

The American Society for Training and Development

Model Bylaws for ASTD Chapters

Article I. Name and Purpose

Section A: Chapter Name

The name of this organization is the **New Mexico** chapter of the American Society for Training and Development. The registered office of the chapter shall be located in the

State of New Mexico.

Section B: Affiliation with the National Society

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

Section C: Governance and Management of Chapter

The chapter shall be governed and managed by a Board of Directors elected by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws.

Section D: Purpose

The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended, and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the chapter's specific purpose shall be:

To improve the competence of training and development professionals and to provide an opportunity to share experiences among those who have an interest in training and development.

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

Article II. Membership

Section A. Eligibility

Membership in the chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the chapter and the Society; and subscribe to and are qualified under these bylaws. A chapter member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year.

Section B Dues

Dues, fees, and terms of chapter membership will be set by the Board of Directors. Chapter membership **is not** transferable.

Section C. Suspension or Termination of Membership

The Board of Directors may, by a **two-thirds** vote of those present, suspend or terminate the membership of any individual for non-payment of dues or monies owed the chapter, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the chapter.

1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least **twenty** days prior to the meeting.
2. Any motion for suspension or termination must be made by an elected board member, based on personal knowledge, official chapter records, or a statement signed by no fewer than **5** chapter members in good standing.
3. Before enacting of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

Article III. Board of Directors

Section A. Duties and Responsibilities

The management of the affairs of the chapter shall be vested in the Board of Directors. It shall be the duty of the Board to carry out the objectives and purposes of the chapter, and to this end it may exercise all powers of the chapter. The duties of the Board shall include: establishing policy for the operation of the chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing new committees of the chapter; and performing other functions as appropriate for the Board of Directors.

Section B. Membership

1. The Board of Directors will consist of not less than **5** and not more than **14** individuals elected from among chapter members in good standing as specified in Article II of these bylaws. The Board of Directors shall continue in office until successors are duly installed.
2. Members of the Board of Directors shall be President, President-Elect, Past President, Vice President of Finance, and other Vice Presidents as determined by the Board of Directors and these bylaws.

3. President

As the Chief Executive Officer of the chapter, the President is responsible for managing the chapter in accordance with these Bylaws and the laws of the **State of New Mexico**. The President presides at, and sets the agenda for, meetings of the Board of Directors and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the chapter.

4. President-Elect

The President-Elect acts for the President in the President's absence. The President-Elect serves as the chair of the Nominating Committee and facilitates planning in preparation for term as President. The President-Elect performs other duties as requested by the President.

5. Vice President of Finance

The Vice President of Finance shall report on the financial condition of the chapter at meetings of the Board and at other times when called upon by the president.

6. Other Vice Presidents shall include: Other BOD members shall include:

1. Communications 1. Community Relations
2. Programming 2. Professional Development

3. Membership 3. Members-at-Large

4. Marketing 4. Secretary

All board members will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions will be made available to chapter members and potential Board members at least 30 days prior to scheduled elections.

Section C. Qualifications

Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these bylaws. Board members are required to maintain membership in the national Society.

Section D. Terms

Board members shall be elected to serve terms of **one year**. Board members **may** stand for re-election to the same board position. [And *if so*, may serve no more than **three** consecutive terms].

Section E. Conduct of Chapter Business

1. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present.
2. The act of the majority of Board members present at a meeting where a quorum is present shall be the act of the Board unless a greater proportion is required by law or by these bylaws.
3. Board members **may not** cast proxy votes for absent Board members.

Section F. Meetings

The Board of Directors will meet **at least quarterly**. The date of Board

Meetings will be announced at least **30** days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least **10** days in advance of the meeting.

Section G. Attendance

Failure to attend **three** consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these Bylaws.

Section H. Removal

1. The Board of Directors may, by **three-fourths** vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the chapter.

2. Suspension or termination of board members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least **twenty** days prior to the meeting.

3. Any motion for suspension or termination must be made by a board member, based on personal knowledge, official chapter records, or statement signed by no fewer than **5** chapter members in good standing.

4. Before action of suspension or termination, the board member will have an opportunity to be heard by the Board.

Section I. Vacancies

1. When a vacancy occurs for a board position, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among chapter members in good standing to serve the balance of the term.

2. Should the office of President be vacated, the President-Elect will assume the position and its responsibilities. If both the offices of President and President-Elect become vacant simultaneously, the Vice President of Finance will convene the Board of Directors to select a member of that body 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 Board of Directors.

Article IV. Election of Board Members

Section A. Nominating Committee

The President-Elect will form a Nominating Committee with the approval of the Board of Directors. The Nominating Committee will have no fewer than **3** members, and will include the President-Elect, the Past President, and **3** chapter members in good standing not currently serving in elected positions.

Section B. The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least **30** calendar days prior to the end of the current Board terms.

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

Article V. Financial Review

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

Section B. A full audit conducted by a certified public accountant is mandated every **two** years, and may be undertaken more frequently if circumstances dictate.

Section C. 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.**

Section D. The committee shall consist of the President-Elect, the Past President, and no fewer than three chapter members in good standing who have not served as a Board member for at least two years. The Vice President of Finance shall not be eligible to serve on the Financial Review Committee, but will provide the committee or an independent auditor any and all records necessary to complete a review of chapter finances.

Article VI. Committees

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

Article VII. Special Meetings of the Chapter

Special meetings of the chapter may be called by the President, the Board of Directors, or upon the receipt of a petition signed by at least **25%** of chapter members in good standing.

1. The call for a special meeting must specify the reason for the meeting. Business at the special meeting will be limited solely to the topic specified. Notification will be made to all chapter members at least **10** business days prior to the meeting.

2. **25%** of chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting.

3. The President shall preside at a Special Meeting of the chapter, unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the body

calling the Special Meeting (the Board or chapter members) shall select an individual to preside at the meeting by majority vote.

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

5. The minutes of a special meeting will be published or made available to all chapter members.

Article III. Indemnification

The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State of New Mexico to protect the chapter, chapter members, board members, officers, employees, and agents.

Article IX. Amendment and Modification of Bylaws

Section A. Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least **25%** of chapter members in good standing.

Section B. Notice of any potential change must be published and distributed to the membership at least **30 calendar** days prior to voting on such measures.

Section C. Amendments must be approved by a majority of chapter members in good standing voting by mail ballot or at a duly called special meeting.

Section D. Notice of approved changes to these Bylaws shall be published or distributed to all chapter members **no later than 60 days** following adoption.

Article X. Dissolution of chapter & Liquidation of Assets

The chapter may be dissolved by a vote of **two-thirds** of chapter members in good standing. Upon dissolution of the chapter, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the chapter's remaining assets shall 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.

Appendix Chapter Board of Directors

Objective: To provide general guidance to the President and other Board members on governance of the organization to meet the organizational objective as stated in Article I Section C of the Bylaws.

Composition: In accordance with Article III Section B, the Board of Directors is composed of: President, President-elect, Secretary, VP for Finance, VP for Communications, VP for Marketing, VP for Membership, VP for Programming, Community Relations, Professional Development, Members-at-large, Past President.

General duties and responsibilities of the Board and its Members

Attend scheduled board meetings

Report on activities at each board meeting

Prepare and approve an annual set of goals and objectives

Submit receipts and expenditures for your position to VP of Finance

Request approval from President and VP of Finance for expenditures over \$100

Recruit team members to assist Board members in fulfilling position duties

Attend as many regular ASTD meetings as possible

Suspend or terminate membership in accordance with the Bylaws

Waive, cancel or reduce payment of fees, assessments or other debt of a member in accordance with the Bylaws

Remove Board members in accordance with the Bylaws

Support and uphold the Bylaws of ASTD

Perform additional duties assigned by the President or Board of Directors

Maintain records associated with positions

Recruit and train successor to position

Cooperate and assist all other Board members as necessary

Job Descriptions

President

Objective: To ensure the purposes of the Chapter, as established in the Bylaws, are met through effective functioning of the Chapter, judicious use of Chapter resources, and competent leadership of the Board of Directors.

Duties:

1. Serve as Chief Executive Officer of the Chapter
2. Plan and facilitate executive board meetings with the President-elect, VP of Finance, VP of Marketing, VP of Programming and any other Board member crucial to the business of that meeting
3. Preside over all business meetings of the Board and the general membership
4. Facilitate Board activities in setting short and long range plans for the chapter
5. Ensure annual objectives are established for each Board position; periodically review progress toward meeting these objectives
6. Monitor and coach performance of Board members
7. Coordinate administrative tasks of the Board
8. Appoint or delegate authority to appoint all special committees, except the nominating committee
9. Prepare a slate of candidates with the Nominating Committee, to be approved by the Board
10. Serve as ex-officio member of all committees, except the Nominating Committee
11. Be a liaison for the Chapter on ASTD national affairs and ensure the Chapter is adequately represented at official ASTD functions or meetings
12. Make provisions for auditing the chapter records annually
13. Prepare monthly and year-end reports for Chapter newsletter
14. Represent the Chapter at community events or assign others
15. Communicate with and prepare agenda for Secretary before each Board meeting

President-elect

Objective: To learn about the management of the chapter in order to assume the office of the President in an orderly and efficient manner, and to assist the President in meeting the objectives of the Presidency.

Duties:

1. Assume the Presidency should the office become vacant
2. Perform the duties of the President in the absence of the incumbent
3. Coordinate special projects assigned by the President
4. Serve as Vice-Chair of the program team

5. Serve as a member of the conference team
6. Chair the national chapter awards submission program

Secretary

Objective: To record the business meetings of the Chapter and maintain the records of the Chapter in an orderly and accurate manner.

Duties:

1. Attend all Board meetings and record action taken; appoint a representative if absent
2. Distribute meeting minutes to Board members in a timely manner
3. Act as official correspondent for the Chapter
4. Maintain a permanent file of Board minutes, Chapter correspondence, changes to Bylaws or policies, newsletter, special project reports, financial statements, and such other materials as may be deemed necessary to maintain continuity and history of the chapter

VP of Finance

Objective: To maintain the finance and financial records of the Chapter in an orderly and accurate manner.

Duties:

1. Maintain current and accurate records on the financial status of the Chapter, including all checking and savings accounts
2. Continually monitor all operational finances and approve all spending within the limits of the budget
3. Facilitate the Board in the development of an annual budget
4. Obtain Board approval for spending outside the budget plan
5. Disperse payments of Chapter funds, as necessary, in a prompt and accurate manner as authorized by the budget and/or the Board
6. Advise the President and the Board on financial concerns of the Chapter
7. Take part in the annual audit as proscribed in the Bylaws

VP of Communications

Objective: To establish and maintain regular, coherent and pertinent communications with the membership at large.

Duties:

1. Develop, prepare and distribute the Chapter newsletter on a monthly basis
2. Review and update the Chapter brochure as necessary
3. Provide advance notice of all programs, special events, and regular meetings of the Chapter and the Board through the newsletter
4. Assist other officers in communicating activities related to their position to the members through newsletter articles
5. Coordinate production and distribution of Chapter member directory

VP of Marketing

Objective: To develop and administer a program for continuing awareness, understanding, approval and respect for the Chapter's objectives, activities and accomplishments by the various community and business publics.

Duties:

1. Develop an overall marketing plan for the year, which includes delegating responsibilities to other members of the marketing team.
2. Develop and implement promotional programs and campaigns to create public awareness of ASTD, the chapter and its members; such as distributing press releases to local papers about chapter events, and developing news about current training issues and trends
3. Promote and sell the benefits of ASTD to prospective members, current members, and businesses in the community, through avenues such as newsletter articles and company newsletters and bulletin boards
4. Work with the community relations board member to market ASTD to community events and organizations in which we participate
5. Promote an ongoing relationship with the Chamber of Commerce and/or other community groups to promote the Chapter

VP of Membership

Objective: To promote and increase membership in the organization, To maintain membership records, and provide hospitality functions at meetings.

Duties:

1. Maintain a membership record keeping system and notify members when they are to renew membership, or coordinate with National ASTD about the billing service
2. Reconcile membership list with the VP of Finance on a quarterly basis
3. Prepare and maintain an on-going membership retention program
4. Prepare and distribute to all new members a "new Member" information packet and hold new member orientation programs on a quarterly basis
5. Coordinate hospitality and check-in at all meetings
6. Recruit new members to leadership roles in the Chapter

VP of Programming

Objective: To provide effective and relevant programs by facilitating a program team in the planning, leadership and execution of monthly chapter meetings.

Duties:

1. Recruit and organize a program team
2. Create a plan in conjunction with the program team for programs for the year
3. Represent the program team at board meetings and present the year's program outline for newsletter publication
4. Ensure that all aspects of monthly programs are organized, in conjunction with the program team. In other words, meeting space, refreshments, speaker, coordination with publications, registration

Opportunity Line

Objective: Provide clear and up to date information through the Info Line regarding available opportunities for employment in the training and consulting field.

Duties:

1. Maintain (at least bi-monthly) and promote the opportunity line about positions available to the ASTD population
2. Seek out opportunities through existing media and direct contact with employers.

University Liaison

Objective: Serve as the link to institutions of education throughout the membership area, including students, administrators, and instructors.

Duties:

1. Recruit student members to Chapter meetings
2. Help develop student chapter and link to local Chapter
3. Help link professors and professionals to offer class speakers and better professional development programs for the Chapter
4. Promote ASTD to the entire academic community
5. Offer articles for Chapter newsletter to communicate university programs on training and development
6. Appoint student liaison to the Chapter

Professional Development

Objective: Coordinate all special programs for the Chapter and to seek new opportunities for enhancing the professional development of members.

Duties:

1. Organize and administer training special event(s) as determined by the Board
2. Plan and carry out special fund raising projects as determined by the Board
3. Coordinate annual Chapter awards and recognition event with President, President-elect, and VP for Programming

Past President

Objective: To advise the Board and maintain continuity and consistency of Chapter development and activity, and to assist the President as required.

Duties:

1. Perform duties as assigned by the President and/or Board
2. Act as an advisor on Chapter affairs

Member-at-large

Objective: To carry out special projects as determined by the goals and objectives for the year and to assist other board members.

Duties:

1. To be determined annually by the Board