

 **The Bylaws of the Nebraska Chapter of the**

**Association for Talent Development**

**August 2016**

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**Article I. Name and Purpose**

**Section A. Chapter Name**

The name of this organization is the Nebraska Chapter of the Association for Talent Development. The registered office of the Chapter shall be located in the State of Nebraska.

**Section B. Affiliation with the International Association**

The Chapter is an affiliate of the Association for Talent Development, a non-profit educational organization under Section 501(c)(3) of the Internal Revenue Code of 1986. The International Association and its Chapters are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered. All Chapter communication materials, including but not limited to, newsletter, letterhead, website, and business cards, must comply with the International Association’s identity guidelines.

**Section C. Governance and Management of Chapter**

The Chapter shall be governed and managed by an Executive Board of Directors elected by the membership. The Executive 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, and may make expenditures for one or more of these purposes.

The mission of the Nebraska Chapter of ATD is to enhance members’ abilities, to develop talent and support clients and organizations in our local and global communities. The Nebraska Chapter's vision is to be the preferred leader in workplace learning and performance.

**Section E. 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, physical or mental impairment.

**Section F. Political Activities**

The Chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, and shall not advocate or campaign for legislation or a defeat of proposed legislation. The Chapter shall 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.

**Article II. Membership**

**Section A. Eligibility**

Membership in the Chapter is open to those who have interests or responsibilities in talent development and workplace learning and performance; are interested in advancing the objectives of the Chapter and the International 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. Dues**

Dues, fees, and terms of Chapter membership will be set by the Executive Board of Directors. Chapter membership is not transferable with the exception of corporate memberships.

**Section C. Suspension or Termination of Membership**

The Executive Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for non-payment 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.

1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Executive Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to the Executive Board members and the member concerned at least twenty (20) days prior to the meeting.
2. Any motion for suspension or termination must be made by an elected Executive Board member, based on personal knowledge, official chapter records, or a statement signed by no fewer than five (5) chapter members in good standing.
3. Before enacting a suspension or termination, the member will have an opportunity to be heard by the Executive Board of Directors.

**Article III. Board of Directors**

**Section A. Duties and Responsibilities**

1. The Executive Council is composed of the President, President-Elect, and Past-President.
2. The Executive Board of Directors is composed of the Executive Council and the Vice President positions.
3. The Board of Directors is composed of the Executive Board of Directors, Directors, and Secretary positions.

The management of the affairs of the chapter shall be vested in the Executive Board of Directors. It shall be the duty of the Executive Board of Directors 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 Executive Board of Directors shall include:

1. establishing policy for the operation of the Chapter;
2. approving the strategic plan, the annual plan, and the budget;
3. approving categories of membership;
4. authorizing new committees of the Chapter; and
5. performing other functions as appropriate for the Executive Board of Directors.

**Section B. Membership**

1. The Executive Council Members include:
* President – As the Chief Executive Officer of the Chapter, the President is responsible for managing the Chapter in accordance with these bylaws, The International Association’s CARE requirements, and the laws of the State of Nebraska. The President presides at, and sets the agenda for, meetings of the Executive Board of Directors and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the Chapter.
* President-Elect – The President-Elect acts for the President in the President’s absence. The President-Elect serves as the chair of the Nominating Committee and facilitates planning in preparation for term as President. The President-Elect performs other duties as requested by the President.
* Past President – The Past President provides support to the current President and President-Elect. A key responsibility of the Past President is serving as liaison between the current Board and its membership as well as ATD International. The Past President is responsible for compiling and submitting the CARE documentation to the International office for the previous year’s term. In conjunction with the Board of Directors, the Past President helps ensure stability from his/her Board of Directors to the next year’s Board by providing advice and support as needed. The Past President will also serve as a Development Coach and provide the Chapter’s Board members coaching to help them develop in their position. Successful performance is measured by coaching through position transitions, projects, and with succession planning.

The responsibilities of the Executive Council include: addressing personnel issues within the Executive Board of Directors or the membership and meeting as needed. The Secretary will be present at Executive Council Board meetings to take minutes. Other Executive Board Members will be consulted according to the issue at hand.

1. The **Executive Board of Directors** will consist of not less than six (6) and not more than eight (8) individuals elected from among Chapter members in good standing as specified in Article II of these bylaws. The Executive Board of Directors shall continue in office until successors are duly installed. The Executive Board of Directors include the following Vice Presidents:
* Programming
* Membership
* Marketing and Communications
* Education
* Finance
1. The **Board of Directors** is comprised of the Executive Board of Directors, Directors, and Secretary Positions.
* Directors serve in an advisory capacity to the Board. Directors are not voting members of the Board and do not have fiduciary responsibilities and liabilities.
* Each Vice President identifies his/her own Director(s). Director positions are appointed and not elected by Chapter members. Directors report to the Vice President and are responsible for the duties assigned in their position description. Directors may vary as Vice Presidents’ projects and needs change.
* Directors are required to attend one monthly Executive Board meeting each quarter as well as participate in semi-annual board retreat meetings.
* The Vice President of Finance shall report on the financial condition of the Chapter at meetings of the Executive Board and at other times when called upon by the President. The Vice President of Finance maintains a file of all financial documents for the Chapter and performs other duties as requested by the President.
* The Secretary shall record all minutes of all meetings of the Executive Board of Directors and distribute them according to set procedures. The Secretary maintains a file of all official documents for the Chapter and performs other duties as requested by the President. The Secretary is appointed by the Executive Council.
* All Board positions will have position descriptions approved by the Executive Board, listing the duties and responsibilities of each position. Position descriptions will be made available to Chapter members and potential Executive Board members at least 30 days prior to scheduled elections.

**Section C. Qualifications**

Persons seeking to serve on the Board of Directors must be Chapter members in good standing as specified in these bylaws. All board members are required to maintain membership in the International Association.

**Section D. Terms**

The President-Elect shall be elected to serve a term of three years. The first year he or she will serve as President Elect. The second year will be as President with the understanding he or she will remain on the Board the year after their Presidency to serve as the Past President. Vice Presidents shall be elected to serve a term of two years. Executive Board members may serve no more than two consecutive terms in the same position. The term length for Directors will vary dependent on the position but cannot exceed four (4) years in the same position.

**Section E. Conduct of Chapter Business**

1. A majority of members (more than half) of the Executive Board of Directors shall constitute a quorum at any meeting of the Executive Board. Should a quorum not be present, those members present may adjourn.
2. The act of the majority of Executive Board members present at a meeting where a quorum is present shall be the act of the Executive Board unless a greater proportion is required by law or by these bylaws.
3. Executive Board members may not cast proxy votes for absent Executive Board members.
4. Executive Board members may cast an absentee ballot in writing to an Executive Council member (President, President-Elect, or Past President) prior to the vote.

**Section F. Meetings**

The Executive Board of Directors will meet monthly. The dates of Executive Board meetings will be announced at least 30 days in advance. The exact time and place of all Executive Board meetings will be announced to all Executive Board members at least fourteen (14) days in advance of the meeting. Chapter members are encouraged to attend all regularly scheduled Executive Board meetings.

**Section G. Attendance**

1. Failure to attend three (3) called Executive Board meetings and failure to send written or verbal representation will be sufficient cause for the Executive Board to consider replacing an Executive Board member under the provisions of these Bylaws.
2. Executive Board Members are required to attend monthly luncheon programs, or send a designated representative to attend on their behalf. The Executive Council must be contacted prior to the meeting with the name of the representative who will be attending.

**Section H. Removal**

1. The Executive Board of Directors may, by two-thirds vote of the full Executive Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the Chapter.
2. Suspension or termination of Board members will be considered at a regularly scheduled meeting of the Executive Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Executive Board members and the individual concerned at least twenty (20) days prior to the meeting.
3. Any motion for suspension or termination must be made by an Executive Board member, based on personal knowledge, official Chapter records, or statement signed by no fewer than five (5) Chapter members in good standing.
4. Before action of suspension or termination, the Board member will have an opportunity to be heard by the Executive Board.

**Section I. Vacancies**

1. When a vacancy occurs for an Executive Board position, the President may, with the approval of the majority of the Executive Board of Directors, appoint a replacement from among Chapter members in good standing to serve the balance of the term.
2. 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 Executive 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 Executive Board of Directors.

**Article IV. Election of Executive Board Members**

**Section A. Nominating Committee**

The President-Elect will chair a Nominating Committee consisting of the Executive Council (the President, President-Elect, and Past President) members.

**Section B. Nominations**

The Nominating Committee will seek the input of the Executive Board of Directors and will present a slate of qualified candidates to the membership at least sixty (60) calendar days prior to the end of the current Executive Board terms.

**Section C. Voting**

Executive Board members will be elected by a majority of Chapter members voting.

**Article V. Financial Review**

**Section A. Internal Financial Review**

An internal financial review will be conducted annually and more frequently if circumstances dictate, by someone other than a current Board member, with findings reported to the Executive Board of Directors.

**Section B. External Financial Review**

A full financial review will be conducted for all years ending in -5 or -0 by an external certified public accountant and may be undertaken more frequently if circumstances dictate.

**Section C. Review Results**

Results of the financial reviews will be published and made available to the Chapter membership as soon as is practicable, but no later than ninety (90) days of the findings report.

**Article VI. Committees**

In addition to committees specified in these bylaws, committees may be established or disbanded by the Executive Board of Directors. Committees are subject to the oversight and direction of the Executive Board or those authorized by that body.

**Article VII. Special Meetings of the Chapter**

Special meetings of the Chapter may be called by the President, the Executive Board of Directors, or upon the receipt of a petition signed by at least five (5) percent of Chapter members in good standing.

1. 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 ten (10) business days prior to the meeting.
2. Ten (10) percent of Chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting.
3. 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 Executive Board or Chapter members) shall select an individual to preside at the meeting by majority vote.
4. A majority vote of Chapter members present will be sufficient to carry a motion, provided that such a motion complies with these bylaws.
5. The minutes of a special meeting will be published or made available to all Chapter members.

**Article VIII. Indemnification**

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

**Article IX. Amendment and Modification of Bylaws**

**Section A. Amendment Initiation**

Amendments to these bylaws may only be initiated by the Executive Board of Directors or by a petition signed by at least ten (10) percent of Chapter members in good standing.

**Section B. Notice of Change**

Notice of any potential change must be published and distributed to the membership at least thirty (30) calendar days prior to voting on such measures.

**Section C. Amendment Approval**

Amendments must be approved by a majority of voting Chapter members in good standing.

**Section D. Publication and Distribution**

Notice of approved changes to these bylaws shall be published or distributed to all Chapter members no later than sixty (60) days following adoption.

**Article X. 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 shall be distributed first to The Lincoln Chapter of the Association for Talent Development. If The Lincoln Chapter of the Association for Talent Development is no longer in existence, then to the Association for Talent Development (International Association). If the Association for Talent Development is no longer in existence, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any successor thereto, as amended from time to time.