

# Bylaws for the South Carolina Midlands Chapter of the Association for Talent Development

## Article I Name and Purpose

### Section A. Chapter Name

The legal, registered name of this organization is the South Carolina Midlands Chapter of the Association for Talent Development. The Chapter may “do business as” ATD South Carolina. The registered office of the Chapter shall be located in the State of South Carolina.

### Section B. Affiliation with the National Association

The Chapter is an affiliate of the Association for Talent Development, a non-profit educational association under Section 501 (c) (3) of the Internal Revenue Code (IRC) of 1986. The Association and its Chapters are not organized for profit, and no part of their net earnings shall benefit any member or private individual or business, except for payment or reasonable compensation for services rendered.

### Section C. Governance and Management of Chapter

The Chapter shall be governed and managed by a Board of Directors elected annually 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 (IRC) of 1986 as amended and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, *the Chapter’s mission is to empower professionals to develop talent in the workplace, with a vision to create a world that works better. Our goals are to:*

- *Provide consistently valuable learning opportunities for our members and guests through exposure to new information, methods and approaches.*
- *Create deliberate opportunities for our members to grow professionally by sharing ideas and experiences, learning from each other, and providing mutual support.*
- *Work diligently in our community to increase awareness of the value of human performance improvement.*

*We serve professionals who help others achieve their full potential by offering trusted content, idea sharing, and a strong professional community.*

Section E. Equal Opportunity

The Chapter offers equal opportunity to all eligible and qualified members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, or disability.

Section F. Political Activities

The Chapter shall not engage in significant political activity nor influence legislation 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.

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**

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; and who 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 membership is in active, paid status.

Section B. Dues

Dues, fees, and terms of Chapter membership will be set by the Board of Directors. Chapter memberships may be transferable. Dues are non-refundable.

Section C. Suspension or Termination of Membership

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Reviewed by Board 01/15/2013 (no changes necessary)

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Reviewed by Board 03/20/2015 (changes suggested and Board approved)

Approved by membership 04/20/2015

Reviewed by Board 01/29/2018 (change suggested and Board approved)

Approved by membership 02/09/2018

Reviewed by the Board 7/27/2020 (changes suggested and Board approved)

The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual 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 Board of Directors. Written or electronic notice of, and rationale for, proposed suspension or termination shall be sent to 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 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 an action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors at the above mentioned meeting.
4. Reinstatement of a suspended or terminated member is at the discretion of the Board of Directors.
5. In the event that an individual's participation in membership poses an immediate threat to the well-being of others or their property, or to the reputation of the organization, the President may unilaterally suspend a member by issuing a written or electronic Notice of Summary Suspension to the individual. An individual who has been issued a Summary Suspension by the President shall remain suspended until such time as the Board of Directors is able to meet and consider the matter of suspending or terminating the individual's membership, except that the Summary Suspension shall last no longer than thirty (30) days.

## **Article III Board of Directors**

### **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 Board of Directors shall ensure Chapter compliance with National guidelines. Additional duties of the Board may include: establishing policy for the operation of the Chapter; approving the strategic

plan, the annual plan, and the budget; approving categories of membership; authorizing new committees of the Chapter; and performing other functions as appropriate for the Board of Directors.

Section B. Board Membership

The Board of Directors will consist of not less than five (5) and not more than fifteen (15) qualified individuals elected from among Chapter members. The Board of Directors shall continue in office until successors are duly installed unless the position has been formally terminated.

At a minimum the five (5) positions shall include President and four other board members whose duties include the key responsibilities required to ensure the effective management of the chapter.

All Directors will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions will be available to Chapter members and potential Board members through the chapter website. Updates to board member position descriptions must be made at least 30 days prior to scheduled elections.

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 South Carolina. The President also serves as the Chair of the Board of Directors, and presides over, and sets the agenda for, meetings of the Board of Directors and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the Chapter.

Other Board Members may include, but are not limited to, the following titles or a similar equivalent:

*Past President*

*President-Elect*

*Vice President of Finance*

*Vice President of Administration*

*Vice President of Membership*

*Vice President of Programs*

*Vice President of Technology*

*Vice President of Marketing*

*Vice President of Partnerships and Special Projects*

*Vice President of Upstate Geographic Interest Group (GIG)*

*Vice President of Lowcountry Geographic Interest Group (GIG)*

*Board Member at Large*

Section C. Qualifications

Persons seeking to serve on the Board of Directors must be Chapter members in good standing as specified in these bylaws. Board members are required to maintain membership in the national Association. Board candidates must have been active members for a minimum of one (1) year in the local Midlands Chapter or other ATD chapter.

Section D. Terms

Board members shall be elected to serve terms of one (1) year. Board members may stand for re-election to the same board position.

Section E. Conduct of Chapter Business

1. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present (physically and/or virtually), the Board of Directors shall not take any action or vote until a quorum is present. A Board member may appoint a member in good standing as a designee to attend a called Board meeting in his/her absence. This designee shall be counted for a quorum and may vote in the place of the Board member. The Board member should notify the President before the meeting if a designee will be present.
2. Other Board members may not cast proxy votes for absent Board members.
3. The act of the majority of Board members present at a meeting where a quorum is present shall be the act of the Board unless a greater proportion is required by law or by these bylaws. Each position represented casts only one vote.

Section F. Meetings

The Board of Directors will meet at least quarterly. The date, time and planned location (physical or virtual) of scheduled Board meetings will be announced at least thirty (30) days in advance. The Board may conduct Chapter business outside of scheduled meetings by calling a special meeting and/or by requesting action to be taken through electronic communication. Board business specifically addressed in these Bylaws (such as removal of members or Board members) shall not be covered in these "called" meetings.

- 1) All board members must be notified of all board meetings
- 2) All board members must be provided with an opportunity to participate in board actions governed by these bylaws.

## Section G. Compliance

1. Failure to attend three (3) consecutive regular meetings of the Board of Directors will be sufficient cause for removal of a Board member under the provisions of these Bylaws, as set forth in Section H. Board member attendance at “called” Board meetings is strongly encouraged but is excluded from this provision.
2. ATD board members who attend the Accelerated Leadership Conference (ALC) will be asked to reimburse the chapter for all costs (hotel, meals, gas) associated with attending ALC in the event they do not to complete their term or are removed from the board as seen in Section H.

## Section H. Removal

1. The Board of Directors may, by three-fourths vote, 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 meeting of the Board of Directors. Written or electronic notice of, and rationale for, proposed suspension or termination shall be mailed to 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 a Board member, based on personal knowledge, official Chapter records, or a 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 Board.
5. Any Board member may resign by letter or email to the President. Resignation of the President may be submitted to the President-Elect.

## Section I. Vacancies

1. When a vacancy occurs for a board position, the President may, with the approval of the majority of the Board of Directors, appoint a

replacement from among qualified Chapter members to serve the balance of the term.

2. The President may, with the approval of the majority of the Board of Directors, waive the 1-year membership requirement to fill a current vacancy if no members who meet the requirement are available and/or willing to fill the position. This is contingent on the proper vetting of the member by the Board of Directors.
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 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 from the Board of Directors.

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

##### **Section A. Nominating Committee**

The President-Elect will form a Nominating Committee with the approval of the Board of Directors. The Nominating Committee will have no fewer than five (5) members, and will include the President-Elect, the President, and three (3) Chapter members in good standing not currently serving in elected positions.

##### **Section B. Presentation of Officer Slate**

The Nominating Committee will present a slate of qualified candidates to the Board of Directors prior to membership elections. Elections must occur at least thirty (30) calendar days prior to the end of the current Board terms.

##### **Section C. Election**

A Board member will be elected by receiving a majority of the votes cast by Chapter members for the respective position.

#### **Article V. Financial Review**

##### **Section A. Financial Review Committee**

The committee shall consist of the current President-Elect, the Past President, and no fewer than three Chapter members in good standing who have not served as a Board member for at least one year. The Vice President of Finance for the fiscal year under review shall not be eligible to serve on the Financial Review Committee, but will provide the committee

or independent auditor, any and all records necessary to complete a review of Chapter finances.

Section B. Frequency of External Financial Reviews

A financial review will be conducted at the end of each calendar year or more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors.

An external review or audit (conducted by a CPA, bookkeeper, MBA or a VP of Finance from another chapter), is **recommended** every three (3) years, and may be undertaken more frequently if circumstances dictate.

Section C. Communication of Financial Review Findings

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).

## **Article VI. Interest Groups and Committees**

Section A. Establishment and/or disbandment

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

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

Section A. 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 at least 10% 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 (10) business days prior to the meeting. Notification may be made electronically by e-mail.
2. Twenty-five percent (25%) 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 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**

### Section A. Indemnification

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

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

Section A. Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least twenty-five (25%) of Chapter members in good standing.

Section B. 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. Electronic distribution is acceptable.

Section C. Amendments must be approved by a majority of Chapter members in good standing who vote, voting electronically, by mail ballot or at a duly called special meeting. Voting electronically is an acceptable alternative.

Section D. 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 & Liquidation of Assets**

### Section A. Dissolution of Chapter

The Chapter may be dissolved by a vote of two-thirds of Chapter members in good standing.

Section B. 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 the Association for Talent Development, the Chapter's national organization.