

BYLAWS

The American Society for Training and Development New Hampshire Chapter, Inc.

Article I Name and Purpose

Section A: Chapter Name

1. The name of this organization is the American Society for Training and Development, New Hampshire Chapter Inc. Throughout the rest of this document we will refer to it as the Chapter. The registered office of the Chapter shall be located in the State of New Hampshire.

Section B: Affiliation with the National Society

1. The Chapter is an affiliate of the American Society for Training and Development, a non-profit educational society 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

1. The Chapter shall be governed and managed by the Board of Directors, elected by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws.

Section D: Purpose

1. 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:
 - (a) To provide leadership in the professional and personal development of our members and community by:
 - (i) Sharing information and resources
 - (ii) Inspiring and enriching life-long learning
 - (iii) Stimulating learning by modeling effective training practices
 - (iv) To work with other professional and civic organizations to serve the community

Section E. Equal Opportunity

1. 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

1. The Chapter shall not devote more than an insubstantial part of its activities in 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, and workplace learning and performance; and are interested in advancing the purpose of the Chapter and Society; 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

1. The Board of Directors will set dues, fees, and terms of Chapter membership. Individual Chapter membership is not transferable. Corporate membership is transferable to another employee of the same organization should a vacancy occur.

Section C. Suspension or Termination of Membership

1. The Executive Officers of the Board of Directors may, by a two-thirds vote, suspend or terminate the membership of any individual for nonpayment 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.

- a) 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 each Board member, and the Chapter member concerned, at least twenty days prior to the meeting.
- b) Any motion for suspension or termination must be made by an Executive Officer, based on personal knowledge, official Chapter records, or a statement signed by no fewer than five Chapter members in good standing.
- c) Before action of suspension or termination, the member will have an opportunity to appeal to the Executive Officers.

Article III Board of Directors

Section A. Duties and Responsibilities

1. 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 Executive Officers may exercise all powers of the Chapter. The duties of Executive Officers 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 new committees of the Chapter; and performing other functions as appropriate for the Board of Directors.

Section B. Board of Director Membership

1. The Board of Directors shall consist of the Executive Officers and appointed Board members. The Board of Directors shall have no less than five and not more than twelve Chapter members in good standing. The Board of Directors shall continue in office until successors are duly installed.
2. The Board of Directors is made up of elected Executive Officers who hold the positions of President, President-Elect, Past President, the Vice President of Chapter Administration, the Vice President of Marketing and Communications, the Vice President of Program Development, the Vice President of Technology, the Vice President of Trainer Development, and Board members. Executive Officers shall have voting rights on all matters listed in Section A. Duties and Responsibilities.
3. Executive Officers shall appoint Chapter members to Board of Directors positions; and will designate an Executive Officer to mentor and define specific functions for each appointed Board member. Appointed Board members shall not have voting rights. In addition, two appointed, paid positions shall be filled each year: TTT Program Administrator and Chapter Administrator. The Executive officers shall vote on filling these positions as is needed.
4. The Board of Directors shall carry out the duties of their position as described in written position descriptions, which are located in the Chapter's Operations Manual. Members of the Board of Directors will also serve in accordance with the Chapter's Operations Manual. Position descriptions of the Board will be reviewed annually.

Section C. Qualifications

1. Persons seeking to serve on the Board of Directors must be Chapter members in good standing as specified by these bylaws. Executive Officers are required to maintain membership in the National Society.

Section D. Terms

1. Executive Officers are elected by the Chapter membership and hold office for two years. Elections are held annually to fill Executive Officer positions that have come to an end of the two-year term. Resignation of a board member may be accepted as stated in article III, Section I.

Section E. Conduct of Chapter Business

1. A minimum of two-thirds of the Executive Officers shall constitute a quorum at any meeting of the Board. An Executive Officer may designate an appointed board member as a proxy. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present.
2. The decisions taken by the Executive Officers 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. An Executive Officer who cannot attend a Board meeting may designate an appointed Board member as a proxy. A Board member has voting rights when casting a proxy vote for absent Board members. Board members who cast proxy votes will do so in accordance with guidelines outlined in the Chapter's Operational Manual.

Section F. Meetings

1. The Board of Directors will meet at least quarterly. The exact time and place of all Board meetings will be announced to all Board members at least ten days in advance of the meeting.

Section G. Attendance

1. Failure to attend three consecutive and duly called meetings of the Board of Directors, without prior notice, will be sufficient cause for the Board to consider replacing the absent Board member under the provisions of these bylaws.

Section H. Removal

1. The Executive Officers may, by two-thirds votes, 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 Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and in 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 appeal to the Board.

Section I. Vacancies

1. When a Board position vacancy occurs, the Executive Officers may appoint a replacement from Chapter members in good standing to serve the balance of the term.
2. Members of the Board may request to resign from their position prior to the completion of their term by submitting a written request to all Board members. At that time the Executive Officers will acknowledge receipt and appoint a replacement.

Article IV. Election of Executive Officers

Section A. Elections

1. Elections shall be held annually to fill Executive Officer positions that have come to the end of their two-year terms.

Section B. Nominating Committee

1. The Nominating Committee will have no fewer than three members and may include the outgoing Board members, past Board members, and members in good standing.
2. 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 forty-five calendar days prior to the end of the current Board terms.

Section C

1. Executive Officers will be elected by a majority of Chapter members voting.

Article V. Financial Review

Section A. Financial Review Committee

1. The President is responsible for composing a Financial Review Committee. This committee will be tasked annually to conduct a financial review and more frequently if circumstances dictate. The findings of the financial review will be reported to the Board of Directors.

Section B. Full Audit

1. A full audit and/or review conducted by a certified public accountant is mandated every two years, and may be undertaken more frequently if circumstances dictate.

Section C. Results of Financial Reviews

1. It is the responsibility of Chapter operations to make available to the Chapter membership the results of the financial reviews and audits will be as soon as is practicable, but no later than ninety days into the following fiscal year.

Section D. Committee Membership

1. The committee shall consist of at least one Board member and at least one Chapter member in good standing who has not served as a Board member for at least two years. The Chapter Administrator and the Vice President of Chapter Administration shall not be eligible to serve on the Financial Review 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

Section A.

1. In addition to committees specified in these bylaws, committees may be established or disbanded by the Executive Officers. Committees are subject to the oversight and direction of the Board of Directors and of those authorized by that body.

Article VII. Special Meetings of the Chapter

Section A.

1. Special meetings of the Chapter may be called by the Board of Directors, or upon the receipt of a petition signed by at least ten percent 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 ten business days prior to the meeting.
3. Ten percent of Chapter members in good standing will constitute a quorum, required for the conduct of business at a special meeting.
4. A majority vote of Chapter members present will be sufficient to carry a motion, provided that such motion complies with these bylaws.
5. The minutes of a special meeting will be made available to all Chapter members.

Article VIII Indemnification

Section A.

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

Article IX. Amendment and Modification of Bylaws

Section A.

1. Amendments to these bylaws may only be initiated by Board of Directors or by a petition signed by at least ten percent of Chapter members in good standing.
2. Notice of any potential change must be published to the membership at least 30 calendar days prior to voting on such measures.
3. Amendments must be approved by a majority of those Chapter members who are in good standing and who are voting.
4. Notice of approved changes to these bylaws shall be published to all Chapter members no later than sixty (60) days following adoption.

Article X. Dissolution of Chapter & Liquidation of Assets

Section A.

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.

Article XI Conflict of Interest

Section A.

1. Any possible conflicts of interest on the part of any member of the Board, officer or employee of the organization, shall be disposed in writing to the Board and made a matter of record. The minutes of related meetings shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement with this policy. The Board will comply with all requirements of New Hampshire Law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.