

Greater Atlanta Chapter
American Society for Training & Development

BYLAWS

Article I – SCOPE

The Bylaws detail the functions, regulatory practices and management procedures of the Chapter subject to the Constitution. The chapter shall also subscribe and follow ASTD Chapter Operating Requirements.

Article II – MEMBERSHIP

1. Membership is open to all individuals who have an interest or involvement in the Chapter's purpose.
2. Memberships are individual and nontransferable, except for organizational memberships. Organizational memberships are assignable within a defined organizational membership.
3. Each member in good standing has a vote and full membership rights.
4. A member in good standing is one who meets the requirements for membership and whose dues are fully paid for the membership year.
5. A member may be suspended or expelled by a two-thirds vote of the Board of Directors for conduct injurious to the Chapter.
6. The Board of Directors may grant honorary membership status to an individual for outstanding contributions to The Greater Atlanta Chapter or to the field of training and development. The Board will also specify the period of honorary membership and any modification or exemption from Chapter dues via majority vote.
7. Chapter dues are waived for Past Presidents for life.

Article III – CONDUCT OF CHAPTER BUSINESS

1. A majority (greater than 50%) of members of the Board of Directors or the Executive Board shall constitute a quorum at any scheduled meeting. Only the members of the convening Board are considered in determining the quorum. Example: If members of the Board of Directors are attending the meeting of the Executive Board, the Directors are not considered in determining a quorum for that meeting.
2. The act of the majority of a quorum of the Board of Directors or the Executive Board shall be the act of that Board unless a greater proportion is required by law or by these Constitution and Bylaws. Only the members of the convening Board are allowed to vote on business of that board. Example: If members of the Board of Directors attend a meeting of the Executive Board,

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- the Directors are not allowed to vote on business of the Executive Board at that meeting.
3. Board and Executive Board may be conducted via conference call or web conferencing.
 4. Proxies are not allowed for Board or Director or Executive Board meetings.
 5. The Order of Business at all meetings of the Chapter, the Board of Directors and the Executive Board, will be prescribed by the presiding officer. Robert's Rules of Order (revised) will govern all above meetings on any point not covered in the Constitution and Bylaws.
 6. Special meetings can be called by the President, by the Board of Directors or upon the written request of the members of the Chapter.
 - a. If the members request a meeting, the President will call a meeting within thirty days after the request is received.
 - b. The purpose of the meeting shall be published on the chapter's website ten days before the meeting.
 7. The President shall communicate the "state of the chapter" via routine communications or Chapter website.
 8. All contracts, affiliations with other professional organizations and partnerships shall be reviewed annually by the Executive Board and status communicated to the Board of Directors.

Article IV – MEETINGS

1. The Board of Directors and Executive Board shall meet minimally six times per year or as prescribed by ASTD Chapter Operating Requirements – Administrative Component.
2. Board of Directors and Executive Board meetings are open to all members in good standing.
3. All Board of Directors and Executive Board meetings will be scheduled on the chapter's website.
4. The Board of Directors and Executive Board may enter into executive session for grievances, personnel and financial matters.

Article V – FISCAL MANAGEMENT

1. The Chapter shall follow ASTD Chapter Operating Requirements – Financial Component.
2. An annual fiscal review of the Chapter's financial records shall be conducted.
3. The President has authority to sign legal contracts and can delegate that authority only to an elected officer of the Chapter.

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4. The VP Finance is responsible for all chapter financial practices and policies. All practices, policies and financial statements shall be published on the chapter's website.
5. The VP Finance and President may designate Chapter employees as authorized signers for approved payments.

Article VI – DUES

1. Annual dues shall be collected for the use of the Chapter to promote its purposes and objectives.
2. The amount of dues and processing fees for members shall be set by the Executive Board and approved by the Board of Directors.

Article VII– CHAPTER OFFICERS AND FUNCTIONAL PORTFOLIOS

1. National ASTD membership is a prerequisite to holding an elected or appointed office on both the Board of Directors and the Executive Board.
2. The titles and Functional Portfolios of the Board of Directors are:
 - a. The Chair is a voting member and presides at all meetings of the Board of Directors. The Chair appoints Board of Director Committees and Task Forces for projects supporting this board's role and responsibilities. The Chair can designate other members of the Board of Directors to preside over meetings. The Chair is selected from the five Senior Advisors except the appointed advisor.
 - b. Five Senior Advisors are voting members on the Board of Directors. Senior Advisors attend Board of Directors meetings and serve on Board of Directors Committees and Task Forces. Three Senior Advisors are elected for three-year terms with one Senior Advisor replaced annually. The Chapter President appoints one Senior Advisor for a one-year term. The Past President is automatically appointed as a Senior Advisor for a one-year term.
 - c. The President and President Elect are also voting members of the Board of Directors. The Chapter President, or designate, is responsible for representing the Chapter's Executive Board at all Board of Directors meetings.
3. All elected and appointed Senior Advisors shall receive no cost registration to Chapter meetings or workshops in recognition of service.
4. The titles and Functional Portfolios of the Executive Board are:
 - a. The President presides at all meetings of the Chapter and the Executive Board, represents the Chapter at all official functions,

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- directs the administration of Chapter Business, and serves as an ex-officio member of all committees. The President may create Task Forces with the approval of the Executive Board. The President may also appoint a Board Consultant to support leadership and parliamentary procedures with the approval of the Executive Board.
- b. The President Elect acts for the President in his/her absence. The President Elect is responsible for the Chapter's leadership continuity, including the annual leadership academy and transition.
 - c. The Chief Financial Officer (CFO) is responsible for the financial operations of the Chapter. The CFO will review all fiscal practices annually and update as required.
 - d. The Vice President of Communications and Marketing manages the marketing of the various Chapter programs, events, membership and other high revenue-producing activities, oversees the communication channels for the chapter and the technology that supports the Chapter.
 - e. The Vice President of Programming guides and oversees chapter programming, special interest groups and geographic interest groups, professional development functions, conferences and workshops.
 - f. The Vice President of Member Services manages the membership activities of the chapter.
 - g. The Vice President of Community Relations acts as a consultant to solicit and implement community involvement projects and organizational alliances that align strategically with ASTD chapter goals and competencies.
5. The titles and functions of standing functional committees supporting Chapter programming are:
 - a. Director – Professional Development
 - b. Director – Chapter Programming
 - c. Director – Special & Geographic Interest Groups
 6. Vice president (VP) roles shall be appointed for a one-year term. These roles maybe combined or split across multiple individuals as co-VPs.
 - a. VPs shall be responsible for developing and building a committee structure.
 - b. VPs shall have voting rights on the Executive Board.
 - c. VPs shall be nominated by the President and President Elect for Board of Directors approval immediately after the Chapter elections
 - d. VPs and Directors should attend the ASTD Leadership Conference prior to their leadership term.

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- e. Newly appointed VPs shall work with current year VPs for onboarding and transition.
1. The Executive Board can create and modify its leadership structure to best serve Chapter goals and initiatives.
2. All elected and appointed roles shall have position descriptions describing roles and responsibilities posted on the Chapter's website.
3. The President is responsible for communicating Chapter and financial policies to all leaders.
4. All Executive Board elected officers and VPs are responsible for budget planning, coaching/supporting his/her leadership, preparing annual plans and reporting progress of plans.
5. All chapter leaders will be listed on the Chapter's website.
6. VPs, CFO and Senior Advisors are limited to two terms and may succeed themselves.
7. The Board of Directors and Executive Board are responsible for ensuring that policies are followed.
8. All elected members and appointed VPs shall receive no cost registration to Chapter meetings or workshops in recognition of service.

Article VIII – SUCCESSION AND REMOVAL

1. In the event of a vacancy in the Board of Directors Chair, the Board of Directors will select by majority vote a new Chair from the elected Sr. Advisors or Past President currently on the Board of Directors.
2. In the event of a vacancy, the Board of Directors can approve by majority vote a replacement of members, except the President, of the Board of Directors.
3. In the event of an Executive Board vacancy in the office of President, the President Elect will assume the duties and responsibilities of the President for the remainder of the term and for the following year.
4. If the President Elect is unable or chooses not to assume the vacated position of the President, the Board of Directors will:
 - a. select from either the CFO or elected Senior Advisors by majority vote until a special election is held; and
 - b. conduct a special election in accordance with Bylaws within sixty days to fill the vacancies of President and/or President Elect for the unfulfilled term should the remaining term be longer than six (6) months.

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5. In the event of a vacancy in the office of the President Elect, the Board of Directors will conduct a special election within sixty days in accordance with Bylaws.
6. In the event of a vacancy of the CFO, the Executive Board can approve a replacement by majority vote. The CFO has to be approved by a majority vote from the Board of Directors.
7. Any member of either the Board of Directors or the Executive Board can be removed for nonperformance of duties or violation of Chapter policy by two-thirds vote of the full Board of Directors.

Article IX – ELECTIONS

Elected Board of Directors and Executive Board members are elected using the following procedures:

1. The Board of Directors Chair chooses a Nominations Chair from the members of the Board of Directors.
2. The Nominations Chair establishes a Nominating Committee that prepares and qualifies a slate of nominees. The Nominations Committee includes the Executive Board President Elect as a nonvoting member. A general member or two shall be appointed as a voting member of the Nominating Committee. Members may request to be nominated by submitting a letter of their qualifications to the Nominating Committee Chair.
3. The Nominating Committee consists of the Chair and members whose selections are approved by two-thirds vote of the full Board of Directors.
4. The Nominating Committee establishes candidate requirements and ensures that candidates meet requirements.
5. The President will solicit nominations from the membership at least one month prior to the announcement of the slate. Nominations received by the President will be turned over to the Nominations Committee for qualifying.
6. The prepared slate must include a minimum of one nominee for each open Board position. Any exceptions to the minimum required nominees per position must be approved by the Board. However, the Nominations Committee should strive to qualify more than one nominee for every position.
7. Elections may be conducted via web-based forms.
8. Nominees receiving the majority of votes returned are elected. Any ties in the vote count are resolved by two-thirds vote of the full Board of Directors.
9. Results of the election are announced within one week on the Chapter website after voting is completed.

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Article X – GRIEVANCES

1. Any Chapter member, officer or paid staff member should report a violation of Chapter policy to the Chapter President.
2. The President will inform the Chapter member or paid staff member of the action taken to resolve the matter.
3. If there is no resolution, then the Chapter member or paid staff member can submit the policy violation to the Chair of the Board of Directors for resolution.
4. The Board of Directors Chair will respond directly to the Chapter member or paid staff member what action has been taken to resolve the matter.

Article XI – BYLAWS IN EFFECT

These Bylaws, having been approved by a majority of a quorum of the Board of Directors, shall take effect on March 1, 2013.