

BYLAWS
of
AMERICAN SOCIETY FOR TRAINING AND DEVELOPMENT
TWIN CITIES CHAPTER

ARTICLE I
NAME OF ORGANIZATION

The Name of this organization is the American Society For Training & Development/Twin Cities Chapter. Hereinafter it shall be known as ASTD-TCC.

ARTICLE II
PURPOSE

The purpose of ASTD-TCC is to provide education, collaboration and support to its members so that they can perform their work in a fulfilling manner which provides excellent service to their clients.

ARTICLE III
LOCATION

The principal office of ASTD-TCC, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-St. Paul, State of Minnesota, as may be fixed from time to time by the Board of Directors of ASTD-TCC.

ARTICLE IV
MEMBERSHIP

- Section 1. The membership of ASTD-TCC shall consist of individuals who pay a specific annual financial fee through membership dues and which may be required to meet other criteria, both to be established by the Board of Directors. Membership shall be voluntary. There may be more than one category of membership if so deemed by the Board of Directors.
- Section 2. Each member of the organization shall have one vote. Items to be voted on by the full membership shall be determined by the Board of Directors.
- Section 3. Members shall be responsible for participating in ASTD-TCC in the following ways:
- a) Gaining information and experiences through various vehicles provided by the organization (newsletter, programs, special interest groups, etc.)
 - b) Sharing information, experiences and expertise with other members or with the community through various vehicles provided by ASTD-TCC or through community programs requesting the expertise of the member.
- Section 4. Members shall not profit financially from information developed under the auspices of ASTD-TCC.

ARTICLE V
MEETING OF MEMBERS

- Section 1. Frequency of Meetings. The meetings of ASTD-TCC shall be held at least quarterly. The Board of Directors or its Executive Committee or their designee shall set the specific dates. The members may transact business of ASTD-TCC as designated by the Board.

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- Section 2. Location of Meetings. Meetings of the membership shall be held at places designated by the Board of Directors.
- Section 3. Notice of Meetings. It shall be the duty of the Executive Director to communicate a notice of each meeting to each member stating the time, the location and the purpose of the meeting by mail, phone, fax or electronic communication.
- Section 4. Presiding Officer. The President of the Board of Directors of ASTD-TCC shall be the presiding officer of all meetings of the membership.
- Section 5. Special Meetings. Special meetings of the membership may be called by the Board of Directors or upon a written request signed by at least twenty percent (20%) of the delegates representing the members. The notice of any special meeting shall state the time, the location and the purpose of such meeting. No business shall be transacted at the special meeting except as stipulated in the notice.
- Section 6. Quorum. No quorum shall be required. All members will be given the opportunity to vote on any issue brought to the membership.

ARTICLE VI BOARD OF DIRECTORS

- Section 1. Number and Qualifications. The Board of Directors of ASTD-TCC shall be composed of a minimum of ten (10) and a maximum of fifteen (15) voting members. All positions shall be members of ASTD-TCC. Composition of positions will be determined by the President. All positions shall have served at least one year on a committee or equivalent professional experience.
- Section 2. Governing Powers. The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of ASTD-TCC. They may engage in such acts and do such things as are not prohibited by a law or these bylaws.
- Section 3. Recruiting and Selection. Director candidates shall be interviewed and selected by a separate Nominating Committee comprised of: one officer, one Board member and, at least, one general member. Whenever possible, Director recruiting and selection shall be arranged so that approximately one-half (1/2) to one-third (1/3) of the total number of Directors are replaced or selected each year. The Nominating Committee will recommend to the full Board of Directors a slate of candidates for approval. Once approved by the Board of Directors, the slate of candidates will be presented to chapter members for voting.
- Section 4. Term of Office. Directors are generally elected to serve a term of two (2) years. Based on need, as determined by a simple majority Board vote, directors may also be elected to a one-year term. In addition, under certain circumstances (see Section 5 below) directors may extend their current term by one year. Directors may serve no more than two (2) consecutive terms of office, except when a Director, following his or her completed term(s), is elected an Officer. President-elect, President and Immediate Past President are successive positions and are considered collectively as one term. In all cases, the maximum number of consecutive years a Director/Officer may serve on the Board is eight (8) years. Unless selected to fill a vacancy, the term of office of a Director shall commence on January 1.

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- Section 5 One-time Term Extension. When 50% or more of the Director positions are eligible for election, those directors who will be completing their term in office will be given an option to extend this term by one year. This option will subsequently be referred to as a “one-time term extension.” Those directors who request a one-time term extension must communicate this decision in writing to the Chair of the Nominating Committee by May 1. Pursuant to the other term limits mentioned in Section 4 above, those Directors who request a one-time extension may request a term extension after either their first or second term, but it may be requested only once.
- Section 6. Vacancies. Vacancies in the Board of Directors occurring mid-term shall be filled through recommendation of the President and vote by a simple majority of the remaining Directors. Each person so selected shall be a Director until that person or a successor is selected by the Board at the next Board election process.
- Section 7 Appointments. Special circumstances may dictate a strategic need to appoint a Director at any point during the year. This appointment shall be filled through a recommendation of the President and vote by a simple majority of the Directors. Each appointment shall serve as a Director until the next Board election process.
- Section 8 Removal of Directors. Any one or more of the Directors may be removed:
- a) by a meeting of the Board of Directors based on voiced discontent by the membership or by three (3) or more Directors with just cause by a vote of the majority of the entire voting Board of Directors. A successive Director may then and there be selected by the Board to fill the vacancy thus created. Any Director whose removal has been proposed shall be given at least thirty (30) days notice of the intent to take such action and an opportunity to be heard at the next Board meeting.
 - b) Automatically after three unexcused absences from Board meetings. Upon recommendation of the Board, such member may be reinstated.
- Section 9. Compensation. No compensation shall be paid to Directors for their services to ASTD-TCC. Directors may be reimbursed for actual expenses incurred by them in the performance of their duties.
- Section 10. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and location as shall be determined from time to time by a majority of the Directors. The Board of Directors shall, at minimum, meet at least four (4) times each year, approximately quarterly. Regular meetings may include meetings via an electronic live synchronous environment such as teleconference or webconference, if necessary.
- Section 11. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board upon at least five (5) working days notice to each Director. This notice shall be given personally or by mail, telephone or electronic communication. The notice shall state the location, time and purpose of the meeting. The Executive Director of ASTD-TCC in like manner and in like notice shall call a special meeting upon the written request of at least three (3) Directors.
- Section 12 Quorum. At all meetings of the Board of Directors, forty percent (40%) of the Directors of record shall constitute a quorum for the transaction of all authorized business. Where the computation results in a fractional number, it shall be rounded upward to the next whole number. The acts of the majority of the Directors present at a meeting at which a quorum exists shall be the acts of the Board of Directors, except where a larger number is required by law or these bylaws.
- Section 13. Proxies. No voting by proxy shall be permitted in Regular Meetings of the Board of Directors of ASTD-TCC.

Section 14 Electronic voting. Any member of the Board of Directors may request a Board electronic vote on any Chapter-related item which requires a decision in between Regular Meetings. Board members need to be given at least five (5) working days to respond to the electronic vote, and a simple majority vote is needed to pass the resolution.

ARTICLE VII OFFICERS

Section 1. Designation. Principal Officers of ASTD-TCC shall be President, President-Elect, Immediate Past President and Treasurer.

Section 2. Appointment. The above positions are automatically officers. Unless sooner removed by the Board, the Officers shall serve for one (1) term or until their successors are appointed except for the Treasurer who may serve as Treasurer for a maximum of two consecutive two year terms. The Board of Directors shall also have the authority to appoint temporary or acting Officers as may be necessary during the temporary absence or disability of the regular Officers.

Section 3. Removal. Any Officer may be removed with stated cause by the Board of Directors by affirmative vote of a majority of all the Board members. The matter of removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been given to each Board member and to the Officer affected at least thirty (30) days previously.

Section 4. President. The President shall be the principal Officer of the corporation. Working in conjunction with the Board, the President shall see that the resolutions and decisions of the Board are carried into effect and, in general, shall discharge all duties incident to the office of President and as prescribed by the Board. The President shall be present and give direction to meetings of the Board and meetings of the membership. The President will execute for the corporation all contracts, deeds, conveyances, mortgages, bonds and other instruments in writing that may be required or authorized by the Board of Directors, except those instances in which the authority to execute is expressly delegated to another Officer or agent of the corporation. The President may establish and appoint members to committees as deemed necessary for operation of the program and business of the corporation. If the President is unable to perform his or her duties, the authority of the President is assumed by the Immediate Past President and if both the President and the Immediate Past President are unable to perform their duties, the authority of the President is assumed by the President-Elect.

Section 5. Any Officer of ASTD-TCC, in addition to powers conferred on him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. Authority. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be Directors.

Section 2. Executive Committee. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may establish an Executive Committee and the committee will consist of the officers and the Executive Director. The President of the Board of Directors will be the Chair of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it

shall not operate to relieve the Board of Directors of any responsibility imposed upon it. No individual shall continue to be a member of the Executive Committee after he or she ceases to be a Director of ASTD-TCC. The Board of Directors shall have the power at any time to change the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof, to change the functions of the Committee or to terminate the existence of it.

- Section 3. Powers. During the intervals between meetings of the Board of Directors, and subject to any resolution of the Board of Directors, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of ASTD-TCC. The Executive Committee shall make full report of all actions at the next meeting of the Board of Directors.
- Section 4. Meetings. Regular meetings of the Executive Committee may be held at such time and location as may be determined by the Executive Committee or the Board of Directors. Special meetings may be called by the President of the Executive Committee. When such special meetings are deemed to be necessary, members of the Executive Committee will be notified in person, by mail, by telephone or electronic communication at least three (3) working days in advance.
- Section 5. Quorum. A majority of the entire Executive Committee shall be necessary to constitute a quorum for the transaction of business. Acts of the majority of the members present at such meeting at which a quorum exists shall be the acts of the Executive Committee.
- Section 6. Standing Committees. The Board of Directors may, by resolution passed by a majority of the Board as a whole, designate one or more standing committees in addition to the Executive Committee. The President shall appoint a Director or Chair for each. A majority of the members of these committees must be Directors or members of ASTD-TCC. A Chair who is not also a Director shall be a non-voting member of the Board of Directors, of which there shall be no more than eight (8). The Chairs/Directors of the standing committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such power as provided in the resolution that established the committee. Dissolution of any standing committee shall be accomplished by a resolution of a majority of the Board as a whole.
- Section 7. Types of Committees. In general, the types of standing committees may include, but are not limited to, Membership and Program Development.
- Section 8. Meetings. Meetings of the individual committees may be held at such time and location as may be determined by a majority of the committee, by the committee Chair or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.
- Section 9. Other Committees. Other committees may be established by the President of the Board of Directors or by a motion passed in an appropriately constituted meeting of the Board of Directors.

FISCAL MANAGEMENT

- Section 1. Fiscal Year. The fiscal year of ASTD-TCC shall begin on the first day of January in each year.
- Section 2. Books and Accounts. Books and accounts of ASTD-TCC shall be kept under the direction of the Financial Officer.
- Section 3. Executive of ASTD-TCC Documents. The Board of Directors may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name and on behalf of ASTD-TCC. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these bylaws.

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- Section 4. Loans. No loans shall be contracted on behalf of ASTD-TCC nor evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority shall be general or confined to specific instances.
- Section 5. Deposits. All funds of ASTD-TCC not otherwise employed shall be deposited from time to time to the credit of ASTD-TCC in such bank or banks or other interest bearing depositories as the Board of Directors may elect.
- Section 6. Conflict of Interest. The Board shall not enter into any contract or transaction with: (a) one or more of its Directors; (b) directors of a related organization; or (c) an organization in which a Director of ASTD-TCC is a director, officer or legal representative or in some other way has a material financial interest unless:
- a) that interest is disclosed or known to the Board of Directors;
 - b) the Board approves, authorizes or ratifies the action in good faith;
 - c) the approval is by a majority of Directors (not counting the interested Director); and
 - d) the approval is given at a Board meeting at which a quorum is present (not counting the interested Director).
- The interested Director may be present for discussion to answer questions, but may not advocate for the action to be taken and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.
- Section 7. Checks, Drafts, Etc. All checks, drafts and other orders for payment of funds will be signed by such Officers or such other persons as the Board of Directors shall designate in its approved financial policies.
- Section 8. Indemnity. ASTD-TCC shall indemnify and hold harmless any Director, Officer or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Director, Officer or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. ASTD-TCC shall have the power to purchase or procure insurance for such purposes. If such insurance is not purchased, any fine, fee or judgment shall be paid from general operating funds.
- Section 9. Examination by Directors. Every Director of ASTD-TCC shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the location or locations where usually kept, all books and records of ASTD-TCC and make extracts or copies there from.

ARTICLE IX EXECUTIVE DIRECTOR

- Section 1. Designation. The Board of Directors may select and employ an Executive Director.
- Section 2. Duties. The Executive Director shall be responsible for providing professional advice and assistance to the Board of Directors and shall administer (or have administered) the work delegated, and shall have such other powers to perform other duties as may be assigned by the Board of Directors.
- Section 3. Other Staff. The Executive Director may hire and discharge such employed staff as may be necessary to support the organization. The employed staff shall report directly to and be accountable to the Executive Director.

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- Section 4. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts or other orders of payment of funds for ASTD-TCC. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated annually by the Board of Directors.
- Section 5. The Executive Director of ASTD-TCC shall be responsible for keeping the organization's records. He or she shall keep (or cause to be kept) the minutes of all meetings of the Board of Directors and any business meetings of the membership. The Executive Director shall give (or cause to be given) all notices of the meetings of the Board of Directors, meetings of the membership and other notices required by law or these bylaws. The Executive Director shall be responsible for the keeping of all books, correspondence, committee minutes and papers relating to the business of ASTD-TCC. The Executive Director shall assist with the compilation of the annual budget as proposed by Board members, track expenditures, provide a monthly accounting to the Board and confer with professional advisors as necessary for corporate business purposes. The Executive Director may be authorized to provide one of the signatures on checks, drafts or other orders of payments of funds for ASTD-TCC.

**ARTICLE X
MISCELLANEOUS**

- Section 1. Amendments. Both the Board of Directors and the members shall have the power to amend the Articles of Incorporation and these bylaws. Subject to restrictions imposed by statute, the Board may amend the articles and bylaws by adopting a resolution setting forth the amendment, providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting. Such amendment shall require an affirmative vote of two-thirds (2/3) of the Board at a duly constituted meeting.