

Bylaws: Northeast Oklahoma Chapter of ASTD (NEOK)

ARTICLE I – NAME & PURPOSE

Section A: The name of this organization is: ASTD Northeast Oklahoma Chapter, Inc.

Section B: Affiliation with the National Society

The chapter is an affiliate of the American Society for Training and Development, a non-profit educational society exempt from federal taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Society 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.

Section C: Governance and Management of Chapter

The chapter shall be governed and managed by a Board of Directors elected 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 of 1986, as amended, and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the chapter's specific purpose shall be: To serve our members and the community by providing leadership in human resource development, training and learning.

The Chapter is committed to the following:

- Creating an organization that demonstrates how teamwork and a cooperative spirit develop synergy and foster greater satisfaction for everyone involved.
- Encouraging multi-cultural and industry-diverse membership that truly reflects Northeast Oklahoma.
- Attracting and retaining members from all parts of the training and human resource development profession with appropriate programs and services; providing well-defined, solid systems and procedures for all chapter functions.
- Serving our community, both by modeling best practices and by encouraging efforts to promote human resource development.
- Constantly striving to increase community awareness and public recognition for training and development and those companies and individuals who are dedicated to its excellence.

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 training, human resource development, workplace learning and performance, adult learning, are interested in advancing the objectives of the chapter and the Society, adhere to the Chapter Code of Ethics, and subscribe to and are qualified under these bylaws.

Section B: Member in Good Standing:

A chapter member in good standing is one who meets the requirements of membership as stated in these by-laws, and whose yearly chapter dues are current.

Section C: Student Membership

To qualify for the student membership, the student must be attending a degree-granting college or university full-time.

Section D: National Membership

1. All chapter directors are required to hold National ASTD membership.
2. National membership in ASTD is encouraged, but not required, for local chapter membership.

Section E: Diversity

The Chapter does not discriminate based on race, creed, national origin, gender, physical or mental disability, color, or sexual orientation.

Section F: Dues

Dues, fees, and terms of chapter membership will be set by the Board of Directors. Chapter membership is not transferable.

Section G: Suspension or Termination of Membership

The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for nonpayment 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 Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least (**twenty**) 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 statement signed by no fewer than (**5**) chapter members in good standing.
3. Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

Section G: Voting

Each member in good standing shall have a vote and full membership rights.

ARTICLE III - 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 duties of the Board shall be to:

1. Establish policy for the operation of the chapter,
2. Determine and approving the annual strategic plan and annual budget
3. Provide for the annual financial review of Chapter records,
4. Approve categories of membership,
5. Authorize committees of the chapter,
6. Determine the policies of the Chapter under the local and national Constitution and Bylaws.
7. Counsel the President.
8. Fill vacancies occurring on the Board of Directors, except the President-Elect. Board nomination and a vote of the membership will fill a vacancy for the office of the President-Elect
9. Perform other functions as appropriate for the Board of Directors.

Section B: Board Membership

- A. The Board of Directors will consist of at least 8 individuals elected from among chapter members in good standing as specified in Article II of these bylaws. The Board of Directors shall continue in office until successors are duly installed.
- B. Members of the Board of Directors shall be President, President-Elect, Past President, Treasurer, Secretary, and other Vice-Presidents and/or Directors as determined by the Board of Directors and these bylaws.

1. 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 the State of Oklahoma. The President presides at and sets the agenda for meetings of the Board of Directors and membership meetings, and oversees the management of the chapter. The President represents the Chapter to National ASTD.

2. President-Elect

The President-Elect acts for the President in the President's absence. The President-Elect facilitates planning in preparation for term as President. In the event of the resignation, incapacity, or death of the President, the President-Elect becomes President for the remainder of that term in office. The President-Elect

may then serve as President for his/her regular term. The President-Elect fulfills other duties as **requested by the** President.

3. **Past President**

Chairs the nominating committee and advises the President and Board of Directors.

4. **Treasurer**

The Treasurer shall report on the financial condition of the chapter at meetings of the board and at other times when called upon by the President. The Treasurer collects all dues and assessments. He/she makes all disbursements and keeps financial records for the Chapter. Upon retirement from office or upon request by the Board of Directors, he/she shall submit the financial records for annual audit. He/she fulfills other duties as requested by the President.

5. Other Vice-Presidents/Directors shall include:

- **Vice-President of Programming**
Develops and implements monthly Chapter programs and fulfills other duties as requested by the President.
- **Vice-President of Special Programming**
Develops and implements programs other than the monthly programs and fulfills other duties as requested by the President.
- **Vice-President of Marketing Communications**
Is responsible for internal & external communications, including management of the chapter website. He/she also fulfills other duties as requested by the President.
- **Vice-President of Membership**
Promotes chapter and national membership, maintains accurate membership records, provides orientation for new members, publishes an annual membership directory, and provides information about membership to prospective members. He/she fulfills other duties as requested by the President.
- **Vice-President of Accommodations**
Makes monthly meeting arrangements, arranges for any equipment needed by the speaker, provides the Vice-President of Membership with the meeting attendance and collects meeting fees from attendees. The Vice-President of Accommodations coordinates with the Vice-President of Programming. He/she fulfills other duties as requested by the President.
- **Secretary**
Keeps minutes of all Chapter and Board meetings, maintains Chapter policy and procedure manuals, and serves as chapter Archivist. He/she fulfills other duties as requested by the President.
- **At-Large Directors**
Counsel and assist the President and Board of Directors. They conduct special projects and fulfill other duties as requested by the President. Such positions might include:
 - Awards and Recognition.
 - Special Interest Groups (SIGs)
The At-Large SIGs Director organizes special interest groups for the chapter in accordance with perceived chapter needs. The SIGs Director seeks especially to encourage multi-cultural and industry-diverse SIG groups within the chapter.

- **Appointed Advisory Directors**

Counsel and assist the President and Board of Directors on assigned projects of importance to the Chapter. These are non-voting positions.

Directors of the Chapter are elected annually at a scheduled chapter meeting. Membership election of the slate of officers is scheduled so that the President and other Directors may attend the National ASTD Leadership Conference. All chapter directors must be both National and chapter ASTD members when they assume their duties on January 1.

Section C: Candidates for Office

Candidates for office shall be nominated by the standing Nominating Committee consisting of the immediate Past President (Chair), the President, the President-Elect, and three additional chapter members in good standing not currently serving in elected positions. The office of President Elect must be filled by a member in good standing who has previously served on the NEOK Chapter board of Directors. The committee shall first consider for the office of President-Elect those persons who have served as Chapter Directors during the two most current years.

- The Nominating Committee will present a proposed slate to the board of directors for approval.
- Once approved by the board the Nominating Committee will publish the proposed slate at least 20 days before presenting to the chapter membership, at a scheduled chapter meeting.
- The membership will then be asked to endorse the slate with a vote of approval
- The new Directors assume their duties on the first day of the calendar year following the slates approval.

Section D : Approved Directors

The approved Directors of the organization are, President-Elect, Secretary, Treasurer, Vice-President of Programming, Vice-President of Special Programming, Vice-President of Marketing/Communications, Vice-President of Membership, Vice-President of Accommodations, and up to three At-Large Directors. These Directors plus the President and the Immediate Past-President are voting members of the Board and are referred to as the Board of Directors.

- Approved Directors may not succeed themselves more than three years in the same office.

Section E : Advisory Directors

The President may appoint additional Advisory Directors for a one-year term. Additional Advisory Directors may attend Board Meetings but do not have a vote on the Board. Appointed Advisory Directors may be re-appointed annually by the succeeding President.

Section F : Termination of Directors

By majority vote of the Board, any elected Director who misses three consecutive Board of Directors or monthly Chapter meetings may be required to resign his/her office. Other causes for termination include failure to fulfill prescribed duties or failure to abide by the Constitution and Bylaws and Code of Ethics.

Section G : Formation of Committees

Directors may form committees or appoint assistants to assist them in performing their duties. Committee Chairs are required to be local chapter members and are welcome to attend Board Meetings.

ARTICLE IV - MEETINGS

Section A: Calling Meetings

The President calls meetings of the Board of Directors, or three members of the Board may request a meeting by written request to the Secretary.

Section B: Board of Directors Quorum

A quorum of the Board constitutes a simple majority of voting members (51%). It is possible for the board to achieve a quorum by requesting a vote of the board members on a specific issue through written response by mail, e-mail or fax.

Section C: Membership Quorum

A membership quorum equals twenty percent (20%) of the total local membership or at least twenty members present at a meeting announced by official notice itemizing the business to be transacted.

Section D: Conduct of Meetings

All meetings shall be conducted according to Robert's Rules of Order.

ARTICLE V - CHAPTER FUNDS

Section 6: Reimbursements

Requests for reimbursements should be submitted to the Treasurer and should include receipts and completed "Request for Reimbursement" forms. In the event the Treasurer is not available, board members who have the authority to write checks drawn on chapter funds may write reimbursement checks once a reimbursement form and appropriate documentation is supplied. Board members who have this authority may not write reimbursement checks for themselves, but should request that the Treasurer or another board member who has this authority write such checks.

ARTICLE VI - SPECIAL COMMITTEES

Section A: Special Committees

The Directors may create committees to assist them in their duties.

Section B: Duration of Committees

Members of special committees serve for the duration of the President's term or on an ad hoc basis.

Section C: Extension of Committees

The succeeding President may extend the term of special committee members.

ARTICLE VII - AMENDMENTS

Section A: Submission of Amendments

Proposed Bylaw amendments are submitted in writing to the Secretary one month before taking a vote. The proposed changes are submitted for distribution to the membership. The proposal is opened for discussion at the next scheduled meeting.

Section B: Approval of Amendments

These Bylaws may be amended either by a majority vote of a quorum at a scheduled chapter meeting or a quorum vote of the chapter members responding to a published ballot.

ARTICLE VIII - DISSOLUTION

If this chapter dissolves, all assets will be turned over to National ASTD.