



# ATD Austin Chapter Bylaws

## 1 Article I Name and Purpose

2

### 3 Section A: **Chapter Name**

4 The name of this organization is Association for Talent Development (ATD) Austin 5 Chapter. The  
6 registered office of the Chapter shall be located in the State of Texas.

### 7 Section B: **Affiliation with the Association**

8 The Chapter is an affiliate of the American Society for Training and Development  
9 (“ASTD”), which is doing business under the trade name Association for Talent  
10 Development (ATD) (referred to herein as the “Association” or “ATD”), a non-profit  
11 educational society exempt from federal income tax under Section 501 (c)(3) of the  
12 Internal Revenue Code of 1954. The Association and its Chapters are not organized for  
13 profit.

14

### 15 Section C: **Governance and Management of Chapter**

16 The Chapter shall be governed and managed by a Board of Directors elected by the  
17 membership. The Board of Directors shall set policies within the limits prescribed by  
18 these bylaws.

19

### 20 Section D: **Purpose**

21 The Chapter is organized exclusively for charitable and educational purposes within the  
22 meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended  
23 (“IRC”) and may make expenditures for one or more of these purposes. Without  
24 limiting or expanding the foregoing, the Chapter’s specific purpose shall be:

25

26 1. Connection and Engagement: Bringing people together, live and virtually,  
27 who share a common passion for Talent Development

28 2. Professional Development: offer in person and virtual learning content and  
29 experiences that develop knowledge, skills, and competencies, rooted in the  
30 ATD Capabilities Model (formerly the ATD Competency Model)

31

32 Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any  
33 activities not permitted to be carried on by: (i) an organization exempt from federal  
34 income tax under IRC Section 501(c)(3); or (ii) an organization contribution to which are  
35 deductible under IRC Section 170(c)(2).

36

37 Section E. **Equal Opportunity**

38 The chapter offers equal opportunity to all, regardless of race, color, creed, religion,  
39 national origin, age, gender, sexual orientation, marital status, political affiliation,  
40 veteran status, physical or mental impairment, and any other characteristics protected  
41 by law.

42

43 Section F. **Political Activities**

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

49

50 Section G. **Inurement**

51 No part of the net earnings of the Chapter shall inure to the benefit of, or be  
52 distributable to, its directors, officers, employees, or other private persons, except that  
53 the Chapter shall be authorized and empowered to pay reasonable compensation for  
54 services rendered and to make payments and distributions in furtherance of IRC Section  
55 501(c)(3) purposes.

56

57 **Article II Membership**

58

59 Section A. **Eligibility**

60 Membership in the chapter is open to those who have interests or responsibilities in  
61 training, human resource development, workplace learning and performance; are  
62 interested in advancing the objectives of the chapter and the Society; and subscribe to  
63 and are qualified under these by-laws. A chapter member in good standing is one who  
64 meets the requirements for membership, and whose dues are paid for the membership  
65 year. Only members in good standing as defined in the bylaws shall be entitled to vote,  
66 to assume or obtain office, or to otherwise enjoy privileges of the Chapter. The Board  
67 may change, alter, or add eligibility requirements to any membership type as approved  
68 and recorded in Board minutes.

69

70 Section B. **Dues**

71 The Board of Directors will review and set dues, fees, terms, and types of chapter  
72 memberships annually. Chapter memberships are not transferable with the exception  
73 of corporate memberships. A minimum of three (3) individuals from one organization  
74 will qualify for a group membership rate. All dues and fees shall be used to support the  
75 local Chapter.

76

77 Section C. **Suspension or Termination of Membership**

78 The Board of Directors may, by a two-thirds vote of those present, suspend or terminate  
79 the membership of any individual for monies owed the chapter, or for actions or  
80 behavior in violation of these bylaws or deemed detrimental to the best interests of the  
81 chapter. Membership shall be automatically terminated when the dues of a member are  
82 unpaid thirty (30) days after the expiration of the membership year.

83

84 1. Suspension or termination of membership will be considered at a regularly scheduled  
85 meeting of the Board of Directors. Written notice of, and rationale for, proposed  
86 suspension or termination shall be mailed to board members and the member  
87 concerned at least twenty days prior to the meeting.

88

89 2. Any motion for suspension or termination must be made by an elected board  
90 member, based on personal knowledge, official chapter records, or a statement  
91 signed by no fewer than five (5) chapter members in good standing.

92

93 3. Before action of suspension or termination, the member will have an opportunity  
94 to be heard by the Board of Directors.

95

96 **Article III Board of Directors**

97

98 Section A. **Duties and Responsibilities**

99 The management of the affairs of the chapter shall be vested in the Board of Directors.  
100 It shall be the duty of the Board to carry out the objectives and purposes of the chapter,  
101 and to this end, it may exercise all powers of the chapter. The Board of Directors shall  
102 meet regularly to conduct business. The duties of the Board shall include but are not  
103 limited to establishing policy for the operation of the chapter; approving the strategic  
104 plan, the annual plan, and the budget; approving categories of membership; authorizing  
105 new committees of the chapter; and performing other functions as appropriate for the  
106 Board of Directors.

107

108 Position descriptions, which are not a formal part of the Chapter bylaws, may be  
109 amended by the Executive Committee and in conjunction with Chapter Leader in the  
110 role. Please see each role's full job description for all responsibilities.

111

112 Section B. **Membership**

113 1. The Board of Directors will consist of individuals elected from among chapter  
114 members in good standing, as specified in Article II of these by-laws. The Board of  
115 Directors shall continue in office until successors are duly installed.

116

117 2. The Board of Directors will consist of an Executive Committee (President, President  
118 Elect, Past President), five (5) Executive Officers, and any elected or appointed  
119 Directors.

120

121 3. Executive Officers are voting members of the Board of Directors and report to the  
122 Chapter President.

123

124 4. Non-voting Board positions, such as Directors, may be elected or appointed as  
125 determined by the voting members of the Board of Directors and these by-laws.

126

127 5. All Officers and Directors will have position descriptions listing the duties and  
128 responsibilities of each position. Position descriptions will be made available to  
129 chapter members and potential Board members at least thirty (30) days prior to  
130 scheduled elections.

131

132 **President**

133 As the Chief Executive Officer of the chapter, the President's mission is to ensure the  
134 Chapter purpose, as stated in the bylaws, is met through the effective functioning of  
135 the Chapter Board and its members, and through judicious use of Chapter resources.  
136 They are a member of the Executive Committee, and they shall also be an ex-officio  
137 member of all committees.

138

139 **President-Elect**

140 The President-Elect acts for the President in the President's absence. The President  
141 Elect's mission is to prepare for the leadership of the Chapter and to coordinate  
142 CARE completion. In addition, they are a voting member of the Board of Directors  
143 and serve on the Executive Committee. The President-Elect performs other duties  
144 as requested by the President.

145

146 **Past President**

147 The immediate Past President of the Chapter serves as advisor and mentor to Chapter  
148 Leadership and assists in the completion of CARE. In addition, they are a voting  
149 member of the Board of Directors and serve on the Executive Committee.

150

151 **Vice President of Membership**

152 The Vice President of Membership's mission is to broaden membership engagement,  
153 increase membership, and power membership, by an identified goal, and retain  
154 current members. In addition, they are a voting member of the Board of Directors  
155 and serve as an Executive Officer.

156

157

**158 Vice President of Professional Development**

159 The Vice President of Professional Development’s mission is to lead the planning,  
 160 implementation, and evaluation of programs/events, workshops, conferences, and SIGs  
 161 (special interest groups) designed to assist members in their professional development.  
 162 In addition, they are a voting member of the Board of Directors and serve as an Executive  
 163 Officer.

164

**165 Vice President of Finance**

166 The Vice President of Finance is responsible for overseeing the preparation of all budgets,  
 167 providing monthly financial reports to the Board, keeping such financial records current  
 168 and up to date. In addition, they are a voting member of the Board of Directors and serve  
 169 as an Executive Officer.

170

**171 Vice President of Administration**

172 The Vice President of Administration’s mission is to maintain the documentation of all 173 Chapter  
 activities, records, finance, policies, and the maintenance and enhancement of 174 the Chapter website. In  
 addition, they are a voting member of the Board of Directors and 175 serve as an Executive Officer.

176

**177 Vice President of Marketing & Communication**

178 The Vice President of Marketing & Communication mission is to lead the planning,  
 179 coordination, and evaluation of all chapter communication and marketing initiatives. In  
 180 addition, they are a voting member of the Board of Directors and serve as an Executive  
 181 Officer.

182

**183 Section C. Qualifications**

184 Persons seeking to serve on the Board of Directors must be chapter members in good  
 185 standing as specified in these by-laws. All Board members are required to maintain  
 186 membership in the International Society.

187

**188 Section D. Terms**

189 All Officers, except for Past President, shall be elected to serve a term of two  
 190 years. Directors shall be elected to serve a term of one year.

191

192 1. The following Executive Officer roles will be elected on even-numbered years: Vice  
 193 President of Administration, Vice President of Marketing & Communication, and Vice  
 194 President of Professional Development.

195

196 2. The other Executive Officer roles shall be elected on odd-numbered years: Vice  
 197 President of Finance, Vice President of Membership, and Vice President of Technology .

198

199 3. Existing Executive Officers in good standing may serve consecutive two-year terms in  
200 their elected board position or move into a new office at the end of one year. Their  
201 remaining one-year vacancy will be filled by Board appointment.

202

203 The President may serve only one consecutive term. The President-Elect will advance  
204 to the office of President at the end of their two-year term, or in the event the  
205 President is unable to complete their duties. The term of office for the Board of  
206 Directors shall begin on January 1 of the year following their election.

207

208 Section E. **Conduct of Chapter Business**

209 1. A majority of members of the Board of Directors shall constitute a quorum at any  
210 meeting of the Board. Should a quorum not be present, those members present  
211 may adjourn from time to time until a quorum is present.

212

213 The act of the majority of Board members present at a meeting where a quorum is  
214 present shall be the act of the Board unless a greater proportion is required by  
215 law or these by-laws.

216

217 3. Absent Board members may not vote by proxy vote

218

219 4. Motions before the Board may be distributed via email. Voting on motions may be 220 collected via  
email or any other means available.

221

222 5. Two signatures are required on all Chapter checks, and in addition, all Chapter  
223 bank account transactions must have Chapter President or Chapter President-Elect  
224 sign-off.

225

226 Section F. **Board of Director Meetings**

227 1. The Board of Directors will meet quarterly. The date of Board meetings will be  
228 announced at least 30 days in advance, and the exact time and place of all Board  
229 meetings will be announced to all Board members at least 7 days in advance of the  
230 meeting. Items to be included in the agenda for the Board of Directors meeting must  
231 be submitted by officers to the President prior to the meeting. Others who wish to  
232 address the Board should submit their requests in writing to the President at least  
233 two weeks in advance. The President may call special meetings of the Board of  
234 Directors upon giving the officers four (4) days' notice. The President shall call a  
235 special meeting when required in writing by three (3) voting members of the Board  
236 of Directors.

237

238

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

240 The Executive Committee will serve as the lead to ensure ATD Austin meets all  
241 foundational affiliation requirements, as well as State and Federal requirements. In  
242 addition, they ensure that all foundational affiliation documents such as the Chapter  
243 Operating Plan, Chapter Budget, Yearly Balance Sheet, and Annual Income  
244 Statement are completed annually. In addition, they, in conjunction with the Board  
245 of Directors, will work towards Chapter affiliation excellence through creating and  
246 maintaining a Chapter SOP and Chapter Succession plan.

247

248 Section G. **Board of Director Attendance**

249 1. For all Board of Directors meetings, attendance shall be in person except under  
250 extenuating circumstances in which the President may permit virtual participation.

251

252 2. Failure to attend two (2) consecutive and duly called Board Meetings will be  
253 sufficient cause for the Executive Committee to consider replacing a voting Board  
254 member under provisions of these bylaws.

255

256 3. In addition, all members of the Board of Directors are expected to attend 50% of  
257 Chapter events.

258

259 Section H. **Board of Director Removal**

260 1. The Executive Committee may suspend or terminate a member of the Board for  
261 actions or behavior in violation of these by-laws, or who are deemed detrimental  
262 to the best interests of the chapter.

263

264 2. Suspension or termination of board members will be considered at a regularly  
265 scheduled meeting of the Executive Committee. Written notice of, and rationale for,  
266 proposed suspension or termination shall be sent to the Board member to inquire  
267 as to the situation and intention. Lack of response by the member of the Board to  
268 the Executive Committee's inquiry is considered a notice of immediate resignation.

269

270 3. The Executive Committee shall consider the overall impact of the Board member's  
271 absences and/or non-performance as well as the level of contributions they are  
272 making toward the goals of the Chapter. Prior to the next Board meeting, the  
273 Executive Committee will inform the officer of its decision regarding removal from  
274 the Chapter's Board of Directors.

275

276 Section I. **Board of Director Vacancies**

277 1. When a vacancy occurs for a board position, the President may, with the approval  
278 of the majority of the Board of Directors, appoint a replacement from among  
279 chapter members in good standing to serve the balance of the term.

280

281 2. Should the office of President be vacated, the President-elect will assume the

282 position and its responsibilities. If both the offices of President and President-elect  
283 become vacant simultaneously, any Executive Officer, and in the absence of any  
284 Executive Officer role being occupied a Director, can convene the Board of  
285 Directors to select a member of that body to assume the duties and responsibilities  
286 of the President until a special election by the membership can be held. Approval  
287 of an interim President will require a majority vote of the Board of Directors.

288

## 289 **Article IV Election of Board Members**

290

### 291 Section A. **Nominating Committee**

292 The President-Elect will chair a Nominating Committee consisting of the Executive  
293 Council (the President, President-Elect, and Past President) members.

294

295 The Nominating Committee will seek the input of the Executive Officers and will present  
296 a slate of qualified candidates to the membership at least three (3) calendar months  
297 prior to the end of the current Board terms.

298

299 In regards to Director roles, Executive Officers may nominate individuals who meet the  
300 criteria described in Article III, Section C, to fill a Director's role. Upon presentation of  
301 nomination to the voting members of the Board of Directors, a simple majority vote is  
302 needed to install the individual into the role.

303

304 Section B. Elections shall be held by the best means available, including electronic vote. Board  
305 members shall be elected by a majority of chapter members voting. Each member in  
306 good standing shall have one (1) vote.

307

## 308 **Article V Fiscal Responsibilities**

309

310 Section A. The fiscal and administrative year of the Chapter shall be on a calendar basis. A review  
311 of financial records will be conducted annually and more frequently if circumstances  
312 dictate, by the VP of Finance, with findings reported to the Board of Directors.

313

314 Section B. Results of financial reviews and audits will be published and made available to the  
315 chapter membership as soon as it is practical, but no later than ninety (90) days  
316 into the following fiscal year.

317

318 Section C. The President-Elect shall present an annual report, including the financial condition of  
319 the Chapter, to the Board of Directors. The report shall be published in the chapter  
320 newsletter, included in a member mailing and/or made available electronically to all  
321 members no later than ninety (90) days after presentation to the Board of Directors.

322

323 Section D. The Chapter shall not be financially responsible for the conduct of any activities of any

324 committees or individual members other than activities of members endorsed by the  
325 Board of the Chapter. Individual members or committees shall not have the authority  
326 to pledge the credit of the Chapter, except as specifically authorized by the Board.  
327

328 Section E. VP of Finance shall review all budgets prior to the Board of Director's approval. The VP  
329 of Finance has the responsibility of advising the current Board upon the fiscal  
330 opportunities of the budget proposed. Once the VP of Finance has reviewed the budget  
331 and submitted recommendations, the Board can then vote the budget into place. In  
332 June-July of each year, the VP of Finance should review the mid year fiscal status of the  
333 Chapter and submit additional recommendations at this time.

334

### 335 **Article VI Standing Committees**

336

337 Section A. Vice Presidents may appoint a standing committee in carrying out the duties of their  
338 office. Standing committees are subject to the oversight and direction of the Board  
339 or those authorized by that body.

340

341 Section B. Vice Presidents may appoint chairpersons/directors of standing committees.  
342 Chairpersons/directors of standing committees shall hold office as nonvoting  
343 members following their appointments and shall be invited to attend Board meetings  
344 in an advisory capacity. The chairpersons/directors can form their own committee  
345 with the approval of the Vice President to whom they report.

346

347 Section C. All standing committees may be established and disbanded by the Board of Directors.  
348 Only the President may appoint official representatives of the Chapter to act on behalf  
349 of or represent the organization.

350

### 351 **Article VII General and Special Meetings of the Chapter**

352

353 Section A. The Chapter shall hold at least six (6) professional development meetings (henceforth  
354 known as events), whether in person or virtual, for members annually. These events  
355 shall be held at such place and on such dates as may be determined by the Board of  
356 Directors. The date, place, and program agenda will be published to the membership at  
357 least ten (10) days in advance. Notice of general meetings will be mailed or emailed to  
358 the listed information of each member in good standing.

359

360

361 Section B. Special meetings of the chapter may be called by the President, the Board of Directors,  
362 or upon the receipt of a petition signed by at least 10% of chapter members in good  
363 standing.

364

365 1. The call for a special meeting must specify the reason for the meeting. Business at the  
366 special meeting will be limited solely to the topic specified. Notification will be made

367 via mail and/or e-mail to all chapter members at least 10 business days prior to the  
368 meeting.

369

370 2. 10% of chapter members in good standing will constitute a quorum required for  
371 the conduct of business at a special meeting.

372

373 3. The President shall preside at a Special Meeting of the chapter unless the  
374 President has a conflict of interest regarding the reason such a meeting has been  
375 called. In that case, the body calling the Special Meeting (the Board or chapter  
376 members) shall select an individual to preside at the meeting by majority vote.

377

378 4. A majority vote of chapter members present will be sufficient to carry a 3  
79 motion, provided that such a motion complies with these By-laws.

380

381 5. The minutes of a special meeting will be published or made available to all  
382 chapter members.

383

### 384 **Article VIII Indemnification**

385

386 Section A. The Board of Directors may seek and maintain such indemnification as is necessary  
387 under the laws of the State of Texas to protect the chapter, chapter members, and  
388 board members.

389

### 390 **Article IX Amendment and Modification of By-laws**

391

392 Section A. Chapter bylaws must be reviewed, at a minimum, every year. Amendments and  
393 modification of these bylaws may only be initiated by the Executive Committee, Executive  
394 Officers, the Association for Talent Development affiliation requirement changes, or by a  
395 petition signed by at least ten percent (10%) of chapter members in good standing.

396

397 Section B. Notice of any potential change must be published and distributed to the membership at  
398 least thirty (30) calendar days prior to voting on such measures.

399

400 Section C. Amendments and modification must be approved by the majority of voting chapter  
01 members in good standing voting by mail or digital ballot or at a duly called special  
402 meeting. A majority of the returned ballots must be in favor of the proposed changes  
403 to the bylaws.

404

405 Section D. Amendments shall be effective, if approved, on the date specified in the amendment.

406 Notice of approved changes to these bylaws shall be published or distributed to all  
407 chapter members no later than sixty (60) days following adoption.

408

### 409 **Article X Dissolution of Chapter & Liquidation of Assets**

410

411 Section A. The chapter may be dissolved by a vote of two-thirds of chapter members in good  
412 standing. In the event of dissolution or liquidation of the chapter, all the remaining  
413 assets will be transferred to other local groups engaged in activities substantially similar  
14 to those of the chapter that qualify as an exempt organization under section 501 (c)(3)  
415 of the Internal Revenue Code of 1954 pursuant to the applicable statutes of the State of  
416 Texas.