

ATD Central Iowa Chapter By-laws

Overview

Background This document is the approved by-laws for the ATD Central Iowa Chapter. These by-laws are an internally-written document that will govern the operation of our chapter.

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Revisions These by-laws were revised in May 2020. The previous approved revisions were made in June 2015.

Purpose Statement

Purpose	These by-laws are the internal rules and regulations that will guide the Board of Directors activities.
Name	The name of this organization is the ATD Central Iowa Chapter.
Vision	To be a partner in enhancing our members' roles as workplace learning and performance professionals.
Mission	To provide strategic partnerships that assist in creating innovative solutions that link workplace learning and performance to organizational results.

Membership

Membership and Dues

Regarding membership and dues:

- Membership is open to anyone who supports the mission and the vision of the chapter, subscribes to the bylaws, and pays the annual dues.
 - A member has the right to hold office, vote, and be eligible for all rights and privileges of the association.
 - Dues are payable annually.
 - The board determines the amount of dues, based upon recommendation of the Membership Engagement committee.
 - Dues paid are non-refundable and non-transferable.
 - Any Past President of the chapter who remains actively involved in the chapter by giving at least five (5) hours of their time during a year will receive his/her chapter membership free in the following year.
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Student Membership

ATD student member rate is for students:

- Who are enrolled in a minimum of 12 credit hours per year in a degree-seeking program at an accredited university or college
 - Whose coursework demonstrates an interest in the Talent Development field
 - Students who are in full-time, professional roles are expected to pay the standard membership rate and are not eligible to downgrade to a student membership.
 - The student membership rate is available for a total of up to four years per individual who meets the above characteristics. Each year, your renewal rate will be reset to the standard membership rate and if you still qualify for the student rate, you will need to contact the Chapter Administrator to reset your renewal rate.
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Termination of Membership

Members will be terminated or suspended if:

- Their conduct is detrimental to the chapter as determined by a two-thirds vote of the board.
 - A member delinquent in paying his/her dues after a 30-day grace period will be terminated as an active member but may be reinstated upon payment of dues for the year.
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Board of Directors

Board of Directors

The following rules apply:

- The Executive Committee is composed of the President, the President-Elect, and the Vice President of Operations who are the board officers.
 - In addition, the board consists of Vice Presidents for Electronic Media & Marketing, Members and Ambassadors, Education, and Community Relations.
 - Members of the board are responsible for directing the affairs of the chapter.
 - Board members serve without compensation, but may be reimbursed for expenses with board approval.
 - To meet the ATD National CARE requirements, all board members must be ATD National members.
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Board Elections and Terms of Office

The following rules apply:

- The board President is elected annually. After election, he/she shall serve one (1) year as President-Elect, then one (1) year as President. He/she may not be elected to the same office in consecutive years.
 - The role of President-Elect is to be filled by a current board member; it may not be filled by someone serving his/her first year on the board. In the event a candidate is not found from the current board, the Nominating Committee may solicit applications from the general membership.
 - Vice Presidents are elected annually. They may serve up to three full consecutive terms in the same position.
 - A Nominating Committee is appointed by the President and consists of the President-Elect as chair, a board member, and two members at large.
 - The Nominating Committee prepares a slate of nominees for officers and vice presidents. Approval of the slate occurs no later than the September board meeting.
 - Upon approval by the board, the slate will be presented to the general membership for a vote. A majority of those who vote must approve the slate in order for it to be valid.
 - A signed agreement/oath of office shall be administered to each incoming board member no later than December 31 preceding the start of his/her term.
 - Terms of office run from January 1 to December 31.
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Chapter Administrator

- The Board of Directors may contract for administrative services.
 - The scope of services for the Chapter Administrator will be approved by the board and overseen by the President.
 - The fee for services rendered by the Chapter Administrator will be determined by the board and approved in the budget.
 - The Chapter Administrator will be contracted on an annual basis.
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Board of Directors, Continued

Travel and Development Expense

The following pertains to reimbursement of travel expenses.

- Each year, budget permitting, board members will attend the ATD Leaders Conference (ALC). Their expenses will be reimbursed as approved within the budget.
 - As budgeted, local chapter members serving on national level ATD committees will be eligible to have unreimbursed expenses paid up to a maximum of \$500 per year as approved within the budget.
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Reduced Program Fees

For programs which require a fee, the following applies:

- Each board member receives one non-transferrable free seat to all chapter programs, excluding collaborative events coordinated in partnership with other organizations.
 - This discount only applies to those who are active board members at the time of the event. It does not apply to special meetings or conferences, such as regional meetings, even if sponsored by the ATD Central Iowa Chapter.
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Leaving the Board

The following rules apply:

- A board member wishing to resign must do so in writing to the President of the chapter.
 - Board members are subject to termination if their conduct is detrimental to the chapter as determined by a two-thirds vote of the board.
 - Should the President be unable to perform his/her duties, the President-Elect assumes the responsibilities of the office.
 - Should the President-Elect be unable to perform his/her duties, the President will seek a qualified candidate who, upon majority approval of the Board of Directors, shall be expected to serve the remainder of the two-year term on the Executive Committee. His/her name shall appear on the next general election as President.
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Disciplinary Action or Termination

Disciplinary action will only be applicable if the following is true:

- Board members are subject to termination for:
 - Non-performance of duties.
 - Missing three board meetings without being excused by the President or without sending a committee member substitute.
 - Other misconduct determined to be detrimental to the best interests of the chapter.
 - Removal of a board member requires a two-thirds vote of the board.
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Board of Directors, Continued

Filling Open Board Positions At the discretion of the Executive Committee and with majority approval of the Board, the most qualified candidate will fill vacated or newly-created Board positions. The term of such appointment shall be until the next regularly elected board takes office.

Should multiple simultaneous vacancies occur within the Executive Committee, the Board of Directors shall appoint, by majority vote, individuals to fill such positions until a special election can be held to fill them. The term of such appointments may not extend beyond the next regularly scheduled board election.

Meetings

Board Meetings Regarding board meetings:

- The Board of Directors meets at least ten times annually.
- At each meeting, the President or, in the President's absence the President-Elect, is the chair.
- The President, with input from the incoming board, establishes times and dates for board meetings prior to the start of his/her term as President.
- Notice of meetings shall be published at least ten (10) days in advance.
- Board agendas and minutes are distributed in a timely manner.
- Board minutes will not be considered official until they have been approved by the board at the board's next meeting.

Decision Process When making decisions, the following applies:

- A quorum for the transaction of business of the Board of Directors is a majority.
- Decisions are made based on a majority vote of those members present, except as noted.
- Issues requiring a majority vote of the board may be polled by telephone or virtual vote, but must be confirmed in writing or by e-mail and should be read into the minutes of the next regularly scheduled board meeting.
- One vote will be counted for each board office, regardless of the number of seated Vice Presidents.
- A Vice President may send a committee member in his/her place as a proxy voter, so long as the President has been notified prior to the meeting.

Special Meetings A special meeting of the Board of Directors may be called at anytime by the President, by 30% of the board or by 10% of the general membership. Dates of the special meeting are published at least ten (10) days in advance.

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Meetings, Continued

- Chapter Events** Regarding chapter meetings:
- In accordance with ATD National CARE requirements, the chapter must hold a minimum of six (6) events per year. These may include events offered by the Members & Ambassadors, Education, or Community Relations committees. The members must be notified at least twenty (20) days prior to the event.
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- Presenters' Guidelines on Promoting Material** During chapter-sponsored events the following will apply:
- One of the primary functions of ATD is member networking, which in some cases may include members making other members aware of the products and services they market.
 - The chapter promotes networking through such activities as member exhibit tables, meeting/event sponsorships, partnerships, and advertising on the website and in chapter communications.
 - When members are presenting at chapter meetings, the functions are considered non-commercial forums. Presenters are not to use the time to promote their products and services.
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Committee Guidelines

- Committees** Regarding committees:
- The Vice Presidents act as chairs to their designated committees.
 - The President can appoint members to an ad hoc committee to perform a special function. Once the function is completed the committee is dissolved.
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Operation Guidelines

- ATD Chapter Affiliation Requirements (CARE)** To meet the requirements set by ATD National:
- The chapter will meet the Chapter Affiliation Requirements (CARE), as established by ATD National.
 - The chapter will submit an annual assessment to National ATD to demonstrate alignment with CARE.
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- Chapter Finances** The following rules apply:
- The chapter board ensures an annual internal or external financial review is completed by an individual or group not directly responsible for the management of the chapter's finances.
 - Independent audits conducted by an accounting professional are to be completed in years ending with a 5 or 0, beginning in 2015.
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Expenses and Reimbursement

The following define the guideline for reimbursement of expenses:

- Board members and their committees are authorized to incur expenses only as approved in the annual budget.
 - Chapter members not affiliated with a committee are not reimbursed for expenses without prior board approval.
 - The committee's Vice President must approve all expenses submitted by a committee before payment is processed by the Chapter Administrator. Board approval is required if expense is not part of the annual budget.
 - Detailed receipts for all expenses must be submitted with each request for reimbursement. Reimbursement will not be approved without receipts.
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Reserve Funds

Regarding the reserve fund, the following will apply:

- The reserve fund must equal a minimum of six months of operating expenses. The actual dollar amount will be evaluated each year as part of the annual budget planning process.
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Chapter Bank Debit Card

The chapter has an issued debit card in the name of the Chapter Administrator. This card is to be used solely for expenses directly related to the operations of ATD. Expenses in excess of the budget by \$100 require prior approval of the Board.

Receipts for all expenditures must be submitted to the Chapter Administrator within 2 weeks. The chapter debit card may not be used for personal expenses under any circumstances. The Board has the right to revoke or suspend debit card usage, temporarily or permanently, at its sole discretion.

**Member
Communication**

It is the policy of ATD Central Iowa Chapter to e-mail current members with information on upcoming events and relevant information. ATD Central Iowa Chapter will include both ATD events and events from other reputable organizations that are deemed relevant to the talent development / training industry by the Electronic Media committee.

In accordance with our advertising guidelines, we will sell to outside advertisers for a fee a one-time e-mail to our members. These advertisers will not receive our e-mail list. They will be required to send the e-mail to our Chapter Administrator who will, in turn, e-mail our members.

The chapter maintains a membership directory. This is strictly an internal list designed to foster collaborative communication between members and may not be used for non-approved advertising, promotion, or solicitation of any kind.

At the discretion of the Executive Committee, we will provide the opportunity to local chapters of related trade associations with whom we partner, such as SHRM, ISPI, and other ATD chapters, to send information to our members on upcoming events and other information. This will not be done for a fee (unless postage is required), but it will be expected that said organizations reciprocate. Determinations of any other requests will be made by the Executive Committee.

In no case will a chapter member contact list with e-mail or phone number information be given to a non-member. Aside from the above exceptions, the Chapter Administrator will make all direct member contact.

Any member may opt out of receiving mailings by contacting the Chapter Administrator.

**By-laws
Changes**

Amendments of these by-laws require approval by a majority of the board. The by-laws will be published and are available for review by any chapter member. The Executive Committee keeps the by-laws current.

By-laws Review

These by-laws are to be reviewed and updated as needed.

**Logo Usage
Guidelines**

To maintain a consistent presentation of the ATD identity, it is essential that the ATD logo and chapter name always be produced as a whole piece of art. The logo elements must never be altered in terms of style, proportion, spacing, or otherwise.

The ATD logo system positions ATD visually as a “master brand” with which the chapter is affiliated. In this way, the chapter benefits from the equity built for the group as a whole. The chapter name should be followed by the word “Chapter.”

These by-laws defer to the logo usage guidelines of ATD National.

**Dissolution of
Chapter and
Assets**

Upon the dissolution of this corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.
