ensuring that the Job Referral Coordinator solicits and broadcasts employment information to all members on the job referral list. This includes keeping the data in electronic form for distribution via email as well as hard copy format given out at program meetings.
- Demonstrating the personal characteristics needed for successful Chapter participation and service.

6. The **Communications Officer** shall lead and report on the actions of the Communications Committee. Major responsibilities and duties include:

- Ensuring the Newsletter Editor produces a newsletter at least quarterly. The Newsletter Editor is a member of the Communications Committee and ensures content supports

- ASTD and the Chapter missions.
- Ensuring that a member of the Communications Committee maintains an updated list of recipients and distributes the newsletter electronically or in print in cooperation with relevant Board Officers.
- Ensuring the Publicity Coordinator creates and distributes information on monthly and special program meetings through a variety of media and in coordination with the Program Committee.
- Ensuring that a member of the Communications Committee takes the minutes of the Board meetings and distributes them to the Board within seven (7) calendar days.
- Demonstrating the personal characteristics needed for successful Chapter participation and service.

7. The two (2) **Members at Large**, shall participate and support such actions as assigned by the Board in carrying out its responsibilities and duties to the Chapter. They will also demonstrate the personal characteristics needed for successful Chapter participation and service.

Section D

Qualifications

Persons seeking to serve on the Board must be members in good standing of any ASTD Chapter for an entire year preceding their taking office. All Officers of the Board shall maintain membership in the national ASTD while in office. Other Board members are encouraged to become national ASTD members.

We recommend that persons seeking to serve on the Board of Officers serve at least a year on a Chapter committee prior to nomination for office. The President-Elect shall be a member of the Chapter with at least one year of experience on the Board of this Chapter or, in special circumstances, with equivalent experience in another ASTD Chapter.

Section E

Term of Office

The term of office for Officers begins on the first day of the Chapter's fiscal year, July 1, and ends on the last day of the fiscal year, June 30. The President-Elect shall become President on the first day of the new fiscal year. The President shall become Past-President on the first day of the new fiscal year. All other Board Officers serve two-year terms with no more than two consecutive terms. Persons for the positions of the Membership Officer and Communications

Officer will be nominated in alternate years with the Financial Officer and the Program Officer. One half of the Members at Large shall be elected each year. One Member at large will serve for one (1) year; the other Member at Large will serve for two (2) years.

Section F

Conduct of Chapter Business

1. A majority of members of the Board of Officers shall constitute a quorum at any meeting of the Board.
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.
3. Board members may cast votes in writing or during a conference call of the Board.

Section G

Meetings

The Board will meet monthly on dates set during the June transition meeting. Meeting dates may be changed with at least 14 days advance notice to all Board members. Interested members and potential volunteers are invited to most meetings and may participate. Voting is restricted to the Board.

Section H

Attendance

Failure to attend three consecutive meetings of the Board or send a representative to fulfill the responsibilities of the position will be sufficient cause for the Board to replace a Board member under the provisions of these Bylaws. The Board may appoint a temporary Officer.

Section I

Removal

The Board may remove any member from office by a two-thirds vote of the full Board for actions or behaviors in violation of these or which are detrimental to the best interests of the Chapter. Written notice of, and rationale for, proposed removal shall be mailed to Board members and the individual concerned at least thirty- (30) calendar days prior to the meeting. Motion for removal must be made by a Board member based on personal knowledge, official Chapter records, or statement signed by no fewer than five (5) Chapter members in good standing. The Board member concerned will have an opportunity to be heard by the Board.

Section J

Vacancies

1. In the event of a vacancy in the office of President, the President-Elect shall become President for the un-expired term of office. If the vacancy occurs after the election of Officers for

the next term and the President-Elect fills the vacancy, then the President-Elect, who is acting as President, shall remain in office for the next term.

2. In the event of a vacancy in the office of President-Elect, the office shall remain vacant for the remainder of the term.

3. In the event of a vacancy in the office of Past-President, the Board may invite a former Chapter President to fill the office for the remainder of the term.

4. In the event of a vacancy in the Offices of Programs, Communications, Finance and Membership, or the Members at Large, the Board shall appoint within sixty- (60) days a member to fill the un-expired term of office.

Article IV

Election of Board Members

Section A

Annual Nomination of Officers

The Past-President shall appoint and lead a Nomination Committee at least sixty- (60) days prior to the next-to-last membership meeting of the fiscal year. Neither the President nor the President-Elect shall be Members of the Nomination Committee. No more than 2 members of the Nomination Committee and no more than 50% of the members of the Nomination Committee shall be members of the Board of Directors.

The Nomination Committee shall present nominations for President only when the office of President-Elect is vacant. The Nomination Committee shall present nominations for Officers to the membership at the next-to-last membership meeting of the fiscal year. At this meeting members may also nominate candidates.

Section B

Election of Officers

Election of Officers shall be conducted by secret ballot prior to the last regular meeting of the Chapter's fiscal year, July 1 - June 30.

Article V

Membership Meetings

Membership Meetings

Membership meetings shall be held at least quarterly from September through June unless otherwise ordered by the Board of Officers.

Twenty percent (20%) of the Chapter shall constitute a quorum for a vote. Should twenty percent not be present for an issue called for a vote, members will be polled within 30 days on the issue.

Article VI

Standing Committees

Section A

Standing Committees

Standing committees for the Chapter are Finance, Membership, Programs, and Communications. Chapter Officers serve as chair of their respective standing committees

Section B

Ad Hoc Committees

The President may appoint ad hoc committees. Services such as a yearly audit of the books, periodic customer surveys of the members, and project committees, such as for workshops, are the work of ad hoc committees.

Section C

Duties

Committees shall perform duties as prescribed by, and given in, acts and rules of the membership, and policy adopted by the Board.

Article VII

Financial Review

Section A

Financial Review

A financial review will be conducted annually, and more frequently if circumstances dictate, by the Financial Committee, with findings reported to the Board of Officers. The Finance Officer may not serve on the Financial Review Committee; furthermore, the Finance Officer will provide the committee any and all records necessary to complete a review of Chapter finances.

Section B

Full Audit

Two (2) Chapter members not on the Board of Officers shall conduct a full audit. This shall be done every two (2) years at the closing of the books for the fiscal year and may be conducted more frequently if circumstances dictate. The Finance Officer will provide the committee any and all records necessary to complete a review of Chapter finances. Results of the audits will be published and made available to the Chapter members within three months.

Article VIII

Indemnification

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

Article IX

Parliamentary Authority

The rules contained in the current Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are consistent with these and any special rules of order the Chapter may adopt.

Article X

Amendments

These may be amended at any membership meeting of the Chapter by two-thirds vote of the entire Chapter membership, provided that the amendment has been submitted to the Communications Officer in writing and announced in the previous newsletter. Notice of approved changes to these shall be published and distributed to all Chapter members no later than 60 days following adoption.

Article XI

Dissolution

The Chapter may be dissolved by a vote of two-thirds of Chapter members in good standing. In the event of dissolution, the Board will continue in office until all legal and financial matters have been settled. Any remaining assets of the Chapter shall be transferred to national ASTD.