

ATD Northern New Jersey Chapter By-Laws

Article I: Name and Purpose	
Section A	<p>Chapter Name and Offices The name of this organization is Association for Talent Development (ATD) Northern New Jersey Chapter (hereinafter referred to as the “Chapter”). The registered office of the Chapter shall be located in the State of New Jersey.</p>
Section B	<p>Affiliation with the Association The Chapter is an affiliate of the American Society for Training and Development (“ASTD”), which is doing business under the trade name Association for Talent Development (ATD) (referred to herein as the “Association” or “ATD”), a non-profit educational society exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Association and its Chapters are not organized for profit.</p>
Section C	<p>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.</p>
Section D	<p>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 (“IRC”), and may make expenditures for one or more of these purposes.</p> <p>Without limiting or expanding the foregoing, the Chapter’s specific purpose shall be to achieve a better use of the human resources in business, industry, government and other institutions by:</p> <ul style="list-style-type: none"> (a) Providing leadership in the field of training, talent and development in order to assist management in developing and maintaining a competent work force; (b) Promoting an understanding of training, talent and development as a basic responsibility of management; (c) Ensuring continuity of effective organization leadership by assisting potential leaders in achieving their career and personal goals; (d) Encouraging, sponsoring or conducting appropriate research and publishing results in the field of training and development; (e) Providing programs and encouraging educational institutions to provide programs for preparing persons entering and persons currently involved in the training profession; (f) Providing means for the dissemination and exchange of knowledge in the field of training and development; and, (g) Encouraging the affiliation of individuals and groups concerned with specialized activities within the broad field of training, talent and development. <p>Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any activities not permitted to be carried on by: (i) an organization exempt from federal income tax under IRC Section 501(c)(3); or (ii) an organization for which contributions are deductible under IRC Section 170(c)(2).</p>
Section E	<p>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.</p>

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Section F	<p>Political Activities</p> <p>The Chapter shall not devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise. The Chapter shall not directly or indirectly participate or intervene in, including the publishing or distribution of statements, any political campaign on behalf of or in opposition to any candidate for public office.</p>
Section G	<p>Inurement</p> <p>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.</p>
Article II: Membership	
Section A	<p>Eligibility</p> <p>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 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 dues are paid for the membership year.</p>
Section B	<p>Dues</p> <p>Dues, fees, and terms of Chapter membership will be set by the Board of Directors. Chapter membership is not transferable to another person nor to another Chapter. Refunds will only be given within 1 month of joining if the new member is dissatisfied with the Chapter. No refunds will be given on renewals.</p>
Section C	<p>Suspension or Termination of Membership</p> <p>Any member who fails to maintain good standing in the Chapter financially shall be given a standard grace period; if they do not resolve the financial issues within the grace period, they will be automatically suspended from the Chapter by the system. Suspended members would be allowed to rejoin at a later time.</p> <p>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.</p> <ol style="list-style-type: none"> 1. Suspension or termination of membership for non-financial reasons 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 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 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.

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Article III: Board of Directors															
Section A	<p>Duties and Responsibilities</p> <p>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 include: establishing policy for the operation of the Chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing committees of the Chapter; and performing other functions as appropriate for the Board of Directors.</p>														
Section B	<p>Board Membership</p> <ol style="list-style-type: none"> 1. The Board of Directors will consist of 13 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. 2. Elected members of the Board of Directors shall be: <table style="width: 100%; border: none;"> <tr> <td style="width: 50%;">President</td> <td style="width: 50%;">Vice President of Communications</td> </tr> <tr> <td>President-Elect</td> <td>Vice President of Marketing</td> </tr> <tr> <td>Past President</td> <td>Vice President of Membership</td> </tr> <tr> <td>Vice President of Administration</td> <td>Vice President of Programs</td> </tr> <tr> <td>Vice President of Finance</td> <td>Vice President of Professional Development</td> </tr> <tr> <td>Vice President of Talent Development</td> <td>Vice President of Special Interest Groups</td> </tr> <tr> <td>Vice President of Technology</td> <td></td> </tr> </table> <p>There can be other Vice Presidents as determined by the Board of Directors and these Bylaws. In addition to the elected officers, the Board shall have the power to appoint up to 3 members-at-large for a 1 or 2 year term.</p> 3. 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 New Jersey. The President presides at, 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. 4. 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. 5. Vice President of Finance. The VP Finance shall report on the financial condition of the Chapter at meetings of the Board and at other times when called upon by the President. 6. All Vice Presidents/Directors will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions will be made available to Chapter members and potential Board members at least 30 days prior to scheduled elections. 	President	Vice President of Communications	President-Elect	Vice President of Marketing	Past President	Vice President of Membership	Vice President of Administration	Vice President of Programs	Vice President of Finance	Vice President of Professional Development	Vice President of Talent Development	Vice President of Special Interest Groups	Vice President of Technology	
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Section C	<p>Qualifications</p> <p>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 ATD as well as in this Chapter.</p>
Section D	<p>Terms</p> <p>Board members shall be elected to serve terms of 2 years. Board members may serve no more than 3 consecutive terms (6 years) in the same position, unless the position would otherwise be vacant. The following officers shall serve for a one year term: President, President-Elect, and Past President. Presidents can run for additional terms.</p>
Section E	<p>Conduct of Chapter Business</p> <ol style="list-style-type: none"> 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, those members present may adjourn from time to time until a quorum is present. 2. 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 these Bylaws. 3. Meetings can be attended remotely or physical. Attendance by telephone is deemed to be present and votes via phone during the meeting are accepted. 4. Absent Board members may not vote by proxy. 5. E-mail voting is acceptable for items that cannot wait until the next meeting or where a quorum was not met at a meeting and thus a vote is outstanding.
Section F	<p>Meetings</p> <p>The Board of Directors will meet at least quarterly. The date of Board meetings will be announced at least 30 days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least 14 days in advance of the meeting. Meetings can be attended remotely.</p>
Section G	<p>Board Meeting Attendance</p> <p>Failure to attend 3 consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these Bylaws.</p> <p>Upon request, any member in good standing may attend a board meeting. The member would contact the President or VP Administration to request attendance. Whether they may attend via phone or in person is determined by the President, according to the board meeting facility arrangements.</p>

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Section H	<p>Removal</p> <ol style="list-style-type: none"> 1. The Board of Directors may, by two thirds vote of the full 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 Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed or emailed to Board members and the individual concerned at least 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 statement signed by no fewer than 5 Board or Chapter members in good standing. 6. Before action of suspension or termination, the board member will have an opportunity to be heard by the Board.
Section I	<p>Vacancies</p> <ol style="list-style-type: none"> 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 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 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. If all 3 are vacant, the Past President will convene the meeting. Approval of an interim President will require a majority vote of the Board of Directors.
Article IV: Election of Board Members	
Section A	<p>Succession Planning Committee</p> <p>The committee plans for succession and handles nominations. The President-Elect will form a Succession Planning Committee with the approval of the Board of Directors. The Committee will have no fewer than 3 members, and will include the President-Elect, the Past President, and VP Talent Development.</p>
Section B	<p>The slate of officers gets approved by the Board in August. The officers shall be announced in September. Annual elections shall be held in October.</p>
Section C	<p>Board members will be elected by a majority of Chapter members in good standing voting, or 25 active members' votes, whichever is less. Voting can be in person or electronically.</p>
Article V: Financial Review	
Section A	<p>A financial review will be conducted annually, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors.</p>

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Section B	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.
Section C	The committee shall consist of the President-Elect, the Past President, and 1-3 Chapter members in good standing who have not served as a Board member for at least 2 years. The Vice President of Finance shall not be eligible to serve on the Financial Review Committee, but will provide the committee or an independent auditor any and all records necessary to complete a review of Chapter finances.
Article VI: Committees	
Section A	<p>Committees</p> <p>In addition to committees specified in these Bylaws, committees may be established or disbanded by the Board of Directors. Committees are subject to the oversight and direction of the Board or those authorized by that body.</p>
Article VII: Special Meetings of the Chapter	
Section A	<p>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 15% of Chapter members in good standing. <i>(Major organizational changes that lead Chapter leaders or members to discuss, and potentially change, the purpose, structure, or leadership in a Chapter, can lead to a special meeting. If current leaders are or become the focal point for issues, it is advisable to select a relatively disinterested person to preside at a special meeting.)</i></p> <ol style="list-style-type: none"> 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. 2. 15% of active members, or 25 Chapter members in good standing, whichever is less, 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	The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State of New Jersey to protect the Chapter, Chapter members, board members, officers, employees, and agents.

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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 15% of Chapter members in good standing.
Section B	Notice of any potential change must be published and distributed to the membership at least 30 calendar days prior to voting on such measures.
Section C	Amendments must be approved by a majority of Chapter members in good standing voting by mail ballot, or, by a majority of Chapter members in good standing voting at a regular or specially called meeting.
Section D	Notice of approved changes to these Bylaws shall be published or distributed to all Chapter members no later than 60 days following adoption.
Article X: Dissolution of Chapter & Liquidation of Assets	
Section A	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 to one or more organizations that are organized and operated exclusively for charitable purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue code of 1986, as amended.