

GREATER ATLANTA CHAPTER ASTD CONSTITUTION/BYLAWS
Revised 2/22/2010

Constitution

Article I – NAME AND EMPOWERMENT

1. The name of this association is The Greater Atlanta Chapter of ASTD. The Chapter is an affiliate of the National society. The Greater Atlanta Chapter was created and empowered by the membership to carry out the purpose set forth below, and is governed in accordance with this Constitution and Bylaws and such other policies, rules, regulations, and procedures as may be established by the Chapter's elected officials.
2. Definitions of terms used in this Constitution and Bylaws are: *Chapter*: Greater Atlanta Chapter of ASTD. *Board of Directors*: Leadership positions, some elected by the membership and some appointed, responsible for strategic direction and organizational effectiveness. *Executive Board*: Leadership elected by the membership and responsible for implementation of annual goals. *Committee Chairs and Special Task Force Chairs*: Leadership positions appointed by Executive Board for implementing plans and projects. Committee Chairs and Special Task Force Chairs are not voting members of the Board of Directors or the Executive Board unless they are designated [see Bylaw Article IV.3, Conduct of Business]. *Extended Leadership Group*: Executive Board, all Committee Chairs and other designated positions such as Recording Secretary, Board Consultant, etc. Only elected members of the Board of Directors and Executive Board have expenditure authority. *Members/Membership*: All Chapter members in good standing. *Membership Meeting*: The regular meetings where Chapter business is conducted, usually prior to a program. [See Bylaw Article VIII.1 and 2 for Functional Portfolios for Board of Directors and Executive Board.]
3. Constitution and Bylaws provide for the management and governance of The Greater Atlanta Chapter of ASTD in all its activities, subject to the provisions of the Articles of Incorporation and laws of the State of Georgia.
4. The Chapter may be dissolved at a Special Meeting called for that purpose, under the stipulations of the Chapter Constitution and Bylaws by a vote of two thirds of the members in good standing with at least 10% of total members voting. In the event of dissolution or liquidation of the Chapter, all the remaining net assets will be decided on by the Board of Directors.

Article II – PURPOSE AND VALUES

The purpose of this nonprofit education association is to serve the educational and professional development needs of its members in the field of training and human resource development.

As The Greater Atlanta Chapter, we value:

- ✓ the talents and skills of our members
- ✓ their contributions to ASTD and other organizations
- ✓ the satisfaction of personal benefits through volunteering
- ✓ professional and personal growth for our members
- ✓ quality in all our products and services

Article III – GOVERNANCE

The Chapter is managed by two leadership bodies. The Board of Directors is responsible for strategic direction and organizational effectiveness. The Executive Board is responsible for establishing and implementing annual goals. Portfolios of responsibilities are outlined in the Chapter Bylaws.

1. Any member of the Executive Board or the Board of Directors may be removed from office by a two-thirds vote of the full Board of Directors if the member is not fulfilling the terms of the office.
2. The Board of Directors will meet a minimum of three times annually as scheduled by the Board of Directors Chair.
3. The Executive Board will meet a minimum of six times annually as scheduled by the President.

Article IV – POLICIES AND GRIEVANCES

1. The Executive Board is responsible for establishing and updating Chapter policies.
2. The Executive Board is responsible for communicating policy changes to both the Board of Directors and the Extended Leadership Group.
3. The Executive Board is responsible for ensuring that policies are followed.
4. Any Chapter member or paid staff member should report a violation of Chapter policy to the Chapter President. The President will inform the Chapter member or paid staff member of the action taken to resolve the matter. If there is no resolution, then the Chapter member or paid staff member can submit the policy violation to the Chair of the Board of Directors for resolution. The Board of Directors Chair will respond directly to the Chapter member or paid staff member what action has been taken to resolve the matter.

Article V – OFFICERS

1. Elected and Appointed Officers serve on the Board of Directors and the Executive Board.
2. Elected officers of the Chapter are elected annually and hold office for one-year or until their successors are qualified, except Senior Advisors, who hold a three-year term.

3. Officers perform their duties as prescribed in Article VIII.1 and 2 of the Chapter Bylaws.

Article VI – ELECTIONS

1. Elections will be held in accordance with Bylaws.
2. Elected and Appointed Board of Directors and Executive Board members assume their respective duties on the first day of the year for which they were elected. Soon after the election and appointment of the Board of Directors, prior to assuming the terms, they will meet to select a Chair, appoint Committees/Special Task Forces and establish plans for the next year.
3. Soon after the election of the Executive Board, prior to assuming their terms, they are expected to identify and orient members for chair positions and assist the committee chairs in the preparation of annual plans for the next year.
4. If reelected, officers may succeed themselves. An officer is limited to serving two consecutive terms in the same office, not to include the completion of an unexpired term of another officer.

Article VII – SUCCESSION AND REMOVAL

1. In the event of a vacancy in the Board of Directors Chair, the Board of Directors will select by majority vote a new Chair from the elected Sr. Advisors or Past President currently on the Board of Directors.
2. In the event of a vacancy, the Board of Directors can approve by majority vote a replacement of members, except the President, of the Board of Directors.
3. In the event of an Executive Board vacancy in the office of President, the President Elect will assume the duties and responsibilities of the President for the remainder of the term and for the following year.
4. If the President Elect is unable or chooses not to assume the vacated position of the President, the Board of Directors will:
 - a. select an acting President from among the Vice Presidents by majority vote until a special election is held.
 - b. conduct a special election in accordance with Bylaws within sixty days to fill the vacancies of President and/or President Elect for the unfulfilled terms.
5. In the event of a vacancy in the office of the President Elect, the Board of Directors will conduct a special election within sixty days in accordance with Bylaws.
6. In the event of a vacancy of a Vice President, the Executive Board can approve a replacement by majority vote. The Vice President has to be approved by a majority vote from the Board of Directors.
7. Any member of either the Board of Directors or the Executive Board can be removed for nonperformance of duties or violation of Chapter policy by two-thirds vote of the full Board of Directors.

Article VIII – CHAPTER STAFF

1. The Chapter may employ such persons as are necessary to administer to the needs of the members and the elected officers who serve them.
2. The President will oversee the hiring and management of all paid staff. The President may empower any elected or appointed officer to assist in such hiring and or management of paid staff.
3. The hiring, compensation, evaluation and termination of paid staff will be approved by the Executive Board and the Board of Directors.

Article IX – FISCAL MANAGEMENT

1. The Chapter is fiscally managed using an annual budget that is approved by the Board of Directors prior to the February Executive Board meeting. Revision of the annual budget requires approval by the Executive Board and Board of Directors.
2. Use of Chapter funds is limited to promoting its purpose, and may not be used for personal gain.
3. Annual Chapter memberships dues can be increased by no more than 20% per year, if approved by a vote of both Boards. Any increase in dues greater than 20% per year must be approved by a majority vote of the members who vote. A written notice of the vote and the effective date of increase must be submitted to the membership in advance of the vote.

Article X – AMENDMENTS TO CONSTITUTION

1. This Constitution may be amended by a simple majority vote of the members who vote.
2. The Constitution may be amended by the following steps:
 - a. Written amendments are submitted to the Board of Directors three weeks in advance of a regularly scheduled Board of Directors meeting.
 - b. The review of the amendments is included as part of the above-scheduled Board of Directors meeting agenda.
 - c. Board of Directors majority approval is required for the amendments to be submitted to the membership for a vote.
 - d. The Board of Directors will then notify the membership one month prior to the vote.
 - e. A majority vote by the members who vote is required for the final approval of the amendments.
 - f. Final vote results will be communicated to the membership within two months.

The above process would also be used for a major revision of the Bylaws.

Article XI – AMENDMENTS TO THE BYLAWS

1. Bylaws prescribing in more detail the functional and regulatory practices to manage the Chapter will be published.
2. Published Bylaws may be amended by a two-thirds vote of the Board of Directors. Proposed amendments must be submitted in writing to the Board of Directors Chair at least three weeks before any scheduled Board of Directors meeting. All members of the Board of Directors will be given written copies of the amendments at least two weeks before the scheduled meeting that the amendments will be considered and voted on.

Bylaws

Article I – SCOPE

The Bylaws detail the functions, regulatory practices and management procedures of the Chapter subject to the Constitution.

Article II – MISSION AND VISION

The mission of The Greater Atlanta Chapter of ASTD is to provide quality professional development and member services to our professionals in a manner that involves our members in contributing to the training and development industry and the community.

The vision of The Greater Atlanta Chapter of ASTD is to be the First Link to Atlanta's best people, products, programs, ideas and services in Human Resource Development and Performance Improvement.

Article III - MEMBERSHIP

1. Membership is available to all individuals who have interests or responsibilities in the training and human resource development field and are willing to subscribe to the Chapter's Constitution and Bylaws.
2. Each member in good standing has a vote and full membership rights. National ASTD membership is a prerequisite to holding an elected or appointed office on both the Board of Directors and the Executive Board.
3. A member in good standing is one who meets the requirements for membership and whose dues are fully paid for the membership year.
4. The Board of Directors may grant honorary membership status to an individual for outstanding contributions to The Greater Atlanta Chapter or to the field of training and development. The Board will also specify the period of honorary membership and any modification or exemption from Chapter dues.

5. Chapter dues are waived for Past Presidents for life.

Article IV – CONDUCT OF CHAPTER BUSINESS

1. A majority (greater than 50%) of members of the Board of Directors or the Executive Board shall constitute a quorum at any scheduled meeting. Only the members of the convening Board are considered in determining the quorum. Example: If members of the Board of Directors are attending the meeting of the Executive Board, the Directors are not considered in determining a quorum for that meeting.
2. The act of the majority of a quorum of the Board of Directors or the Executive Board shall be the act of that Board unless a greater proportion is required by law or by these Constitution and Bylaws. Only the members of the convening Board are allowed to vote on business of that board. Example: If members of the Board of Directors attend a meeting of the Executive Board, the Directors are not allowed to vote on business of the Executive Board at that meeting.
3. Members of the Board of Directors or Executive Board may have a designee vote on their behalf, if the Board member communicates an acceptable representative to the presiding officer in advance of the meeting.
4. The Order of Business at all meetings of the Chapter, the Board of Directors and the Executive Board, will be prescribed by the presiding officer. Robert's Rules of Order (revised) will govern all above meetings on any point not covered in the Constitution and Bylaws.
5. Special meetings can be called by the President, by the Board of Directors or upon the written request of the members of the Chapter.
 - a. Ten percent of membership attending the meeting constitutes a quorum.
 - b. If the members request a meeting, the President will call a meeting within thirty days after the request is received.
 - c. The purpose of the meeting is provided in writing to the membership ten days before the meeting.

Article V - MEETINGS

A schedule and the content of regular membership meetings of the Chapter are approved by a majority vote of the Executive Board.

Article VI – FISCAL MANAGEMENT

1. An annual fiscal review of the Chapter's financial records is conducted. This review must be done at least every two years by a qualified independent accountant. In the years in which an accountant is not contracted, an audit committee reviews the records. This committee is formed of members who are not on either the Board of Directors or the Executive Board.

2. All financial accounts of the Chapter have at least two signers, the Vice President of Finance and Administration and the President, and require only one signature to authorize transactions.
3. The President has authority to sign legal contracts and can delegate that authority only to an elected officer of the Chapter.

Article VII – DUES

1. Annual dues shall be collected for the use of the Chapter to promote its purposes and objectives.
2. The amount of dues and processing fees for members shall be set by the Executive Board and approved by the Board of Directors.
3. When a dues increase of up to 20% is approved by the Board of Directors, it will be communicated to the membership two months in advance of the scheduled date of increase. [Refer to Article IX.3 about membership dues in excess of 20%.]

Article VIII – OFFICERS AND FUNCTIONAL PORTFOLIOS

1. The titles and Functional Portfolios of the Board of Directors are:
 - a. The Chair is a voting member and presides at all meetings of the Board of Directors. The Chair appoints Committees and Special Task Forces for implementing Strategy Formulation, Organizational Improvement, Constitution/Bylaw Amendments, Succession Planning and Chapter Officer Nominations. The Chair also schedules and presides over an annual stakeholder meeting open to all members and other interested stakeholders. The Chair can designate other members of the Board of Directors to preside over meetings. The Chair is selected from the five Senior Advisors except the appointed advisor.
 - b. There are five Senior Advisors who are voting members on the Board of Directors. Senior Advisors attend Board of Directors meetings and serve on Board of Directors Committees and Special Task Forces. Three Senior Advisors are elected for three-year terms with one Senior Advisor replaced annually. One Senior Advisor is appointed by the Chapter President for a one-year term. The Past President is automatically appointed as a Senior Advisor for a one-year term.
 - c. The President and President Elect are also voting members of the Board of Directors. The Chapter President, or their designate, is responsible for representing the Chapter's Executive Board at all Board of Directors meetings.
2. The titles and Functional Portfolios of the Executive Board are:
 - a. The President presides at all meetings of the Chapter and the Executive Board, represents the Chapter at all office functions, directs the administration of Chapter Business, and serves as an ex-officio member of all committees. The President may create Special Task Forces with the

- b. approval of the Executive Board. The President may also appoint a Board Consultant with the approval of the Executive Board.
- b. The President Elect acts for the President in his/her absence. The President Elect is responsible for the Chapter's leadership continuity, including transition.
- c. The Vice President of Programs is responsible for professional development through scheduled events.
- d. The Vice President of Professional Development and Standards is responsible for new products/services/channels for professional development and for the development of customer and professional standards.
- e. The Vice President of Membership is responsible for enhancing the individual member's relationship with the organization to include recruiting, welcome and member orientation and linking members to volunteer opportunities.
- f. The Vice President of Finance and Administration is responsible for the daily support operations of the Chapter to include financial records, administrative services and budget funds disbursement.
- g. The Vice President of Special Interest Groups (SIGs) is responsible for providing leadership in the development, coordination and maintenance of SIGs as well as preparation and administration of programs that meet the needs of the SIGs.
- h. The Vice President of Communications is responsible for communication of Chapter programs and services to internal, external, current and prospective stakeholders.
- i. The Vice President of Marketing and Community Involvement is responsible for promotion of Chapter programs/services to internal, external, current and prospective stakeholders, and for identifying and implementing community involvement projects.
- j. The Executive Board can create and modify a leadership structure (e.g., Committee Chairs, Task Force Chairs, Project Leaders, Team Leaders, etc.) that best serves the annual Chapter goals. This annual leadership structure will be communicated to the membership in January of the Executive Board's term of office. The Executive Board officers are responsible for establishing and coaching their leadership structure in preparation/revision of job responsibilities, budgets, and annual plans. The officers are also responsible for submitting the above-written documents to the Executive Board for approval at the January Executive Board meeting.
- k. The Executive Board is responsible for communicating the Chapter policies and financial approval process to its leadership structure.
 - l. The President Elect will schedule a minimum of four Extended Leadership Group meetings a year.

Article IX ELECTIONS

Elected Board of Directors and Executive Board members are elected using the following procedures:

1. The Board of Directors Chair chooses a Nominations Chair from the members of the Board of Directors.
2. The Nominations Chair establishes a Nominating Committee that prepares and qualifies a slate of nominees. The Nominations Committee includes the Executive Board President Elect as a nonvoting member. Members may request to be nominated by submitting a letter of their qualifications to the Nominating Committee Chair.
3. The Nominating Committee consists of the Chair and members whose selections are approved by two-thirds vote of the full Board of Directors.
4. The Nominating Committee establishes candidate requirements and ensures that candidates meet requirements.
5. Nominations will be solicited from the general membership by the President at least one month prior to the announcement of the slate. Nominations received by the President will be turned over to the Nominations Committee for qualifying.
6. The prepared slate must include a minimum of one nominee for each open Board position. Any exceptions to the minimum required nominees per position must be approved by the Board. However, the Nominations Committee should strive to qualify more than one nominee for every position.

With the exception of the Vice President of Finance, two people can be listed on the slate as Co-Vice Presidents of an area. Prior to being listed on the slate as such, the parties must agree to the arrangement. No more than two people can serve as Co-Vice Presidents for any one position.

- a) If elected as Co-Vice Presidents, they will share one vote between them on all business requiring board member votes.
 - b) When elected as Co-Vice Presidents, they must submit a written plan of how the work of the role will be shared so as to cover all aspects of the position. The plan will be submitted to the President, within a reasonable period of time to be determined by the President, following the election.
 - c) A Vice President position can be changed to a Co-Vice President position after elections are held by approval of the President and the Board of Directors.
7. Elections are held during August by ballot sent to all Chapter members.
 8. Nominees receiving the majority of votes returned are elected. Any ties in the vote count are resolved by two-thirds vote of the full Board of Directors.
 9. Results of the election are announced within two months after voting is completed.