

Article I: Name

Section 1: The name of this association is the Sacramento Chapter of the American Society for Training and Development.

Article II: Purpose

Section 1: The Chapter's purpose is consistent with National ASTD's purposes.

Section 2: The purpose of this non-profit association is to serve the educational and professional development needs of its members in the field of Workplace Learning and Performance (WLP).

Section 3: The specific and primary purpose of the association is to operate a Professional Association within the meaning of Section 23701e of the California Revenue and Taxation Code.

Article III: Mission

Section 1: The mission of the Sacramento Chapter of the American Society for Training and Development is to provide professional development and networking opportunities for our members, customers, and affiliates with a local focus.

Article IV: Membership

Section 1: Membership is available to all persons who have interests or responsibilities in the Workplace Learning and Performance field and are willing to subscribe to the Chapter's Constitution and Bylaws.

Section 2: Each member in good standing has a vote and full membership rights. National ASTD membership is a prerequisite to holding elected offices in the Chapter, unless waived by the Board.

Section 3: A member in good standing is one who meets the requirements for membership and whose dues are fully paid for the membership year.

Article V: Governance

Section 1: The Chapter is managed by a Board of Directors consisting of the elected and appointed officers and the Immediate Past President.

Section 2: The responsibilities of the Board of Directors are:

a. To determine the policies of the Chapter within the limits prescribed by the Constitution and Bylaws to support the interests of the Chapter.

b. To fill a vacancy occurring during the term of an elected Board member by selecting a replacement through majority vote of the Board; except that a vacancy in the offices of President or President-Elect will be filled as described in Article IX.

c. To attend Board meetings as requested by the President.

d. To be responsible financially and to be held accountable for the management of the Chapter.

Section 3: Any member of the Board may be removed from office by two-thirds vote of the full Board if that member is not fulfilling the terms of the office.

Section 4: The Board will meet at least monthly, as scheduled by the President and as outlined by the Chapter Operating Requirements (CORE) established by the National organization.

Article VI: Officers

Section 1: The officers of the Chapter are: President, President-Elect, Director of Finance, Directors of Programs (2), Director of Membership, Director of Marketing, Director of Special Events, and Director of Communications.

Section 2: Officers of the Chapter are elected or appointed and hold office for one year or until their successors are qualified.

Section 3: Officers perform their duties as prescribed in Article VI, Section 1 of the Chapter Bylaws.

Article VII: Senior Advisors

Section 1: The Immediate Past President of the Chapter serves as a Senior Advisor to the President and the Board.

Section 2: The Immediate Past President serves one (1) year as Senior Advisor.

Section 3: Other Past Presidents may be invited by the Board to serve in the capacity of senior advisors to specific projects selected by the Board.

Article VIII: Elections

Section 1: Board members are elected using the following procedure:

- a. The Immediate Past President serves as Nominating Committee chairperson which prepares a slate of nominees.
- b. The Nominating Committee consists of the chairperson, the Chapter President, the President-Elect, and two (2) members whose selection is approved by two-thirds full Board vote.
- c. The prepared slate must include a minimum of one (1) nominee for each open elected Board position. Any exceptions to the number of minimum required per position must be approved by the Board.
- d. Elected Board positions are: President-Elect, Directors of Programs, Director of Finance, and Director of Membership.

Board positions appointed by the Board upon recommendations from the nominating committee are Director of Special Events, Director of Marketing, and Director of Communications.

- e. The slate is presented to the membership no later than the November Chapter membership meeting where additional nominations are solicited from the floor. These nominations are added to the ballot if they meet the eligibility criteria for holding office as outlined in the Constitution and Bylaws.

f. Elections will be held no later than the end of November by ballot distributed to all Chapter members.

g. Nominees receiving the majority votes returned are elected. Any ties in the vote count are resolved by a two-thirds full Board vote.

h. Results of the election are announced at the December meeting of the Chapter membership.

Section 2: Elected and appointed Board members assume their respective duties on January 1 for the year following the election.

Section 3: If re-elected, officers may succeed themselves. An officer is limited to serving two consecutive terms in the same office, not including the completion of an unexpired term of another officer.

Article IX: Succession

Section 1: 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 for the following year.

Section 2: If the President-Elect is unable to assume the vacated position of the 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 in accordance with Article VIII, Section 1 within sixty (60) days to fill the vacancies of the President and the President-Elect for the unfilled terms.

Section 3: In the event of a vacancy in the office of the President-Elect, the Board of Directors will conduct a special election within sixty (60) days in accordance with Article VIII, Section 1.

Article X: Fiscal Management

Section 1: The Chapter is fiscally managed using an annual budget which is approved at the January Board meeting. Revision of the annual budget requires approval by two-thirds of the full Board of Directors.

Section 2: Use of Chapter funds is limited to promoting its purpose and mission unless the individual expenditure in question is specifically approved by two-thirds of the full Board of Directors.

Section 3: Annual Chapter membership dues can be increased by no more than twenty percent (20%) per year, if justified and approved by two-thirds of the full Board of Directors. Any increase in dues greater than twenty percent (20%) per year must be approved by a majority of the membership. The membership must be informed in writing at least two (2) months in advance of the effective date of the increase.

Section 4: An annual fiscal audit of the Chapter's financial records is conducted by a qualified accountant who is not a member of the Chapter and who provides a written statement reporting the results of the fiscal audit. This report shall be presented to the Board of Directors for review.

Section 5: A year-end financial report including income, expenses, assets, and liabilities shall be published and made available to the Chapter membership.

Constitution

Sacramento Chapter - American Society for Training & Development

Section 6: This organization does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

Article XI: Amendments to the Constitution

Section 1: The Constitution may be amended by a simple majority vote of the membership present at a Chapter meeting.

Section 2: Proposed amendments must be submitted in writing to the President at least three (3) weeks before any scheduled meeting of the Board of Directors. The Board of Directors will consider the proposed amendment or amendments and must pass it on for general membership vote with a specific recommendation attached. The Board of Directors will notify the membership in the next published newsletter or Membership Directory supplement, (whichever is scheduled to be issued first), of the results of the vote and any amendment changes in the Constitution.

Section 3: The membership vote shall be by ballot at a regular meeting or by mail.

Article XII: Amendments to the Bylaws

Section 1: Bylaws and standing rules may be adopted, amended, or repealed by a two-thirds majority vote of the full Board of Directors. Proposed amendments must be submitted in writing to the President at least three (3) weeks before any scheduled meeting of the Board of Directors. All members of the Board of Directors will be notified in writing at least two (2) weeks before the scheduled meeting that the amendment will be considered and voted on. A copy of the propose amendment will be issued with the notification.

Section 2: A report of the adopted, amended, or repealed Bylaws and standing rules shall be presented in the next published newsletter for the membership.

Article XIII: Limitation of Powers Clause

Section 1: Notwithstanding any of the above statements of purposes and powers, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the association.