ATD NOLA Chapter By-laws

# Article I. Name and Purpose

Section A: Chapter Name

The name of this organization is the Association for Talent Development, New Orleans Chapter, herein referred to as the “Chapter”. The Chapter is located in New Orleans and was incorporated in the State of Louisiana, September 1, 1993 as a non-profit corporation under the provisions of Louisiana R.S. 12:201-12:269 (1950 as amended).

Section B: Affiliation with the Association

The Chapter is an affiliate of the American Society for Training and Development (“ASTD”), which is doing business under the trade name Association for Talent Development (ATD) (Referred to herein as the “Association” or “ATD”) a non-profit educational society 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 elected by the membership. The Board of Directors shall set policies within the limits prescribed by these laws.

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 (“IRC”), and may make expenditures for one or more of these purposes.

Without limiting or expanding the foregoing, the Chapter’s specific purposes shall be:

The Association for Talent Development, New Orleans Chapter, is to be the premier source of training and development professionals, programs, and publications in the Greater New Orleans Area. The chapter is a non-profit association committed to promoting and advancing the growth, competence, effectiveness and visibility of the field of Human Resource Development by:

1. Providing continuous leadership in the training and learning domain.
2. Promoting understanding of training and providing information for the members and general public.
3. Sponsoring and/or conducting meetings and programs for learning professionals.

Our Mission Statement: Achieving our full potential…together.

Notwithstanding any other provisions if these Bylaws, the Chapter shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income tax under IRC Section 501(c)(3); or (ii) an organization contributions to which are deductible under IRC Section 170(c)(2).

Section E: Equal Opportunity

The Chapter offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, and 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, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.

Section G: Inurement

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

# Article II. Membership

Section A: Eligibility

Membership in the Chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the Chapter and ATD National; 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: Dues

Dues, fees, and terms of Chapter Membership will be set by the Board of Directors and reviewed annually. See Membership Application for terms and conditions.

Section C: 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 emailed to Board members and the member concerned five 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 three-chapter members in good standing.
3. Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

# 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:

1. Establishing policy for the operations of the chapter.
2. Approving the strategic plan, the annual plan, and the budget.
3. Approving categories of membership and annual dues.
4. Authorizing new committees of the chapter.
5. Performing other function as appropriate for the Board of Directors.

Section B: Membership

1. The Board of Directors will consist of not less than 5 individuals elected from amongst Chapter members in good standing as specified in Article II of these bylaws. Each Board Member shall continue in office for the term specified in his or her respective job description.
2. Members of the Board of Directors shall be President, Past President, Vice President of Administration and Finance, Vice President of Programming, Vice President of Communications, Vice President of Membership, and no more than 3 Board Members At Large.
3. All Board positions will have descriptions approved by the Board annually, listing the duties and responsibilities of each position. Position descriptions will be made available to via the ATD NOLA website.

Section C: Qualifications

Persons seeking to serve on the Board of Directors must be Chapter members in good standing as specified by these bylaws. Board members must maintain membership in ATD National and ATD NOLA chapter membership.

Section D: Terms

Board members shall be elected to serve a term of two years. Board members may stand for re-election to the same Board position but may not serve more than three consecutive terms in that role.

Section D: Conduct Chapter Business

1. A majority of the Board of Directors shall constitute a quorum at any Board meeting.
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 E: Meetings

The Board of Directors will meet at least quarterly. All meetings are open to all chapter members. The date, time, location, and other meeting details will be announced at least five days in advance via ATD NOLA website.

1. January - Board positions officially begin.
2. August - Board elections are conducted.
3. Quarter Four - Board of Directors retreat occurs.
4. Special Elections are conducted as needed.

Section F: Attendance

Failure to attend two 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 G: 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 emailed to Board members and the individual concerned at least five 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 H: 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 Past President will assume the position and its responsibilities. If both the offices of President and Past President become vacant simultaneously, the Board Member At Large 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: The Past President will oversee and administer the recruitment and nominating process for the Board of Directors.

Section B: Board members will be elected by a majority of the Chapter members voting.

# Article V: Financial Review

Section A: A non-official financial review will be conducted annually and more frequently if circumstances dictate, by a certified public account, with findings reported to the Board of Directors.

Section B: A full audit conducted by a certified public accountant is mandated every three years to be conducted mid-year (July), and may be undertaken more frequently if circumstances dictate.

Section C: Results of the financial reviews and audits will be published and made available to the chapter membership as soon as practicable, but no later than 120 days into the following fiscal year.

# 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 15% of the chapter members in good standing.

Section A: 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 five business days prior to the meeting.

Section B: 15% of the Chapter members in good standing will constitute a quorum required for the conduct of business at a Special Meeting.

Section C: 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.

Section D: A majority vote of Chapter members present will be sufficient to carry a motion, provided that such a motion complies with these Bylaws.

Section E: The minutes of a special meeting will be published or made available to all chapter members.

# Article VIII: Indemnification

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

# Article IX: Amendment and Modification of Bylaws

Section A: Amendments to these Bylaws may only be initiated by the Board of Directors or by a petition signed by at least 15% of Chapter members in good standing.

Section B: Notice of any potential change must be published via the ATD NOLA website at least five days prior to voting on such measures.

Section C: Amendments must be approved by a majority of Chapter members in good standing voting by survey or at a duly called Special Meeting.

Section D: Notice of approved changes to these Bylaws shall be published via the ATD NOLA website no later than 30 days following adoption.

# Article X: Dissolution of Chapter & Liquidation of Assets

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