



## Central Oklahoma Chapter of ASTD BYLAWS

These Bylaws, as adopted and amended, will provide for the continuing operation of the Central Oklahoma Chapter of the American Society for Training and Development.

### Article I. Name and Purpose

#### Section A: Chapter Name

The name of this organization is the Central Oklahoma Chapter of the American Society for Training and Development (COC-ASTD).

#### 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 elected by the membership. The Board of Directors shall set policies within the limits prescribed by these Bylaws.

#### Section D: Mission Statement

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 mission statement shall be: *To provide relevant programs, resources and networking opportunities for workplace learning professionals.*

#### 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, 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 will be set annually by the Board of Directors. Chapter membership is not transferable to another ASTD Chapter. Organizations with a Corporate Membership may replace on corporate member with another, with approval from the Board of Directors.

### Article III. Board of Directors

#### Section A: Duties and Responsibilities

The management of the affairs of the Chapter shall be vested in the Board of Directors (Board). 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 new committees of the Chapter; and performing other functions as appropriate for the Board.

## **Section B: Membership**

1. The Board will consist of not less than seven individuals elected from among Chapter members in good standing as specified in Article II of these Bylaws. The Board shall continue in office until successors are duly installed.
2. All Vice Presidents (VP) will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions are outlined in Article III, Section C of these Bylaws and will be made available to Chapter members and potential Board members at least 30 days prior to scheduled elections.
3. Members of the Board shall be President, President-Elect, Executive Advisor, Finance VP, Membership VP, Programming VP, Technology VP and other VPs as determined by the Board and these Bylaws.

## **Section C: Positions**

The following position descriptions are provided as a general guide, and are not intended to provide an all-inclusive list of duties. Specific duties are subject to change and will be determined by the Board.

1. President - As the Chief Executive Officer of the Chapter, the President is responsible for managing the Chapter in accordance with these Bylaws and the laws of Oklahoma. Position description is as follows:
  - Presides at and sets the agenda for the Board Meetings
  - Oversees the management, leadership and direction of the Chapter and oversees responsibilities delegated or assigned by the Bylaws
  - Represents the Chapter and acts as Chapter spokesperson at local and National ASTD functions
  - Works closely with President-Elect to ensure smooth transition
  - Oversees annual CORE Application
  - Coordinates communication of National issues from National ASTD
  - Prepares an annual operating budget for Chapter and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD membership during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
2. President-Elect - The President-Elect acts for the President in the President's absence. In the event the President is unable to complete the year, the President-Elect will complete the remainder of that term of office. Position description is as follows:
  - Must serve a three year term as President-Elect, President and Executive Advisor
  - Assumes duties of President when he/she is absent
  - Assists the President with Chapter organization and management
  - Supports the President in overseeing sound financial status of Chapter
  - Works with the President to establish productive relationships with ASTD affiliates and Chapter member companies
  - Disseminates an annual report that includes but is not limited to: membership numbers; financial performance; and progress toward annual goals
  - Leads annual officer nomination process and elections including updating job descriptions
  - Plans and organizes team building activity for incoming Board before they take office
  - Monitors/reports results of needs assessments and satisfaction surveys and conveys member suggestions to Board and membership
  - Prepares an annual operating budget for Chapter and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
3. Executive Advisor – The Executive Advisor serves as an advisor for the President, Board members and the Chapter. Position description is as follows:
  - Serves as advisor to President and Board

- Assists with selection of new Board nominees
  - Assists with annual CORE Application
  - Prepares an annual operating budget for Chapter and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
4. Finance VP - The Finance VP shall report on the financial condition of the Chapter at meetings of the Board and at other times when called upon by the President. Finance VP is responsible for collection, custody, disbursement, and accounting for all monies of the Chapter. Position description is as follows:
- Monitors income and expenses for Board members' respective functional areas
  - Provides Chapter with fiscal responsibility
  - Prepares and delivers financial reports to the Board and to members
  - Responsible for the financial health of the Chapter including banking and investments
  - Monitors Chapter spending by reports and checks and balances
  - Arranges financial audit in compliance with CORE
  - Holds the key to the Chapter's Post Office box, picks up and processes mail at least once every two weeks
  - Holds one of the keys to the Chapter's safe deposit box at the bank, places documents in the box as directed by the Board
  - Arranges for Chapter taxes to be prepared and filed
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
5. Membership VP – The Membership VP serves as the liaison between the Chapter members and the Board. The Membership VP maintains and updates appropriate membership records, compiles the membership directory, coordinates new member recruitment and monitors current member retention. Position description is as follows:
- Updates and maintains membership records and online membership directory
  - Provides welcome packets for new members and contacts program visitors
  - Forms and leads Membership Team (if needed)
  - Coordinates annual Membership Survey
  - Promotes National ASTD to members and prospects
  - Prepares an annual operating budget for Membership and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
6. Programming VP – The Programming VP plans and executes monthly Chapter programs. Chapter programs are determined through an annual Request for Proposal process. Position description is as follows:
- Forms and leads Program Team
  - Plans annual program calendar to include topics of interest based on membership survey and trends in the industry; calendar to be published every January for the entire calendar year
  - Executes and administers annual Request for Proposal process to find presenters
  - Provides a balance of programming to satisfy divergent ASTD groups
  - Coordinates arrangements with program presenters
  - Coordinates joint meetings with other local Chapters such as Human Resources Management Society and others as approved by the Board
  - Coordinates with Public Relations VP, Communications VP and Technology VP to promote programs and the calendar information

- Coordinates venue requirements with the Arrangements VP
  - Designs a back-up plan for programs in case presenter is unable to attend on short notice
  - Obtains presenter biography and prepares presenter for meeting (audience, location, etc)
  - Introduces presenter and announces next month's program
  - Handles program correspondence such as thank you letters, presenter gifts, etc.
  - Prepares an annual operating budget for Programming and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
7. Technology VP – The Technology VP administers and maintains the Chapter website and coordinates other media such as video, audio and social media. Position description is as follows:
- Maintains a current website with up-to-date information
  - Acts as point of contact and liaison with website host and coordinates any contracts or fees
  - Ensures the website conforms to ASTD's brand (logo) identity guidelines
  - Supports Board and Chapter functions by providing web pages, publishing interface, surveys, discussions, webinars, online-forms, e-commerce and other features as appropriate
  - Provides help in accessing and navigating COC-ASTD website
  - Prepares an annual operating budget for Technology and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Researches, develops and facilitates the sourcing of new ideas and concepts for using technological innovation to deliver enhanced services to members
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
8. Other VPs shall include, but are not limited to:
- i. Communications VP - Position description is as follows:
    - Keeps full records of the proceedings of the Board Meetings and other meetings which by reason of Bylaws and legal requirements or in the opinion of the Board, are subject to documentation
    - Reports and publishes Board Meeting minutes to the Board for approval and to membership for review on the website
    - Distributes Chapter information to the membership
    - Updates Bylaws and publishes to the Chapter website
    - Checks phone line at least once weekly, responding appropriately
    - Periodically reviews website to ensure content is current and hyperlinks are functional
    - Sends program reminders and updates members on Chapter and national events and opportunities
    - Administers online program evaluations after each meeting; tabulates and informs Board of results
    - Prepares an annual operating budget for Communications and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
    - Maintains COC-ASTD and National ASTD memberships during term
    - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
    - Trains successor on all procedures and documentation related to the position
  - ii. Public Relations VP - Position description is as follows:
    - Produces and distributes Chapter quarterly newsletter via the website in conjunction with the Technology VP
    - Produces and distributes press releases to area media
    - Coordinates Chapter research and surveys
    - Acts with President as spokesperson for the local Chapter
    - Promotes ASTD as a professional training association to the business public
    - Coordinates marketing efforts for membership recruitment

- Assists other VPs with development of membership brochures and other necessary literature to promote ASTD
  - Prepares an annual operating budget for Public Relations and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
- iii. Special Projects VP - Position description is as follows:
- Coordinates community service projects
  - Coordinates annual awards banquet including developing Awards Committee, criteria and judging
  - Coordinates Member of the Year award and Board Member of the Year award
  - Assists Programming Vice President with special seminars
  - Prepares an annual operating budget for Special Projects and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD membership during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
- iv. Arrangements VP - Position description is as follows:
- Responsible for arranging for location, room setup, food, beverage and equipment at member programs
  - Provides first line of hospitality at member programs overseeing sign-in and payments at the door
  - Generates program sign-in sheets and name badges for each program
  - Coordinates with Finance VP the flow of money from member programs
  - Provides Programming VP with program sign-in sheets and Finance VP with monies collected at the door at the conclusion of each program
  - Prepares an annual operating budget for Arrangements and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position
- v. Conference VP - Position description is as follows:
- Coordinates annual statewide ASTD Conference with Northeastern Oklahoma Chapter
  - Responsible for coordinating, marketing, and hosting the annual statewide Conference
  - Responsible for leading the Conference Committee
  - Prepares an annual operating budget for the Conference and works with the Finance VP to monitor, approve and audit all income and expenses related to this area
  - Maintains COC-ASTD and National ASTD memberships during term
  - Attends and participates in monthly programs, Board Meetings, other functions and if selected, ASTD Chapter Leaders Conference (ALC)
  - Trains successor on all procedures and documentation related to the position

#### **Section D: Qualifications**

Persons seeking to serve on the Board must be Chapter members in good standing as specified in these Bylaws. Board members are required to maintain membership in the National Society.

#### **Section E: Terms**

Board members shall be elected to serve terms as specified for each position. Board members may stand for re-election to the same Board position and may serve consecutive terms. All elections to the Board are for a one-year term with the exception of the President-Elect who serves a three-year term (President-Elect, President and Executive Advisor).

**Section F: Conduct of Chapter Business**

1. A majority of members of the Board shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn until a quorum is present.
2. Each member of the Board shall have one vote on matters before the Board, with President casting a vote in case of a tie. Board members may not cast proxy votes for absent Board members. Casting votes in-person, through email or over the phone is acceptable.
3. 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 by these Bylaws.

**Section G: Meetings**

The Board will meet quarterly. The date and time of Board Meetings will be established every November for the following calendar year. The location of the Board Meeting will be announced to Board members at least 14 days in advance of the meeting.

**Section H: Attendance**

Board members are responsible to RSVP at least 3 days in advance of the meeting to ensure that a quorum will be present.

**Section I: Removal**

The Board shall have the authority to remove any officers or committee chairs that do not adequately perform their responsibilities. Non-performance is defined as failure to meet position objectives within a reasonable time. The procedure for removal follows:

1. The President shall have a private discussion with the member to determine cause and commitment, to counsel and offer aid, and to set a date for satisfactory performance. In the event the non-performing member is the President, the President-Elect shall have this responsibility.
2. If unsatisfactory performance continues, the President will ask the member to resign from the Board.
3. If the member refuses to resign, the Board may remove the member by a vote of two-thirds majority.
4. The Chapter membership may recall an officer or committee chair by two-thirds majority vote of those present at a meeting addressing the issue. Written notice of the issue to be discussed at the meeting must be sent or published to all members two weeks in advance of the meeting via letter, email or website.

**Section J: Vacancies**

1. When a vacancy occurs for a Board position, the President may, with the approval of the majority of the Board, 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 Finance VP will convene the Board 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.

**Article IV. Election of Board Members****Section A: Nominating Committee**

The President-Elect will form a Nominating Committee with the approval of the Board. The Nominating Committee will have no fewer than three members, and will include the President, President-Elect, and Executive Advisor.

**Section B: Election**

1. The Nominating Committee will seek the input of the Board.
2. The Nominating Committee will present a slate of qualified candidates to the membership every September.
3. Chapter Members will have a two week election period to vote using an online ballot. Board members will be elected by a majority of Chapter members voting.

**Article V. Financial Review****Section A: Frequency**

A financial review will be conducted annually, and may be undertaken more frequently if circumstances dictate. The financial review and audit will be conducted by a certified public accountant.

**Section B: Publication**

A current year-to-date financial report should be presented at the Board Meetings. Results of the annual financial reviews and audits will be published and made available to the Chapter membership as soon as possible, but no later than 90 days into the following fiscal year.

**Article VI. Professional Development Programs****Section A: Frequency**

The Chapter will provide a minimum of six development opportunities per calendar year. Annual calendar of events should be established every January and published to members as soon as possible.

**Article VII. Communication****Section A: Website**

The Chapter will maintain a Chapter Web site with the web address of [www.astrokc.org](http://www.astrokc.org). Content will remain current and include Chapter news as well as National Society news and initiatives.

**Section B: Communication to Membership**

The Chapter will publish a communication piece at least once per quarter which will include Chapter news and National Society news and initiatives.

**Section C: Annual Report**

The Chapter will publish an annual report by the end of January. The annual report will include, but is not limited to, membership numbers, financial numbers and progress towards annual goals.

**Article VIII. Organizational Structure****Section A: Publication**

The Chapter organization chart, accompanied by the list of applicable committees, functions, and committee chairs shall be published every January and updated as necessary.

**Section B: Committees**

1. Committee chairs will be appointed by the reporting officer with approval of the Board and will serve as consulting members of the Board. Committees may be added or deleted as needed.
2. Incoming VPs will submit a list of committees, complete with a description of the committee's function, and recommendations for committee chairs to the incoming President before the Board meets.

**Article IX. Amendment and Modification of Bylaws****Section A: Required Steps**

1. Amendments to these Bylaws may be initiated by a Chapter member in good standing. A proposed amendment must be submitted in writing to the Communications VP and signed by the member proposing the amendment.
2. Notice of any potential change must be published and distributed to the membership at least 14 calendar days prior to voting on proposed changes.
3. Bylaws may be amended by two-thirds vote of the membership present. Voting can occur with an online ballot or at a monthly program.
4. Notice of approved changes to these Bylaws will be published or distributed to all Chapter members no later than 30 days following adoption.