

Article I—Name and Purpose

Section A—Chapter Name

The name of this organization is Association for Talent Development (ATD) New Mexico (ATD NM) Chapter (hereinafter referred to as the Chapter). The registered office of the chapter shall be located in the State of New Mexico. The website URL is <http://www.astdnm.org>.

Section B—Affiliation with the National Society

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) (referred to herein as the “Association” or “ATD”), a non-profit educational society exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986. As an affiliate of ATD, the chapter falls under the purview of the National Society. 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 (“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 goals of ATD NM are to enhance members’ professional growth and skills, and provide training leadership within the New Mexico community. As an ATD NM Chapter member, you will have opportunities to provide this leadership while networking with other training and workplace learning professionals.

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).

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. 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.

Section G—Inurement

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

Section A—Eligibility

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

Section B—Dues

Dues, fees, and terms of chapter membership will be set by the Board of Directors. Chapter membership is not transferable.

Section C—Suspension or 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 non-payment 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 thirty (30) 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 a statement signed by no fewer than five (5) chapter members in good standing.
3. Before enacting of suspension or termination, the member will have an opportunity to be heard by the Board of Directors at a regular scheduled meeting of the Board of Directors.

Article III—Board of Directors

Section A—General 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 and implementing policies and procedures for the operation of the chapter to ensure National Chapter Operating Requirements (CORE) compliance; 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 B—Membership

The Board of Directors will consist of not less than five (5) and not more than fourteen (14) 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.

Members of the Board of Directors shall be President, President-Elect, Past President, Vice President of Finance, and other Vice Presidents as determined by the Board of Directors and these bylaws.

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 New Mexico. The President presides at, and sets the agenda for, meetings of the Board of Directors and Chapter Program meetings, except as noted in Article VIII of these bylaws. The President also oversees the policies for the operation of the chapter and the fiduciary responsibilities of the chapter. The President facilitates the transition for the following years Board of Directors.

2. President-Elect

The President-Elect acts for the President in the President's absence. The President-Elect serves as the chair of the Annual Conference, the Nominating Committee and facilitates planning in preparation for term as President. The President-Elect performs other duties as requested by the President.

3. Past President

The Past President acts as an advisor to the President on chapter affairs and to the Board of Directors to maintain continuity of the chapter.

4. Vice President of Finance

The Vice President of Finance shall maintain current and accurate records in order to report on the financial condition of the chapter at meetings of the Board of Directors and at other times when called upon by the President. The Vice President of Finance oversees the financial management of the chapter according to CORE requirements.

5. Other Vice Presidents may include:

(a) Communications (b) Community Relations (c) Programming (d) Professional Development (e) Membership (f) Members at- Large (g) Marketing (h) Secretary

All board members will have position descriptions approved by the Board of Directors, listing the duties and responsibilities of each position. Position descriptions will be made available to chapter members and potential Board members at least thirty (30) days prior to scheduled elections.

Section 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 ATD.

Section D—Terms

Board members shall be elected to serve terms of one year, but no more than three consecutive terms. Board members may stand for re-election to the same board position, but no more than three consecutive terms. Terms may be extended to address a business need and approved by the Board of Directors.

Section E—Conduct of Chapter Business

1. A majority of members of the Board of Directors 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 by these bylaws.
3. Board members may not cast proxy votes for absent Board members.

Section F—Meetings

The Board of Directors will meet at least quarterly. The date of 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 10 days in advance of the meeting.

Section G—Attendance

Failure to attend three 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.

Section H—Removal

1. The Board of Directors may, by three fourths vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or actions or behavior 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 communicated in writing to Board members, and the individual concerned at least twenty 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.
4. Before action of suspension or termination, the board member will have an opportunity to be heard by the Board at a regular scheduled meeting.

Section I—Vacancies

1. 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.

2. 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 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 Board of Directors.

Article IV—Election of Board Elections

Section A—Nominating Committee

The President-Elect will form a Nominating Committee with the approval of the Board of Directors. The Nominating Committee will have no fewer than three (3) members, and will include the President-Elect, the Past President, and include up to three (3) chapter members in good standing not currently serving in elected positions.

Section B—Committee Responsibility

The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least thirty (30) calendar days prior to the end of the current board terms.

Section C—Election

Board members will be elected by a majority of chapter members voting. Methods of voting may include (a) paper ballot at a designated meeting (b) postal mail, and/or (c) electronic transmission.

Article V—Financial Review

Section A—Purpose

A financial review will be conducted annually by either an internal committee (Financial Review Committee) or an outside entity (accountant or other financial manager) not directly responsible for the management of the chapter's finances. Financial reviews may be conducted more frequently if circumstances dictate. Financial reviews will be conducted as outlined in the financial section of ATD's National Chapter Operating Requirements (CORE).

Section B—Committee Members

The Financial Review Committee shall consist of the President-Elect, the Past President, and no fewer than three chapter members in good standing who have not served as a Board member for at least two (2) years. The Vice President of Finance shall not be eligible to serve on the internal committee, but will provide all records necessary to complete an examination of chapter finances.

Section C—Finance Review Results

Results of the financial reviews will be addressed by the Chapter's Executive Committee and made available to the chapter membership as soon as is practical, but no later than ninety (90) days into the following fiscal year.

Article VI—Executive Committee

Section A—Committee Members

The Executive Committee will consist of President, President-Elect, Past President, and Vice President of Finance.

Section B—General Duties and Responsibilities

The Executive Committee acts as the senior leadership team for the Board of Directors. The Committee’s duties and responsibilities include changes to operating policies and procedures, amendments to bylaws, signing authority on the bank accounts, contractual agreements, and other legally binding documents.

Article VII—Committees

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.

Article VIII—Membership Meetings

Section A—Program Meetings

Program meetings will be held at least quarterly. The purpose of the meetings will be to provide educational, networking, or professional development opportunities for members. In the event that chapter business is conducted at a program meeting, the nature of the business will be communicated to the membership at least thirty (30) days prior to the meeting. If the business requires a vote, a quorum will be defined as the majority of the actively voting members at the meeting.

Section B—Special Meetings

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 ten (10) business days prior to the meeting.

2. Twenty-five percent (25%) 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 if such a motion complies with these bylaws.
5. The minutes of a special meeting will be published or made available to all chapter members.

Article IX—Indemnification

The chapter may indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative act, by reason of the fact that he or she is or was an officer or director of the chapter, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in

connection with such action, suit, or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the chapter, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the chapter, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

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

Article X—Amendment and Modification of Bylaws

Section A

Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least twenty five percent (25%) of chapter members in good standing.

Section B

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

Section C

Amendments must be approved by a majority of chapter members in good standing voting by (a) paper ballot at a designated meeting (b) postal mail, and/or (c) electronic transmission.

Section D

Notice of approved changes to these bylaws shall be published or distributed to all chapter members no later than sixty (60) days following adoption.

Article XI—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.