

# **PROPOSED CHANGES TO BY-LAWS - August 1, 2011**

## **BYLAWS of the CENTRAL FLORIDA CHAPTER of ASTD**

### **ARTICLE I – NAME AND PURPOSE**

#### **Section A: Chapter name and Offices**

The name of this organization shall be the Central Florida Chapter of the American Society for Training and Development. (CFC-ASTD). The registered office of the chapter shall be located in the State of Florida.

#### **Section B: Affiliation with the National Society**

The chapter is an affiliate of the American Society for Training and Development, 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.

#### **Section C: 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.

#### **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:

- 1.** To provide a forum for better utilization of human ability and potential in business, industry, non-profits, and government by:
- 2.** Providing leadership in the field of workplace learning and performance in order to assist management to develop and maintain a competent work force;
- 3.** Ensuring continuity of effective organization leadership by assisting management to motivate career-minded personnel to achieve individual growth goals;
- 4.** Promoting an understanding of workplace learning and performance as a basic responsibility of management;

5. Encouraging or sponsoring appropriate research and publishing results in the fields of workplace learning and performance;
6. Providing means for the dissemination and exchange of knowledge, skill and attitude about workplace learning and performance;
7. Encouraging educational institutions to provide programs for the preparation and growth of workplace learning and performance professionals;
8. Encouraging the participation and affiliation of individuals or groups concerned with specialized areas of activity or interests within the broad field of workplace learning and performance.
9. Providing a forum to discover and share trends, ideas, resources, tools, and techniques in the field of workplace learning and performance.

### **Section 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, veteran status, and physical or mental impairment.

### **Section 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, 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 - MEMBERSHIP**

### **Section A: Eligibility**

1. Membership in the chapter is open to those who have interests or responsibilities in training, human resource development, organizational development or consulting, workplace learning and performance; are interested in advancing the objectives of the chapter and the Society; and subscribe to and are qualified under these bylaws. A chapter member in good standing is one who meets the requirements for membership stated in this Section, and whose dues are fully paid for the membership year.

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

## **Section B: Dues**

1. Dues, fees, and terms of chapter membership will be set by the Executive Committee.
2. Dues are entirely for the use of the local chapter.
3. Chapter membership is not transferable.

## **Section C: Application**

Any person desiring membership shall fill out the prescribed application form and submit it to the Chapter's VP of Member Services. Such applications shall be subject to consideration by the Executive Committee.

## **Section D: Suspension or Termination of Membership**

1. The Executive Committee may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for nonpayment of monies owed the chapter until all monies due have been paid, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the chapter.
2. 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 and emailed to Board Members and the member concerned at least twenty (20) calendar days prior to the meeting.
3. 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.
4. Before action of suspension or termination, the member will have an opportunity to be heard in writing by the Executive Committee.

## **ARTICLE III – BOARD OF DIRECTORS**

### **Section A: Full Board**

1. The Full Board shall consist of the Executive Committee, Directors and other designated members appointed by the President.
2. The duties of the non-voting board members shall be to advise the Executive Committee and to oversee their assigned areas of responsibility.

## **Section B: Duties and Responsibilities**

1. 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.
2. The duties of the Board shall include, but not be limited to: 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.

## **Section C: Membership**

1. The Board of Directors will consist of nine (9) voting Executive Committee members (officers), elected from among chapter members in good standing as specified in Article II of these bylaws, and any Directors appointed by the President.
2. If approved by the Executive Committee, Co-Vice Presidents may oversee one area of responsibility.
3. Officers shall be elected annually and shall hold office for one year or until their successors are chosen and duly installed.
4. Officers shall be the President, President-Elect, Past President, Vice President of Communications, Vice President of Finance, Vice President of Marketing, Vice President of Member Services, Vice President of Programs, and Vice President of Professional Development, as determined by these bylaws.
5. Non-voting members of the Board of Directors shall be the Director(s) of Special Events, Bonus Bucks, On-Boarding, Membership Database Maintenance, Newsletter, Program Sponsorship, Registration, Revenue, Silent Auction, Site Selection/Event Coordination, Social Media, and Special Events.
6. All Officers and Directors will have position descriptions approved by the Executive Committee, listing the duties and responsibilities of each position. Position descriptions for officers will be made available to chapter members and potential Board members at least thirty (30) days prior to scheduled elections and reviewed annually.

## **Section D: Qualifications**

1. Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these bylaws.
2. Board officers are required to maintain membership in the National Society for the duration of their Board tenure.

## **Section E: Election of Executive Committee Members**

1. With the approval of the Executive Committee, the President-Elect will form a Nominating Committee of no fewer than five (5) members. The committee will include the President-Elect, the Past President, and three (3) chapter members in good standing not currently serving in elected positions.
2. The Nominating Committee will seek the input of the Board of Directors and will call for nominations from all active members via email and at the August chapter meeting.
3. The Nominating Committee will present a slate of qualified candidates to the membership via email and the Executive Committee will be elected by a majority of chapter members voting via an electronic ballot at least thirty (30) calendar days prior to the end of September.
4. Newly elected Officers and Board Members will be presented to the members at the September chapter meeting.

## **Section F: Terms**

1. Board Officers shall be elected to serve terms of one (1) year and may stand for re-election to the same board position no more than one additional year in order to allow movement within the Board positions.
2. The President and President-elect shall not directly succeed themselves in office if they have completed a full term.
3. The Past-president serves for one additional year following his/her term in office.

## **Section G: Board Officer Roles**

**1. 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 Florida.

The President presides at, and sets the agenda for, meetings of the Board of Directors, Executive Committee and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the chapter.

The President shall appoint all committees and be an ex-officio member of all committees.

The President is responsible for the overall coordination, and ensures timely submission, of CORE to the National Association.

The President is responsible for coordination and development of the chapter's Strategic Plan.

**2. President-Elect.** The President-Elect acts for the President in the President's absence at all meetings of the Chapter, of the Executive Committee, and of the Full Board.

The President-Elect has a three-year commitment to the chapter--the first year as President-Elect, the second year as President, and the third as Immediate-Past President.

Works closely with the President on all matters that involve strategic planning and CORE.

Serves as the Director of the Nominating Committee and facilitates planning in preparation for term as President.

Performs other duties as requested by the President.

**3. Immediate Past-President.** The Immediate Past-President supports and acts as an advisor/counsel to the incumbent President and Executive Board, as needed.

Serves as a Board member liaison with the Presidents Circle of Past-Presidents and becomes a member of that group.

Coordinates with the President and ensures submission of annual ASTD CORE.

Serves as a special assignments coordinator for the President.

Coordinates revisions of the Chapter Operational Guidelines with the Chapter Knowledge Manager and President, as needed.

**4. Vice President of Communication.** The VP of Communication shall plan, coordinate, and evaluate the production of the website, newsletter and other publications.

Reports to the Executive Committee monthly on the status of Chapter communication and related projects.

Distributes proposed By-Law changes to Members for comment and a vote, as needed.

Oversees the functions and operation of committees under their area of responsibility.

**5. Vice President of Finance.** The VP of Finance shall prepare all budgets, collect all dues and assessments, make all disbursements, and shall keep such financial records current and up-to-date in a timely manner, as may be required by the Executive Committee.

Provides monthly financial reports to the Board.

Submits financial records for audit when required by the Executive Committee and shall deliver them to his/her successor upon retirement from office.

Provides financial reports to the membership at regular meetings as requested by the President.

Oversees the functions and operation of committees under their area of responsibility.

**6. Vice President of Membership Services.** The VP of Member Services shall maintain a database of members, past members, and potential members.

Coordinates new member orientations, student services, and member incentive activities.

Actively promotes new memberships and reports monthly to the Executive Committee.

Develops strategies for member retention, recruitment, and planning.

Oversees the functions and operation of committees under their area of responsibility.

**7. Vice President of Marketing.** The VP of Marketing shall develop, implement and continuously evaluate a marketing plan.

Provide communication to government, non-profit, public and professional groups in order to promote the chapter and chapter programs and activities.

Coordinates with the Vice President of Membership to use the Chapter database that includes current members, past members, visitors to programs, and National ASTD members in the local area for marketing purposes.

Oversee social media marketing functions and integrate them to effectively add value to chapter members through marketing initiatives.

Actively participate in the needs assessment process and report to the Executive Committee monthly on the status of chapter marketing activities.

Oversees the functions and operation of committees under their area of responsibility.

**8. Vice President of Professional Development.** The VP of Professional Development shall plan, implement and evaluate workshops, conferences and SIG's (special interest groups) designed to assist members in their professional development.

Oversees the functions and operation of committees under their area of responsibility.

Actively participates in the needs assessment process and report to the Executive Committee monthly on the status of professional development activities.

**9. Vice President of Programs.** The VP of Programs shall plan, implement and evaluate monthly programs/events designed to assist members in their professional development.

Ensures coordination of registration needs for all chapter programs and events.

Actively participates in the needs assessment process and report to the Executive Committee monthly on the status of program activities.

Oversees the functions and operation of committees under their area of responsibility.

**10.** All officers shall assume additional responsibilities as appropriate for the needs of the Chapter.

## **Section H: Conduct of Chapter Business**

**1.** A majority of voting members of the Board 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.** Absent board members may not vote by proxy votes.

## **Section I: Board Meetings**

The Board of Directors will normally meet monthly. The date of Board meetings will be announced at least thirty (30) days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least fourteen (14) days in advance of the meeting.

The President may propose an electronic Board meeting and chapter business may be so conducted if this format is approved in advance by a majority of the Executive Committee.

## **Section J: Board Attendance**

1. Attendance shall be in person except under extenuating circumstances in which the President may permit telephonic participation by an Officer.
2. Failure to attend three (3) consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Executive Committee to consider replacing a voting Board member under the provisions of these Bylaws.

## **Section K: Board Member Removal**

1. The Board of Directors may, by two-thirds vote of the Executive Committee, 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 Executive Committee. Written notice of, and rationale for the proposed suspension or termination shall be mailed and emailed to Executive Committee members, including the individual concerned, at least twenty-one (21) calendar days prior to the meeting.
3. Any motion for suspension or termination must be made by an Executive Committee member, based on personal knowledge, official chapter records, or statement signed by no fewer than three (3) chapter members in good standing.
4. Before action of suspension or termination, the Board member will have an opportunity to be heard by the Executive Committee.

## **Section L: Board Vacancies**

1. When a vacancy occurs for an Executive Committee position, the President may, with the approval of the majority of the Executive Committee, appoint a replacement from among chapter members in good standing to serve the balance of the term.
2. Should the office of Presidency be vacated due to the resignation, incapacity, or death of the President, the President-Elect will assume the position and its responsibilities. If both the offices of President and President-Elect become vacant simultaneously, the Past-President 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 Executive Committee.

## **ARTICLE IV - EXECUTIVE COMMITTEE**

### **Section A: Executive Committee**

The Executive Committee shall consist of the elected Officers and the Immediate Past-President of the Chapter.

### **Section B: Election of Officers**

Board officers shall be elected at a regular meeting or by electronic mail in September from a slate presented by the Nominating Committee and/or by nominations from members and shall assume their respective offices on the first day of January.

### **Section C: Duties of the Executive Committee**

1. To determine the policies of the Chapter within the limits prescribed by the Bylaws of the Chapter and the Bylaws of ASTD.
2. To counsel the President in the conduct of his/her office.
3. To make provisions for the auditing of chapter records as it may deem proper for the protection of the funds and of the purpose of the Chapter.
4. To manage Chapter business.
5. To fill a vacancy occurring during the term of any Officer or Director of the chapter by appointing another Officer or Director to serve for the unexpired portion of the term, except that a vacancy in the office of President shall be filled as provided by Article III. Section L. Sub-section 2.

### **Section D: Executive Committee Meetings**

The Executive Committee shall normally meet monthly, or as necessary for effective chapter management.

## **Article V - FINANCIAL REVIEW**

### **Section A**

1. A financial review will be conducted annually, and more frequently if circumstances dictate, by a Financial Review Committee appointed by the President and approved by the Executive Committee, with findings reported to the Board of Directors.

2. A full audit conducted by a certified public accountant is mandated every two (2) years, and may be undertaken more frequently if circumstances dictate.
3. 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 ninety (90) days into the following fiscal year starting in January.
4. The Financial Review 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 Vice President of Finance shall not be eligible to serve on this 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**

1. Committees may be established or disbanded by the Executive Committee.
2. Committees are subject to the oversight and direction of the Board or those authorized by that body.
3. The President shall, before January 1st, appoint all committee Directors necessary to support the chapter.
4. A Director will be appointed for each committee. The respective duties of each appointed committee shall be determined by the Executive Committee.
5. The President shall be empowered to appoint additional committees as needed during the year.

## **Article VI. SPREICAL MEETINGS OF THE CHAPTER**

1. Special meetings of the chapter to deal with unusual circumstances or events may be called by the President, a quorum of the Executive Committee, or upon the receipt of a petition signed by at least fifteen (15%) of chapter members in good standing.
2. 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 fourteen (14) business days prior to the meeting.
3. Twenty-five (25%) of chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting and will be sufficient to carry a motion, provided that such a motion complies with these Bylaws.
4. 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 (the Executive Committee or chapter members) calling the Special Meeting shall select an individual to preside at the meeting by quorum vote.

5. The minutes of a special meeting will be kept by the Chapter Knowledge Manager and published or made available to all chapter members within seven (7) calendar days following the meeting.

## **ARTICLE VII - PARLIAMENTARY PROCEDURES**

Parliamentary procedures at all meetings of the association shall be in accordance with Robert's Rules of Order or as determined by the president.

## **ARTICLE VIII - CHAPTER MEETINGS**

### **Section 1: Meetings**

Regular meetings of the chapter shall be held as determined by the Executive Committee.

## **ARTICLE IX - INDEMNIFICATION**

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

## **ARTICLE X – OPERATIONAL PROCEDURES**

All chapter business and standing rules may be adopted, amended, or repealed at any regular meeting of the Executive Committee by a two-thirds vote of those members present. A quorum must be met to vote.

## **ARTICLE XI - AMENDMENT OF BYLAWS (OPERATIONAL GUIDELINES)**

1. Amendments to these bylaws may only be initiated by the Executive Committee or by a petition signed by at least fifteen (15%) of chapter members in good standing.
2. Proposed amendments must be submitted in writing to the Chapter's Vice President of Communication through the Executive Committee.
3. Notice of any potential change must be published and distributed to the membership at the next regular meeting, on the website, or by electronic mail.
4. Amendments must be approved by a majority of chapter members in good standing voting at a designated meeting or by electronic mail.

5. Notice of approved changes to these Bylaws shall be published or distributed to all chapter members no later than thirty (30) calendar days following adoption.

## **ARTICLE XII. 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.

### **Original Constitution/Bylaws Committee**

Mary T. Ott, Chairperson

Richard A. Johnson

Leilani Poland

William Schumacher

### **1990 Revision Committee**

Patricia Rowell, Chairperson

Alfred Dagon

Leilani Poland

### **1998 Revision Committee**

Jim Bunsu - Chairperson

Tony Higdon

### **2007 Revision Committee**

Barry Altland - Chairperson

Betsy Montague

Lisa Spahn

Tab Brannan

Crystal Melton

Marisa Davis

Bill Sawyer

Heidi Bostelmann

Gina Strano

**2011 Revision Committee (8-1-11)**

Bob Lucas – Chairperson

Milana Thielen

Crystal Melton

Rene' Ledford

Anita Torres

Leilani Poland