

Articles and Bylaws

ARTICLE I: Name and Purpose

Section 1: Florida Suncoast Chapter

The name of the organization is Association for Talent Development (ATD) Florida Suncoast Chapter, a non-profit entity, herein referred to as the “Florida Suncoast Chapter” or the “Chapter”. The registered office of the chapter is located in the State of Florida.

Section 2: Affiliation with the Association

The Chapter is an affiliate of the American Society for Training and Development (“ASTD”), which is doing business under the trade name Association for Talent Development (ATD) (referred to herein as the “Association” or “ATD”), a non-profit educational Association exempt from federal taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Association and its chapters are not organized for profit.

Section 3: Governance and Management of Chapter

The chapter is governed and managed by a Chapter Board of Directors, hereafter referred to as the Chapter Board, elected by the membership. The Chapter Board sets policies within the limits prescribed by these bylaws.

Section 4: 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 (“IRC”), and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the chapter’s specific purpose is:

Provide a forum for better use of human ability and potential in business, industry, non-profits and government by:

- a. Providing leadership in the field of workplace learning and performance to assist management to develop and maintain a competent work force;
- b. Ensuring continuity of effective organization leadership by assisting management to motivate career-minded staff to achieve individual growth goals;
- c. Promoting an understanding of workplace learning and performance as a basic responsibility of management;
- d. Encouraging or sponsoring appropriate research and publishing results in the fields of workplace learning and performance;
- e. Providing means for the dissemination and exchange of knowledge, skills and attitudes about workplace learning and performance;
- f. Encouraging educational institutions to provide programs for the preparation and growth of workplace learning and performance professionals;

- g. Encouraging the participation and affiliation of individuals or groups concerned with specialized areas of activity or interests within the broad field of workplace learning and performance;
- h. Discovering and sharing trends, ideas, resources, tools and techniques in the field of workplace learning and performance.

Notwithstanding any other provision of these Bylaws, the Chapter will not carry on any activities not permitted to be carried on by: (i) an organization exempt from federal income tax under IRC Section 501(c)(3); or (ii) an organization contributions to which are deductible under IRC Section 170(c)(2).

Section 5: 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, and physical or mental impairment.

Section 6: Political Activities

The chapter will not devote activities to attempt to influence legislation by propaganda or otherwise, and will not advocate or campaign for legislation or for defeat of proposed legislation. The chapter will 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.

Section 7: Inurement

No part of the net earnings of the Chapter will inure to the benefit of, or be distributable to, its officers, managers, directors, advisors, employees, or other private persons, except that the Chapter will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of IRC Section 501(c)(3) purposes.

ARTICLE II: MEMBERSHIP

Section 1: Eligibility Requirements

Chapter membership is open to:

- a. Those who have interests or responsibilities in training, learning and development, talent development, performance improvement, and/or human resource development are interested in advancing the objectives of the Chapter and the Association; and subscribe to and are qualified under these bylaws.
- b. Students involved in a course of study related to these fields.
- c. Anyone supporting the concepts and tenets of helping to enhance adult learning and equip others to reach their maximum personal and professional potential.

Section 2: Member in Good Standing

A member in good standing will be:

- a. One who meets the requirements of membership as specified in Section 1 of this Article;

- b. One whose dues are fully paid for the current year. Dues are determined by the Chapter Board, are entirely for the use of the local Chapter and are controlled and accounted for by the Vice President for Finance pursuant to Article IV, Subsection 3 d.
- c. One who actively subscribes to and supports the Chapter purpose, as described in Article 1, Section 4 of these bylaws.

Section 3: Membership Rights

Each member in good standing will have a vote and full membership rights.

Section 4: Application for Membership

Any person desiring chapter membership will either fill out and submit the chapter application form online or physically submit the completed form to the Vice President for Member Services of the Chapter.

Section 5: Suspension or Termination of Membership

The Chapter Board may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for nonpayment 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.

- a. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Chapter Board. Written notice of, and rationale for, proposed suspension or termination will be mailed to Chapter Board members and the member concerned at least 30 days prior to the meeting.
- b. Any motion for suspension or termination must be made by an elected Chapter Board member, based on personal knowledge, official Chapter records, or statement signed by no fewer than five Chapter members in good standing.
- c. Any member who is notified that his/her membership is being suspended or terminated may submit a written rebuttal and speak at the Chapter Board meeting to present reasons why the action should not be taken.

ARTICLE III: THE FLORIDA SUNCOAST CHAPTER BOARD OF DIRECTORS

Section 1: The Chapter Board

The management of the affairs of the ATD Florida Suncoast Chapter will be vested in the Chapter Board. It will be the duty of the Chapter Board to carry out the objectives and purposes of the Chapter, and to this end it may exercise all powers of the Chapter.

The Florida Suncoast Chapter Board of Directors will consist of nine voting members in good standing as specified in Article II of these bylaws, who are the elected officers of the Chapter (and those appointed to fill vacancies) and the immediate Past President. The Chapter Board will continue in office until successors are duly installed.

Section 2: Duties and Responsibilities

The duties and responsibilities of the Chapter Board will be as follows:

- a. To determine the policies of the Chapter within limits prescribed by these Bylaws and Bylaws of the Association for Talent Development;
- b. To approve the strategic plan, the annual plan, and the budget;
- c. To approve categories of membership;
- d. To make provisions for the auditing of Chapter records as it may deem proper for the protection of the funds and the purpose of the Chapter as described in Article VIII of these Bylaws;
- e. To approve a Chapter Board vacancy replacement appointed by the President, during the term of any officer of the Chapter to serve for the unexpired portion of the term, except that a vacancy in the office of President will be filled as provided by Article VII, Subsection 2 b;
- f. To support and help facilitate all meetings, activities, and programs on both a local and national level for the good of the Chapter members and the national Association;
- g. To establish and approve position descriptions for all officers and Chapter committees.
- h. And to perform other functions as appropriate for the Chapter Board.

Section 3: Chapter Board Meetings

The Chapter Board will meet at the call of the President or upon written request addressed to the Secretary by any three members of the Chapter Board.

Section 4: Quorum

A simple majority (at least 51%) of the voting members of the Chapter Board will constitute a quorum for the transaction of Chapter business.

Section 5: Chapter Board Authority and Limitations

The Florida Suncoast Chapter Board will have full authority except as limited by these Bylaws and the laws of the State of Florida.

Section 6: Chapter Board Meeting Attendance

Members of the Chapter Board are expected to attend all Chapter Board meetings and regularly attend Chapter meetings. Those who plan to be absent from Chapter Board meetings should notify the President in advance of the meeting. An officer who fails to attend a total of three consecutive Chapter Board meetings without a reasonable excuse may be removed in accordance with Article VII, Section 3, and the position filled as provided by Article III, Subsection 2e.

Section 7: Dual Incumbency

From time to time it may be appropriate to have dual incumbency of officer positions (e.g., Co-Vice President for Programs); the position, however, retains only one vote on the Chapter Board.

Section 8: The Executive Committee

The Executive Committee includes the President, President Elect and Past President; it meets at the president's discretion for planning and advisory purposes.

Section 9: The Extended Board

The Extended Board includes the Chapter Board, Special Advisors, Committee Managers, and appointed Directors. Open Board meetings include the Extended Board plus interested Chapter Members who provide input and advice to the governing Board. If a Chapter Board meeting is declared a “closed meeting,” no Extended Board members will be invited to attend.

Section 10: Financial Planning Committee

The Financial Planning Committee is chaired by the VP for Finance and includes the President, Past President and President Elect. This committee works with the VP for Finance to plan chapter budget, set chapter finance policy, and monitor chapter spending during the year. This committee meets two or three times a year, as needed, at the request of the VP for Finance or any committee member. Additional details are found in the “Finance Policies and Procedures” document.

Note: Refer to Article VIII, Section 3 for a definition of the Financial Review Committee, which includes the Past President and President Elect, but has a different and distinct purpose than the Financial Planning Committee.

ARTICLE IV: FLORIDA SUNCOAST CHAPTER BOARD OFFICERS

Section 1: Elected Officers

The elected officers of the Florida Suncoast Chapter will be: (a) President, (b) President-Elect, (c) Vice President for Finance, (d) Vice President for Member Services, (e) Vice President for Programs and Workshops, (f) Vice President for Professional Development, (g) Vice President for Marketing and Communications, and (h) Vice President for Special Interest Groups and Geographical Interest Groups (SIGs and GIGs). These voting members comprising the Chapter Board will be Chapter members in good standing and members of the national ATD.

The Past President (voting member) and Advisors (non-voting members) are also members of the Chapter Board. The Past President and Advisors are not listed on the election ballot.

Section 2: Term of Office

Each elected officer will serve a one-year term beginning on January 1 and ending on December 31. These elected officers will begin attending Chapter Board meetings, with no official voting rights, in October preceding their term of office. As an incumbent, an elected officer may stand for re-election to the same Chapter Board position for up to two additional terms, but not more than three years in a row, by submitting a request in writing to the Nominating Committee, who will add her/his name to the ballot. A Chapter Board member may stand for a different Chapter Board position at the completion of their current term. Other members in good standing are eligible to challenge incumbents and proposed candidates for these offices, following the election procedure outlined in Article VII, Section 1 of the Bylaws.

Section 3: Membership

The officers of the Chapter Board will be as follows:

- a. **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 Florida. The President presides at and sets the agenda for all Chapter meetings (except as noted in Article VI Section 2 of the bylaws), Chapter Board and Extended Board meetings, and Executive Committee meetings. The President appoints the chapter Secretary, all Directors and Special Advisors. The President is an ex-officio member of all Chapter committees.
- b. **President-Elect.** The President-Elect acts for the President in the President's absence. The President-Elect serves on the Executive Committee, the Financial Planning Committee, the Financial Review Committee, and performs other duties requested by the President. The President-Elect is responsible for completing the CORE annual report for national ATD, and networking with the national ATD office. The incumbent assists the President in coordinating the year-end planning meeting. The President-Elect is automatically placed on the ballot as candidate for Chapter President for the coming year.
- c. The **Past President** provides historical context and continuity between the past and present Chapter Board administrations, serves on the Executive Committee, the Financial Planning Committee, the Financial Review Committee, chairs the Nominating Committee to identify candidates for elected office, and recruits and oversees the work of the Sponsor Services Committee Manager.
- d. The **Vice President for Finance** reports on the financial condition of the Chapter at meetings of the Chapter Board and at other times when called upon by the President. The incumbent is responsible for assuring that the Chapter operates in a fiscally and administratively accountable manner; develops and maintains the Chapter's annual operating budget; manages the Chapter's finances, including investments, in accordance with accepted accounting practices; helps establish, in conjunction with the Chapter Board, policies and procedures for Chapter operations and ensures these Financial Policies and Procedures are distributed to Chapter Board officers and followed; chairs the Financial Planning Committee; and oversees the Registration Committee Manager.
- e. The **Vice President for Member Services** maintains all membership records of the Chapter, promotes both local chapter and national membership, leads the Membership Committee, which may include the VP for Programs and other volunteers, to plan and identify the year's membership recruitment programs and activities, and carries out other related duties described in the position description approved by the Chapter Board.
- f. The **Vice President for Programs and Workshops** is responsible for regular monthly Chapter programs, chairs the Programs Committee, which includes the VP for SIGs and GIGs and the SIGs/GIGs committee managers, to plan and identify the year's programs in a coordinated fashion and to hold additional meetings during the year to share ideas, successes, and new ideas for speakers and programs. The VP role performs other related duties described in the position description approved by the Chapter Board.
- g. The **Vice President for Professional Development** is responsible for the development of the Chapter members through internal special programs for Chapter members, coordinates with other officers and committee chairs, organizes the CPLP study group, or designates a CPLP Manager to manage or co-manage this activity, recruits and oversees the Community Involvement Manager and the University Liaison Manager. The VP may perform other duties as described in the position description approved by the Chapter Board.
- h. The **Vice President for Marketing and Communications** manages all activities related to strategically executing internal and external communications among existing and potential Chapter members and other professional entities and media members within the professional community. This role oversees the activities of the Newsletter Editor, the chapter Webmaster, and the Social Media Manager to ensure messaging unity and media coordination of the outgoing chapter communications. This role also performs other duties as described in the position description approved by the Chapter Board.
- i. The **Vice President for Special Interest Groups (SIGs) and Geographical Interest Groups (GIGs)** manages and promotes participation in the SIGs and GIGs, working with the SIG and GIG

Managers (such as the eLearning SIG Manager, OD SIG Manager, SrHRD SIG Manager, Young Professionals SIG Manager, and Sarasota GIG Manager, plus additional Managers as new SIGs and GIGs are formed) to increase Chapter member participation in these outlets and create high levels of satisfaction among users.

Section 4: Qualifications

A person seeking election to the Chapter Board must be an active member in good standing with the Chapter. For election to the position of President-Elect, the member must have a minimum of two years active membership in the Chapter, preferably having held a previous Chapter Board position with the Chapter. This individual also may be considered if the candidate has held a Committee Manager or Director role in the Chapter or has served on a committee or project. Exceptions may be made by a simple majority vote (at least 51%) of the Chapter Board.

ARTICLE V: COMMITTEES, MANAGERS, DIRECTORS, AND SPECIAL ADVISORS

Section 1: Standing Committees

Standing Committees may be established or abolished by a simple majority (at least 51%) of the Chapter Board at any time. The Chapter Board will determine which elected officer will oversee which Standing Committees during the term of that Chapter Board. Those established or appointed committees and their duties are to be communicated to the Chapter membership.

Section 2: Non-Chapter Board Positions

The Committee Managers and individual contributors outlined here are chapter members in good standing recruited and overseen by the Chapter Board officers described in Article IV, Section 3. These non-Chapter Board positions play a vital role in the chapter's success; they also serve as a succession-planning tool to recruit future Chapter Board members. Committee Manager roles are typically one year in duration and can be renewed or changed, as necessary, at the discretion of the Chapter Board.

Detailed descriptions of the following roles' responsibilities are found in the position descriptions submitted by the responsible officer to the Chapter Board for review and approval:

- a. The **Secretary** reports to the President and is responsible for keeping all official records, with the exception of financial records, of the Chapter and of the Chapter Board; this includes issuing notes, taking minutes for all Chapter Board and special meetings, posting the records on the chapter website in a timely manner, and performing other duties requested by the President.
- b. The **Registration Manager** reports to the VP for Finance and oversees the Chapter meeting registrations for each monthly Chapter meeting, and other chapter meetings, as necessary. The Registration Manager will monitor and maintain event registrations, handle guest and bank receipts, badging, and other event details, including supervising registration volunteers. The manager produces a monthly meeting summary including attendance, costs and income for the Chapter Board.
- c. The **Sponsor Services Manager** reports to the Past President and is responsible for planning the year's sponsor services program meant to recognize and promote organizations in the local Learning and Development community by selling Chapter services that generate revenue for the chapter.

- d. The **CPLP Manager** reports to the VP for Professional Development and organizes the CPLP study group.
- e. The **Community Involvement Manager** reports to the VP for Professional Development and is responsible for promoting member and public understanding, acceptance, and participation in the organization and its programs, for selecting a project sponsored by the Chapter that has a strong connection to the learning profession, and may include student-focused programs, in the Tampa Bay region.
- f. The **University Liaison Manager** reports to the VP for Professional Development and secures relationships with colleges and universities to attract student members interested in or about to enter the adult learning profession.
- g. The **Webmaster** reports to the VP for Marketing and Communications and is responsible for identifying, implementing and maintaining the website content and features and other technologies that will support Chapter Board goals and improve member services.
- h. The **Newsletter Editor** reports to the VP for Marketing and Communications and is responsible for planning, editing and publishing the chapter's monthly newsletter.
- i. The **Social Media Manager** reports to the VP for Marketing and Communications and is responsible for planning and executing a social media plan that communicates important chapter information to the Tampa Bay learning community.
- j. The **SIGs and GIGs Managers** report to the VP for SIGs and GIGs and are responsible for leading their special/geographic interest group within the Chapter and serving as a liaison between the Chapter and these groups. The managers, including the eLearning SIG Manager, OD SIG Manager, SrHRD SIG Manager, Young Professionals SIG Manager, Sarasota GIG Manager, and other SIGs/GIGs to be formed as needed, are responsible for managing their group's events. The managers provide a monthly update of their groups' status and issues to VP for SIGs and GIGs who reports them to the Chapter Board.

Section 3: Directors

The President will appoint Directors, as needed, to handle specific responsibilities of the organization as detailed in position descriptions approved by the Chapter Board.

- a. Each appointed Director will serve a one-year term beginning January 1 and ending December 31. Appointed incumbent Directors may succeed themselves in office for one additional term, at the pleasure of the President. If vacancies occur throughout the term, the President may appoint replacement Directors and assign duties to them.
- b. Directors are expected to attend Chapter meetings regularly, in addition to meetings called by the Vice President to whom they report.
- c. Directors are not voting members of the Chapter Board.
- d. The duties of the Directors will be determined by the Chapter Board and made available to the Chapter membership.

Section 4: Special Advisors

Special Advisors may be appointed by the President at any time to carry out a specific duty or function, typically of a one-time or limited nature.

ARTICLE VI: MEETINGS

Section 1: Meetings of the Chapter

There are three types of meetings held by the Florida Suncoast Chapter.

- a. **Chapter member meetings** of the Chapter will be held regularly, as determined by the Chapter Board, for the benefit of chapter members.
- b. **Chapter Board meetings** of the Chapter will be held regularly, as determined by the Chapter Board, for the elected Chapter Board to conduct chapter business.
- c. **Special meetings** of the Chapter are ad hoc meetings used to conduct chapter business that does not meet the criteria as chapter member meetings or chapter board meetings.

Section 2: Special Meetings

Special meetings of the chapter may be called by the President, the Chapter Board, or upon the receipt of a petition signed by at least ten percent (10%) of the chapter members in good standing.

- a. 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 15 business days prior to the meeting.
- b. 10% of chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting.
- c. The President will 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 Chapter Board or chapter members) will select an individual to preside at the meeting by majority vote.
- d. A majority vote of chapter members present will be sufficient to carry a motion, provided that such a motion complies with these Bylaws.
- e. The minutes of a special meeting will be published or made available to all chapter members.

ARTICLE VII: ELECTION, VACANCIES AND REMOVAL OF OFFICERS

Section 1: Election of Chapter Board Members

- a. The Past President will form a Nominating Committee with the approval of the Chapter Board. The Nominating Committee has no fewer than three members, and will include the Past President plus at least two chapter members in good standing not currently serving in elected positions.
- b. The Nominating Committee will seek the input of the Chapter Board and will present a slate of qualified candidates to the membership at least 90 calendar days prior to the end of the current Chapter Board terms.
- c. The slate of candidates will be nominated and elected by October 31 of each year.
- d. Chapter Board members will be elected by a majority of chapter members voting.

Section 2: Vacancies

- a. When a vacancy occurs for a Chapter Board position, the President may, with the consent of the majority of the Chapter Board, appoint a replacement from among Chapter members in good standing to serve the balance of the term.
- b. 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 Chapter Board 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 Chapter Board.

Section 3: Removal

- a. Any officer may be removed by a two-thirds vote of the Chapter Board, suspend or terminate a member of the Chapter Board for actions or behavior in violation of these bylaws, or when, in the judgment of the majority of the Chapter Board, the best interest of the Chapter will be served.
- b. Suspension or termination of Chapter Board members will be considered at a regularly scheduled meeting of the Chapter Board. Written notice of, and rationale for, proposed suspension or termination shall be emailed to Chapter Board members and the individual concerned at least 20 days prior to the meeting.
- c. Any motion for suspension or termination must be made by a Chapter Board member, based on personal knowledge, official Chapter records, or statement signed by no fewer than five Chapter members in good standing.
- d. Before action of suspension or termination, the Chapter Board member will have an opportunity to be heard by the Chapter Board.
- e. The vacancy created by such removal may be filled pursuant to Article III, Subsection 2 e.

ARTICLE VIII: FINANCIAL REVIEW

Section 1: Frequency

A financial review will be conducted annually, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Chapter Board. Refer to the “Suncoast Chapter Financial Policies and Procedures” document for details.

Section 2: Results

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 3: Financial Review Committee

The Financial Review Committee consists of the President-Elect, the Past President, and no fewer than three Chapter members in good standing who have not served as a Chapter Board member for at least two years. The Vice President of Finance and the current President are not 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 IX: INDEMNIFICATION

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

ARTICLE X: PARLIAMENTARY PROCEDURE

Section 1: Bylaws and Standing Rules

Bylaws and standing rules may be adopted, amended, or repealed at any regular meeting of the Chapter Board by a simple majority (at least 51%) of the Chapter Board.

Section 2: Parliamentary Procedures

Chapter Board meetings will follow recognized parliamentary procedures.

ARTICLE XI: AMENDMENT AND MODIFICATION OF BYLAWS

Section 1: Changes

Amendments to these bylaws may only be initiated by the Chapter Board or by a petition signed by at least 20% of chapter members in good standing.

Section 2: Notice of Change

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 3: Approval

Amendments must be approved by a majority of chapter members in good standing voting by email ballot or at a duly called special meeting as defined by Article VI, Section 2.

Section 4: Notice of Approval

Notice of approved changes to these Bylaws will be published or distributed to all chapter members no later than 30 days following adoption.

ARTICLE XII: DISSOLUTION OF CHAPTER AND 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 will be distributed to one or more non-profit organizations that are organized and operated to promote education within the meaning of sections 501 (c)(3) and 170(c)(2)(B) of the Internal Revenue code of 1986, as amended.

ATD Florida Suncoast Chapter
October 2014