

# Constitution and Bylaws of the ATD - Greater Philadelphia Chapter

*Last updated in July 2016*

## Article 1 Name and Purpose

### Section A - Chapter Name and Offices

The name of the non-profit corporation is the Association for Talent Development Greater Philadelphia Chapter (ATD-PHL), hereinafter known as “The Chapter.” The registered office of the Chapter shall be located in the Commonwealth of Pennsylvania.

### Section B - Affiliation with National ATD

The Chapter is an affiliate of the national organization known as ATD, a non-profit corporation exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Chapter is not organized for profit, and no part of its net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.

### Section C - 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 these purposes.

The Mission Statement of the Chapter

We provide leadership to individuals, organizations, and local community to achieve work-related competence, performance and fulfillment. We strive to achieve a better utilization of the human ability and potential in all work settings by:

- Providing leadership in the field of talent development
- Ensuring that appropriate programs are available for the preparation and educational growth of talent development practitioners
- Providing networking opportunities for members to build their social capital
- Encouraging the participation and affiliation of individuals or groups concerned with specialized areas of activity or interests within the broad fields of talent development
- Promoting an understanding of training and employee development as a basic responsibility of management
- Ensuring continuity of effective organization leadership by assisting management to motivate career-minded personnel to achieve individual growth goals

### Section D - Equal Opportunity

The Chapter offers equal opportunity to all eligible members regardless of race, color, creed, religion, national origin, age, height, weight, gender, sexual orientation, marital status, political affiliation, veteran status, physical, or mental impairment.

The Chapter values diversity in its membership, elected positions, and activities.

## **Article 2 Membership**

### **Section A - Eligibility**

Chapter membership is granted when a Chapter Membership Application is completed and dues are received. Chapter member remains in good standing through on time payment of annual dues and by upholding the ATD-PHL Code of Professional Conduct during all engagement with the ATD-PHL community.

### **Section B - Categories of Membership**

#### National

National membership is granted when a National Membership Application is completed and dues are received.

National and Chapter membership are separate and distinct. A member may belong to National ATD, the Chapter, or both.

#### Individual

Membership shall be open to all persons interested in the fields of Human Resource Development, Training, and Talent Development. Chapter members are those who have paid their Chapter dues. Individual memberships are not transferable.

#### Student

Students enrolled in an undergraduate or graduate program from an accredited college/university in the fields of talent development, organization leadership, human resources or similar discipline may be eligible for student membership at a reduced rate to be determined by the Board.

#### In Transition members

Members who are in career transition may be eligible for a membership at a reduced rate to be determined by the board.

#### Organizations

Organizational membership is available. An organizational member can designate any employees/members who are currently with the organization. In the event an employee/member leaves the organization, the membership is transferable to another employee/member.

Minimum membership requirements, dues and privileges are defined in the board leader guide.

### **Section C - Member Benefits**

Chapter membership entitles the member to Chapter communications and to attend meetings at member rates.

All dues paying members are entitled to vote for candidates in the annual election and on matters of concern to the Chapter.

### Article 3

#### Chapter Fiscal Year

A Chapter fiscal year is a calendar year, beginning January 1 and ending December 31.

### Article 4

#### Section A - Membership Dues

The Board of Directors will review the need for a change in the dues structure annually. The Board will determine the initiation fee and dues for all categories of membership.

New members: Dues and initiation fee for new members must be submitted with the membership application.

### Article 5 Board of Directors

#### Section A - Duties & Responsibilities

The Board of Directors shall

- Serve as the governing body of the Chapter
- Establish policies and annual objectives
- Review the financial reports at monthly board meetings
- Project, approve and manage an operating budget and control expenditures
- Approve any budgeted or special expenditure over \$300, other than administrative service fees and routine program costs
- Approve categories of membership
- Authorize committees and board positions of the Chapter
- Approve any special programs or events
- Provide documented guidelines for Special Interest Groups (SIGs), Geographic Interest Groups (GIGs), and other affiliated chapter subgroups
- Board members are required to attend monthly board meetings (and make a good faith effort to attend emergency meetings called by the President)
- It is expected that board members attend:
  - At least two Chapter events each year
  - ATD's National Leadership Conference "ALC" at least once during their term
  - ATD-PHL's annual Regional L&D Conference
  - ATD-PHL's annual Employee Learning Week event
  - At least one meeting for each SIG (annually)
  - A required strategic planning meeting in the fall which takes place on a weekday
- Hold themselves and other Board members accountable for the execution of chapter business
- Uphold and enforce the Chapter's Professional Code of Conduct

## **Section B - Membership**

The Board of Directors is required to be active members of both National ATD and ATD-PHL during their term. An “active” board member is defined as someone who pays their Chapter and National membership dues, regularly attends events (Chapter/SIGs), and fulfills the aforementioned expectations.

The number of Board members may vary according to the needs of the Chapter on an annual basis. The Board is authorized to name up to fifteen Board positions to fulfill specific duties and responsibilities.

Permanent positions include but are not limited to:

- President
- President-Elect
- Immediate Past President
- Vice-President of Programs
- Vice-President of Membership
- Vice-President of MARCOM
- Vice-President of Partnerships
- Vice-President of Finance

The President-Elect serves a three-year term: year one as President-Elect; year two as President; and year three as Immediate Past President.

## **Section C - Board of Directors**

The President shall chair the Board of Directors.

The President shall be the chief executive officer of the Corporation; shall preside at all meetings of the members and Board of Directors; shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect subject to the right of the Board to delegate any specific powers as allowed by law; and shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, and when authorized by the Board, affix the seal to any instrument requiring the same.

The President-Elect shall, in the President's absence, perform all duties of the President. In the event of resignation, incapacity or death of the President, the president-elect will assume the office of President for the remainder of the term. Otherwise, the President-Elect shall conduct activities and perform such duties as prescribed by the Board of Directors.

All board descriptions are to be updated annually by each board member and will reside on the ATD-PHL website on the Board of Directors page under “About Us.” For a direct link, click [here](#).

## **Section D - Terms of Office**

All elections of Vice-Presidents on the Board of Directors are elected to a 2-year term of office, beginning January 1 through December 31 of the calendar year. The Vice Presidents shall not serve in a position for more than two 2-year terms (maximum of four consecutive years). If a Vice-President

wishes to continue to a second term, the Board of Directors will need to provide approval in the form of a vote. If a successor has not been identified at the end of a Vice-President's second term the Vice-President has the option to remain in their role for an additional six month "interim period" upon a formal vote from the Board of Directors. During the interim period, the Vice-President's primary initiative will be to identify and onboard a successor. Within 6 months of vacating a position (at the end of your term), each board member will identify potential candidates to fill the position.

Vice-Presidents must serve at least one year in their current role prior to being considered for another board position. All candidates for President-Elect must have served in an official board capacity (voting or non-voting) prior to being eligible for that role. If a suitable candidate is not available, the Board may open it up to active members. A formal board vote of approval is required. Any special elections or appointments to the Board of Directors deemed necessary will remain in effect until the annual election cycle. Such individuals can serve up to four consecutive years in that position upon Board approval.

### **Section E - Conduct of Chapter Business**

A majority of members of the Board of Directors shall constitute a quorum of any meeting of the Board. A quorum must be present to approve motions. Motions may be presented in person, via conference call, or through email. Each motion must be seconded by another board member prior to a formal vote. Once the motion is seconded the Board of Directors will be asked to provide their vote ("aye" or "nay"). The votes are not anonymous and will be recorded and shared in the form of meeting minutes. A majority vote in favor of the motion must be reached in order for the motion to pass. In the event of a tie, the executive committee will be the deciding vote.

Board members **may not** cast proxy votes for absent Board members.

In cases where the president is absent from a Board meeting, the Board may still hold a vote under two conditions:

1. The vote is time-sensitive and cannot be delayed until the next meeting; AND
2. The president's vote on the specific issue has been obtained and recorded prior to the meeting.

### **Section F - Board and Special Meeting Attendance**

Failure to attend two 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 G - Removal**

A Board member can be asked to resign upon failure to fulfill his/her duties and responsibilities and/or to attend two consecutive Board meetings. Each Board member is also responsible to hold other Board members accountable for executing their areas of responsibility and for adherence to the Professional Code of Conduct. In the event that issues arise regarding the performance and/or execution of a board member's duties, the President, or a member of the Executive Committee, will first meet with the board member in question. The board member will be given an opportunity to either rectify the issues presented within 30 days or vacate their position. Any motion for suspension or termination of a board member must be made by at least one other board member possessing reasonable evidence. Before a

suspension or termination is enacted, the board member in question will have an opportunity to be heard by the Board. Suspension or termination of a board member is accomplished through simple majority.

### **Section H - Vacancies**

When a vacancy occurs for a board position, the President will, 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.

Should the office of President be vacated, the President-Elect will assume the position and its responsibilities. If both the office 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.

### **Section I - Succession and Mentoring**

Recognizing that the Board positions are executive positions, all Board members shall be expected to mentor an assistant at all times, so that the duties of the position may be delegated, and so that other Board members avoid distraction from their duties. The Board position itself may be transitioned to one or both of these assistants in the event of the Board members' permanent absence or inability to fulfill their duties.

Six months prior to the end of a term, each Board member shall be expected to appoint their assistant as Director (or co-Directors) serving under the Board member in anticipation of the Director's anticipated succession to the Board at the end of the year.

### **Section J - Executive Committee**

The executive committee consists of the President, President-Elect, and Immediate Past President. The purpose of the executive committee is to provide guidance on strategic initiatives, organizational goals, board meeting prep, and ongoing support to the board of directors. Members of the executive committee can also provide counsel to board and chapter members if issues arise.

## **Article 6 Leaders & Volunteers**

### Special Interest Group (SIG) Leaders

Special Interest Group leaders are required to be active members of the Chapter during their term. While this is a not a voting position, all SIG leaders are encouraged to attend board meetings to share updates and participate in discussions around organizational goals and strategic planning. The term for this role is two years with a minimum of one year. Note: The board does not need to officially elect members to these roles.

### Conference Chair-Person

The conference chair-person is a Director level and will be elected by a majority vote from the board of directors. The term is for one year (June 1<sup>st</sup> – June 30<sup>th</sup>). The chair-person and selected committee members are required to be active members of the Chapter during their term. While this is not a voting position, the conference chair-person is expected to attend board meetings to share conference updates and participate in discussions around organizational goals and strategic planning.

### Committee Directors

Each board member may select up to two committee directors to provide guidance to committee members, help with strategic planning, and implementation of organizational goals. The term for this role is two years with a minimum of one year. Committee directors are required to be active members of the Chapter during their term. Note: The board does not need to officially elect members to these roles.

### Volunteers

Each board member may select volunteers to support their function and the implementation of organizational goals. If a volunteer is not a current Chapter member they will be asked to join after a 6 month period on the committee. This includes committee members for the conference, employee learning week, or other newly formed committees.

An “active” member is defined as someone who pays their Chapter membership dues, regularly attends events (Chapter/SIGs), and/or volunteers on a committee.

## **Article 7 Elections**

### **Section A - Nominating Committee**

The President-Elect will form a Nominating Committee with the approval of the Board of Directors.

The Nominating Committee will consist of the President-Elect (serving as Chair), the Immediate Past President (or the current President if the Immediate Past President is unable to participate in the committee) and one other Board Member (approved by the board of directors).

The call to action for board positions will be sent in July with a two week deadline to receive applications. Once applications are received, the nominating committee will begin interviewing the candidates in an effort to create a slate of candidates for the board to review with a simple majority to approve the recommended candidates. At which point, a formal email containing a ballot will be sent to all members to vote on the candidates for each role in August. The elected candidates will be announced to all members via email and be posted on the website by the beginning of September. The regular election cycle will be July through September.

## **Section B - Elections**

Elections will take place from July through September each year. Ballots are distributed to every Chapter member by means determined by the Nominating Committee. The ballot shall allow for write in candidates. Board members will be elected by a simple majority of Chapter members voting.

The election results will be communicated to the membership. The President-elect shall deliver the results of the election to the Board and the Board will certify the results. The incoming Board members will be installed in their new positions in December.

If a position is not filled during the election period it will be viewed as a vacancy and follow the aforementioned process under Article 5, Section H.

It is recommended that candidates be “active” members which is defined as someone who pays their Chapter membership dues, regularly attends events (Chapter/SIGs), and/or volunteers on a committee.

## **Article 8 Liability and Indemnification**

The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State/Commonwealth of Pennsylvania to protect the Chapter, Chapter members, board members, officers, employees, and agents.

## **Article 9 Financial Review**

### **Section A - Annual Audit**

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

### **Section B - Conduct of Audit**

A full audit conducted by the financial review committee is mandated every odd year, and may be undertaken more frequently if circumstances dictate.

### **Section C - Audit Results**

Results of the financial review and audits will be published and made available to the Chapter membership as soon as is practicable.

### **Section D - Financial Review**

In the fourth quarter of every year, the VP of Finance will meet with each board member to review expenses/revenue from the current year and propose a budget for the upcoming year. The VP of Finance will then meet with the President, President-elect, and our administration association to review and finalize the budget. The board will approve the budget no later than January of the budget year.

## **Article 10 Committees**

In addition to the committees discussed above, other 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 11 Meetings**

### **Section A - Board Meetings**

The Board shall meet at least four times a year in person. The Board or any committee thereof may officially meet by tele-conference, webinars, or similar communications equipment for other monthly meetings or meetings of committees by which all persons participating in the meeting can communicate with each other synchronously.

The Board shall hold additional meetings as called by the President.

Minutes shall be taken at each meeting and distributed to all Board members prior to the next Board meeting.

### **Section B - Strategic Planning Meeting**

A Strategic Planning meeting shall take place in the fall of each year. At the meeting, the following items will be addressed: chapter and SIG events (i.e., topics, frequency, etc.), sponsorship structure, membership dues, budgeting, annual L&D conference, and any other chapter business deemed necessary. An annual chapter event and board meeting schedule shall be established. An annual plan including Chapter goals will also be developed at this meeting.

### **Section C - Chapter and SIG Events**

Chapter and SIG events shall be held regularly throughout the year.

### **Section D - 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 10% of Chapter members in good standing.

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.

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, Chapter members, or combination) shall select an individual to preside at the meeting by majority vote.

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

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

## **Article 12** **ATD-PHL Professional Code of Conduct**

### **Confidentiality**

ATD-PHL is committed to maintaining the highest degree of integrity in the way we engage with potential, current and past members, speakers, sponsors, partners and peers. We will protect the information entrusted to us by our chapter community.

### **Ethics**

Members of the ATD-PHL community will always conduct ourselves honestly and honorably. Our advice, strategic assistance and the methods imparted through our events, take proper account of ethical considerations.

### **Quality**

ATD-PHL is focused on the quality of what we do through constant ongoing review with our members of our activities, outcomes and the cost-effectiveness of each endeavor. We encourage regular review meetings, progress reports and full transparency.

### **Professional conduct**

ATD-PHL leaders, members, speakers, sponsors and partners will conduct all of our activities with the highest levels of integrity. We will engage with each other in a respectful way as conduct becoming of a workplace learning professional and refrain from hostile, intimidating or demeaning behavior.

### **Equality and discrimination**

ATD-PHL strives to be fair and objective in our activities and actions, aiming to never be influenced in our decisions, actions or recommendations by issues of gender, race, creed, color, age or personal disability.

### **Maintenance**

As we believe that the health and vibrancy of our community is directly related to the professional environment we nurture for each other, holding our leaders, members, speakers, sponsors, partners and peers accountable to this code is essential. First and second violations of this code will be addressed through written feedback by a member of the executive committee. A third violation may be cause for a majority of the Executive Committee to initiate suspension proceedings. A fourth violation may be grounds for termination of membership.

**Article 13**  
**Amendments and Fundamental Changes**

**10.1 Amendment of Bylaws.** The Bylaws may be amended by a majority vote of a Board quorum present at any duly convened meeting of members or by vote of the majority of all Directors in office at a duly convened meeting of Directors. Ten (10) days' notice of such purpose and special meeting must be given, including a copy of the proposed amendment or a summary of the changes to be effected.

**Article 14**  
**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.