

Greater Toledo Area Chapter of ASTD

Bylaws of the Chapter

Article I - Bylaws

Section 1 - Scope of the By-laws

I.1.1 These Bylaws shall provide for the management and governance of the Chapter.

Article II - Membership

Section 1 - Classes

II.1.1 Membership categories shall include "National-plus" (Local), "Local only", "Student", and "Retired". The Board of Directors may also vote to grant "Complimentary" or "Honorary" membership to an individual.

Section 2- Rights

II.2.1 Each member in good standing (as defined in Article III of the Constitution) shall have one vote, be eligible to work on and chair committees, and receive all services connected with the Chapter.

Section 3 - Non-transferability

II.3.1 Membership in the Chapter may not be transferred from one person to another.

Section 4 - Equality

II.4.1 The Chapter shall not discriminate because of race, creed, color, national origin, age, sex, physical impairment, or sexual orientation in admission, rights, or treatments.

Article III - Management of the Chapter

Section 1 - Management

III.1.1 Management of the Chapter shall be vested in the Board of Directors.

Section 2 - Duties of the Board of Directors

III.2.1 The duties of the Board of Directors shall be to develop and implement Chapter goals and objectives, the annual budget, committee operations, special projects, and policies and procedures. To these ends, the Board may exercise all powers of the Chapter.

Section 3 - Membership of the Board of Directors

III.3.1 The Board of Directors of the Chapter shall consist of the elected Officers and the Immediate Past President.

III.3.2 The Board of Directors may make additional, non-voting appointments to the Board.

Section 4 - Meetings of the Board of Directors

III.4.1 Regular meetings of the Board of Directors shall be held no less than quarterly and shall be chaired by the President or his/her designee.

- III.4.2 Special meetings may be called by the President or upon request to the President by any four (4) members of the Board.
- III.4.3 Meetings of the Board of Directors shall be publicized to the membership and open to all members in good standing.
- III.4.4 Meetings of the Board of Directors may be canceled by the President, with at least one (1) day's notice.

Section 5 - Quorum for Meetings of the Board of Directors

- III.5.1 A simple majority of the voting members of the Board of Directors shall constitute a quorum at any Board meeting. Should a quorum not be present, those members attending may adjourn until a quorum can be present.
- III.5.2 The act of the majority of the members at a meeting where a quorum is present shall be the act of the Board of Directors unless a greater proportion is required by law, by the Constitution of the Chapter, or by these Bylaws.

Section 6 - Attendance at Meetings of the Board of Directors

- III.6.1 If a member of the Board of Directors fails to attend two (2) consecutive, regularly scheduled meetings within the course of the year, the Board, by majority vote, may declare that a vacancy exists.
- III.6.2 If a Board member is unable to attend two (2) consecutive meetings of the Board, but sends a representative in his/her place with proxy, the absence may be considered excused.

Section 7- Resignation or Removal

- III.7.1 Any member of the Board of Directors may resign by giving written notice to the president of the Chapter.
- III.7.2 The Board shall be empowered to remove any officer or chairperson for cause by a unanimous vote at a regular or special meeting, provided that notice specifying the purpose of the meeting is distributed to all Board members in advance. The Board may vote to conduct this meeting, or portion thereof, in closed session.
- III.7.3 The officer or chairperson being considered for removal shall be given written notice of the pending action, including cause, at least twenty (20) days prior to the pending removal and shall have the right to a hearing prior to the action being taken. This hearing shall be at the date and time of the scheduled meeting where the pending action is to occur.
- III.7.4 Within thirty (30) days of removal, any officer or chairperson who has been removed shall have the right of appeal by providing written notification to the President. The President shall then constitute an appeal board consisting of three (3) members of the Chapter who did not participate in the original decision to remove the member. The appeal board shall review and make recommendation to the Board of Directors. The decision of the Board, upon review of the appeal board recommendation, shall be final.

Section 8 - Vacancies

- III.8.1 When a vacancy occurs on the Board of Directors due to resignation, removal, death, or other circumstances, the President, in consultation with other Board Members, shall recommend a replacement to the Board. A majority vote of the Board shall be required to approve the recommendation.
- III.8.2 The term for a vacancy filled by action of the Board shall be from the time of approval through the remainder of the term of office or until the next regularly scheduled election, whichever is less.

Section 9 - Standing and ad hoc Committees

- III.9.1 The Board of Directors is responsible for establishing and coordinating the operations of committees of the chapter.
- III.9.2 Standing Committees of the Chapter shall include, but not be limited to: Finance Committee, Nominations and Elections Committee, Program Committee.
- III.9.3 The Board of Directors may establish ad hoc committees to serve temporary purposes which are beyond the charges assigned to standing committees.

Article IV - Officers of the Chapter

Section 1 - Elected Officers

- IV.1.1 The officers of the Chapter shall consist of the President, President-Elect/ Secretary, Vice President for Finance, Vice President for Membership Services, Vice President for Professional Development, Vice President for Marketing, Vice President for Special Projects, and Vice President for the Lima Satellite Chapter.
- IV.1.2 Membership dues in National ASTD for the President and/or President-Elect may be paid by the Chapter, if so requested and as approved by the Board.
- IV.1.3 One half of annual Chapter dues shall be waived for Board members during their terms of office.

Section 2- Terms of Office

- IV.2.1 Each officer shall serve a term of one calendar year (September 1 – August 31).
- IV.2.2 The President-Elect/Secretary shall automatically succeed to the office of President in the year following his/her election or appointment as President-Elect/Secretary. In the absence of an elected or appointed President-Elect/Secretary, the President may serve a second term, if duly elected according to Article IV, Section 3 of these Bylaws.
- IV.2.3 The Vice President for Finance may serve for no more than two (2) consecutive terms.
- IV.2.4 Other officers may serve no more than two (2) consecutive terms in the same office, unless this provision is formally waived by the Board for a particular incumbent.

Section 3 - Nomination and Election of Officers

- IV.3.1 Nominations for all Chapter offices, except President, shall be presented to the membership annually for election.
- IV.3.2 All nominees for Chapter offices shall be members in good standing of the Greater Toledo Area Chapter of ASTD. As required by National ASTD, only national members may occupy elected office in the Chapter.
- IV.3.3 The date of the annual elections shall be set by policy of the Board of Directors.
- IV.3.4 Elections will be held by ballot distributed to all members at the time of the election.
- IV.3.5 A majority of the votes cast by members shall be necessary to elect Chapter officers.

Section 4 - Duties of Officers

- IV.4.1 The President shall be the chief elected officer and primary spokesperson for the Chapter. The President shall preside at all meetings of the Chapter and the Board of Directors. The President shall make such appointments as specified by the Constitution and Bylaws, and shall serve ex-officio on all committees. The President shall appoint all committee chairpersons for the term of office, with the approval of the Board of Directors.
- IV.4.2 The President-Elect/Secretary shall perform the duties of the President in the event of the President's absence or inability to serve. The President-Elect/Secretary shall succeed to the office of President in the year following his/her election as President-Elect/Secretary.

The President-Elect/Secretary shall serve as Secretary of the Chapter, which includes the responsibilities of giving notice of all Board meetings, recording and distributing the minutes of Board meetings, and authenticating votes and proxies.

The President-Elect/Secretary shall be responsible for: 1) conducting an annual survey of members and reporting the results; 2) involving members in support of chapter activities and services – such as: members and chairpersons of standing and ad hoc committees, hospitality greeters at Chapter functions, volunteers for community-service programs, writers and photographers for Chapter publications, etc.; and 3) coordinating the Chapter Awards program.

- IV.4.3 The Vice President for Finance shall be responsible for the finances of the Chapter. These responsibilities include: 1) coordinating the development of the annual budget; 2) maintaining Chapter financial records; 3) collecting money owed to the Chapter; 4) paying bills owed by the Chapter; and 5) investing surplus funds.

The Vice President for Finance shall report on the financial condition of the Chapter at Board meetings and at other times when called upon by the President or as indicated in these Bylaws. The Vice President for Finance shall submit all financial records of the Chapter for audit on an annual basis (as specified in Article VI, Section 4 of these Bylaws).

- IV.4.4 The Vice President for Membership Services shall be responsible for:
1) maintaining the membership records of the Chapter; 2) preparing regular reports on membership status; 3) receiving correspondence to the Chapter, and distributing it, as appropriate; and 4) distributing Chapter notices and documents to the membership and others.
- IV.4.5 The Vice President for Professional Development shall be responsible for Chapter activities that promote the professional development of the members. These responsibilities include: 1) developing and implementing regular Chapter meetings and programs; 2) facilitating networking within the Chapter; 3) developing a mentoring program for matching new members with experienced members; and 4) coordinating regular Chapter Orientation programs for new members (and others).
- Chapter professional development responsibilities should be delegated to committees. The Vice president for Professional Development shall serve ex-officio on these committees, shall coordinate activities between these committees, and shall serve as acting chairperson for these committees in the absence of the chairperson.
- IV.4.6 The Vice President for Marketing shall be responsible for promoting awareness of and involvement in Chapter activities and services, both within the membership and the greater Toledo and Lima areas. These responsibilities include: 1) Chapter publications (print and electronic); 2) the Internet presence of the Chapter; 3) fundraising and sponsorships for Chapter events, products, and services; and 4) coordinating membership recruitment activities.
- Chapter marketing responsibilities should be delegated to committees. The Vice President for Marketing shall serve ex-officio on these committees, shall coordinate activities between these committees, and shall serve as acting chairperson for these committees in the absence of the chairperson.
- IV.4.7 The Vice President for Special Projects shall be responsible for special Chapter activities. These responsibilities include: 1) planning and conducting fundraising events; 2) planning and conducting special programs or events (including community-service projects); and 3) conducting outreach programs that coordinate Chapter activities and services with other professional non-profit or service organizations.
- Chapter special project responsibilities should be delegated to committees. The Vice President for Special Projects shall serve ex-officio on these committees, shall coordinate activities between these committees, and shall serve as acting chairperson for these committees in the absence of the chairperson.
- IV.4.8 The Vice President for the Lima Satellite Chapter shall be responsible for the overall operation of the Satellite Chapter in close coordination with the Greater Toledo Area Chapter. These responsibilities include: 1) membership services; 2) professional development services; 3) marketing services; 4) member involvement services; 5) special projects; and 6) financial and other reporting to the Greater Toledo Area Chapter.

Lima Satellite Chapter responsibilities should be delegated to committees, including a steering committee. The Vice President for the Lima Satellite Chapter shall serve ex-officio on these committees, shall coordinate activities between these committees, and shall serve as acting chairperson for these committees in the absence of the chairperson.

Article V - Meetings

Section 1 - Regular Chapter Meetings

V.1.1 Regular meetings of the Chapter shall be held as described in the Constitution (Article 6, Section 1).

Section 2 - Special Chapter Meetings

V.2.1 Special Chapter meetings may be called by the Board of Directors or upon signed petition by at least ten percent ($\geq 10\%$) of the membership delivered to the President-Elect/Secretary.

V.2.2 The President shall call such a meeting within thirty (30) days of the Board decision or receipt of the membership petition.

V.2.3 The business to be transacted at any special meeting shall be stated in the notice thereof, and no other business may be considered at that time.

Section 3 - Notices of Meetings

V.3.1 Written notice of all regular and special Chapter meetings shall be distributed to the membership no less than fifteen (≥ 15) days before the meeting.

Section 4 - Voting

V.4.1 At any Chapter meeting where a general membership vote is needed, each member shall be entitled to one (1) vote.

V.4.2 A member may vote electronically, in person, or by proxy.

V.4.3 For a proxy to be valid, it must be received by the President-Elect/Secretary prior to the vote being taken.

V.4.4 A quorum shall consist of those members present, plus valid proxies.

V.4.5 Unless a greater proportion is otherwise required by these Bylaws, or in the Constitution, or by statute, a majority of the votes cast by members present or represented by proxy at a meeting shall be necessary for the adoption of any matter voted upon by the members.

Section 5 - Rules of Procedure

V.5.1 Parliamentary procedures, when appropriate, shall be followed in all meetings in accordance with *Robert's Rules of Order, Revised*.

Article VI - Funds

Section 1. Fiscal Year

VI.1.1 The fiscal year of the Chapter shall coincide with Article IV, Section 2.1 (Terms of Office).

Section 2 - Chapter Finances

- VI.2.1 The Board of Directors of the Chapter shall have fiduciary responsibility for the funds of the Chapter and shall conduct those responsibilities in the best interest of the membership as a whole.
- VI.2.2 The Board shall administer the investment and allocation of funds in such a manner that a fair return on investment is perceived by the membership as a whole.
- VI.2.3 Funds of the Chapter are to be placed only in FDIC or FSLIC insured institutions.
- VI.2.4 Any and all expenses shall be accompanied by a written request when presented to the Vice President for Finance for payment.
- VI.2.5 The Chapter shall maintain and operate within an annual budget which is to be submitted to and approved by the Board within sixty (60) days of the beginning of the fiscal year. Proposed expenditures above amounts approved in the budget must be submitted to the Board for exception authorization.
- VI.2.6 The reporting period for the Chapter shall be consistent with the fiscal year. A full written account of the status of Chapter finances shall be made to the membership by the Board.
- VI.2.7 No person, officer, or member of the Chapter may assume financial liability on behalf of the Chapter without prior approval of the Board.

Section 3 - Audit of Chapter Finances

- VI.3.1 An annual audit of Chapter finances shall be conducted at the conclusion of the fiscal year by a qualified individual in the accounting profession. The completed report shall be presented by the Vice President for Finance to the Board of Directors within one month of completion.

Section 4 - Local Dues

- VI.4.1 The annual dues for the Chapter shall be fixed by the Board of Directors.
- VI.4.2 The Board may waive, cancel, or reduce the dues, assessments, or other indebtedness of a member for any period.

Article VII - Amendments

Section 1 - Procedures

- VII.1.1 Amendments to these Bylaws may be initiated by the Board or by signed written petition of at least ten percent (10%) of the membership.
- VII.1.2 The Bylaws of the Chapter may be amended by ballot and/or at any special or regular Chapter meeting, provided that a statement of the proposed amendment is included in the notification of the meeting.
- VII.1.3 Amendments must be approved by a majority of those members voting.

Section 2. Effective Date

VII.2.1 Amendments shall be effective on the date approved or on the date specified in the amendment.

Section 3 - Publication

VII.3.1 Notice of adopted changes in these Bylaws shall be distributed no later than thirty (30) days following the effective date.

*Approved by the Board: **July 10, 2004***

*Approved by the Membership: **August 1, 2004***