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Article I – Name and Purpose

Section 1 - NAME

The name of the organization shall be the North Carolina Research Triangle Area Chapter of the Association for Talent Development (ATD), hereafter referred to as the Research Triangle Area Chapter, or simply, the Chapter. The registered office of this Chapter shall be located in the state of North Carolina.

Section 2 - AFFILIATION WITH THE NATIONAL ASSOCIATION

The Chapter is an affiliate of the Association for Talent Development (ATD), a non-profit educational society under Section 501(c)(3) of the Internal Revenue Code of 1986. The Association 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 further identified as Chapter Number 4053 as assigned by the National Headquarters of the Association for Talent Development.

Section 3 - PURPOSE

The Chapter is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (IRC) of 1986, as amended, and may make expenditures for one or more of these purposes. The Chapter's specific purpose shall be:

- a) To promote and encourage the growth of individuals and organizations in the field of talent development.
- b) To encourage professional, and informative communications and networking among persons associated with, or interested in, the field of talent development.
- c) To support, promote, and implement the goals and programs sponsored by the Association for Talent Development.

Section 4 - EQUAL OPPORTUNITY

The Chapter offers equal opportunity to all eligible members, regardless of race, color, creed, religion, natural origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical, or mental impairment.

Section 5 – POLITICAL ACTIVITIES

This 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 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.

Section 6 – INUREMENT

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributed to its Officers, Directors, 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

Membership in the Chapter is open to all individuals who have an interest or involvement in the Chapter's purpose. The Chapter provides Individual and corporate memberships which are non-transferrable. A member in good standing is one who meets the requirements for membership and whose dues are fully paid for the membership year.

Section 1 – MEMBERSHIP TYPES

- a) REGULAR MEMBER: Open to any adult, 18 years of age, or older.
- b) STUDENT MEMBER: May be granted to full-time undergraduate and graduate students, 18 years of age or older, upon appropriate proof of "full-time student" status. (Nine credit hours per semester, or equivalent, shall be considered full-time.)
- c) CORPORATE MEMBERSHIP: A minimum of five (5) people from the same organization will qualify for a corporate membership rate. All members of the corporation must be named explicitly within the membership bundle. Memberships are non-transferable. Each additional individual added to the corporate membership is at a discounted rate.
- d) HONORARY MEMBER: May be granted for a term of one year, at the discretion of the Board of Directors. An honorary member is exempted from payment of annual Chapter dues.

Section 2 - APPLICATION

Application for membership, accompanied by a payment of annual dues, shall be made online to the Chapter Administrator. Persons are accepted for membership anytime throughout the calendar year and shall renew their membership on their membership anniversary.

Section 3 - MEMBERSHIP PRIVILEGES

Each member shall:

- a) Receive all official correspondence created by the Chapter and receive access to the Chapter website and its member resources.
- b) Have one vote on all issues and ballots coming before the membership.
- c) Be entitled to receive any discounts offered for Chapter activities, when applicable eligibility requirements are met.
- d) Have the right to be nominated to serve in any Chapter office, except for that of President and Past-President, if all eligibility requirements are met.
- e) Be entitled to all rights and privileges normally accruing to any member of the Chapter.

Section 4 - MEMBERSHIP EXPIRATION

Each member shall receive a 30-day notification of expiration. A member failing to pay his/her dues following membership expiration shall be dropped from the Chapter membership database by the Chapter Administrator.

Section 5 - DETRIMENTAL CONDUCT

The Board of Directors may, by $\frac{3}{4}$ vote of the full Board, terminate the membership of any individual for conduct in violation of these bylaws or actions (in person or online), deemed detrimental to the best interests of the Chapter.

- a) Termination of membership for detrimental conduct will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed termination shall be provided in writing to the member concerned at least fifteen (15) days prior to the meeting.
- b) Any motion for termination must be made by an elected Board Member based on personal knowledge, official Chapter records, or a statement signed by no fewer than three (3) Chapter members.
- c) Before action of membership termination, the member will have an opportunity to be heard by the Board of Directors.

Section 6 - REINSTATEMENT

Reinstatement applies to any person who has previously held membership in the Chapter.

- a) Any person, not removed for reasons of conduct, may be reinstated by applying as a new member.
- b) Twelve months following removal for reasons of conduct, a person may apply to the Board for reinstatement. Reinstatement shall require approval by a $\frac{3}{4}$ vote of the full Board.

Article III –Board of Directors

Section 1 - ORGANIZATION

The conduct of all Chapter business shall be vested in a Board of Directors. The Board of Directors will be made up of a minimum core to include the President, President-Elect, Past President, and Vice President of Finance. Other Vice Presidents/Directors' roles will be defined as required, to fulfill the professional development needs of the membership, facilitate communication in the organization, and further the goals and stability of the organization. Director positions may have Co-Director shared responsibilities.

- a) Each Board Member shall have one vote in any/all Board matters.
- b) The presence of a quorum shall be required for conducting business. Fifty (50) percent of the Board Members shall constitute a quorum.
- c) A majority vote shall carry any legal motion, except in those instances where these Bylaws set a higher level for acceptance.
- d) An Administrative Coordinator shall be an Ex-Officio non-voting member of the Board.

Section 2 – BOARD TERMS OF SERVICE

The operating calendar for the Research Triangle Area Chapter will run from January 1 to December 31 of the year following the election. There is an onboarding period from on or about September 1 until December 31 of the election year. Directors and the Vice-President of Finance will serve a two-year term.

Article IV – Board Eligibility, Election, and Tenure

Section 1 - ELIGIBILITY

To qualify as a nominee for any Chapter office, a person must:

- a) Currently, be a member of this Chapter.
- b) Be a present member of National, OR, agree to join National by the beginning of the office term.

Section 2 - NOMINATIONS

The chair of the Nominating Committee will notify members that nominations are open and can be made via the website or other systems of communication that are currently in place. Nominations may not be closed sooner than fifteen (15) days after publishing the call for nominations.

- a) A slate of nominees shall be prepared and submitted by the nominating committee. The slate prepared by the Nominating Committee shall include at least one nominee to fill each office.
- b) Members may self-nominate or nominate another member. Nominations from members shall be made in writing to the chair of the Nominating Committee. The names of all persons nominated from the membership shall be included on the ballot.

Section 3 - BALLOT

The Nominating Committee shall verify that each person nominated is willing to serve in the office for which he or she is nominated.

- a) Eligibility of all nominees shall be verified and certified. If any nominee fails to meet eligibility requirements (Article VII, Section 1), that nominee shall be declared ineligible.
- b) An official ballot shall be prepared listing all qualified nominees.
 - 1) All nominees, for a given office, shall be listed alphabetically on the ballot.
 - 2) For those offices where, Co-Directors have been nominated with the intent of sharing responsibilities, the names of the persons shall be listed as one entry (e.g. F. Jones/B. Smith).
 - 3) Since adequate provisions are provided for all nominees to be entered on the official ballot, no alterations to the ballot shall be allowed. Addition of a write-in candidate shall be considered an alteration.
- c) Official ballots shall be provided to members.
- d) Ballots shall clearly indicate the closing date for balloting, which shall be no sooner than fifteen (15) days after ballots are emailed to the members.
- e) Any unfilled position will remain open until it can be filled. On the ballot, it should be marked as OPEN.

Section 4 - ELECTION

Elections may be conducted via web-based formats and will be held on or about August 31st prior to the ATD Chapter Leaders Conference each fall. Each member of the Chapter may cast one ballot. The ballot must be received by the Chapter Administrator no later than the stated closing date. The official ballot

must be clearly marked with the members name and address. Ballots returned without name and address shall be declared void.

Section 5 - CERTIFICATION AND COUNTING OF BALLOTS

Within 7 days following the close of voting, the Chapter Administrator shall receive all ballots; verify the names against the current membership list. If a ballot is received by a non-member, that Chapter Administrator will mark the ballot void. An affirmative vote on a majority of the certified ballots constitutes election to the office. Should no nominee(s) for a given office receive a majority vote, the office shall be declared vacant and the office shall be filled according to Article IV, Section 11.

Section 6 - TENURE

- a) Board Members shall be elected annually, according to the rules set forth in the following Sections.
- b) The term for elected Directors and the Vice President of Finance shall be for a two-year period from January 1st until December 31st of the second year following election. Onboarding will occur between September 1st and December 31st of the election year.
- c) Open positions for Directors will alternate so that up to one-half of the positions will be up for election each year.
- d) As the position of President is a three-year commitment, President-Elect will be included on the ballot annually.
- e) The offices of President and Past President are considered elected by accession each year.
- f) The president may serve only one consecutive term. The Vice President of Finance and Directors may serve only two consecutive two-year terms.

Section 7 - ANNOUNCEMENT

Results of the election shall be announced within one week of the voting on the Chapter website or via email.

Section 8 – RESIGNATION, REMOVAL, AND RECALL

Termination of an elected Board Member shall occur under the following conditions:

- a) Resignation: Any Board Member may resign by submitting notice to the President.
- b) Removal for lack of attendance: An office shall be declared vacant if a Board Member misses three consecutive Board meetings or misses an aggregate of four Board meetings during one administrative year.
- c) Removal for lack of eligibility: Any Board Member who:
 - 1) Does not complete membership requirements with National as specified in Article IV, Section 1(b)
 - 2) Allows his or her membership in the Chapter or National ATD to lapse and does not renew that membership within sixty (60) days of lapsing, shall be automatically removed from office.
- d) Removal for cause: Any Board Member whose conduct and actions are detrimental to the functioning of the Chapter and/or the Board may be removed upon the vote of 2/3 of the remaining Board Members. The Board Member concerned shall be notified of the complaint, at least 20 days prior to the Board meeting where removal is to be considered. The Board Member concerned shall have the right to be heard before action is taken.

e) Recall: A Board Member may be removed from office upon execution of a recall initiated by the membership.

- 1) A recall petition may be initiated by any member and shall be submitted to the Chapter Administrator.
- 2) The petition shall state the reason for the recall and shall carry the signatures of twenty percent (20%) of the membership. The twenty percent calculation shall be derived from the membership rolls current at the beginning of the month in which the petition is submitted.
- 3) Processing the recall petition shall follow the same processes as described in Article X, Section 2(b-f) by substituting the word recall for the word amendment.

Section 9 – RESIGNATION OR REMOVAL OF CHAPTER ADMINISTRATOR

Termination of a contracted Chapter Administrator shall occur under the following conditions:

- a) Resignation: The Chapter Administrator may resign by submitting notice to the Board of Directors with thirty (30) days' notice.
- b) Removal for cause: If the Chapter Administrator's conduct and actions are detrimental to the functioning of the Chapter and/or the Board she/he may be removed upon the vote of 2/3 of the Board Members. The Chapter Administrator concerned shall be notified of the complaint, at least 20 days prior to the Board meeting where removal is to be considered. The Chapter Administrator concerned shall have the right to be heard before action is taken.

Section 10 – VACANCIES

A vacancy in an office shall exist when the sole office holder resigns, has been removed, or has been recalled under the provisions of in Article X, Section 2(b-f); or when a vacancy has been declared.

In the event of a vacancy in the office of the President, the President-Elect will assume the duties and responsibilities of the President for the remainder of the term and the following year. If the President-elect is unable to assume the vacated position of President, the Board of Directors will:

- a) Select an acting President from among the elected and appointed Board Members by a majority vote until a special election is held.
- b) Conduct a special election within sixty (60) days to fill the vacancies of the President and President-Elect for the unfilled terms.
- c) In the event, of a vacancy in the President-Elect, the Board of Directors will conduct a special election within sixty (60) days.

Section 11 - FILLING A VACANCY

When a vacancy occurs, the President shall recommend a member to fill the vacancy, with the approval of a simple majority of the Board. The appointment shall be effective for the remainder of the administrative year. For purposes of computing succession, a Board Member who is appointed to fill a vacancy shall not be considered to have served a full term.

Article V – Board Member Responsibilities

Section 1 - THE BOARD OF DIRECTORS

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

- a) Assume control and management of all Chapter assets and review the auditing of the Chapter records
- b) Develop, implement, and monitor policies necessary for the efficient and proper conduct of Chapter affairs.
- c) Review (modify if needed) and approve a Chapter budget by the end of January.
- d) Authorize all financial transactions of the Chapter.
- e) Supervise Chapter staff activities.
- f) Apply good management practices to all Chapter affairs and assure that said practices comply with the provisions of these Bylaws.
- g) Submit Chapter Affiliation Requirements (CARE) and CARE PLUS Survey to the National Association, each year.

Section 2 - RESPONSIBILITIES OF THE BOARD MEMBERS

The responsibilities of each office shall be as follows:

a) President

- 1) The President has executive responsibility to provide the vision, structure, culture and environment to enable the Chapter to meet the mission and goals created as a team.
- 2) Preside at all meetings of the Chapter and the Board.
- 3) Oversee Chapter business and activities, subject to the provisions of this constitution and the policies of the Board.
- 4) Assure official representation for the Chapter for all National ATD functions.
- 5) Serve as ex-officio member of all committees, at the President's discretion.
- 6) Leads the yearly and mid-year strategy planning sessions.

b) President-Elect

- 1) Assume the office of President upon expiration of the current President's term.
- 2) Perform the duties of President during any temporary absence of the President or if the President is unable to fulfill his/her duties as president.
- 3) Coordinate National ATD award nominations and share successes with other Chapters.
- 4) Serve as the chair for the Nominating Committee.
- 5) Coordinate orientation of the incoming board.
- 6) Perform other duties as assigned by the President.

7) Create and manage the plan to successfully complete the annual CARE (Chapter Affiliation Requirements) and CARE Plus activities/tasks and reporting requirements. The Chapter Administrator is the key point of contact for ATD National on all CARE-related communications.

c) Past President

- 1) The past president serves in an advisory role to the president, president elect, and Chapter as a whole, and provides guidance and expertise as a knowledgeable member of the board. Advises on past practices and operations in accordance with the Chapter bylaws. Upon request assists Chapter Board Members in performing their duties.
- 2) Serves as acting president if both the president and president elect are unavailable.

d) Vice President of Finance

- 1) The vice president of finance manages the operational finances of the Chapter. Coordinates the budget and operational issues with other Board Members, as well as administrative services. Assures that Chapter financial operations are in compliance with ATD's Chapter Affiliation Requirements (CARE) and CARE Plus.
- 2) By January 31 of each year, creates an annual operating budget and presents it to the board for approval. It then will be shared with the members at the Monthly Chapter meeting in March.
- 3) Ensure that all tax returns are submitted to state and federal revenue services.

e) Chapter Administrator

- 1) the Chapter Administrator provides administrative assistance to Research Triangle Area Board of Directors and Membership. Assist all Board Members in their roles and as directed by the Board.
- 2) Position reports to the President.
- 3) Position is contracted at an hourly rate and averages 20 hours per month.

Section 3 - RESPONSIBILITIES OF DIRECTORS

Other offices shall be created and maintained by the Board in response to the needs of the membership and the organization. The core responsibilities of the Directors shall be to ensure the following areas are managed effectively:

a) Membership:

- 1) Develop strategies for attaining and retaining optimum membership numbers in the organization.
- 2) Maintain up-to-date records of members. Keep the board informed on membership numbers.

b) Professional Development of Members:

- 1) Develop programs and other opportunities for professional development.
- 2) Provide opportunities for networking among members.
- 3) Ensure that the needs of members from different constituencies and with different interests are being met.

c) Communications:

- 1) Keep members informed about Chapter and National ATD activities.
- 2) Provide information on Chapter membership.
- 3) Provide information on professional opportunities.
- 4) Provide opportunities for exchange of ideas among members.
- 5) Provide opportunities for members to communicate with Board Members.
- 6) Maintain Chapter website, social media channels and Chapter documentation.
- 7) Community and Academic Outreach: a) Provide services and resources to promote the Chapter and the talent development field.

e) Each Director shall have a detailed position description. Their primary duties shall be to:

- 1) Recruit the necessary committee members to conduct the business of the office.
- 2) Serve as chairperson (or co-chairperson) of the committee associated with the office to which they have been elected.
- 3) Assure that the duties of the respective office are faithfully carried out.
- 4) Assist the President in achieving the Chapter's goals and objectives.
- 5) Attend regular and special Board meetings.
- 6) Help identify and engage potential successor candidates.
- 7) At the end of the term, transition responsibilities to the new Board Member to assist in the onboarding efforts.

Section 4 - MAINTENANCE OF ELIGIBILITY

During tenure, each Board Member shall maintain membership in both the Chapter and National ATD.

Article VI - Meetings

Section 1 – BOARD MEETINGS

The Board will meet at least nine (9) times per year to conduct Chapter business. Additional meetings will be conducted on an as-needed basis.

Section 2 – MEMBER MEETINGS

Chapter, special, and joint meetings shall be held as appropriate and as determined by the President and the Board. A minimum of six (6) professional development activities will be provided to the membership each year. The location and time of the meetings will be determined by the Board of Directors.

Article VII - Committees

Section 1 - NOMINATING COMMITTEE

The nominating committee shall be chaired by the President-Elect. The committee shall prepare a slate of nominees, accept nominees from the membership, verify the initial qualifications of all nominees, present the final slate of nominees to the board, and prepare the official ballot.

Section 2 - COMMITTEES

The president, with approval from the Board may establish any committees deemed necessary for the benefit of the Chapter.

Article VIII - Special Interest Groups

Special Interest Groups (SIGs) subsets of the Chapter membership interested in professional practice areas to be identified by the Board of Directors. Their structure, management, and financial operations must be consistent with the educational and non-profit nature of the Chapter.

Section 1 - EXISTENCE

SIGs are established or abolished by the Board of Directors.

Section 2 - MEMBERSHIP

Membership in a Special Interest Group shall be open only to Chapter members. Additional criteria for membership in a Special Interest Group may be approved by the Board of Directors. Attendance shall be taken at all meetings and sent to the Chapter Administrator for tracking and to ensure participants are active members.

Section 3 - RESPONSIBILITY

The Chairperson of each Special Interest Group shall submit an activity plan and budget to the Board of Directors for review and approval prior to initiating or advertising any activity or event. Programming for SIGs must be aligned with the overall mission of the Chapter and must not conflict with the scheduling of full Chapter events. All communication and systems must be aligned with the current communication and technology strategy for the Chapter.

Section 4 – FINANCES

All SIG finances shall be governed by Chapter treasury and finance policies established by the Board of Directors.

Article IX – Financial Management

The Chapter shall follow ATD Chapter Affiliation Requirements. The Chapter is fiscally managed using an annual budget, which is approved by the end of the February Board meeting. Revision to the budget requires approval by two-thirds of the full Board of Directors.

Section 1 -DUES

The dues shall be set by the Board of Directors. The dues structure shall be reviewed annually and, applying good Chapter management practices, adjusted, as needed, to show an appropriate year-end balance.

Section 2 - FUNDS COLLECTED

All funds collected or acquired by the Chapter shall be used exclusively and collectively for the benefit of the Chapter as consistent with National ATD practices.

Section 3 - COMMITMENT OF CHAPTER FUNDS

No member may contract or commit non-budgeted Chapter funds without authorization from the Board.

Section 4 - DISBURSEMENT OF FUNDS

The Chapter Administrator, with authorization from the Board, shall promptly pay all legal obligations incurred by the Chapter.

Section 5 – EXPENDITURES OF LESS THAN \$100

The President shall have discretionary authority to approve non-budgeted expenditures of less than \$100.00 without specific Board approval. An aggregate non-budgeted expenditure for a single purpose, during an administrative year, shall be governed by the \$100.00 limit.

Section 6 - COMPENSATION

The Chapter Administrator shall be engaged and compensated for services rendered in an amount reviewed/determined annually by the Board.

Section 7 - AUDIT

An annual fiscal audit of the Chapter's financial records is conducted by a qualified individual who is not a member of the Chapter and who provides a written statement reporting the results of a fiscal audit. This report should be submitted to the Board of Directors for Review.

Section 8 – FINANCIAL REPORTING

A year-end financial report including income, expenses, assets, and liabilities shall be published and made available to the Chapter membership.

Section 9 - BOARD MEMBER RECOGNITION

Each Chapter office shall be recognized by the Chapter with an annual reimbursement of 50% of the annual National dues. Board Members must submit their receipt for reimbursement from the Chapter.

Each Past-President shall be automatically recognized with an honorary individual Chapter membership for the five years immediately following his/her full term as President.

Article X - Amendments

Section 1 - INITIATION

Amendments to this constitution may be initiated in either of the following manners a:

a) Written referendum approved by a 2/3 majority vote of the Board or b) Written initiative, bearing the signature of twenty (20) Chapter members, submitted to the Chapter President.

Section 2 - PROCESS

When an amendment has been initiated according to the procedures specified in Section 1:

a) The President shall:

- 1) Immediately present the matter to the Board.
 - 2) After presentation to the Board, make available the proposed amendment to the membership. A notice shall solicit comments in favor of, or against the amendment. Comments must be returned to the Chapter Administrator within fifteen days of posting the proposed amendment.
 - 3) The President shall prepare and make a ballot available to the membership. The ballot notification shall include statements (when available) that speak for and/or speak against the amendment.
- b) Ballots must be received by the Chapter Administrator by the date specified on the ballot (within fifteen (15) days of the electronic distribution).
- c) Only ballots bearing the member's name shall be certified.
- d) At the first Board meeting following the close of balloting, the Board shall certify the ballots.
- e) An affirmative vote from 2/3 of the ballots returned shall be required for adoption of the amendment.

Section 3 - ADOPTION

An adopted amendment becomes effective at the close of business at the Board meeting in which the ballots are counted.

Section 4 - DISTRIBUTION

A copy of the amended portion(s) of the bylaws shall be made available to all members.

Article XI – Chapter Dissolution

Section 1 – DISSOLUTION

In the event of the dissolution of the Chapter, the Chapter's assets shall be distributed to the Association for Talent Development (ATD), the Chapter's national organization.