

Constitution of the Treasure Valley Chapter of the Association for Talent Development (ATD) – Chapter Bylaws

Article I: Name and Purpose	
Section A	<p>Chapter Name and Offices The name of this organization is the Association for Talent Development (ATD) Treasure Valley Chapter, Inc. (hereinafter referred to as the “Chapter”). The registered office of the Chapter shall be in the State/Commonwealth of Idaho.</p>
Section B	<p>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 exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986. The Association and its Chapters are not organized for profit.</p>
Section C	<p>Governance and Management of Chapter The Chapter shall be governed and managed by a Board comprised of elected and appointed Board Leaders and the Past President. The Board Leaders (also referred to as the Board) shall set policies within the limits prescribed by these bylaws.</p>
Section D	<p>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.</p> <p>Notwithstanding any other provision of 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) organization contributions to which are deductible under IRC Section 170(c)(2).</p> <p>Without limiting or expanding the foregoing, the Chapter’s specific purpose shall be:</p> <ul style="list-style-type: none"> • To serve as a Talent Development resource to Chapter Members and Guests in the Treasure Valley area within the state of Idaho with the intent to improve human performance.
Section E	<p>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, veteran status, physical or mental impairment.</p>

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Section F	<p>Political Activities</p> <p>The Chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. The Chapter shall not directly or indirectly participate or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.</p>
Section G	<p>Inurement</p> <p>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.</p>

Article II: Membership	
Section A	<p>Eligibility</p> <p>Membership in the Chapter is open to those who have interests or responsibilities in training, learning and development, talent development, performance improvement, and/or human resource development are interested in advancing the objectives of the Chapter and the Association; 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.</p>
Section B	<p>Dues</p> <p>Dues, fees, and terms of Chapter membership will be set by the Board. Chapter membership is not transferable, except for corporate memberships which may be transferred within a corporation.</p> <p>The annual membership dues of the organization shall be payable during annual renewal in August.</p> <p>Membership dues are non-refundable.</p> <p>All Board Leaders receive free local-Chapter membership during their term.</p>
Section C	<p>Suspension or Termination of Membership</p> <p>The Board may, by a two-thirds (2/3) vote of those present, suspend or terminate the membership of any individual for nonpayment 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.</p> <p>Membership shall be terminated when renewal dues are unpaid.</p>

Article III: Board Leaders

<p>Section A</p>	<p>Duties and Responsibilities The management of the affairs of the Chapter shall be vested in the Board. 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 an operating policy for the Chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing committees of the Chapter; and performing other functions as appropriate for the Board.</p>
<p>Section B</p>	<p>Membership</p> <ol style="list-style-type: none">1. The Board will consist of individuals elected by the Chapter members.2. Individuals seeking nomination to office shall present their interest, credentials, qualifications, and positions to any Board Leader.3. Two Individuals may jointly hold one director position, and that director position gets only one vote.4. New positions can be added to the Board if a simple majority of the Board votes them into position. The President may choose to appoint individuals to serve in roles that further the growth and development of the chapter and its members.5. Members of the Board shall be President, President-Elect, Past President, Programs Director, Membership Director, and other directors/coordinators as determined by the Board and these bylaws.6. 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/Commonwealth of Idaho. The President presides at and sets the agenda for meetings of the Board and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the Chapter.7. President-Elect. The President-Elect acts for the President in the President's absence. The President-Elect succeeds the President upon expiration of President's term or upon resignation, incapacity, or death of the President. The President-Elect assumes the duties of the President when the President is absent from Board meetings or Chapter meetings/functions.8. Past President. The Past President serves in an advisory role to the President, President-Elect, and Chapter as a whole and provides guidance and expertise as a knowledgeable member of the Board. The Past President advises on past practices and operations in accordance with the Chapter bylaws. Upon request, the Past President assists officers in performing their duties. The Past

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	<p>President serves as acting President if both the President and President-Elect are unavailable.</p> <p>9. Programs Director oversees the Chapter’s programming function, including responsibility for topic/speaker selection, site selection, and overall event management and reporting.</p> <p>10. Membership Director is responsible for membership management for all prospective, new, existing, and non-renewing members, including recruitment of prospective members, retaining existing members, onboarding new members, offboarding non-renewing members, and membership email communication.</p> <p>11. All Directors will have their job position descriptions approved by the Board, which includes an overview, but not an inclusive list, of duties and responsibilities specific to the job. Position descriptions are available on the Chapter website for members and non-members to read.</p>
Section C	<p>Qualifications Persons seeking to serve on the Board are preferred to be Chapter members in good standing as specified in these bylaws. Board Leaders are required to maintain membership in ATD (both National and Treasure Valley) while serving on the Board.</p>
Section D	<p>Terms Board Leaders shall be elected to serve terms of 1-4 years depending on position. Board Leaders may stand for re-election to the same Board position. Board Leaders may serve no more than three (3) consecutive terms, unless approved by the Board.</p> <p>Board Leaders shall hold office for the position’s term, and the term begins on the conclusion of the election.</p> <p>Any exiting Board Leader shall remain on the Board for a two-month transition period to enable a smooth transfer of responsibilities between Board Leaders.</p>
Section E	<p>Conduct of Chapter Business</p> <ol style="list-style-type: none"> 1. 50% of members of the Board 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 Leaders 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 these bylaws. <p>Absent Board Leaders may vote by proxy votes.</p>

	When the Board votes on a motion by electronic means, the vote shall be closed and tallied no later than three (3) business days after the motion is presented for a vote. A quorum of the Board must vote on a measure for the vote to be official and valid.
Section F	<p>Meetings</p> <p>At a minimum, the Board will meet once each quarter. The date of Board meetings will be announced at least thirty (30) calendar days in advance, and the exact time and place of all Board meetings will be announced to all Board Leaders at least fourteen (14) calendar days in advance of the meeting.</p>
Section H	<p>Removal</p> <ol style="list-style-type: none"> 1. The Board may, by two-thirds (2/3) 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. The President shall communicate, as needed, the suspension or termination intentions for any Board Leader. 3. Before the action of suspension or termination, the Board Leader will have an opportunity to be heard by the Board.
Section I	<p>Vacancies</p> <ol style="list-style-type: none"> 1. Elected Board Leaders vote to approve Board membership to appointed Board Leaders. 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 Director of Programs will convene the Board 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. 3. Any vacant position shall be appointed by the President and approved by a majority of the Board Leaders for the remainder of the term, except that a vacancy in the Presidency shall be filled by the President-Elect. If the President-Elect is unwilling or unable to assume the duties of President, the Board shall elect (by a two-thirds (2/3) vote) a new President, who shall serve until the next annual election of the Chapter.

Article IV: Election of Board Leaders	
Section A	Board Leaders will be elected by a majority of voting Chapter members. In the absence of votes, the Board will defer to the appointment process.

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Section B	<p>The Board shall be elected by confidential ballot. A ballot of nominees for each position shall be proposed to the membership a minimum of fourteen (14) calendar days before the election, which occurs in October. Results shall be announced within fourteen (14) calendar days of the election closure.</p> <p>The Board will collectively count the votes.</p>

Article V: Financial Review	
Section A	<p>A financial review will be conducted annually, and more frequently if circumstances dictate, by a Financial Auditor, with findings reported to the Board.</p> <p>The Board shall exercise the final approval for the selection of the Financial Auditor to safeguard the funds and property of the Chapter.</p>
Section B	<p>Results of the financial reviews and audits will be published and made available to the Chapter membership as soon as is practicable, but no later than ninety (90) calendar days into the following fiscal year.</p>
Section D	<p>The Board shall approve all the expenditures and budgets necessary to conduct its affairs.</p>

Article VI: Committees	
Section A	<p>Committees In addition to Committees specified in these bylaws, Committees may be established or disbanded by the Board. Committees are subject to the oversight and direction of the Board.</p>

Article VII: Additional Meetings	
Section A	<p>The President, the Board, or a Chapter member in good standing may request to meet.</p> <p>The Board determines if the meeting, and the discussion within, needs to be announced to the full membership based on potential anonymity and confidentiality needs.</p> <p>The Board can meet to transact business for the organization and to make recommendations to the Board. Any two Board Leaders can call a meeting.</p> <p>Upon conclusion of any meeting, the Board will determine the appropriate communication dissemination.</p>

Article VIII: Indemnification	
Section A	The Board may seek and maintain such indemnification to the fullest extent available under the laws of the State/Commonwealth of Idaho to protect the Chapter, Chapter members, Board Leaders, officers, employees, and agents.

Article IX: Amendment and Modification of Bylaws	
Section A	Amendments to these bylaws may only be initiated by the Board or by a petition signed by at least 25% of Chapter members in good standing.
Section B	Notice of any potential change must be published and distributed to the membership at least fourteen (14) calendar days before voting on such measures.
Section C	Amendments must be approved by a majority of Chapter members in good standing voting by electronic or mail ballot or at a duly called special meeting.
Section D	Bylaws shall be made available to all Chapter members on our website. Notice of approved changes to these Bylaws shall be published or distributed to all Chapter members within thirty (30) calendar days following adoption.

Article X: Dissolution of Chapter & Liquidation of Assets	
Section A	The Chapter may be dissolved by a vote of two-thirds (2/3) 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.