



**Bylaws: Inland Northwest Chapter  
of The American Society for Training and Development**  
P.O. Box 472  
Spokane WA 99210-0472

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## **Article I - Name and Purpose**

### **Section A: Chapter Name**

The name of this organization is the **Inland Northwest** chapter of the American Society for Training and Development. The registered office of the chapter shall be located in the State of Washington.

### **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 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/Shared Leadership Team elected by the membership. The Board of Directors/Shared Leadership Team (Board/SLT) 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/mission is **to become the leader in promoting organizational development and workforce training in the community through professional growth and development programs, networking opportunities, and training services and resources.**

### **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, 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

Membership in the chapter is open to those who have interests or responsibilities in training, human resource development, or 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, and whose dues are paid for the membership year.

### Section B: Dues

Dues, fees, and terms of chapter membership (individual and corporate) will be set by the Board of Directors/Shared Leadership Team. Chapter membership **is not** transferable.

Local Dues are used primarily for local Chapter events in accordance with the chapter budget. Annual membership runs on a calendar year – January 1<sup>st</sup> to December 31<sup>st</sup>.

<u>Member Status</u>	<u>Annual Dues</u>
<b>New</b> - New members only during their first year of membership. Will change to Individual Membership after the first current year.	<b>\$55.00</b>
<b>Individual</b> - Current and Renewing Members	<b>\$50.00</b>
<b>Student</b> - Full-Time Student registered for at least 12 credit hours.	<b>\$25.00</b>
<b>Retired/Senior</b> – Individuals who are retired and over 62 years of age.	<b>\$25.00</b>
<b>Half-Year</b> - Available from July to December only.	<b>\$25.00</b>
<b>Corporate</b> - Minimum 4 individuals from the same company/organization. The first 3 people from the same organization will be charged \$50 each for a total of \$150 when joining at the same time. Thereafter, additional members will be charged \$40.00 for memberships.	<b>\$40.00 (min 4)</b>

Each member or corporation/organization will have the responsibility to remit the dues associated with ASTD National membership directly to the American Society of Training and Development.

### Section C. Suspension or Termination of Membership

The Board of Directors/Shared Leadership Team may, by a two-thirds vote of those present, suspend or terminate the membership of any individual/corporation 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/Shared Leadership Team. Written notice of and rationale for proposed suspension or termination shall be mailed to Board/SLT members and the member/corporation concerned at least twenty-one days prior to the meeting.

2. Any motion for suspension or termination must be made by an elected Board/SLT member, based on personal knowledge, official chapter records, or a statement signed by no fewer than five (5) chapter members in good standing.
3. 3. Before enacting suspension or termination, the member/organization will have an opportunity to be heard by the Board of Directors/Shared Leadership Team.

## **Article III – Board of Directors/Shared Leadership Team**

### **Section A: Duties and Responsibilities**

The management of the affairs of the chapter shall be vested in the Board of Directors/Shared Leadership Team. It shall be the duty of the Board/SLT 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/SLT 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/Shared Leadership Team.

### **Section B: Membership**

1. The Board of Directors/Shared Leadership Team will consist of not less than seven (7) and no more than eleven (11) individuals elected from among chapter members in good standing as specified in Article II of these bylaws. The Board of Directors/Shared Leadership Team shall continue in office until successors are duly installed.

2. Members of the Board of Directors/Shared Leadership Team shall be President, President-Elect, Past President, Treasurer/Finance, Secretary/Historian, and “Sponsors” for Membership, Program/Events/Registration, Marketing/Public Relations, Sponsors/Advertising, Website/Publications, Social Media, and Student Relations/SIGs as determined by the Board of Directors/Shared Leadership Team and these bylaws.

#### **3. President**

As the Chief Executive Officer of the chapter, the President oversees the management of the chapter and is responsible for managing the chapter in accordance with these Bylaws and the laws of the State of Washington. The President presides at and sets the agenda for meetings of the Board of Directors/Shared Leadership Team and membership meetings, except as noted in Article VII of these bylaws; appoints Committee/Sponsors, serves as an ex-officio member of committees/sponsorships and assist in the completion of the annual report.

#### **4. President-Elect**

The president-elect assists the chapter president in performance of chapter management duties, automatically succeeding to president, and acts for the President in the President's absence. The President-Elect serves as the chair of the Nominating Committee, facilitates planning in preparation for term as President, and recruiting Board/SLT members to lead the chapter in the succeeding year. The President-Elect performs other duties as requested by the President. Time Commitment: Term: Three Years. Year 1 – president elect, Year 2 – president, Year 3 - immediate past president

## 5. **President-Past**

The Past-President shall assist and advise the Board/Shared Leadership Team, serving in an advisory role to the president, president elect, and chapter as a whole, and providing guidance and expertise as a knowledgeable member of the Board/SLT. S/he advises on past practices and operations in accordance with the chapter bylaws, serves on appropriate Standing and/or Ad Hoc Committees, and chairs the Nominating Committee. Upon request, s/he assists officers in performing their duties.

## 6. **Treasurer/Finance**

The Treasurer/Finance manages the operational finances of the chapter. S/he coordinates the budget and operational issues with the Board/SLT members, and reports on the financial condition of the chapter at meetings of the Board/SLT and at other times when called upon by the president. S/he assures that chapter operations are in compliance with ASTD's Chapter Operating Requirements (CORE). The Treasurer shall do an internal audit at the end of each year and prepare a financial statement.

## 7. **Secretary/Historian**

The Secretary provides administrative support and shall be responsible for keeping all the records of the Chapter; records meeting minutes, writes chapter correspondence, ensures communication of chapter proceedings and records, and assists the President-Elect in preparing the annual report. The Secretary will be responsible for rolling up meeting evaluations, Member Surveys and distributing the results to the Board/SLT and Chapter Members.

Other **Chapter Sponsors** shall include:

- a. **Membership Sponsor** – oversees the overall membership function including the design and implementation of programs that broaden membership engagement for the chapter, increasing membership by an identified goal, and retaining current members.
- b. **Program/Events/Registration Sponsor** - oversees the chapter's programming function, including responsibility for topic/speaker selection, site selection, and overall meeting management and reporting.
- c. **Marketing and Public Relations Sponsor** - oversees activities related to communication among the Chapter members at large, and communication with the community and other professional associations. Additionally, this position oversees activities related to marketing chapter initiatives.
- d. **Sponsorships/Advertising/Job Postings** – oversee obtaining Sponsorships for chapter events and advertising.
- e. **Website/Publications Sponsor** - responsible to identify, implement and maintain website content and features and other technologies that will support Board/SLT goals and improve member services.
- f. **Social Media Sponsor** – manages all social media communications with potential and existing members by increasing member participation in these outlets to create high

levels of satisfaction among users.

- g. **Student Relations and Special Interest Group Sponsor** - manages and promotes student engagement within the chapter by developing and executing initiatives such as a scholarship program, internship program, and college outreach efforts. In addition to managing other special interest groups (SIGS).

All Members of the Board/Shared Leadership Team will have position descriptions approved by the Board/SLT, listing the duties and responsibilities of each Sponsor position. Position descriptions will be made available to chapter members and potential Board/SLT members at least 30 days prior to scheduled elections.

### **Section C: Qualifications**

Persons seeking to serve on the Board of Directors/Shared Leadership Team must be chapter members in good standing as specified in these bylaws. Board/SLT members are required to maintain membership in the national Society.

### **Section D: Terms**

Board/SLT members shall be elected to serve terms of one year. Board/SLT members may stand for re-election to the same Board/SLT position.

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

1. A majority of members of the Board of Directors/Shared Leadership Team shall constitute a quorum at any meeting of the Board/SLT. 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/SLT members present at a meeting where a quorum is present shall be the act of the Board/SLT unless a greater proportion is required by law or by these bylaws.
3. Board/SLT members may not cast proxy votes for absent Board/SLT members.

### **Section F: Meetings**

The Board of Directors/Shared Leadership Team will meet the first Wednesday of each month (with the exception of August, depending on the needs of the chapter and approved by the Board/Shared Leadership Team). The date of Board/SLT meetings will be announced in December for the following year and confirmed at least thirty (30) days in advance, and the exact time and place of all Board/SLT meetings and Agenda will be provided to all Board/SLT members at least seven (7) days in advance of the meeting.

### **Section G: Attendance**

It is suggested that members of the Board of Directors/Shared Leadership Team attend eight (8) of the SLT/Board monthly meetings and between 5 and 7 of scheduled programs annually.

### **Section H: Removal**

1. The Board of Directors/Shared Leadership Team may, by two thirds vote of the full Board/SLT, suspend or terminate a member of the Board/SLT 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/SLT members will be considered at a regularly scheduled meeting of the Board of Directors/Shared Leadership Team. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board/SLT members and the individual concerned at least twenty (20) days prior to the meeting.

3. Any motion for suspension or termination must be made by a Board/SLT member, based on personal knowledge, official chapter records, or statement signed by no fewer than **(3? 5?)** chapter members in good standing.

4. Before action of suspension or termination, the Board/SLT member in question will have an opportunity to be heard by the Board of Directors/Shared Leadership Team.

### **Section I: Vacancies**

1. When a vacancy occurs for a Board/SLT position, the President may, with the approval of the majority of the Board of Directors/Shared Leadership Team, 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 Treasurer/Finance 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/SLT Members**

### **Section A. Nominating Committee**

The President-Elect will form a Nominating Committee with the approval of the Board of Directors/Shared Leadership Team. The Nominating Committee will have no fewer than **(3? 5?)** members, and will include the President-Elect, the Past President, and **(3)** chapter members in good standing not currently serving in elected positions.

### **Section B.**

The Nominating Committee will seek the input of the Board of Directors/Shared Leadership Team and will present a slate of qualified candidates to the membership at least **(30? 45?)** calendar days prior to the end of the current Board/SLT terms.

### **Section C.**

Board/SLT members will be elected by a majority of chapter members voting.

## **Article V- Financial Review**

### **Section A.**

A financial review will be conducted annually, and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors/Shared Leadership Team.

**Section B.**

A full audit conducted by a certified public accountant is mandated every **(two?)** years, and may be undertaken more frequently if circumstances dictate.

**Section C.**

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 **(90 days into the following fiscal year)**.

**Section D.**

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/SLT member for at least two years. The Treasurer/Finance 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**

In addition to committees specified in these bylaws, committees may be established or disbanded by the Board of Directors/ Shared Leadership Team. Committees are subject to the oversight and direction of the Board/SLT or those authorized by that body.

**Article VII - Special Meetings of the Chapter**

Special meetings of the chapter may be called by the President, the Board of Directors/Shared Leadership Team, 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 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/SLT 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, provided that 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 VIII - Indemnification**

The Board of Directors/Shared Leadership Team may seek and maintain such indemnification to the fullest extent available under the laws of the State of Washington to protect the chapter, chapter members, Board/SLT members, officers, employees, and agents.

## **Article IX - Amendment and Modification of Bylaws**

### **Section A.**

Amendments to these bylaws may only be initiated by the Board of Directors/Shared Leadership Team or by a petition signed by at least 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 mail ballot or at a duly called special meeting.

### **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 X - Dissolution of chapter & 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.