



**AMENDED AND RESTATED CONSTITUTION/BYLAWS
ASSOCIATION FOR TALENT DEVELOPMENT (ATD) - ROCKY MOUNTAIN CHAPTER (RMC)
Revised January 2019**

ARTICLE I- NAME, GOVERNANCE, PURPOSE AND MISSION

Section 1. Chapter Name and Offices. The name of this organization is Association for Talent Development - Rocky Mountain Chapter (hereinafter referred to as the "Chapter" or ATD-RMC). The registered office of the Chapter shall be located in the State of Colorado.

Section 2. Affiliation with the 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) (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. The Association and its Chapters are not organized for profit.

Section 3. Governance and Management of Chapter. The Chapter shall be governed and managed by a Board of Directors. The President Elect and the Vice President of Finance must be elected by the membership. All other Board of Director roles are filled through an application, interview, and approval by the current Board of Directors. The Board of Directors shall set policies within the limits prescribed by these bylaws.

Section 4. 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 purpose shall be: to support the mission of the national ATD by "Empowering professionals to develop knowledge and skills successfully."

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 5. Mission. The mission of ATD-RMC, as a leader in the profession of talent development, is, "To serve the Denver metro area professionals with cutting-edge talent development programs, events, and networking opportunities so that this community may deliver a strategic value to our stakeholders."

The mission is supported by using the following goals:

- a. Ensure provision of quality resources, educational programs and member services for professional development of its membership.
- b. Continually assess and anticipate needs within the talent development industry in order to development relevant programs and services to meet the needs of the Chapter's membership.
- c. Inform and educate practitioners of talent development, both within its membership and the Denver metro community at-large about talent development with relevant trends, needs/issues, and programming.
- d. Encourage the participation and affiliation of its members through Chapter activities, special interest groups, Chapter publications, website, social media and other means that build a forum through which members can exchange ideas, resources and current trends with other members.
- e. Create opportunities for partnerships and alliances with other ATD chapters, other professional societies, educational institutions, the Denver metro professional community-at-large.

Section 6. Equal Opportunity. The Chapter shall be governed and managed by a Board of Directors policies within the limits prescribed by these bylaws.

Section 7. Political Activities. The Chapter shall be governed and managed by officers who may select additional board members who are chapter members in good standing. The Board of Directors shall set policies within the limits prescribed by these bylaws.

Section 8. 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 1. Eligibility. Membership is open to those who have interests or responsibilities aligned with the ATD Competency Model's "Area of Expertise" and are interested in advancing the mission, vision, and goals of the Chapter and national ATD and who subscribe to and are qualified under these bylaws.

Section 2. Good Standing. A member in good standing is:

- a. One who meets the requirements of membership specified in Section 6, subsections a - b.
- b. One who has fully paid membership dues for the current year.

Section 3. Membership Rights. A member in good standing shall have full membership rights including access to member services and the right to vote in elections or other issues brought to the membership.

Section 4. Application for Membership. Any person desiring membership shall complete the prescribed membership application. Appropriate membership categories are outlined in Section 6, Subsections a - b. Membership shall be renewable on the anniversary date for one year.

Section 5. Membership Dues. Membership dues, fees, and terms of Chapter membership shall be reviewed as part of the annual bylaws review and established by the Board of Directors. The annual membership fees shall be standard for Professional, and Student members. All other memberships are based on that standard membership fee.

Section 6. Types of Membership and Definitions.

- a. Individual Membership. Individuals who have an interest in talent development (human resource development, training, human performance improvement, organizational development, or a related field) are eligible. Individual members have access to all member services, have the right to vote and may hold an Officer or Director position on the Board of Directors. Different categories of membership may be offered (i.e., Student) as determined by the board.
- b. Corporate Group Membership. Organizations with a staff of permanent trainers or training coordinators shall be eligible. Based on the number of members in the group, the cost of membership is reduced. This plan would allow the organization to replace existing members with new members during the year. Membership fees will be pro-rated for additional members added during the year, and the anniversary date will be kept the same for all individuals joining under the Corporate Group membership. Corporate Group members have access to all member services, have the right to vote and may hold an Officer or Director position on the Board of Directors.
- c. Student Membership. Minimum of 6 credit hours per semester to qualify.

Section 7. Establishment of Membership Criteria. Other levels of membership (i.e. student membership) may be included on the membership application if deemed necessary by the board. This application may be revised by the board yearly without a vote of the members. All members in good standing who have enjoyed full membership in the Chapter shall continue to do so with full access to member services, the right to vote, and the ability to hold office.

Section 8. National Membership. As an affiliate of the national ATD, all members are encouraged to belong to and participate in the activities of the national organization. Members holding an ATD-RMC membership and a national membership shall receive a discount on their national membership fee and be identified as Power Members.

Section 9. Restrictions. Individual memberships are not transferable from one ATD chapter to another or from one individual to another. Membership fees are not refundable.

Section 10. Code of Conduct.

- Members will strive to conduct themselves in a manner that enhances their personal image and brings credit and value to the Talent Development profession.
- Presenters shall subscribe to ethical business standards in their profession as well as during ATD- RMC functions. The primary focus of presenters shall be on professional development content with limited marketing at the chapter meeting in exchange for pro-bono or in-kind sponsorship.
- Members are prohibited from marketing their own products and services when giving presentations for the membership and are discouraged from blatant marketing practices during RMC functions.
- Members may not use the national organization or the Chapter name to promote themselves or their services.

Section 11. Suspension or Termination of Membership. The Board of Directors may, at any time, by a two-thirds vote, suspend or terminate the membership of any member who, in its judgment, violated the Constitution/Bylaws or whose conduct is deemed detrimental to the best interest of ATD-RMC. The member will be granted an opportunity to be heard prior to any potential action of termination or suspension.

ARTICLE III - ATD-RMC BOARD OF DIRECTORS

Section 1. 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 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 2. Officers and Directors (“the Board”). ATD-RMC will be governed by a Board of Directors. The Board shall consist of the incumbents in the offices listed below plus at least six but not more than fourteen additional Board members. The offices shall consist of:

Officers:

- President
- President-elect (voted in by members)
- Past-President
- Vice President of Finance/Treasurer (voted in by members)

Directors other than the Officers shall fulfill such roles and hold such titles as the Board may

determine from time to time by simple majority vote of a quorum. Absent action of the Board designating other roles or titles, directors shall be designated as Members of the Board.

- Section 3. Qualifications for Holding Office.** The Board must meet the following qualifications:
- a. Individuals wishing to hold office in the Chapter must meet the criteria for Individual Membership as outlined in ARTICLE III- MEMBERSHIP and have been a paid member of the Chapter.
 - b. Each officer or director is required to be members of the national ATD organization.

- Section 4. Terms of Office.**
- a. The terms of office for all officers shall begin with the calendar year, or upon appointment to their position as provided by these Bylaws.
 - b. The President, President-Elect, and Past President shall serve terms of one year. In the event that the President-Elect shall succeed the President as provided elsewhere in these Bylaws, that President-Elect shall serve the remainder of the departed President's term plus the following year in office as President.
 - c. The Vice President of Finance/Treasurer may serve no more than five consecutive terms.
 - d. Board members may serve no more than six consecutive years as members of the Board, with the exception of those individuals elected President-Elect, who may serve until their consecutive terms as President-Elect, President, and Past President shall have all expired.

- Section 5. General Roles and Responsibilities for the Board.** The Board will be as follows:
- a. The President shall preside over all Chapter and Board meetings and shall guide and direct the management of ATD-RMC. The President is required to be a national member of ATD with his/her annual membership dues paid by the Chapter and shall represent ATD-RMC at national and/or regional functions. The President shall approve all committees and appointees necessary for the effective management of ATD-RMC and shall be an ex officio member of all committees. The President serves on the Board of Directors for a total of three years including terms of President-elect, President and Past President.
 - b. The President-Elect shall act for the President in his/her absence at all meetings of the Chapter and Board. In the event of resignation, incapacity or death of the President, the President-elect shall automatically assume the office of President. In the event that the President-elect is unwilling or unable to assume the duties of the office of the President, selection of a new President shall be made by the Board of Directors by a two-thirds majority of a quorum.
 - d. The Vice President of Finance/Treasurer is responsible for the financial management of the Chapter, all financial transactions and the annual internal review of financial records and biennial external review. The Treasurer partners with the President to ensure the smooth financial operations of the Chapter.
 - e. The Past President shall serve as a voting member of the Board of Directors in order to ensure continuity between boards. The Past President shall be responsible for special projects or activities as determined by the current President and Board.

- Section 6. Conduct of Business**
- a. 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.
 - b. 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.
 - c. Absent Board members may vote by proxy votes. Proxy votes may be provided via email to the President.

Section 7. Transition Responsibilities. To ensure an orderly transition between the outgoing and incoming Board, it is expected that outgoing and incoming board members meet to transfer materials, records and knowledge in order to be ready to serve the chapter in the later part of the year preceding the transfer or as early in the new year as possible.

Section 8. Duties and Obligations. The duties and obligations of the Board shall be:

- a. To determine the policies and future directions of ATD-RMC within the limits set by these Bylaws.
- b. To effectively manage the Chapter's operations through proper record-keeping and effective fiscal responsibility.
- c. To exercise control and management over the property and funds of the organization and set all fiscal policies.

Section 9. Meetings. The Board of Director shall meet monthly. 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 14 days in advance of the meeting. Meetings are open to all ATD-RMC members but only Officers and Directors have the vote.

Section 10. Meeting Attendance and Absences.

- a. All Board members are expected to attend all regularly scheduled Board meetings as determined by the President, unless excused by the President.
- b. Any board member who is excused from the Board meeting by the President shall provide a written report or a designee to represent him or her. The written report must include an update of activities the board member is directing.
- c. Failure to attend three (3) 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.
- d. All Board members are expected to attend 50% of the monthly chapter meetings to show support of Chapter programs and activities.

ARTICLE IV - ELECTION OF OFFICERS AND APPOINTMENT OF DIRECTORS

Section 1. Nominating Committee. A nominating committee shall be composed of the Board, and shall deliberate.

Section 2. Nominating Procedures. The nominating committee will follow established procedures:

- a. The committee will solicit candidates for election as Officers from the current board members. If there is no interest in being an Officer or if the board is lacking bench strength, the committee may solicit candidate from the membership that reflects a balance of the Chapter's membership.
- b. The committee will issue a call for nominations from the membership with a deadline date during third quarter (Q3) to allow time for the preparation of a ballot.
- c. The committee will present the slate of candidates to the current Board no later than Q3 for approval shown by a simple majority vote of the voting members.
- d. The committee will publish a general ballot of Officer Candidates (President Elect and Treasurer) for election by the general membership.

Section 3. Election Procedures. The Board of Directors will provide ballots for the election of officers to the position of President-Elect, and Treasurer electronically to all members during the fourth quarter and at other times as needed.

- a. If no candidate receives a majority of votes, a run-off election will be conducted by email.
- b. Officers will be elected by a simple majority of the ballots cast.
- c. The election results will be announced in the newsletter following the election.

Section 4. Appointment of Directors. The President will appoint Directors to fill the non-elected positions on the Board subject to the provisions of **Article IV - ATD-RMC Board of Directors**.

- a. Any Individual or Group Member (as outlined in **Article III – MEMBERSHIP**) shall be eligible to serve on the Board.
- b. The appointment of a Director to the Board will be approved at a Board Meeting, provided a quorum is established, by a simple majority vote of the voting members of the Board in attendance.

Section 5. Removal of Officers or Directors – All Officers and Directors shall serve in times of good behavior or until their terms expire. Officers and Directors may only be removed upon approval of a Petition to Remove, which shall state the good and sufficient cause or causes for removing that officer or director from office as follows:

- a. **Officers** may be removed by a four-fifths majority of all members of the Board then sitting upon written petition to the Board by any three members of the Board. A “Petition to Remove” must be submitted in writing to the President (or in the case of a Petition to Remove the President), who shall forward said petition to the entire Board with all deliberate speed in not more than ten calendar days. Unless the “Petition to Remove” is withdrawn, the Board shall vote on the petition not less than twenty-one days nor more than thirty days after the “Petition to Remove” shall have been forwarded to all members of the Board. The officer who is subject of the “Petition to Remove” shall have the opportunity to communicate rebuttals to the “Petition to Remove” directly to the Board.
- b. **Directors (non-elected positions)** may be removed by a three-fifths majority of all members of the Board then sitting upon written petition to the Board by the President or by any two members of the Board. A “Petition to Remove” must be submitted in writing to the President, who shall forward said petition to the entire Board with all deliberate speed in not more than ten calendar days. Unless the “Petition to Remove” is withdrawn, the Board shall vote on the petition not less than ten days nor more than twenty-one days after the “Petition to Remove” shall have been forwarded to all members of the Board. The Director who is subject of the “Petition to Remove” shall have the opportunity to communicate rebuttals to the “Petition to Remove” directly to the Board.
- c. Any officer or director who is the subject of a “Petition to Remove” shall receive a written copy of said petition not later than five calendar days after said “Petition to Remove” is properly submitted as provided in subsections a and b of this article. Said written copy may be delivered via US Mail or by electronic means in such a manner as to generate a return receipt of delivery.

ARTICLE V – FINANCIAL REVIEW

Section 1. Financial Review. An inspection of the financial records will be conducted annually, and more frequently if circumstances dictate, by an external party, with findings reported to the Board of Directors.

Section 2. Results. Results of the inspection will be made available to the Chapter membership as soon as is practicable.

Section 3. Financial Review Committee: If a Financial Review committee is appointed, it shall consist of the President-Elect, 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 Treasurer/Vice President of Finance shall not be eligible to serve on the Financial Review Committee but will provide any and all records necessary to complete an inspection of the Chapter finances.

ARTICLE VI - FISCAL YEAR

Section 1. Fiscal Year. The fiscal year for the ATD-RMC shall be from January 1st through December 31st.

ARTICLE VII - ORGANIZATIONAL SPONSORSHIP

Section 1. Organizational Sponsorship. As a professional association, ATD-RMC will strive to meet or exceed the professional needs of its membership through Chapter publications, programs, activities, member services, and special events. It is the responsibility of the Board of Directors to manage the Chapter's financial affairs appropriately through sound fiscal practices and fund-raising activities. The Board recognizes, however, that seeking outside financial support through an organizational sponsorship program not only enhances the quality of programs and services offered its members but also creates a partnership between ATD-RMC and the organizations in the community. Organizations within the community have a stake in the success of the Chapter and its activities since these help to increase the competence of human learning and performance practitioners who work for and with these organizations. ATD-RMC shall seek organizational sponsorship on an on- going basis or for special events.

Section 2. Types of Sponsorships. The type of sponsorships is determined by the financial commitment made by the Partner to the Chapter. These financial commitments may include, but are not limited to cash, in-kind services, facilities, discounts, etc.

Section 3. Recognition of Strategic Partners. In recognition of these financial commitments, the names of the Chapter's Strategic Partners will be given publicity at Chapter meetings and in its publications. Potential benefits for Strategic Partners shall be determined by the Board, and documented in a written agreement.

ARTICLE VIII - STRATEGIC ALLIANCES

Section 1. Creating Alliances. In the best interest of the ATD-RMC membership or the Talent Development profession, the Board of Directors may wish to form more formal relationships with other professional societies, educational institutions, businesses or community organizations without entering into a long-term financial commitment. These relationships ideally provide opportunities for the mutual benefit of both memberships through joint sponsorship of single events or continuing programs. The Board of Directors may not enter into relationships that could take away from the image and identity of the Chapter or offer services that are reserved for sole use of the Chapter membership. The Board must continue as a discreet entity and is therefore restricted from combining itself with a Board of Directors of another organization.

ARTICLE IX - CHAPTER MEETINGS

Section 1. Frequency. General meetings for the membership of ATD-RMC shall be held at least quarterly during the year. Special events as well as regular chapter meetings qualify as a general meeting.

Section 2. Procedures. Procedures for all meetings of ATD-RMC shall be businesslike. For major decisions, the board will seek consensus. If the board is unable to arrive at consensus, a decision will be made through simple majority vote of a quorum.

ARTICLE X – INDEMNIFICATION

Section 1. The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State of Colorado to protect the Chapter, Chapter members, board members, officers, employees, and agents.



ARTICLE XI – AMENDMENT AND MODIFICATION OF BYLAWS

- Section 1.** The Constitution/Bylaws of ATD-RMC shall be reviewed annually to ensure board members are aware of their requirements and to determine if amendments are required. The Constitution/Bylaws of ATD-RMC may be amended or repealed by:
- a. Approval by the Board of Directors by a two-thirds vote of the voting members of the Board and,
 - b. A simple majority of returned ballots by the general membership.

ARTICLE XII - CONFORMITY

- Section 1.** The provisions of any article or section of this Constitution/Bylaws shall be void if found to be in conflict with the provisions of the Constitution/Bylaws of the national organization of the Association for Talent Development, Inc.

ARTICLE XIII – DISSOLUTION OF CHAPTER AND LIQUIDATION OF ASSETS

- Section 1.** 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.

These Amended and Restated Constitution/Bylaws were adopted by the ATD-RMC Board on this 18th day of February 2019.

These Amended and Restated Constitution/Bylaws were approved by a majority vote of the membership on this day of 2019.

I, Lisa Vallad, President of the Association for Talent Development – Rocky Mountain Chapter, certify that this is a true and accurate copy of the Amended and Restated Constitution/Bylaws of ATD-RMC that **were adopted by the Board and approved by the Membership.**

Lisa Suzanne Vallad

Lisa Suzanne Vallad
2019 Chapter President