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|  | Bylaws for the regulation, except as otherwise provided by statute, or its Articles of Incorporation, of**AMERICAN SOCIETY FOR TRAINING AND DEVELOPMENT, LOS ANGELES CHAPTER, INC.** |
| ARTICLE IOffices | ***Section 1. Principal Office***: The principal office for the transaction of the business of the corporation may at any time be established by the Board of Directors at any place or places where the corporation is qualified to function. The Board of Directors is hereby granted full power and authority to change said principal office from one location to another in said county. |
|  | ***Section 2.*** Other Offices Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the corporation is qualified to function. |
|  | ***Section 3. Chapter Name:*** The name of this organization is AMERICAN SOCIETY FOR TRAINING AND DEVELOPMENT, LOS ANGELES CHAPTER, INC. doing business as any of the following: Association for Talent Development-Los Angeles Chapter, ATD-Los Angeles, or ATD-LA. |
|  | ***Section 4. 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), 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 5. 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. Notwithstanding any other provision of these Bylaws, the Chapter shall 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). |
| ARTICLE IIMembers | ***Section 1. Qualifications***: The membership of this corporation shall be open to all those who are interested in the field of training and development. |
|  | ***Section 2. Membership***: An individual shall be considered a regular member when accepted to membership as specified in Section 3 of this Article. A regular member is entitled to all the privileges of membership and full voting rights. |
|  | ***Section 3. Acceptance to Membership***: An individual shall have been accepted to membership when the member’s application has been approved by the Director of Membership and the member’s dues have been paid. |
|  | ***Section 4. Life Membership***: Life membership is given to a member who has been distinguished in service to the Los Angeles Chapter of ATD. The classification of life membership shall be granted as a result of a two-thirds vote of the Board of Directors. Life members do not pay dues. |
|  | ***Section 5. Categories of Membership:*** The Board of Directors may establish additional categories of membership and determine the associated rights and privileges of each category. |
|  | ***Section 6. Conflict of Interest****:* No ATD-LA member may identify him/herself as a member of this corporation when endorsing a product, service or activity of any entity other than this corporation. Members may state their membership in ATD-LA, including any board position, on their personal business websites, emails and other communications where such mention cannot be construed to imply endorsement of their product, service or activity by ATD-LA. |
| ARTICLE IIIForfeiture of Membership | ***Section 1. Non-Payment of Dues***: A member shall have forfeited membership if the member’s dues are not paid upon receipt of dues statement for the member’s fiscal year. |
|  | ***Section 2. Removal for Conduct***: Any member may be removed from membership by a majority vote of the members present at any regular meeting or at any special meeting of the members called for that purpose, for conduct deemed prejudicial to this corporation provided that the recommendation for removal has first been approved by a 2/3 majority of the Board of Directors and such member shall first have been served with written notice of the accusations against the member at least fifteen (15) days prior to the regular meeting of the membership of the corporation, thus providing the member an opportunity to produce witnesses, if any, and to be heard at the meeting at which such vote is taken. |
| ARTICLE IVFiscal Year | The fiscal year of this corporation shall be from April 1 to March 31. |
| ARTICLE VDues | ***Section 1. Amount***: The annual dues of each category of membership shall be in such amount as shall be determined by the Board of Directors. |
|  | ***Section 2. Billing Procedure***: Statements for dues shall be mailed not less than thirty (30) days before the end of each member’s fiscal year. Those members who have not paid their dues by the first of their fiscal year shall be notified that they must forward their dues immediately in order to remain in good standing. |
|  | ***Section 3. Assessments***: No assessment shall be levied by the corporation except with the approval of a majority of the members present and voting at a regular or special meeting, provided notice of such proposed assessment shall be made to the members in the call for the meeting at least ten (10) days prior to the day of the meeting. |
| ARTICLE VIMeetings of Membership | ***Section 1. Regular Meetings***: The regular meetings of the membership of this corporation shall be held monthly at a time and place designated by the Board of Directors. |
|  | ***Section 2. Special Meetings***: Special meetings of the membership of this corporation may be called by the President and/or Board of Directors, provided that the Secretary shall notify each member in good standing of the corporation at the last address of record not less than seven (7) days prior to the date of such meeting as to the date and place and reason for call of such special meeting. |
|  | ***Section 3. Limitations on Special Meetings***: At special meetings, no business may be transacted other than for which the special meeting was called. |
|  | ***Section 4. Annual Meetings***: The annual meeting of the membership of this corporation shall be held in the fourth quarter of each calendar year. |
|  | ***Section 5. Quorum***: At meetings of the membership of this corporation, a majority vote of members present and voting shall decide issues as required, except amendments to the Articles of Incorporation and these Bylaws. |
|  | ***Section 6. Chairperson***: Should the President and President-Elect be absent at the meeting, the remaining members of the Board of Directors present shall elect a temporary chairperson to conduct the business of the meeting. |
| ARTICLE VIIOfficers and Board of Directors | ***Section 1. Officers***: The officers of this corporation shall be President, President-Elect, Secretary, and Treasurer, and all appointed or elected Directors. |
|  | ***Section 2. Membership of Board of Directors***: The membership of the Board of Directors of this corporation shall consist of no fewer than nine (9) positions, which shall include: President, President-Elect, Treasurer, Secretary and other Vice Presidents and/or Directors as determined by a majority of these Board Members and/or these Bylaws. No person can serve on the Board of Directors who is not a member of the Los Angeles Chapter and of ATD National. |
| ARTICLE VIIIDues and Meetings of Board of Directors | ***Section 1. Powers***: Subject to limitations of the Articles of Incorporation and these Bylaws, and of Part 1, Division 2, Title I of the California Corporations Code, and subject to the duties of officers as prescribed by these Bylaws, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be controlled by the Board of Directors. Without prejudice to such general power, but subject to the same limitations. It is hereby expressly declared that the officers shall have the following powers, to wit: |
|  | First: To select and remove all agents and employees of the corporation, prescribe such powers and duties for them as may be consistent with law, with the Articles of Incorporation or these Bylaws, fix their compensation and may require that they be bonded for faithful performance of duties. |
|  | Second: To conduct, manage, and control the affairs of the corporation, and to make such rules and regulations consistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best. |
|  | Third: To adopt, make and use a corporate seal, provided such seal shall at all times comply with the provisions of law. |
|  | ***Section 2. Regular Meetings***: Regular or special meetings of the Board of Directors shall be held at any place within or without the State which has been designated by the Board of Directors. |
|  | ***Section 3. Board Meetings***: The President is responsible for calling meetings of the Board of Directors, at least quarterly. Advance notice of these meetings shall be published and sent to the membership. |
|  | ***Section 4. Special Meetings***: Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or, if the president is absent or unable, or refuses to act, by a majority of the members of the Board. Written notice of the time and place of special meetings shall be delivered personally to the officers or be sent to each officer via fax, email or mail, addressed to their address as it is shown upon the records of the corporation. In case such notice is made by United States mail, it shall be deposited in the United States mail in the place in which the principal office of the corporation is located at least seven (7) days prior to the time of the holding of the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to such officer. |
|  | ***Section 5. Entry of Notice***: When any officer has been absent from any special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been duly given shall be conclusive and incontrovertible evidence that due notice of such special meeting given to such officer as required by law and the Bylaws of the Corporation. |
|  | ***Section 6. Waiver of Notice:*** The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice. If a quorum be present, and if either before or after the meeting each of the officers not present signs a written Waiver of Notice, or a consent to holding such meeting or an approval of the minutes thereof, such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.  |
|  | ***Section 7. Quorum:*** The presence of a majority of the authorized Board of Directors shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by the majority of the officers present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number be required by law, or by the Articles of Incorporation. |
|  | ***Section 8. Adjournment***: A quorum of the officers may adjourn any officers meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the officers present at any officers’ meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. |
| ARTICLE IXDuties of Officers | ***Section 1. President***: The President shall be the executive head of the corporation, and, when present, shall preside at all meetings of the membership of the corporation, and the Board of Directors. The President may appoint committees, and by virtue of the office shall be a member ex-officio of all committees. The President shall keep the membership and Board of Directors fully informed of the affairs of the corporation and shall consult with the Board of Directors and the membership, when necessary, concerning the business of the corporation and its activities. |
|  | ***Section 2. President-Elect***: The President-Elect shall have such duties as may be assigned by the President and shall succeed to the Presidency of the Chapter upon expiration of the term of the President or in the event that the President is unable or unwilling to perform the duties of that office. |
|  | ***Section 3. Secretary***: The Secretary shall be charged with the secretarial duties in connection with the affairs of the corporation, such duties to include the recording of minutes of meetings, and the handling of correspondence.  |
|  | ***Section 4. Treasurer***: The Treasurer shall advise the President and Board of Directors regarding the finances of the chapter and shall exercise continuing surveillance over operational finances. Such officer shall exercise such controls over expenditures as the Board may prescribe. The Treasurer shall be in charge of the Chapter’s funds and financial records; shall collect all members dues and/or assessments as needed; shall establish proper accounting procedures for handling of the Chapter’s funds; shall be responsible for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Board of Directors; and shall report on the financial condition of the Chapter at meetings of the Board and other times when called upon by the President. |
|  |  The Treasurer shall maintain a financial reserve of not less than $15,000.00. No portion of this reserve may be expended without a two-thirds majority of the entire Board of Directors, which is accompanied by a plan for repayment of the withdrawn reserve, which is also approved, by a two-thirds majority of the entire Board of Directors. |
|  | ***Section 5. Directors***: The Directors of this Corporation shall include, but are not limited to, the following positions: |
|  | (1) Membership: One Director shall be the Director of Membership and shall direct recruiting and retention of (i.e., corporate, academic, external consultants, government, hospitality, all renewals) members. This position shall lead sponsorship efforts.  |
|  | (2) Chapter Meetings: One Director shall be the Director of Chapter Meeting Services and shall direct the activities for regular monthly program meetings of the Chapter. |
|  | (3) Learning: One Director shall be the Director of Learning and shall provide a forum to evaluate professional competency standards and shall provide learning solutions that address the career development needs of chapter members.  |
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|  | (4) Special Interest Groups: One Director shall be the Director of Special Interest Groups (SIG) and shall act as liaison, support existing special interest groups and facilitate establishing new special interest groups. |
|  | (5) Marketing Communications: One Director shall be the Director of Marketing & Communications and shall be responsible for establishing and implementing a Marketing Plan and directing public relations activities of the Chapter. |
|  | (6) Technology: One Director shall be the Director of Technology and shall be responsible for guiding the chapter on the procurement and use of nonprofit and industry related technology. This includes virtual delivery and other digital applications to better the member’s experience. |
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|  | ***Section 6. Board Approval of the Budget****:* The Board of Directors shall fix a budget of income and expenses for the operation of this corporation prior to the beginning of the fiscal year. Any expenditure resulting in a deviation from the authorized budget exceeding $250 shall require the approval of the majority of the members of the Board of Directors. |
| ARTICLE XNominations and Elections | ***Section 1. Committee***: A Nominations and Elections Committee shall coordinate the advertisement and attraction of candidates for open positions and shall publish a listing of the open positions slated for election including associated job descriptions at least two (2) months in advance of an Election. |
|  |  Any candidate for the position of President-Elect must have served on the Board of Directors for at least one (1) year within the previous five (5) years. The slate of candidates shall be presented to the membership of the corporation at the August meeting. At that August meeting, any member may make a nomination from the floor, except that no member may be a candidate for more than one office. All candidates must be members in good standing, and must consent to being nominated. |
|  | ***Section 2. Election***: Officers shall be elected by secret ballot. The ballot shall be sent via email, fax or mail to the membership of the corporation by the Nominations and Elections Committee in September. Offices for which there are no nominees shall also be listed on the ballot. No write-in candidate shall be accepted for any office on the ballot. |
|  | ***Section 3. Period of Service***: The President and President-Elect shall serve for a period of one (1) calendar year. All other elected members of the Board shall serve for two (2) calendar years. Officers assume the powers and responsibilities of their office on January 1 following their installation in December. |
|  | ***Section 4. Election Procedures***: The positions of Secretary, Director of Chapter Meetings, Director of Membership, and Director of Marketing shall come up for election in odd-numbered years. |
|  |  The positions of Treasurer, Director of Learning, Director of Special Interest Groups, and the Director of Technology shall come up for election in even-numbered years. |
|  | The President-Elect shall be elected annually. |
|  |  After the votes are tallied, the Nominations and Elections Committee shall notify all candidates of the election results within ten (10) days. All newly elected Board members will be announced at the Annual Meeting. |
|  | ***Section 5. Transfer of Records***: All officers, Special Interest Groups and committee members at the expiration of their terms of office or appointment shall turn over to their successors all properties of the corporation that may be in their possession. |
|  | ***Section 6. Removal and Resignation***: Any officer may be removed by a 2/3 majority of the members of the Board of Directors or by majority of the members present at any meeting of the membership of the corporation, provided that notice of intention to move for removal of one or more officers of the corporation shall have been delivered to the Secretary and to the officer or officers to be named in the motion at least twenty (20) days prior to the regular meeting of the membership of the corporation at which said motion will be made for the removal of an officer or officers of the corporation at said meeting. |
|  |  Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect on the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified thereon, the acceptance of such resignation shall not be necessary to make it effective. |
|  | ***Section 7. Vacancy***: A vacancy in any office shall be filled by appointment by the President with the approval of a majority of the members of the Board of Directors. |
|  | ***Section 8. Maximum Length of Service***: No member may serve for more than six (6) continuous years as a member of the Board of Directors. |
| ARTICLE XIStanding Committees | ***Section 1. Standing Committees***: The President, with the approval of a majority of the members of the Board of Directors, shall appoint, at a minimum, the following standing committees: |
|  | (a) A ***Nominations and Elections Committee*** whose duties are provided in Article X, Sections 1, and 2, of these Bylaws. |
|  | (b) A ***Budget and Finance Committee*** shall be chaired by the Treasurer. At least two other members shall be appointed. A budget shall be presented to the Board of Directors for approval and shall be published and circulated to the membership of the corporation. |
| ARTICLE XIIGeographic or Special Interest Groups (SIG) | In order to further the purposes of this corporation, a majority vote by the Board can establish a geographic or special interest group. These interest groups shall not be inconsistent with the objectives of this corporation. The right to call themselves a special interest group of this corporation can be rescinded by a majority vote of the Board of Directors. |
| ARTICLE XIIIMiscellaneous | ***Section 1. Affiliation***: This corporation may affiliate with other organizations whose objectives shall be consistent with those of this corporation, provided that two-thirds majority of active members present and voting concur in the proposed affiliation and accept the condition of such affiliation. |
|  | The Board of Directors, with the approval of a majority vote of the members present and voting at a regular meeting, shall be authorized to negotiate the terms and conditions of affiliation with other organizations, and the Board of Directors shall present such terms and conditions by written resolution to a regular meeting of the membership of this corporation for final approval by a majority of the members present and voting. |
|  | ***Section 2. Prohibited Functions***: This corporation shall not function as a bargaining agent nor perform any acts pertaining to collective bargaining nor shall it collect monies for a particular candidate for public office. Politics, whether national, state or local, shall not be discussed at membership meetings as part of the planned program. |
|  | ***Section 3. Contracts, etc. How Executed***: The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or employees shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. |
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| ARTICLE XIVAmendments | ***Section 1. Regular Meetings***: The Articles of Incorporation of the corporation and these Bylaws may be amended at any regular meeting of the membership of this corporation by a two-thirds majority of the members present and voting, provided that written notice of the proposed changes and of the meeting shall have been sent by the Secretary to each member at least seven (7) days prior to the date of said meeting. |
|  | ***Section 2. Special Meetings***: The Articles of Incorporation of the corporation and these Bylaws may be amended at a special meeting of the membership of this corporation by a two-thirds majority of the members present and voting, provided that written notice of the proposed change and of the meeting shall have been mailed by the Secretary at least seven (7) days prior to the date of said meeting. |
|  | ***Section 3. Board of Directors***: All amendments to the articles of Incorporation and these Bylaws shall be referred for study to the Board of Directors at least thirty (30) days prior to being voted on by the membership of the corporation so that the Board of Directors, or its designee, may prepare and publish its opinion about the recommended amendment(s). |
|  | ***AMENDED***: October, 1972; May, 1973; August, 1976; June, 1978; May, 1979; April, 1982; October, 1983; December, 1984; October, 1987; October, 1993; November, 1995; September, 1997; October, 2000; August 2009;July 2010; April 2015 |