

# **ASTD-Cascadia Chapter Bylaws**

*Submitted to the membership and approved by the membership July 2010*

## **ARTICLE I. NAME and PURPOSE**

### **Section A. Chapter Name**

The name of this organization is American Society for Training and Development-Cascadia Chapter. The registered office of the chapter is in Oregon.

### **Section B. Affiliation with National Society**

The chapter is an affiliate of the American Society for Training and Development, a nonprofit educational society under Section 501 (c)(3) of the Internal Revenue Code of 1986. The society and its chapters are not organized for profit. No part of their net earnings will benefit any member or private individual, except for payment or reasonable compensation for services.

### **Section C. Governance and Management of Chapter**

The Board of Directors (Board) governs and manages the chapter. The Board sets policies within the limits of these bylaws.

### **Section D. Purpose**

The chapter is organized exclusively for charitable and educational purposes within Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for its purpose. The chapter's purpose is to be the premiere resource for training and development in Oregon and southwest Washington.

### **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, veteran status, physical or mental impairment.

### **Section F. Political Activities**

The chapter will not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda, and will not advocate or campaign for or against any proposed legislation. The chapter will not directly or indirectly participate in, including the publishing or distribution of statements, any political campaign involving any candidate for public office.

## **ARTICLE II. MEMBERSHIP**

### **Section A. Eligibility**

Membership in the chapter is open to those who advance the purpose and objectives of the chapter and the society, subscribe to and are qualified under these bylaws. A chapter member in good standing is one who meets membership requirements and pays dues for the membership year. All references to chapter members in these bylaws assume members to be in good standing.

### **Section B. Dues**

The Board sets dues, fees, and terms of chapter membership.

### **Section C. Termination of Membership**

The Board may, by a vote of 2/3 of filled board positions, terminate any individual's membership for not paying dues or money owed the chapter, for violating these bylaws, or for not behaving in the best interests of the chapter.

## **ARTICLE III. BOARD of DIRECTORS**

### **Section A. Duties and Responsibilities**

The Board carries out the purpose and objectives of the chapter, and may exercise all powers of the chapter. The Board sets policy for chapter operation; approves the strategic plan, annual plan, and budget; approves membership categories; authorizes new committees; and performs other duties.

### **Section B. Membership**

1. Board positions include President, President-Elect, Past President, Vice President of Finance (Treasurer), Secretary, and additional Vice Presidents as determined by the Board.
2. President: The President manages the chapter according to these bylaws and the laws of Oregon. The President presides at, and sets the agenda for, Board meetings and membership meetings, except as noted in Article VII of these bylaws. The President also directly supervises any paid staff.
3. President-Elect: The President-Elect acts for the President in the President's absence, prepares to be President, and performs other duties as requested by the President. The President-Elect also performs the duties of a Chief Learning Officer and oversees the programmatic matters of the chapter and any content driven initiatives.
4. Past President: The Past President works on special projects for the chapter and serves in an advisory capacity to the President and Board.
5. Vice President of Finance: The Vice President of Finance, as treasurer, signs checks and reports on the chapter's financial condition at Board meetings and at the President's request.
6. Secretary: The Secretary keeps all non-financial records of the chapter and documents requested by the President.
7. Vice President: The Board determines any additional Vice President positions. All Vice Presidents have position descriptions approved by the Board listing the duties and responsibilities of each position. Descriptions are available to chapter members upon request and potential Board members at least 30 days before elections.

### **Section C. Qualifications**

Persons seeking to serve on the Board must be chapter members as specified in these bylaws. Board members must also be members in the national society.

### **Section D. Terms**

Board members are elected to serve two-year terms on a schedule to be determined by the Board. Board members may be re-elected to the same Board position but for not more than two consecutive terms. The President is expected to serve on the Board for three years: the first year as President-Elect, the second year as President, and the third year as Past President. It is understood that the President-Elect (if already elected) will become President without having to be elected as President. This means that the President and Past President positions are not normally part of the election process (unless a vacancy occurs in the roles as described in this Article, Section H, Item 2. If the President-Elect position is vacant, then a candidate may be elected to serve as President without having served as President-Elect.

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

1. A majority of the filled Board Positions will constitute a quorum at any Board meeting. If a quorum is not present, those members present may adjourn until a quorum is present
2. The act of the majority of voting Board members present at a meeting where a quorum is present will be the act of the Board unless a greater proportion is required by law or these bylaws.

### **Section F. Meetings**

The Board will meet at least once per quarter. The date, time, and location of all Board meetings will be announced to all Board members and the membership at least 14 days before the meeting.

### **Section G. Discipline and Removal of Board Members**

All Board Members must read and sign the "Board Member Statement of Responsibilities." Any violation of the terms of this statement may be sufficient cause for discipline or removal of a Board member. Board Member practices may be examined and members may be removed according to the "Board Member Discipline Policy."

## **Section H. Vacancies**

1. When a board position becomes vacant, the President may, with the approval of a majority of the filled board positions, appoint a replacement from chapter members to serve the rest of the term.
2. When any board position is filled by an appointment, the person occupying that position does not automatically remain in the position during the next election cycle.
3. If the President's office is vacated, the President-Elect will assume the position and its responsibilities. If both the President and President-Elect offices become vacant simultaneously, the Treasurer will convene the Board to select a Board member 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 filled Board positions.

## **ARTICLE IV. ELECTION of BOARD MEMBERS**

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

In the quarter prior to the annual election, a Board Member Nominating Committee will be formed by the President. The committee will be comprised of the current President, the President-Elect, and at least 3 other chapter members.

### **Section B. Slate of Candidates**

The Nominating Committee will actively seek chapter member and Board member input regarding qualified candidates. This slate of candidates will be brought before the membership in an election held at least 30 days before the end of the current Board term.

### **Section C. Elections**

Board members will be elected by a majority of chapter members voting.

## **ARTICLE V. FINANCIAL REVIEW**

### **Section A. Financial Review**

The Financial Review Committee will conduct a review of financial management practices bi-annually and will report findings to the Board. The committee will consist of three members. The Vice President of Finance is not eligible to serve on the Financial Review Committee, but will provide the committee any and all records needed to complete a review of chapter finances.

### **Section B. Results of Financial Reviews**

Highlights of the financial reviews will be posted on the web site. A copy of the financial review will be available upon written request.

## **ARTICLE VI. COMMITTEES**

### **Section A. Committees**

The Board may establish or disband committees, in addition to those specified in these bylaws. All committees are subject to the oversight, direction, and authorization of the Board.

## **ARTICLE VII. SPECIAL MEETINGS of the CHAPTER**

### **Section A. Special Meetings**

Special chapter meetings may be called by the President, the Board, or upon receiving a petition signed by at least 20% of chapter members.

### **Section B. Reason for Special Meetings**

Member(s) who call for a special meeting must specify the reason for the meeting. Business at the special meeting will be limited to the topic specified. All chapter members will be notified at least 10 business days before the meeting.

### **Section C. Quorum for Special Meetings**

20% of chapter members will constitute a quorum required to conduct business at a special meeting.

**Section D. Presiding at Special Meetings**

The President presides at a special meeting, unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the Board or chapter members calling the special meeting will select an individual by majority vote to preside at the meeting.

**Section E. Voting at Special Meetings**

A majority vote of chapter members present will be sufficient to carry a motion, provided that such a motion complies with these bylaws.

**Section F. Minutes of Special Meetings**

Minutes of a special meeting will be available to chapter members upon request.

**ARTICLE VIII. INDEMNIFICATION**

**Section A. Indemnification**

The Board may seek and maintain such indemnification to the fullest extent under Oregon laws to protect the chapter, chapter members, board members, officers, employees, and agents.

**ARTICLE IX. CHANGE of BYLAWS**

**Section A. Proposed Changes**

Proposed changes of these bylaws may be initiated by the Board, or by a petition signed by at least 20% of chapter members.

**Section B. Notice of Changes**

Notice of proposed changes to these bylaws must be sent to the chapter members at least 14 days before voting on such measures.

**Section C. Ratification of Changes**

Changes must be ratified by a majority of chapter members voting.

**Section D. Notification of Ratification**

Notice of ratified changes will be sent to all chapter members no later than 60 days following adoption

**ARTICLE X. DISSOLUTION of CHAPTER and LIQUIDATION of ASSETS**

**Section A. Dissolution**

The chapter may be dissolved by a vote of 2/3 of chapter members. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made, all of the chapter's remaining assets will 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.