



BYLAWS

BYLAWS SCOPE

The Bylaws shall provide for the management and government of the Chapter in all of its activities except as provided in the Articles of Incorporation.

ARTICLE 1. NAME AND PURPOSE

A. CHAPTER NAME AND OFFICES

The name of this organization is Association for Talent Development, Southeastern Wisconsin Chapter (hereinafter referred to as “Chapter”). The registered office of the Chapter shall be located in the State of Wisconsin:

SEWI-ATD
P.O. Box 69
Milwaukee, WI 53201-0069
Phone: 262-225-8062
E-mail: admin@sewi-atd.org

B. AFFILIATION WITH THE NATIONAL ASSOCIATION

The Chapter is an affiliate of the Association for Talent Development (“ATD”), which is doing business under the trade name Association for Talent Development (ATD) (referred to herein as the “Association” or “National 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.

C. GOVERNANCE AND MANAGEMENT OF THE 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.

D. PURPOSE

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. Without limiting or expanding the foregoing, the Chapter’s specific purpose shall be:

The Southeastern Wisconsin Chapter of the Association for Talent Development is a community of workplace talent and organizational development professionals who promote the value of knowledge and talent development in meeting the challenges of organizations in a changing world. We support our members’ success through

professional development opportunities, building relationships, and sharing knowledge, solutions and best practices.

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 contributions to which are deductible under IRC Section 170(c)(2).

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, and veteran status, physical or mental impairment.

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. 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.

G. INURMENT

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed 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

A. ELIGIBILITY

Membership in the Chapter is open to those who have interests and/or responsibilities in training, learning and development, talent development, performance improvement, and/or human resource development and 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.

B. DUES

Dues, fees, and terms of Chapter membership will be set by the Board of Directors. Individual Chapter membership is not transferable. Organization Tier Memberships are transferable within the member organization or by special approval of the Chapter President.

C. SUSPENSION AND 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 **[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 five **[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.

ARTICLE III: BOARD OF DIRECTORS

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 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.

B. MEMBERSHIP

1. The Board of Directors will consist of at least ten 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. Members of the Board of Directors shall be President, President-Elect, Immediate Past President, Vice President of Finance/Treasurer, and other Vice Presidents as determined by the Board of Directors and these Bylaws.
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/Commonwealth of Wisconsin. 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. Immediate Past President: The Immediate Past President provides guidance, expertise, and continuity to the new Board; specifically the new president and president-elect. The Immediate Past President performs other duties as requested by the President.
6. Treasurer: The Treasurer shall maintain the financial records of the Chapter, and maintain and preserve the budget records. 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.
7. Other Vice Presidents shall be determined by the Board of Directors.
8. All Vice Presidents 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.
9. Secretary duties are performed by an external association manager, who attends the Board meetings as a non-voting participant. The association manager records the minutes of the meetings and distributes them to Board members within two weeks of the meetings.

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 National ATD.

D. TERMS

Each Vice President is elected to a two-year term. Officers may serve no more than three consecutive terms on the Board unless approved by the President or if the Officer enters the President's track (President Elect, President, Past President) in which case he or she may serve no more than six consecutive terms on the Board.

All Board members serve overlapping terms. While Board members officially take office as of January 1 and serve until December 31st, they also provide an orientation with the incoming Chairpersons and attend the Board Transition meeting to transfer key information in November.

E. CONDUCT OF CHAPTER BUSINESS

All elected Board members are voting members. Elected Board members are President, President Elect, Immediate Past President, Treasurer, and the Vice Presidents. The President, President Elect and Immediate Past President as a group are informally known as the "Executive Committee."

1. A Quorum is defined as two-thirds of the voting Board members, one of whom must be either the President or President Elect. A Quorum must be in attendance for the transaction of any business. Voting board members may attend through a live electronic medium (e.g., teleconference).
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. The Board may vote on chapter business via email or other electronic means. The proposed action must be provided to the Board in written form by the President, must specify the deadline for voting, and must be distributed to the Board members no fewer than 14 days prior to the deadline for voting. The proposed action shall be the act of the Board if at least a quorum of board members electronically respond in writing by the deadline and the board members responding unanimously approve the proposed action as written.

F. MEETINGS

The Board of Directors will meet a minimum of 10 times per year. The dates of the 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.

G. ATTENDANCE

Failure to attend 4 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.

H. REMOVAL

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 to Board members and the individual concerned at least 30 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 five Chapter members in good standing.

Before action of suspension or termination, the Board member will have an opportunity to be heard by the Board.

I. VACANCIES

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.

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 Treasurer 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 of the Board of Directors.

ARTICLE IV: ELECTION OF BOARD MEMBERS

A. NOMINATING COMMITTEE

The President-Elect will form a Nominating Committee in June with the approval of the Board of Directors. The Nominating Committee will have no fewer than five members, and will include the President-Elect, the Immediate Past President, the Treasurer and two Chapter members in good standing not currently serving in elected positions.

The Nominating Committee will seek the input of the Board of Directors and will present the slate of qualified candidates at the September Board meeting. The current President Track nominates the candidates for President-Elect, and identifies future leadership candidates to ensure succession planning.

Membership Approval: The slate of candidates will be presented for approval to the entire membership no later than September 30. Each candidate receiving more approval votes than disapproval votes will be elected to the Board. In the event that a candidate receives more disapproval votes than approvals, the Nominating Committee will select another candidate and submit the new candidate for approval by the membership no later than October 31.

ARTICLE V: FINANCIAL REVIEW

A. ANNUAL FINANCIAL REVIEW

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.

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.

The Committee shall consist of the President-Elect, the Immediate Past President, and no fewer than three Chapter members in good standing who have not served as a Board member for at least two years. The Treasurer 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.

ARTICLE VI: COMMITTEES

A. COMMITTEE PRACTICES

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.

The Chapter uses Committees (each reporting to a Board member) in order to carry out Chapter programs and services, to operate more effectively and to provide leadership opportunities to its members. The Chapter encourages as many members as possible to volunteer. This allows all members to contribute to their Chapter in manageable ways. Committee Chairs meet with their Vice Presidents at least three times each year.

B. VICE PRESIDENTS' COMMITTEE RESPONSIBILITIES

The Vice Presidents are responsible for recruiting Committee Chairs and assisting in the recruitment of Committee members. The Executive Committee will assist the Vice Presidents in recruitment efforts. Each Committee will have a Chairperson. Co-chairs are encouraged for succession planning and continuity purposes. Sub-committees within the group may also have a Chair responsible for carrying out that Sub-committee's functions. Committee Chairs recruit and develop additional volunteers to carry out the Committee work. Committee Chairs also seek to develop a successor to chair the following year's Committee. Each Committee is assigned to a Vice President who is that Committee's liaison to the Board, handles questions and problems, and ensures that the Committee meets its commitments.

C. TERMS OF OFFICE

All Committee Chairs assume their operational responsibilities on January 1st. Re-appointment to successive terms is allowed. Committee Chairs will determine each Committee member's term of office as is appropriate for that Committee. Incoming Committee Chairs attend a transition meeting in November and submit a proposed budget in December prior to taking charge of their Committee.

ARTICLE VII: 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 25% 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 14 business days prior to the meeting.
2. Twenty-five percent 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.

The minutes of a special meeting will be published or made available to all Chapter members.

ARTICLE VIII: INDEMNIFICATION

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

ARTICLE IX: AMENDMENT AND MODIFICATION OF BYLAWS

Amendments to these Bylaws may only be initiated by the Board of Directors or by a petition signed by at least 25% of Chapter members in good standing.

Notice of any potential change must be published and distributed to the membership at least 30 calendar days prior to voting on such measures.

Amendments must be approved by a majority of Chapter members in good standing, voting by mail ballot or at a duly called special meeting.

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 AND LIQUIDATION OF ASSETS

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.