



ATD Kentuckiana Chapter Constitution and By Laws

ARTICLE I -- NAME

SECTION 1:

The name of this organization shall be the Kentuckiana Chapter of the Association for Talent Development. Also referred to as Kentuckiana ATD, ATD Kentuckiana (and atdky.org or atdky.com formerly ASTD-KY.org or ASTD-KY.com for website purposes).

ARTICLE II -- PURPOSE

SECTION 1:

Kentuckiana ATD (hereafter referred to as The Chapter) is the local chapter of the Association for Talent Development – the leading association of workplace learning and performance professionals in the world – 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.

The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(6) 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:

1. To stimulate interest in effective organized training and development in business, industry, health and human services, and institutions of learning.
2. To further the professional improvement of training and training administration.
3. To promote and support the goals and objectives of ATD Local and National Organizations.
4. To provide for the discussion of mutual training problems.
5. To exchange information on training experience, ideas and methods.
6. To provide access to research, professional development, and networking opportunities;
7. To provide an opportunities to share member knowledge, experiences, skills, and perspectives, to collaborate on solving daily workforce learning challenges; and
8. To establish and maintain mutually beneficial relationships with local educational institutions, trade associations, and organizations.

Our Mission: *Connecting people, learning and performance to create a better workforce and deliver results.*



We are driven, dedicated professionals and students. Our members come from a wide variety of organizations in the Metro Louisville and Southern Indiana region – Fortune 500 businesses, medium and small-sized businesses, nonprofit organizations, government, educational institutions, consulting firms, and product and service suppliers.

ARTICLE III -- MEMBERSHIP

SECTION 1:

A member in good standing shall be (must have all 3 criteria to qualify):

1. One who is engaged in and/or closely related to performing duties in the Talent Development, Learning, Training and Development, Organizational Development, Workplace Performance or other related areas of expertise, and,
2. one who is interested in advancing the purpose of The Chapter, and,
3. one whose Chapter dues are fully paid.

SECTION 2:

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

SECTION 3:

Chapter membership **is not** transferable or refundable.

SECTION 4:

Any person desiring membership shall fill out the prescribed application form and submit it to The Chapter. Such applications shall be subject to consideration by the Board of Directors in accordance with Article III, Section 1, and the Board shall accept or reject such application(s). Persons accepted for membership at any time during the calendar year shall renew their membership on their membership anniversary.

SECTION 5:

1. Nonpayment of dues results in immediate termination of membership with no further action required by The Chapter or the Board of Directors.
2. The Board of Directors may, by a simple majority vote of those present, suspend or terminate the membership of any individual for nonpayment of monies owed The Chapter (other than non-payment of dues – see #1 above), or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of The Chapter.



3. Any motion for suspension or termination for any other reason beside non-payment of dues 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. This type of 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 electronically mailed to board members and the member concerned at least 14 days prior to the meeting. Before this type of action of suspension or termination occurs, the member will have an opportunity to be heard by the Board of Directors at a designated board meeting.

ARTICLE IV -- OFFICERS

SECTION 1:

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. The officers of The Chapter shall include: Past President, President, President Elect, Vice President Finance/Administration, Vice President Programs, Vice President Membership, Vice President Marketing, and Vice President Communications. Other Vice Presidents or ad-hoc positions shall be determined annually by the sitting Board of Directors based on the needs of the organization.

SECTION 2:

All Board Officers, except the Past President, shall be elected annually. All Board Officers shall hold office for one year or until his or her successors is chosen. The regular term shall begin on January 1 and end on December 31 of the same year.

SECTION 3:

All Board Officers, except the President, President Elect and Past President, shall not succeed him/herself in the same board position for more than two years except that where he/she has been originally selected to complete the unexpired portion of the term of another officer. Such fractional portion of a full term shall be disregarded in applying this limitation. The President shall only serve one year as President then one year as Past President. The President Elect shall only serve one year as President Elect, one year as President then one year as Past President. The Past President shall only serve for 1 year. The President and President Elect shall not serve any other Board position or follow any other path. The Past President may not reenter the Board for a period of five (5) years.

SECTION 4:

The duties of the Officers shall be as follows:



A. The **PAST PRESIDENT** shall provide guidance, coaching, direction and assistance as requested by the President, and assist in the development and implementation of the Chapter's annual Revenue Generation Plan.

Additional Specific Responsibilities include:

1. Chair Annual Past President's Council
2. Attend monthly board meetings and monthly chapter program meetings.

B. The **PRESIDENT** shall preside at all meetings of the Chapter and of the Board of Directors. He/she shall approve all committees and shall direct the administration of the business of the Chapter.

Additional Specific Responsibilities include:

1. Keep a strong connection with National ATD & CORE Requirement
2. Champion the CPLP (Certified Professional in Learning & Performance) program
3. Plan and coordinate professional development activities for Board members

C. The **PRESIDENT ELECT** shall assist the President in the execution of his/her office. He/she shall "shadow" the President, learning all that is possible in order that a smooth transition will be assured when the President's term is complete and the President Elect becomes the chief officer of the Chapter. The President Elect shall nominate and chair the Nominating Committee. The President Elect shall act for the President in his/her absence at all meetings of the Chapter. In the event of the resignation or incapacity of the President, the President Elect shall become President for the remainder of that term of office. In the event that the President Elect is unwilling or unable to assume the duties of the office of President, a Leadership Team will be formed to assume the duties and responsibilities of the President. This Leadership Team shall include the Past President, the Vice President Finance/Administration and one additional VP (chosen by the Past President). In such case, the Leadership Team assumes all of the roles and responsibilities of the office of President, and the terms "president" and "leadership team" will be synonymous in all references of responsibility and function.

Additional Specific Responsibilities include:

1. Assist the President in the design, coordination and execution of the annual Board Retreat
2. Coordinate chapter operations with the President & participate in an annual chapter risk management assessment



3. Serve as the chair of the Nominating Committee for the election of Board members for the following year, Present nominations to the Board for approval, coordinate the election process with the Board
4. Coordinate the participation of newly elected Board Officers to attend the National ATD Chapter Leadership conference (ALC)
5. Assist in ensuring that the Strategic Plan is operational and being addresses by the Chapter's activities
6. Assist the President in coordinating the Chapter's CORE submission and any other awards submissions deemed appropriate by the Board
7. Assist the President in coordinating the development and updating of the Chapter's Operations Manual
8. Assist in the development and adherence to an annual operating budget
9. Attend monthly board meetings and monthly chapter program meetings
10. Coordinate and be the board contact for Special Interest Groups
11. Assist the President in coordinating the annual awards banquet

D. The **VICE PRESIDENT FINANCE / ADMINISTRATION** shall collect all dues and assessments, shall make all disbursements and shall keep all financial records as may be required by the Board of Directors, and create an annual budget as the Presidency may direct. He/she shall furnish financial records to the membership annually and shall submit his/her financial records to a board approved CPA for filing taxes and audits as required by the Board of Directors and shall deliver his/her records to his/her successor upon retirement from the office.

Additional Specific Responsibilities include:

1. Coordinate the Chapter's Finance/Administration Committee and implement the Finance/Administration plan
2. Collect & distribute minutes from all Board meetings – make a summary of all Board meeting minutes available to all members upon request
3. Assist the Board members in preparing their annual and quarterly budgets by providing past financial information and budget forms, collecting and tabulating this information, and then presenting the Chapter budget to the Board of Directors for approval
4. After approval, enter the budget into Quick Books for accounting processes
5. Review and present financial summary reports to the Board at regular Board meetings
6. Review monthly financial reports and quarterly YTD reports at regular Board meetings
7. Conduct an independent, annual income and expense audit with an outside resource, not affiliated in any way with the chapter
8. Oversee chapter financial accounts and investments
9. Provide a year-end financial report, showing cash flow and equity, for publication to the Board and general membership



10. Assure that all local, state and federal tax forms are filed in a timely manner
11. Oversee Chapter insurance policies
12. Monitor compliance with Constitution/By Laws & participate in an annual chapter risk management assessment
13. Develop and adhere to an annual operating budget
13. Attend monthly board meetings and monthly chapter program meetings

E. The **VICE PRESIDENT PROGRAMS** shall coordinate the process of selecting programs, speakers and/or training activities for each monthly meeting. He/she shall oversee all arrangements for monthly meetings. e.g., location, room seating, audiovisual equipment, etc. He/she shall provide announcement information about each monthly meeting in the defined format to the Vice President of Communications for publication in the appropriate venues chosen by the VP of Communications, and to the Vice President of Marketing for distribution to the appropriate media.

Additional Specific Responsibilities include:

1. Coordinate the Chapter's Programs Committee and implement the Programs plan including coordinating, planning and executing monthly chapter program meeting
2. Plan (through the Programs Committee) an ice breaker activity at each monthly meeting
3. Coordinate the process of selecting program speakers and program training activities for each monthly meeting; send written confirmation and maintain contact; oversee all arrangements for those meetings, including the facility/location contract/confirmation, room seating, meal plan, audio-visual equipment and reception of the speaker(s); provide meeting information about each meeting, topic discussion, speaker vita, presentation preview, location, time, costs and reservation criteria in the defined "Information" format to the "Trainer" coordinator/editor and to the Vice President Marketing for distribution to the appropriate media publications. Information should be presented at least three weeks before the event. Monthly program speakers should be vetted through the Board of Directors whenever possible
4. Obtain Board-approved speaker gifts; ensure that gift is presented to speaker at end of presentation
5. Arrange for meeting evaluations, if appropriate, to be distributed and collected at each meeting, tabulated, and used as an improvement ideas
6. Work with the VP Membership to register attendees at each meeting
7. Work with the Vice President Marketing to design, coordinate and execute mini seminars and/or conferences that may be scheduled throughout the year
8. Develop and adhere to an annual operating budget
9. Attend monthly board meetings and monthly chapter program meetings



F. The **VICE PRESIDENT MEMBERSHIP** shall have the responsibility for managing records for both local and national membership, shall coordinate activities such as membership drives, announcements of new members, student membership, and shall coordinate the on-boarding process for new members. The VP Membership shall also coordinate improvement plans for increasing membership.

Additional Specific Responsibilities include:

1. Coordinate the Chapter's Membership Recruitment Committee and implement the recruitment plan
2. Perform an annual member survey to identify the needs and perspectives of the membership
3. Identify potential ATD members, by review of local business announcements and/or by professional/personal referrals in coordination with the VP Marketing
4. Find, track and grow the number of local & national members
5. Set up a membership recruitment program and criteria & arrange for and present member recruitment awards to those who have met the criteria. In addition, provide the recruitment awards information to the VP Marketing & VP Communication
6. Work with every new member to help them find their area of service to the organization. Serve as the contact for existing members who wish to change their area of service
7. Distribute member names/info and interest to the appropriate Vice Presidents
8. Work with the VP Programs to arrange for a Chapter members to serve as "greeters" at each meeting to ensure that guests and new members are welcomed and introduced to other members, and guest information is gathered for the mailing list and member recruitment
9. Work with President Elect to plan up to two new member receptions / orientations per year (April and October) and quarterly on-boarding program.
10. Ensure that each new member receives a welcome call or email contact
11. Determine companies in the service area that are under-represented, reasons why, and offer activities to drive membership of these companies
12. Ensure that each non-renewing member is called for an "exit interview"
13. Develop and adhere to an annual operating budget
14. Attend monthly board meetings and monthly chapter program meetings

G. The **VICE PRESIDENT COMMUNICATIONS** shall be responsible for the timely publication and ongoing implementation and evaluation of the Chapter's Communications Plan, including review and revision of the plan to meet the Chapter's organizational development needs. The communication plan will be formulated annually by the VP Communications, approved by the Board, and contain information about the Chapter's activities. The VP of Communications shall be



responsible for the coordination of the maintenance and updating of the chapter's Web portal and Email addresses, in association with the VP Membership.

Additional Specific Responsibilities include:

1. Coordinate the Chapter's Communications Committee and implement the communication plan
2. Chapter Website oversight – ensuring the website conforms to ATD brand identity guidelines, that the website is fully functional and that all content is up to date
3. Chapter Email oversight – makes sure chapter contact and membership information is easily accessible
4. Coordinate all internal and external communication for the Chapter
5. Publish weekly and monthly updates to the Website
6. Develop and adhere to an annual operating budget
7. Attend monthly board meetings and monthly chapter program meetings

H. The **VICE PRESIDENT MARKETING** shall be responsible for the ongoing implementation and evaluation of the Chapter's Marketing Plan, including review and revision of the plan to meet the Chapter's organizational development needs. He/she shall be responsible for the development, production and implementation of the needed materials as identified in the Marketing Plan.

Additional Specific Responsibilities include:

1. Coordinate the Chapter's Marketing Committee to create the Marketing plan
2. Implement and evaluate of the Chapter's Marketing Plan, including the review and revision of the plan to meet the Chapter's organizational development needs, including the development, production and implementation of any identified materials
3. Find, track, and coordinate the solicitation of and arrangements with corporate sponsors in conjunction with V.P. Programs (for a set fee, sponsors will receive the opportunity for a display and a short introduction at the beginning of the monthly meetings along with Website activities)
4. Find, track, and coordinate non-profit organizations that need assistance with Training & Development activities (non-profit organizations pay no fee and receive the opportunity for a display and a short introduction at the beginning of the monthly meetings along with Website activities)
5. Research & update the publication/media list
6. Email monthly meeting announcement information to the appropriate media at least three weeks prior to the date of the event
7. Identify opportunities for promoting ATD to or in conjunction with other organizations (e.g., booth displays, meeting announcements, etc.) such as SHRM, etc.



8. Develop and adhere to an annual operating budget
9. Attend monthly board meetings and monthly chapter program meetings

I. Other positions may be created by the President to handle defined responsibilities. In the event that any Officer, other than the President, should be unable to fulfill the duties of his/her office for whatever reason, the President shall appoint another person to fill that vacated position, with the appointment approved by a majority of the Board present at a regularly scheduled Board meeting.

ARTICLE V -- BOARD OF DIRECTORS

SECTION 1:

The Board of Directors shall consist of all the Officers of the Chapter, chaired by the President.

SECTION 2:

The duties of the Board of Directors shall be as follows:

1. To determine the policies of The Chapter within the limits prescribed by the Constitution and By-Laws of The Chapter and the Association for Talent Development.
2. To make such provisions for the auditing of The Chapter records as it may deem proper for the protection of The Chapter funds and of the function of The Chapter.
3. To determine the time and place of Chapter meetings.
4. To approve or reject, in accordance with the provisions of Article III, Section 4, any application for membership.

SECTION 3:

The Board of Directors shall meet at the call of the President; or, shall also meet upon a written request from any Chapter member, addressed to the Present or President Elect and any three other members of the Board, where the President or President Elect and the three other Board members feel the request substantiates a Board meeting.

SECTION 4:

The majority of the Board Officers shall constitute a quorum.

SECTION 5:

All regular Board of Directors meetings shall be open to the general membership on a nonvoting basis.

ARTICLE VI -- BOARD MEETINGS

SECTION 1:



Regular meetings of the Chapter Board of Directors shall be held once each month and may meet additionally as directed in ARTICLE V, SECTION 3.

SECTION 2:

The meeting place and time shall be determined by the Board President, in coordination with all other Board Officers.

SECTION 3:

Board Officers may miss no more than three (3) regular monthly Board meetings or six (6) regular monthly Chapter meetings during their term of office. Upon the fourth (4) Board or the seventh (7) Chapter meeting absence, the Board President may (at his/her will) remove that member from the Board of Directors and replace that member for the completion of his/her term. Attendance can be in person or via conference call (or other electronic media) - no Board member may use a surrogate or appointee for attendance purposes.

SECTION 4:

To prevent one corporation, organization, company or individual from having too great an influence on The Chapter and its operation, no organization may have more than two (2) employees serving as members on the Board during any term.

ARTICLE VII - ELECTION OF OFFICERS

SECTION 1:

The slate of Officers, presented by the Nominating Committee, must be presented for consideration to the entire membership, at a monthly meeting or by electronic means (email or on-line survey). Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these bylaws. Board members are also required to maintain membership in both the local chapter and national ATD.

SECTION 2:

The Board of Director Officers shall be elected in October/November from a slate presented by the Nominating Committee and shall assume their responsibilities on the first day of January of the following calendar year.

ARTICLE VIII -- DUES

SECTION 1:

Dues shall be set by the Board of Directors, and shall be paid annually by members, upon the anniversary date of their membership. Board Officers may choose to have their chapter dues waived or reimburse for their time and service on the Board. If reimbursed, proof of payment must



be submitted to the VP Finance/Administration at a regular Board meeting by the Board Officer for reimbursement.

SECTION 2:

The funds of the Chapter shall be used for promoting the purpose of The Chapter.

SECTION 3:

Refunds and Cancellations

If a person or organization that registers and pays cannot attend a meeting, workshop, seminar, conference or other event, and cannot find someone to take their place, The Chapter will give a full refund, provided that cancellation happens within the time frames specified below. Otherwise, the entire fee will be charged.

- Monthly Meeting: The individual or organization must contact a Chapter Board member or event coordinator member, no later than **48 hours** before the meeting
- Workshops, Conferences or other Events: The individual or organization must contact a Chapter Board member or event coordinator member, no later than **one week (7 days)** before the event

The Chapter reserves the right to cancel meetings, workshops, seminars, conferences or other events due to unforeseen circumstances, lack of participation or for other practical reasons. The Chapter will make every effort to notify all registrants and will provide a full refund, or offer other accommodations, for any cancellation created by The Chapter. The Chapter reserves the right to substitute workshop presenters, topics, venues or other aspect of any event.

ARTICLE IX --TASK TEAMS

SECTION 1:

Each Vice President shall recruit members to his/her Committee(s) as may be needed to fulfill the responsibilities of their defined position functions and responsibilities.

ARTICLE X -- PARLIAMENTARY PROCEDURES

SECTION 1:

Parliamentary procedures in all meetings of the Chapter Board of Directors and membership voting events shall be in accordance with "Roberts' Rules of Order" current edition.

ARTICLE XI -- CONSTITUTION/BY-LAWS

SECTION 1:



Provisions of the Chapter Constitution/By-Laws must be adopted, amended or repealed at a meeting of the Board of Directors by a two-thirds vote of those present, before presentation to the general membership for a final and binding vote.

SECTION 2:

The Chapter's Constitution/By-Laws must be adopted by a majority vote of a quorum of the general membership present at a regularly called meeting or via electronic means (such as email blast or on-line survey), provided sufficient effort is made to inform the general membership at least one week prior to the said meeting or electronic broadcast.

SECTION 3:

Proposed additions, amendments or repeals to the Chapter's Constitution/By-Laws must be submitted to the Board by a sponsor who is a member in good standing.

SECTION 4:

All voting shall be done by members by a show of hands or electronic means (such as email or on-line survey). Voting may be open format or by secret ballot. The President will determine the method of voting prior to the vote.

ARTICLE XII -- TRAVEL

SECTION 1:

Board members may be reimbursed by The Chapter for travel on authorized Chapter business with prior approval by the Board. The purpose of the trip must be to represent The Chapter through substantive participation at a regional or national ATD function, or at an approved function for the benefit of The Chapter.

SECTION 2:

Requests for reimbursement must include an estimate of travel, lodging and meal expenses. Personal phone calls and incidentals are not reimbursable.

SECTION 3:

Reimbursement is limited to the lowest available airfare or actual mileage at the current IRS rate for business travel, hotel room and hotel tax, and will not exceed 100 % of the approved estimate.

SECTION 4:

A Board member seeking reimbursement must submit a typed accounting statement of travel and lodging expenses supported by hotel, airline and other submitted expense receipts (including unused portions of airline tickets) to the VP Finance/Administration.



ARTICLE XIII -- EQUAL OPPORTUNITY

SECTION 1:

The Chapter recognizes the value of diverse membership and representation in leadership and therefore will strive to create an environment of inclusion and belonging to all individuals in the community we serve, regardless of race, color, religion, age, gender, sexual orientation, gender expression, national origin, military status, disability, marital or parental status or any other federally recognized group.

ARTICLE XIV -- INDEMNIFICATION

SECTION 1:

The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State/Commonwealth of Kentucky to protect the chapter, chapter members, board members, officers, employees, and agents.

ARTICLE XV – POLITICAL ACTIVITIES

SECTION 1:

The chapter shall not devote any part of its activities to attempting to influence legislation by propoganda 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 XVI – DISSOLUTION OF CHAPTER & LIQUIDATION OF ASSETS

SECTION 1:

The chapter may be dissolved by a vote of two-thirds of chapter members in good standing, or by two-thirds of the current Officers of the Board of Directors. 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, chosen by the Board Officers.



Approved by Chapter Board: 11/10/2020 (Unanimously approved)
Approved by Membership: 12/23/2020 (unanimously approved)