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Article I Name and Purpose

Section A: Chapter Name

The name of this organization is the Metropolitan, D.C. Chapter of the American Society for Training and Development, Inc. doing business as the Metropolitan, D.C. Chapter of the Association for Talent Development, Inc. (hereinafter referred to as the “Chapter”). The Chapter is established as a corporation under the laws of the District of Columbia. The registered office of the Chapter shall be located in the State/Commonwealth of Virginia.

Section B: Affiliation with the National 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), 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.

Section C: Governance and Management of the Chapter

The Chapter shall be governed and managed by a Board of Directors (Board) elected by the Membership. The Board shall set policies within the limits prescribed by these Bylaws and uphold the Chapter’s Code of Ethics.

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 promote the education, development, and professional standards of personnel who work in the field of workplace learning and performance.

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Section E: Equal Opportunity

The Chapter offers equal opportunity to all eligible members regardless of race, color, creed, religion, national origin, age, height, weight, gender, gender expression, sexual orientation, marital status, political affiliation, veteran status, or disability.

Section F: Political Activities

The Chapter shall not devote more than an insubstantial part of its activities to attempt to influence legislation or advocate for or against proposed legislation. The Chapter shall not 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 Scope of Bylaws

These Bylaws shall provide for the management and government of the Chapter in all its activities.

Article III Membership

Section A: Eligibility

Membership in the Chapter is open to all who are interested in advancing the objectives of the Chapter and the National Association; and subscribe to and are qualified under these Bylaws.

Section B: Membership Types

The following are the types of membership in the Chapter:

- a) Regular members: those who meet the requirements as stated in Article III, Section A above.
- b) Corporate/Organization memberships: a group of three (3) or more individuals who meet eligibility requirements as stated in Article III, Section A above.
- c) Student members: those who meet the eligibility requirements as stated in Article III, Section A and are enrolled in an undergraduate or graduate degree program in any field of the training and development profession.

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- d) Additional membership types may be created as needed with voted approval of the Board.

Section C: Dues

- a) Dues shall be collected for the use of the Chapter to promote its purposes and objectives.
- b) The amounts of dues and processing fees for members shall be set by the Board.

Section D: Term and Transferability

- a) Membership does not become active until dues are paid in full.
- b) Annual membership continues for one full year from activation of membership.
- c) Two-year membership continues for two full years from activation of membership.
- d) Individual membership is not transferable. Corporate/Organizational memberships are transferable.

Section E: Suspension or Termination of Membership

- a) Members delinquent in paying their dues for more than 6 days from their anniversary date shall have their membership terminated.
- b) Suspension or termination of membership for reasons other than non-payment of dues shall be considered at a regularly scheduled meeting of the Board. Any motion for suspension or termination must be made by a Board member, based on personal knowledge supported by documentation, official Chapter records, or a statement signed by no fewer than five (5) Chapter members. Written notice of, and rationale for, proposed suspension or termination shall be communicated to Board members and the member concerned at least thirty (30) days prior to the meeting.
- c) The voting rights of suspended members are revoked for the duration of the suspension.

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Article IV Board of Directors

Section A: Membership

- a) The Board of Directors (Board) shall consist of not less than five (5) individuals elected from among Chapter members in good standing as specified in these Bylaws. The Board can create new positions as necessary. Unless a Director resigns from the Board prior to the completion of the elected term the Board shall continue in office until the completion of the elected term.
- b) The Board is responsible for the overall governance of the Chapter and shall advise and counsel the President in the conduct of that office; shall assist and advise in determining the interpretation of the policies of the Chapter; and shall perform such duties as may be assigned by the President. The Board shall direct the periodic appraisal of Chapter programs, objectives, and practices as needed and requested by the Chapter membership.
- c) Board members are required to maintain membership in the National Association.

Section B: Executive Committee

- a) The Executive Committee shall be composed of Board members to include the President, President-Elect, Past President, Vice President of Finance, Vice President of Membership, and additional vice presidents designated to oversee directors in carrying out chapter functions, including finance, operations, membership, and programming as approved by the Board.
- b) The President shall preside at all meetings of the Chapter and Board, and shall direct the administration of the business of the Chapter. The President shall be an ex-officio member of all committees and shall be the official representative of the Chapter to all outside organizations and the National Association.
- c) The President-Elect shall act in all areas of the President's responsibilities in the absence of the President, and shall perform such other duties as may be assigned by the President.
- d) The Past President shall assist with ensuring that the chapter meets obligations associated with affiliation with the national association and shall perform such other duties as may be assigned by the President.

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- e) The Vice President of Finance shall be responsible for the financial management of all chapter disbursements, and shall perform such other duties as may be assigned by the President.
- f) The Vice President of Membership shall be responsible for managing activities related to membership recruitment, retention, and records and shall perform such other duties as may be assigned by the President.
- g) The Executive Committee shall serve to discuss issues affecting chapter business and make recommendations to the Board for approval. The Executive Committee shall not vote to take actions independent of the Board of Directors and shall not commit the Board of Directors to any actions or decisions.

Section C: Terms

- a) Board members shall be elected to serve terms of one year. The Board may vote to extend a board member's term to a second year.
- b) Board members, except the President-Elect, who have served for four (4) consecutive terms on the Board regardless of position, must have at least a one (1) year break in service before they can serve an additional term.
- c) The Presidential succession is as follows: The President-Elect succeeds the President who succeeds the Past-President, with the term for each position limited to one year. An incumbent President may not be elected to the office of President-Elect for one term following completion of their term as the Past.

Section D: Board Meetings

- a) The Board will meet at least quarterly or more frequently at the pleasure of the Board. The date of regularly scheduled Board meetings will be announced at least fifteen (15) days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least ten (10) days in advance of the Board meetings. Special meetings may be called by the President or upon written request addressed to another member of the Executive Committee signed by any three (3) members of the Board.

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- b) Failure to attend two (2) duly called meetings of the Board, without prior documented notification to the President, shall be sufficient cause for the Board to consider removing a Board member under the provisions of these Bylaws.
- c) A majority of the filled Board positions shall constitute a quorum at any Board meeting unless a greater proportion is required by law or by these Bylaws. If a quorum is not present, those members present may adjourn until a quorum is present.
- d) Board members may not cast proxy votes for absent Board members.
- e) Any one or more Board members or members of a committee may participate in a meeting of the Board or committee by means of an electronic device such as a phone, tablet or computer which allows all persons participating in the meeting to hear each other. Such participation in this type of meeting shall be deemed presence in person.
- f) Any action to be taken at a meeting may be conducted by a Board vote. As the board deems appropriate, voting may be open for at least three (3) business days, to include the day the vote was initiated.
- g) A complete voting recording shall be incorporated within the official minutes from each meeting of the Board of Directors. Electronic votes conducted outside of Board meetings shall be documented within the official minutes for the following meeting of the Board of Directors. Official minutes shall be made available to membership.

Section E: Duties and Responsibilities

- a) The Board of Directors shall be composed of positions designated to support chapter strategic planning, continuity of operations, governance, and financial management.
- b) Duties and responsibilities are outlined in position descriptions designated by the Board of Directors. Duties and responsibilities are reviewed by the Board on an annual basis.

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- c) The Board of Directors may also establish or disband special committees, as needed to support chapter operations. Committees are subject to oversight and audit by the Board or those authorized to do so.

Section E: Removal

- a) The Board may vote to suspend or terminate a member of the Board for actions or behaviors in violation of these Bylaws or Code of Ethics or for failure to perform duties as outlined in the relevant job description.
- b) Suspension or termination of Board members will be considered at a regularly scheduled meeting of the Board, unless it is considered prudent to call a special meeting. Written notice of, and rationale for, proposed suspension or termination shall be communicated to Board members and the individual concerned at least ten (10) days prior to the meeting. Before an action of suspension or termination, the Board member will have an opportunity to be heard by the Board if desired via conference call, web call, email, or in-person.
- c) If the Board has reason to believe that a Board Member is performing the role's duties in an unlawful or egregious way, the Board may vote to invoke immediate suspension of the Board Member until the process outlined in paragraph (b) can be carried out.
- d) If the President-Elect does not complete their term in a satisfactory manner, the Board can consider removing the President-Elect by following the process outlined in paragraph (b).

Section F: Vacancies

- a) When a vacancy occurs for a Board position, the Board may vote to appoint a replacement from among Chapter members in good standing to serve the balance of the term.
- b) Appointed Board members shall serve the remainder of the term to which they are appointed. Appointed Board members may be elected to four additional terms in the same position.
- c) Should the office of President be vacated, the President-Elect shall assume the position and its responsibilities. If both the offices of the President and President-Elect are vacant simultaneously, the Vice President of Finance shall

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convene the Board 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 shall require a Board vote.

- d) If there is a vacancy in the office of the President-Elect, the President shall call for a special election to complete the unexpired term of the office.

Article V Election of Board Members

Section A: Qualifications

- a) Persons seeking to be nominated or elected to the Board of Directors must be members in good standing and not in a state of suspension. Candidates for all board positions shall be Chapter members in good standing for a minimum of three (3) months and shall agree to maintain requirements outlined in board member position descriptions. Candidates must be able to demonstrate active involvement in and awareness of Chapter activities.
- b) The office of the President shall not be contested in accordance with the Presidential succession process outlined in Article IV, Section C.

Section B: Nominations Procedures

- a) The call for nominations shall be solicited from the chapter membership no later than July 1. Nominations shall be open for a minimum of thirty (30) days.
- b) The Membership shall be provided with a summary of current nomination and election procedures, and eligibility requirements for each Board position.
- c) The Past President shall form a Nomination Committee with the approval of the Board of Directors. The Nomination Committee shall have no fewer than three (3) members, and shall include the Past President, a board member, and at least 1 chapter member in good standing not currently a board member. The Past President shall chair the committee and ensure all committee activities are in compliance with the Chapter bylaws and all operating policies and procedures. Should a member of the Nomination Committee become a nominee for a Board role, that person shall resign from the Nomination Committee and shall be replaced with a board member or member in good standing as appropriate. This

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Committee is formed by June 1 in order to be ready to respond to requests from the Board.

- d) The role of the Nomination Committee is to advertise, recruit, advise, validate eligibility requirements, and recommend candidates to the nominations slate. On behalf of the Committee, the Past President shall present the slate to the Board, present the slate to the membership, tally votes, and communicate winners. The Committee shall consider the specific discussions related to potential nominees to be confidential.
- e) The date of the elections shall be set by the Board and shall occur no later than September 15. Board members will be elected by chapter members voting.
- f) In the event of more than one candidate for a given position, the Board of Directors shall hold a meeting to provide members with an opportunity to meet with candidates.

Section C: Election Procedures

- a) The nominations slate shall be presented to the membership in writing no less than seven (7) days prior to the scheduled election.
- b) Election responses shall be collected for a minimum of five (5) days.
- c) Election responses must be completed by voting members no later than September 15.
- d) In the event of a tie, a runoff election shall be held for the relevant position(s) following the procedures outlined in this section.
- e) Final results of the voting shall be announced to the Membership no later than seven (7) days after results are processed. Final results may be announced via the chapter website and/or in the newsletter published following the election.
- f) The incoming President shall be installed by the outgoing President in December at the Chapter meeting; the incoming President shall in turn install other incoming officers. They shall begin their official duties in January.

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Article VI Financial Management

Section A: Financial Management

- a) Financial management is accomplished through the budget planning process starting in the third quarter of the year. Current and incoming board members will review and finalize the budget at the direction of the VP of Finance / Operations. The VP of Finance/Operations recommends Board actions with regards to all budget proposals consistent with annual strategic planning priorities. The Board approves all budgets no later than the end of December.
- b) All funds received by the Chapter shall be deposited to depositories arranged by the Vice President of Finance and approved by the Board. The Board authorizes the Vice President of Finance to make payments in the Chapter's name. Payments of any amount cannot be paid to and authorized by the same person.
- c) The Board shall review and approve chapter financial statements at each scheduled monthly board meeting.
- d) The Board shall approve in advance all requests that exceed budgets.
- e) A Board vote is required to execute financial debt instruments that obligate the Chapter.
- f) The Board shall ensure that any board members and authorized administrative partners having access to the funds of the Chapter shall have appropriate liability coverage.
- g) The Board shall distribute to the Membership an operating budget for the Chapter for the current year, setting forth the anticipated sources and uses of funds. This operating budget shall be distributed no later than the end of the first quarter.
- h) The Chapter fiscal year shall run from January 1 through December 31.

Article VII Indemnification

Section A: General and Directors' and Officers' Liability

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The Board shall maintain General and Directors' and Officers' Liability Insurance to the fullest extent available within budgetary constraints, under the laws of the commonwealth of incorporation (Virginia), to protect the Chapter, Membership, Board, volunteers, employees, and agents.

Article VIII Chapter Meetings

Section A: Annual Meeting

- a) There shall be at least one meeting of the Membership in each calendar year. The Board shall notify the Membership of the meeting at least thirty (30) days in advance of the meeting.
- b) A quorum of the annual meeting shall be the number of members in good standing present.

Section B: Special Meetings

Special meetings of the Chapter can be called by the President, upon a vote of the Board or upon receipt, by the President, of a petition signed by at least 10% of the Chapter members in good standing. The call for a Special Meeting must include the following:

- a) The reason for the meeting. Business at the Special Meeting shall be limited to the topic specified. Notification shall be made to all Chapter members in good standing at least ten (10) calendar days prior to the meeting.
- b) A majority of the members in good standing present at the meeting will constitute a quorum required for the conduct of business at a Special Meeting.

Article IX Amendment and Modification of Bylaws

Section A: Bylaws Amendment Procedures

- a) A member in good standing may submit proposed Bylaws amendments in writing to the President, who shall disseminate the proposed amendments to the Board.
- b) The Board shall review and vote on whether to move forward with disseminating the proposed Bylaws amendments to the membership for consideration and vote.

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- c) If the Board votes to move forward with disseminating the proposed Bylaws amendments, the Board shall disseminate the proposed amendments to the Membership fourteen (14) to thirty (30) days prior to opening up the voting process. The Board shall also include with the proposed amendments instructions regarding the decision making process.

- d) The Board may, at its discretion, delay the dissemination of proposed Bylaws amendments only if such a delay will reduce the number of similar votes and related burdens on the Membership to consider and vote on proposed amendments. Proposed amendments approved to advance to the Membership for consideration may be held for no more than twelve (12) months before they must be moved to a Membership vote.

- e) Voting responses shall be collected for a minimum of five (5) days.

- f) Amendments to the Bylaws must be approved by a majority of the members in good standing voting.

Article X Dissolution of Chapter and Liquidation of Assets

The Chapter may be dissolved by the approval of a Board vote and 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.

Revised: 05/2021

Ratified by Membership: 05/2021