

Dear valued members,

In this unexpected time of change, we as your Board of Directors for ATD South Carolina Midlands need your help in preparing for the future.

As a best practice in nonprofit leadership, the board has spent the last year reviewing our bylaws to ensure we will continue to serve the chapter well now and in the future. After much discussion and on the recommendation of volunteer legal counsel, we are ready to recommend updated bylaws to the membership.

The bylaws have been reviewed and three types of changes have been made:

Revisions to the current bylaws to clarify language: Minor changes have been made throughout the document to align bylaws with current chapter policies. E.g. Changing the financial requirement for a member in good standing from “dues are paid for the membership year” to “membership is in active, paid status.”

Updates to business practices: Minor additions to meeting and vote requirements to allow more virtual meetings and membership votes.

Changes to the way our chapter is governed according to our current bylaws: There are five primary changes that are being proposed to the membership within this revision.

Each proposed change to our governance is in response to ways that the chapter is already growing. The proposed revisions are intended to address the needs of the membership so we can continue that growth.

Article I, Section A, Chapter Name

Our Upstate Geographical Interest Group (GIG) has established a strong leadership team and continues to grow our chapter’s local membership through its efforts. The Lowcountry GIG is reactivating and building a similar momentum.

We recognize having a Chapter name that is representative of one geographical area, when we operate statewide, can be confusing to our existing members and cause a barrier during the member recruitment process. In order to welcome our members across the entire state, the Board believes it is time to operate under a chapter name that reflects our statewide reach. **Our first proposed change is to transition from operating as ATD South Carolina Midlands to simply ATD South Carolina.** This will not change our legal name but will give us the ability to do business under the new name. If approved by the membership, changes to our website, logos, and other marketing materials will roll out over the next year.

Current Bylaws:

“The name of this organization is the South Carolina Midlands Chapter of the Association for Talent Development. The registered office of the Chapter shall be located in the State of South Carolina.”

Proposed Bylaws:

“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.”

Article I, Section D, Purpose.

The Chapter’s mission has been updated in alignment with national ATD and in accordance with the planning of the Board of Directors, to allow board members to clearly communicate our mission to members, prospective members, and prospective sponsors easily and consistently.

Current Bylaws:

“Without limiting or expanding the foregoing, the Chapter’s specific purpose is to be the leading organization for training and human development professionals in the Midlands region of South Carolina.”

Proposed Bylaws:

“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.”

Article II, Section C. Suspension or Termination of Membership (Item 5).

Upon consultation with legal counsel, the board was advised to add the proposed language to protect all of our members and the chapter from physical, mental, or financial harm in the event of harassment or assault by a member.

Current Bylaws:

No existing item in the current bylaws.

Proposed Bylaws:

“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, Section B, Board Membership (Paragraph 2).

Our current bylaws require that 5 specific Board positions be filled at all times. The Board agrees that five positions are, at minimum, required to run a chapter. Yet there are times at which one of the five positions listed may have a vacancy while various additional positions are filled. Allowing the board the flexibility to fill the positions they can and divide the duties of others temporarily, when necessary, ensures that the chapter can continue to run while the board recruits for the vacant position to bring the chapter back into full operational effectiveness. If approved, the 4 position descriptions previously included in the bylaws would also be removed. The President's position description, as the named required board position, will remain.

Current Bylaws:

"At a minimum the five (5) positions shall be President, President-Elect, Past President, Vice President of Finance and Vice President of Administration."

Proposed Bylaws:

"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."

Article III, Section B, Board Membership (Paragraph 1).

Our current bylaws limit the number of board positions to 11 total members. This limits the ability of the board to grow in order to serve the needs of the membership. Currently we are at our limit for board positions, with the recent addition of the VP of Upstate GIG and the VP of Lowcountry GIG. Each GIG must have a sitting board member who is authorized to make the purchases required to run in person events, for insurance purposes. We propose expanding the maximum number of board members to 15 to accommodate future expansion.

Current Bylaws:

"The Board of Directors will consist of not less than five (5) and not more than eleven (11) qualified individuals elected from among Chapter members."

Proposed Bylaws:

"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."

Article III, Section B, Board Membership (Paragraph 5).

As we evolve as a Chapter, board position titles and descriptions shift and change. Language has been added to allow for this flexibility over time. Any changes to Board position descriptions and titles will continue to require approval from the board before becoming official for any position and will be published 30 days prior to board elections.

For example, if the revised bylaws are approved, the 2021 Board may include the following changes, pending board approval:

- 1) **VP of Membership will become two positions.** The new positions will include a **VP of Member Relations** and a **VP of Member Recruitment and Retention**. This change was recommended by our outgoing VP of Membership, Lisa Stuchell. It is our hope that we will be able to expand our services to the members as a result of this change.
- 2) **VP of Technology and VP of Marketing will become one position.** The new position will be **VP of Communications** and will coordinate with the chapter Director of Marketing, Director of Technology, and regional Marketing Directors to ensure consistent messaging across the state.
- 3) **VP of Programming will become VP of Education.** The educational opportunities we currently offer our members have grown beyond one-time events. We have developed new special interest groups offering series, like the Career Transitions SIG. We also now have an in-kind partnership for eLearning content from Bigger Brains, and we want to continue to grow these opportunities for our chapter. We believe that the change to VP of Education reflects this shift in focus.

Current Bylaws:

“Other Board Members may include:

Vice President of Membership, Vice President of Programs, Vice President of Technology, Vice President of Marketing, Board Member at Large, Geographic Interest Group (GIG)”

Proposed Bylaws:

“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”

Please read the attached proposed revision to ATD South Carolina Midland’s bylaws for further information. [Click here to cast your vote](#). The official electronic ballot is now available for members. **The electronic ballot will be open to members during the 30-day review period and will close on August 31, 2020.**

On August 10, at 6:00 p.m., we will hold a webinar to discuss these revisions and answer your questions. Please [register here](#) no later than August 9th to ensure that you receive the link to participate.

Thank you,

Your ATD South Carolina Midlands Board