

Pursuant to § 10-3A-27 of the Code of Alabama 1975, the Board of Directors adopted these bylaws on October 12, 2006. The articles of incorporation of the chapter are found on page 167 of Book 150 of the corporate records in the office of the probate judge of Madison County, Alabama.

Bylaws North Alabama Chapter of ASTD, Inc.

Name and Purpose

- 1 **1. Chapter name.** The name of this organization is the North Alabama Chapter of the American Society for
2 Training and Development, Inc. The registered office of the chapter shall be located in Huntsville, Alabama.
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- 4 **2. Affiliation.** The chapter is an affiliate of the American Society for Training and Development, a non-profit
5 educational society under Section 501(c)(3) of the Internal Revenue Code of 1986. The society and its chapters
6 are not organized for profit, and no part of their net earnings shall benefit any member or private individual,
7 except for payment of reasonable compensation for services rendered.
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- 9 **3. Governance and management.** The chapter shall be governed and managed by a board of directors (BOD)
10 elected by the membership. The BOD shall set policies within the limits prescribed by these bylaws.
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- 12 **4. Purpose.** The chapter is organized exclusively for charitable and educational purposes within the meaning
13 of Section 501(c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for one
14 or more of these purposes. Without limiting or expanding the foregoing, the chapter's specific purpose shall
15 be to—
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- 17 a. Provide leadership for the development of training professionals within the community.
 - 18 b. Present programs that stimulate growth and development of members.
 - 19 c. Provide an opportunity for networking and exchanging knowledge, which enhances professional
20 enrichment.
 - 21 d. Encourage or sponsor appropriate research and publications in the field of training and development.
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- 26 **5. Equal opportunity.** The chapter offers equal opportunity to all eligible members, regardless of race, color,
27 creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status,
28 physical, or mental impairment
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- 30 **6. Political activities.** The chapter shall not devote more than an insubstantial part of its activities to
31 attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for
32 legislation or a defeat of proposed legislation. The chapter shall not directly or indirectly participate in any
33 political campaign on behalf of or in opposition to any candidate for public office. This prohibition against
34 participating in a political campaign shall include the publishing or distribution of statements for or against
35 candidates.
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Membership

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- 39 **11. Eligibility.** Membership in the chapter is open to those who (a) have interests or responsibilities in
40 training, human resource development, and workplace learning and performance; (b) are interested in advancing
41 the objectives of the chapter and the society; and (c) subscribe to and are qualified under these bylaws. A
42 chapter member in good standing is one who meets the requirements for membership, and whose dues are paid
43 for the membership year.
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45 **12. Dues.** Dues, fees, and terms of chapter membership will be set by the BOD. Chapter membership is not
46 transferable, except for those organizations that have corporate membership. The policy and procedures
47 governing corporate membership shall be set by the BOD.
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49 **13. Suspension or termination of membership.** The BOD may, by a two-thirds vote of those present,
50 suspend or terminate the membership of any individual for non-payment of dues or monies owed the chapter,
51 or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the chapter.
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53 a. Suspension or termination of membership will be considered at a regularly scheduled meeting of the
54 BOD. Written notice of, and rationale for, proposed suspension or termination shall be mailed to BOD
55 members and the member concerned at least 30 days before the meeting.
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57 b. Any motion for suspension or termination must be made by an elected BOD member, based on
58 personal knowledge, official chapter records, or a statement signed by no fewer than five chapter
59 members in good standing.
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61 c. Before the vote on suspension or termination, the member will have an opportunity to be heard by the
62 BOD.
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64 **Board of Directors (BOD)**
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66 **21. Duties and responsibilities.** The management of the affairs of the chapter shall be vested in the BOD. The
67 BOD shall carry out the objectives and purposes of the chapter, and to this end it may exercise all powers of
68 the chapter. The duties of the BOD shall include establishing policies for the operation of the chapter; approving
69 the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing new
70 committees of the chapter; and performing all other functions as appropriate for the BOD.
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72 **22. Membership.**
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74 a. The members of the BOD shall be the president, president-elect, past president, secretary, treasurer,
75 and one director at large.
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77 b. The president shall be the chief executive officer of the chapter and be responsible for managing the
78 chapter in accordance with laws of the state of Alabama, the articles of incorporation, and these
79 bylaws. The president shall presides at and set the agenda for meetings of the BOD and chapter
80 meetings, except as noted in Section 75 of these bylaws; and oversee the management of the chapter.
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82 c. The president-elect shall act for the president in the president's absence. The President-elect shall
83 serve as the chair of the Nominating Committee and facilitate planning in preparation for term as
84 president. The president-elect shall perform other duties as requested by the president.
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86 d. The secretary shall record the minutes of meetings of the BOD and of chapter meetings at which
87 official business is conducted.
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89 e. The treasurer shall report on the financial condition of the chapter at meetings of the BOD and at other
90 times when called upon by the president or BOD.
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92 f. All BOD members shall have position descriptions approved by the BOD. These descriptions shall
93 list the duties and responsibilities of each position. Position descriptions will be made available to
94 chapter members and potential BOD members at least 30 days before scheduled elections.
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96 **23. Qualifications.** Persons seeking to serve on the BOD must be chapter members in good standing as
97 specified in these bylaws. BOD members are required to maintain membership in the national society. The
98 BOD is authorized to pay for the national membership of BOD members. No person shall be elected treasurer
99 who has not been an active member for at least 1 year before the date of the election.
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101 **24. Terms.**

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103 a. For president-elect, president, and past president: A person elected to this office shall serve a 3-year
104 term: the first year as president-elect, the second year as president, and the third year as past president.

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106 b. All other members of the BOD shall a term of 1 year.

107

108 c. Terms shall begin at 12:01 a.m. on January 1 of each year; terms shall end at 12 midnight on Decem-
109 ber 31 of each year, except in those cases where a successor has not been elected, in which case the
110 current officer shall remain in office until a successor is elected.

111

112 **25. Procedure.**

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114 a. A majority of members of the BOD shall constitute a quorum at any meeting of the BOD. Should a
115 quorum not be present, those members present may adjourn from time to time until a quorum is
116 present.

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118 b. The act of the majority of BOD members present at a meeting where a quorum is present shall be the
119 act of the BOD unless a greater proportion is required by law or by these bylaws.

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121 c. BOD members shall not cast proxy votes for absent BOD members.

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123 **26. Meetings.** The BOD shall have monthly regular meetings, except the BOD may elect not to meet during
124 December. The date, time, and place of such regular BOD meetings will be announced at least 14 days before
125 such meetings. These announcement shall take place at regular chapter meetings or be posted on the chapter's
126 web site. Without notice, the BOD may hold emergency meetings if the president acting alone or the BOD
127 acting collectively shall deem it necessary.

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129 **27. Grounds for removal.** The following may be grounds for removal of a member of the BOD:

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131 a. Failure to attend at least 70 percent of regularly scheduled BOD meetings during any 1-year period,
132 regardless of whether these absences are caused by employment conflicts, work schedules, illness, or
133 unwillingness to serve.

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135 b. Three consecutive absences from any BOD meetings, regardless of whether they are regularly sche-
136 duled BOD meetings or called BOD meetings, without providing notification of the inability to attend.

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138 c. Disloyalty, unbecoming conduct, or dereliction of duties.

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140 **28. Suspension or removal.**

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142 a. The BOD may, by two thirds vote of the full BOD, suspend or terminate a member of the BOD for
143 actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests
144 of the chapter.

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146 b. Suspension or termination of BOD members will be considered at a regularly scheduled meeting of
147 the BOD. Written notice of and rationale for the proposed suspension or termination shall be mailed
148 to BOD members and the individual concerned at least 14 days before the meeting.

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150 c. Any motion for suspension or termination must be made by a BOD member and be based on personal
151 knowledge, official chapter records, or statement signed by no fewer than five chapter members in
152 good standing.

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154 d. Before the vote on suspension or termination, the BOD member will have an opportunity to be heard
155 by the BOD.

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157 **29. Vacancies.**

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159 a. When a vacancy occurs for a BOD position, the President shall, with the approval of the majority of
160 the BOD, appoint a replacement from among chapter members in good standing to serve the remainder
161 of the term, except in the case of a vacancy in the office of president, president-elect, or past president.

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163 b. If the office of president shall become vacant, the president-elect will assume the position and its
164 responsibilities. If the office of president-elect shall become vacant, a special chapter meeting shall
165 be called and an election by the membership shall be held to fill the vacancy. If the office of past
166 president shall become vacant, no replacement shall be appointed. If both the offices of president and
167 president-elect shall become vacant simultaneously, the past president shall convene the BOD to select
168 a member of that body to serve as interim president until a special election by the membership can be
169 held. Approval of an interim president shall require a majority vote of the BOD.

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Election of BOD Members

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31. Formation of nominating committee. By no later than August 31 of each year, the president-elect shall form a Nominating Committee with the approval of the BOD. The Nominating Committee shall include the president-elect, the past president, and from one to three chapter members in good standing not currently serving in elected positions.

32. Deadline for slate: At the BOD meeting preceding the regular September chapter meeting, the Nominating Committee shall present a slate of candidates for the following offices: president-elect, secretary, treasurer, and BOD member at large. These candidates shall be announced at the regular September chapter meeting and on the chapter's web site. The slate shall be approved by a majority vote of the BOD.

33. Date of election: The officers for the upcoming year shall be elected at the regular October chapter meeting. BOD members shall be elected by a majority of chapter members present and voting at the regular October chapter meeting.

Financial Regulation

41. Financial review. A financial review will be conducted annually, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the BOD.

42. Audit. A full audit, preferably conducted by a certified public accountant, shall be completed every 2 years, and may be undertaken more frequently if circumstances dictate.

43. Publication of financial reviews and audits. 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 90 days into the following fiscal year.

44. Financial Review Committee. The Financial Review Committee shall consist of the president-elect, the past president, and one chapter member in good standing who has not served as a BOD member for at least 2 years. The treasurer shall not serve as a member of the Financial Review Committee, but shall provide the committee or an independent auditor any and all records necessary to complete a review of chapter finances.

45. Two signatures required. Two signatures shall be required for all checks written on the chapter's checking account.

Committees

51. Additional committees. In addition to committees specified in these bylaws, committees may be established or disbanded by the BOD. Committees are subject to the oversight and direction of the BOD or those authorized by that body.

213 **Regular Meetings of the Chapter**

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215 **61. Day for regular chapter meetings.** The chapter shall meet at least once a month on the same day of the
216 month, except the BOD shall have the option of cancelling or rescheduling the meetings for June, July, August,
217 and December. Regular chapter meetings do not have to be held at the same time or place.

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219 **62. Meeting announcements.** The date, time, and place of a regular meeting shall be announced by the
220 president at the meeting preceding the next regular meeting, by U.S. mail, by e-mail, or by posting on the
221 chapter's web site.

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223 **63. Quorum.** A quorum for conducting business at a regular chapter meeting shall be 10 percent of the
224 members in good standing. Members shall not be able to vote by proxy.

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226 **Special Meetings of the Chapter**

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228 **71. How called.** Special meetings of the chapter may be called by the president, the BOD, or a petition signed
229 by at least 10 percent of chapter members in good standing. In the case of a petition calling for a special
230 meeting, the BOD shall set the date, time, and place of such a meeting, but that date shall be no later than 40
231 days after receipt of the petition.

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233 **72. Limitations.** Business at a special meeting shall be limited solely to the topic specified.

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235 **73. Notification.** Before the meeting, the secretary shall notify all members in good standing of the date, time,
236 and place of the special meeting. This notification shall be in writing, shall state the purpose of the special
237 meeting, and shall be mailed to members in good standing at least 10 days before the meeting.

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239 **74. Quorum.** A quorum for conducting business at a special chapter meeting shall be 15 percent of the
240 members in good standing. Members shall not be able to vote by proxy.

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242 **75. Presiding officer.** The President shall preside at a special meeting of the chapter, unless the President has
243 a conflict of interest regarding the reason such a meeting has been called. If the president is unable to preside
244 because of a conflict of interest, the president-elect shall preside.

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246 **Amendment and Modification of Bylaws**

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248 **81. How initiated.** Amendments to these bylaws may only be initiated by the BOD or by a petition signed by
249 at least 10 percent of chapter members in good standing.

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251 **82. Vote required for approval.** Amendments may be approved by any one of the following methods:

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253 a. By two-thirds vote of all board members present and voting at a regular BOD meeting if both of
254 the following conditions have been met:

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256 (1) Any proposed amendment has been announced at the regular chapter meeting before the
257 board meeting at which a vote shall take place.

258 (2) Notice of the proposed change has been posted on the chapter's web site at least 2 weeks
259 before the board meeting at which a vote shall take place.

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261 b. By unanimous consent of all board members present and voting at a regular or special BOD
262 meeting if the same board members unanimously find that an emergency condition exists that
263 justifies an immediate change in the bylaws. This process requires no notice to chapter members
264 or absent board members before the board's vote shall be taken.

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266 c. By unanimous written consent of all board members. A change in the bylaws initiated by this
267 process shall become effective when all board members have signed the document providing for

268 a change in the bylaws, unless the document itself shall indicate a different date for when the
269 change becomes effective.

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271 d. By a two-thirds vote of chapter members in good standing, present and voting, at a duly called
272 special meeting.

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274 **83. Notification of adopted amendments.** The BOD shall notify all members in good standing of any changes
275 made to the bylaws by posting them on the chapter's web site.

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277 **Dissolution of Chapter and Liquidation of Assets**
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279 **91.** The chapter may be dissolved by a vote of two-thirds of chapter members in good standing present and
280 voting at a special chapter meeting called for this purpose. Upon dissolution of the chapter and after all of its
281 obligations have been satisfied, all of the chapter's remaining assets shall be transferred to the American Society
282 for Training and Development.

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284 **Parliamentary Procedure**
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286 **101.** Except as provided by Alabama law, the articles of incorporation, or these bylaws, the latest edition of
287 Robert's Rules of Order Newly Revised shall govern all meetings of the chapter, the BOD, or any committees.

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289 **Posting of Bylaws**
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291 **111.** These bylaws shall be posted on the chapter's web site or otherwise provided in writing to any member
292 in good standing who shall request a copy.

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294 END OF DOCUMENT