

Constitution

Constitution of the Association for Talent Development, Chicagoland Chapter

(Approved by ATDChi Membership October 2014)

Article I – NAME

Sec. 1

The name of this corporation is the Association for Talent Development, Chicagoland Chapter (ATDChi). The corporation is herein after referred to as the Chapter.

Sec. 2

The Chapter is an affiliate of the Association for Talent Development (ATD), a non-profit educational association exempt from federal taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Association for Talent Development 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.

Sec. 3

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.

Sec. 4

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 - PURPOSE

The purpose of the Chapter is to provide its members with the knowledge, skills, tools and resources necessary to ensure ongoing professional development, and the ability to deliver exceptional value to their organizations in the area of learning and development.

The Chapter's Strategic Initiatives are to:

Sec. 1

Understand the challenges our members' organizations are facing and provide members with tools and resources to address those challenges.

Sec. 2

Model and leverage technology to engage members, capture world-class knowledge, facilitate interaction and deliver timely information, products and services.

Sec. 3

Define the learning and development industry and shape its future by being a leading source of industry trends and successful practices.

Sec. 4

Serve local, regional, national and global communities by being a leading catalyst for creating and sharing learning and development knowledge and practices.

Sec. 5

Demonstrate the value of affiliation with ATDchi and national ATD to organizations, industries and local regions that are underserved in the area of learning and development.

Article III - MEMBERSHIP AND DUES

Sec. 1

Membership shall be open to anyone interested in or involved with the Chapter's purpose. Memberships are individual and nontransferable, except for group memberships which may be transferred within a group.

Sec. 2

Honorary membership may be conferred upon individuals who have made outstanding contributions to the Chapter. Honorary membership may be proposed by the Board of Directors and approved by unanimous vote by the Board of Directors. All Past-Presidents become lifetime members and are not required to pay dues for their lifetime.

Sec. 3

The Board of Directors shall fix the membership dues (initiation and renewal) of the Chapter. The annual membership dues of the organization shall be payable on the anniversary of membership. Membership shall be terminated when dues of any member are unpaid as of 60 days after the due date.

Sec. 4

Members may be suspended or expelled by a two-thirds vote of the Board of Directors for conduct injurious to the Chapter.

Article IV--ELECTION AND APPOINTMENT OF OFFICERS

Sec. 1

The officers of this Chapter, who are elected by the membership, shall comprise the Executive Committee of the Board and shall consist of the following:

- President
- President-Elect
- Vice President of Finance
- Vice President of Communications
- Vice President of Marketing
- Vice President of Programming
- Vice President of Membership

The officers can meet to transact emergency business for the Chapter and to make recommendations to the Board of Directors. Any two officers can call a meeting. The officers together with the Directors of all Standing Committees and the immediate Past President shall constitute the Board of Directors. The Board of Directors can have co-vice presidents or co-directors with each position getting one vote during voting. All board members must be members of the Chapter and the Association for Talent Development (ATD)

Sec. 2

The ballot of officers, to be nominated each year, shall be proposed to the membership, with elections occurring in August.

The officers shall be elected by confidential ballot and the results announced in September.

Officers shall hold office for one year beginning January 1, following their September election or until their successors are duly qualified. Any candidate for President or President-Elect must have served at least one year on the Board of Directors.

Officers may serve a maximum of three consecutive years in one position. After a gap of at least one year, they may run for the same position again.

The period between October 1 and the end of December shall be a transition period to allow for smooth transfer of responsibilities between boards.

Sec. 3

A nominating committee shall be appointed in accordance with Art. VII, Sec. 3 and persons seeking nomination to office shall present their credentials, qualifications, and positions in writing to the nominating committee. The potential candidate must be a member of the chapter in good standing. Any bona fide member may nominate other members provided that such nominees have previously

agreed that their names may be placed in nomination. All Board Members must reside full-time in the Chicago metro area or surrounding region. The nominating committee shall select from the names placed in nomination a list of candidates for each office.

Sec. 4

The ballot of officers to be nominated for each year shall be proposed to the membership by electronic means. Voting shall be by electronic means with results tallied by and certified by the Chapter's management company or by another firm selected by the Board of Directors. Elections shall be conducted by a secure and secret vote of the membership and the results announced in September.

Article V – BOARD MEETINGS

Sec. 1

The Board of Directors is required to meet at least 4 times a year to transact official Chapter business.

Sec. 2

Special meetings may be called from time to time by the President. Board members may request a special meeting as provided for in Art. VI, Sec. 8.

Sec. 3

Board meetings are to be scheduled in-person, however a virtual option should be available for each meeting. Board members are encouraged to attend Board meetings in-person when possible. In special cases, like inclement weather, the President may choose to have a virtual meeting.

Sec. 4

A quorum (50% +1) must exist for the Board of Directors to vote on motions of official Chapter business.

Sec. 5

When the Board of Directors votes on a motion by electronic means, the vote shall be closed and tallied no later than 3 business days after the motion is presented for a vote. A quorum of the Board of Directors must vote on the measure for the vote to be official and valid.

Article VI - DUTIES OF OFFICERS

Sec. 1

The President shall be the chief executive officer of the Chapter and shall preside at all business meetings of the Chapter and of the Board of Directors. The President shall appoint all Standing Committee Directors and all temporary committees and perform such other activities as would usually be performed by the chief executive officer of an organization. The President shall appoint Directors of Standing Committees within four weeks of the election. The President shall be an ex-officio member of all committees.

Sec. 2

The President-Elect shall act for the President in the absence of the latter at all business meetings of the Chapter or the Board of Directors. The President-Elect shall perform all the duties of the President in the event of the resignation, incapacity, or death of the President until relieved by election of a new President. The President-Elect shall perform such other duties as may be assigned by the President.

With the approval of the Board of Directors, the President-Elect shall be nominated to become the Chapter's next President.

Sec. 3

The Vice President of Marketing shall be responsible for developing and recommending to other committees and the Board of Directors various activities and tasks that form the overall marketing plan. The plan will delineate various aspects of an organizational marketing strategy.

Sec. 4

The Vice President of Programming shall be responsible for overseeing all Chapter programming and providing events to members that are engaging and advance the interests and knowledge of the learning and development profession. The Vice President of Programming is responsible for the scheduling, planning and execution of Chapter events.

Sec. 5

The Vice President of Membership shall be responsible for developing strategies to increase and retain membership consistent with chapter goals and objectives. The Vice President of Membership is also responsible for assessing Chapter member needs and satisfaction levels at least once per year and promoting and exceeding the goal for joint Chapter and national ATD membership.

Sec. 6

The Vice President of Communications shall be responsible for recording meeting minutes and attendance at all Board of Directors meetings and shall act as the official correspondent of the Chapter. The Vice President of Communications shall oversee all legal business of the Chapter and perform such other duties as may be assigned by the President.

Sec. 7

The Vice President of Finance shall be responsible for the receipt, disbursement, and maintenance of all monies and keep such accounts as may be decided upon by the Board of Directors. The Vice President of Finance shall report on the financial condition of the Chapter at all Board meetings and shall surrender all financial records in good order to the successor when the latter has been duly installed in office. All officers who are authorized to sign checks for the Chapter shall be bonded.

Sec. 8

The Board of Directors shall determine the general policies of the Chapter within the limits prescribed by the Constitution. It shall counsel the President in the conduct of the office. It shall safeguard the funds and property of the Chapter, and shall approve all expenditures and budgets necessary to the conduct of its affairs. It shall meet at the call of the President or upon a written demand addressed to the Vice President of Communications by any two members of the Board. A quorum consisting of at least a majority of the members (50% +1) of the Board is required to transact official business at the meetings of the Board. Decisions at such meetings shall require the supporting vote of a majority of those present. If Board Members are attending the meeting virtually, they shall be considered "present" for a vote if they have been connected to the meeting for the entirety of the matter under discussion.

Sec. 9

Any board member vacancy shall be appointed by the President and approved by a majority of the Board of Directors for the remainder of the term, except that the vacancy in the office of the President shall be filled by the President-Elect. If the President-Elect is unwilling or unable to assume the duties of the President, the Board shall elect a new President, by two-thirds vote, who shall serve until the next annual election of the Chapter.

Sec. 10

The President can make a motion to the Board of Directors to suspend or terminate a board member from office which the Board of Directors must approve by two-thirds vote. Before action of suspension or termination, the Board member will have an opportunity to be heard by the Board at the next scheduled Board meeting.

Sec. 11

Failure to attend 75% or three consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member per the provision of Article VI – Sec. 10.

Article VII—COMMITTEES

Sec.1

The Standing Committees and temporary committees of the Chapter shall be appointed by the President.

Sec. 2

Standing Committees are those whose purpose supports an ongoing need for the chapter. There is no set timeline for how long any committee must exist. The members of these committees serve each year at the discretion the committee chairs. The chairs of these committees shall be members of the Board when approved by a majority vote of the elected Board officers.

Sec. 3

Temporary Committees of the Chapter may be appointed by the President for any necessary purpose. This includes the following mandatory committee:

The Nominating Committee, whose function shall be to select a list of candidates for elective office to be proposed to the membership in August, with elections to follow and the results, announced to all members in September. The Nominating Committee shall consist of at least two members and must be made up of at least 50% of members who are not currently serving on the board, and no board members who are running for an elected position.

Article VIII—PROCEDURES

Sec. 1

An abridged version of the rules contained in Robert’s Rules of Order, as outlined by the Society of Corporate Secretaries and Governance Professionals, shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with the Constitution of this Chapter.

Sec. 2

All policies and procedures are to be voted on by the Board of Directors and approved by a majority vote.

Article IX—AMENDMENTS

Sec. 1

This Constitution may be amended by an electronic vote of the members, provided that any proposed amendment or changes are submitted to the membership at least 30 days in advance of conducting the vote. Approval of constitutional changes shall require the supporting vote of two-thirds of those voting with a quorum of 25 members that have voted.

