



Bylaws

Article I: Name & Purpose

Section A – Chapter Name and Mission

The name of this organization is American Society for Training and Development (ATD) Maine Chapter (hereinafter referred to as the “Chapter”). The registered office of the Chapter shall be located in the State of Maine.

Our mission is to be Maine’s premiere resource to assist talent development professionals achieve their potential through work-related training and development.

Section B – 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 society exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986. The Association and its Chapters are not organized for profit.

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

1. To provide means for statewide development of formal and informal networks
2. To provide and encourage opportunities for the professional development of its members
3. To establish and improve standards of professional service in the training and development field and the community
4. To provide members with a support structure of training and development professionals who will assist members in developing skills and knowledge

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

Section E – Equal Opportunity

The Chapter offers equal opportunity to all eligible members, regardless of: race, color, religion, national origin, age, sex (including pregnancy, gender identity, gender expression, and sexual orientation), genetic information, marital status, political affiliation, veteran status, physical or mental disability.

Section G – Inurement

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its directors, officers, employees, or other private persons, except that the Chapter shall 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 and Dues

Section A – Eligibility

Membership in the Chapter is open to 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. 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 – Membership Fees (Dues)

Dues, fees, and terms of Chapter membership will be set by the Board of Directors. Chapter membership is not transferable, unless approved by the Board of Directors. Chapter membership shall commence on the day membership dues are submitted to the Chapter and shall continue for 1 calendar year from that day.

Article III: Duties of Chapter Board Members

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 annual/strategic plan and the budget; approving categories of membership; authorizing committees of the Chapter; and performing other functions as appropriate for the Board of Directors. A quorum of the Board shall consist of 2/3 of the sitting Board members.

Section B – Officers

The officers of the Chapter shall be a President, President Elect, Past President and the following Vice Presidents: Communication/Marketing, Events, Finance, Membership, Operations, Programs, and Technology.

The officers shall be elected biannually and will serve for a term of two years. Chapter officer terms begin on January 1 and end on December 31 of the following year. In order to maintain institutional stability, the elections will be staggered. Whenever possible, the following positions will begin their terms in years ending in an even number: Events, Membership, Operations, and Volunteers. Similarly, whenever possible, the following positions will begin their terms in years ending in an odd number: President, Communications/Marketing, Finance, Programs, and Technology.

Requirements for Board Membership:

- Must be a Chapter member (membership of at least one year preferred but not required)
- To qualify for the position of President, a member must have been a member of the Board in another position for at least one year.

Description of Board Positions:

President: The President shall preside at all meetings of the membership and of the Executive Board. In the absence of the President, the President Elect, VP of Operations, or VP of Finance, successively, will preside. The President handles all official communications for the association, receives petitions from the membership and takes action on them in accordance with the Bylaws. The President recommends to the Board the formation of ad hoc committees to conduct the business and activities of the Chapter and appointments to committees. The President, in conjunction with the members of the Board, shall prepare an annual report for presentation to the membership. Upon retirement from office, s/he shall deliver all relevant records to the incoming VP of Operations.

President-Elect: The President Elect shall preside over meetings in the absence of the President. The President Elect shall chair any ad hoc committees as requested by the President and undertake such responsibilities as the President or the Executive Board may delegate.

Past President: The Past President is a member of the Executive Committee and serves the full Board in an advisory capacity. The role of Past President is filled by the immediate past President of the Chapter and serves in this capacity until the currently serving President is succeeded.

VP of Communication/Marketing: The VP of Communication/Marketing shall be responsible for marketing, public relations and communications for the local chapter. This person will serve as organizational liaison, and will prepare pertinent flyers/announcements that serve as official communications for the association. The VP of Communication/Marketing collaborates with other Board Members to produce communications for monthly program topics/speakers. The VP of Communications/Marketing shall, in coordination with the VP of Technology as needed and as appropriate, coordinate the social media presence and content of the Chapter. The VP of Communications/Marketing shall prepare an annual report for presentation to the membership, and report at such other times as requested by the President or Executive Board. Upon retirement from office, s/he shall deliver all relevant documentation to the incoming VP of Communications/Marketing.

VP of Events: The VP of Events shall be responsible for the set-up of any Chapter events, be the liaison for the Chapter with event facility vendors and program equipment vendors. The VP of Events/Registrar will manage the event registrations upon check-in for all Chapter events. The VP of Events shall prepare an annual report for presentation to the membership, and report at such other times as requested by the President or Executive Board. Upon retirement from office, s/he shall deliver all relevant documentation to the incoming VP of Events.

VP of Finance: The VP of Finance shall be responsible for recording, monitoring, and conducting the financial business of the organization, keeping accurate records of all revenues and disbursements, and submitting financial records for audit when required by the Executive Board. The VP of Finance shall prepare an annual report for presentation to the membership, and report at such other times as requested by the President or Executive Board. The VP of Finance, in conjunction with the President or other Board members as appropriate, procures and signs contracts for any monthly program locations. Upon retirement from office, s/he shall deliver all financial records to the incoming VP of Finance.

VP of Membership: The VP of Membership is responsible for coordinating within the chapter all aspects of recruitment and retention of chapter members, including the keeping of accurate, current, and complete records of chapter members. The VP of Membership shall maintain the membership list and dues payment records. All monies received by the VP of Membership shall be recorded and given the VP of Finance for financial reports. The VP of Membership shall prepare an annual report for presentation to the membership, and report at such other times as requested by the President or Executive Board. Upon retirement from office, s/he shall deliver all relevant documentation to the incoming VP of Membership.

VP of Operations: The VP of Operations shall be responsible for keeping all records of the organization and of the Executive Board except financial books. The VP of Operations will keep minutes for all meetings of the Board, copies of all official documents and correspondence, issue notices, and update historical records of the organization. The VP of Operations shall prepare an annual report for presentation to the membership, and report at such other times as requested by the President or Executive Board. Upon retirement from office, s/he shall deliver all relevant documentation to the incoming VP of Operations.

VP of Programs: The VP of Programs will lead the Program Committee in identifying speakers and topics for professional learning events for the Chapter members. The VP of Programs shall prepare an annual report for presentation to the membership, and report at such other times as requested by the President or Executive Board. The VP of Programs shall solicit feedback from members to best provide events that are relevant and meaningful for the Chapter members. Upon retirement from office, s/he shall deliver all relevant documentation to the incoming VP of Programs.

VP of Technology: The VP of Technology shall be responsible for maintaining and updating the Chapter website and associated Chapter information infrastructure systems. The VP of Technology collaborates with other Board members to ensure accuracy of information and formatting for the Chapter website. The VP of Technology shall prepare an annual report for presentation to the membership, and report at such other times as requested by the President or Executive Board. Upon retirement from office, s/he shall deliver all relevant documentation to the incoming VP of Technology.

Standing Committees: Standing Committees may be appointed by any Board member with the approval of the President. Standing committees allow for greater member involvement with the governance and operations of the Chapter, and support succession planning for the Chapter. Chairs of standing committees shall be either the relevant VP to that committee or their Chapter member designee, appointed by the VP or President. Standing committees may be dissolved by the President at such time as they no longer fulfill a pressing Chapter need.

Section C – Executive Committee

The Executive Committee of the Board shall be composed of the President, the immediate Past-President, and the President-Elect. If no President-Elect is serving in a given year, the President shall name one VP from the Board to the Executive Board. The primary function of the Executive Board is to offer guidance to the Board and to the Chapter in situations involving the Board, such as the extension of a Board member's term, the recommendation of removal from Board office, or the selection of the President-Elect. A quorum shall require two members, and a vote of two in accord shall be required for binding action in any Executive Committee decision. Minutes of all Executive Board meetings will be recorded by the President-Elect or appointed VP and will be delivered to the VP of Operations for keeping in a timely manner.

Section D – Election to the Board

Any Chapter member in good standing may nominate themselves or others to serve on the Board. If the seat is open, the nominees shall submit a current resume and statement of intent to the Chapter President or their designate. The statement of intent shall be included on the Board election ballot that will be sent to all current Chapter members. If the seat is occupied, then the nominee(s) and the sitting Board member will each submit their resume and a statement of intent to be included on the Board election ballot that will be sent to all current Chapter members.

If a nominee runs unopposed, Chapter members will be asked to either ratify the election of the prospective Board member, or to provide the name of a preferred alternate by writing in the name of the preferred person. The unopposed nominee, or write-in candidate, will be considered elected to the Board after receiving 50% plus 1 vote of the total votes submitted.

If more than one nominee, or a nominee and a sitting Board member, vie for the same Board seat, the membership will be asked to choose their preferred candidate from the nominees, or to provide the name of a preferred alternate by writing in the name of the preferred person. In elections with more than one named nominee, the candidate receiving the plurality of votes will be considered elected to the Board.

The President, in conjunction with the VP of Communications/Marketing, shall communicate the results of the election to the Chapter membership in a timely manner, and before January 1 of the following year if possible.

Section E – Extending a Sitting Board Member's Term in Office

Any Board Member may, with the approval of the Executive Committee, elect to extend their two-year term either by one year or by a second full two-year term. A Board member may extend their term past four years (two full terms) only with the approval of the Executive Committee and the approval of a quorum of the Board. Term extensions described in this section do not require a vote by the membership to become effective.

Section F – Removal of Board Members from Office

In the rare occurrence that a Board member is unable or unwilling to perform their duties as enumerated in these Bylaws, the Executive Board may present a motion to the full Board for removal from office. The Board member will be provided the opportunity to present to the Board testimony and/or material relevant to the motion. A quorum of the Board – including the Board member under consideration, if they so wish – will then deliberate and put the motion to vote. Passage of the motion will require at least four affirmative votes. If the motion passes, the Board will immediately begin recruitment efforts to fill the vacant Board position.

Section G – Nominating Committee

The Executive Board, at its discretion, may appoint a Nominating Committee comprised of Chapter members and at least one member of the Executive Board. The committee shall be appointed before September 31 and shall consist of a Chairperson and at least two members.

In the event that the Executive Board has appointed a Nominating Committee, the Committee shall conduct the call for nominations for election to the Board, confirmation of nomination, preparation of the ballot, and the counting of submitted votes. In the absence of a Nominating Committee, the President and/or their designate shall fulfill these duties.

In the event that more than 3 candidates accept nomination for a single position, the Nominating Committee shall select the 3 candidates who will appear on the ballot. In the absence of a Nominating Committee, the Executive Board shall make this determination.

Article IV: Changes to the Bylaws

Changes to these Bylaws must be approved by a majority vote of a quorum of the Board.

Article V: Dissolution of the Chapter

In the event of the dissolution of the Chapter, and after payment of all debts and liabilities, its assets will be transferred to such charitable or educational organizations which have established their tax-exempt status under Section 501(c) (3) of the Internal Revenue Code, as the Board shall determine by majority vote.