

SECTION III. BYLAWS

(as amended June 2010)

ARTICLE I - BYLAWS

Section 1 Scope of Bylaws: The Bylaws shall provide for the management and government of the chapter in all of its activities except as provided in the Articles of Incorporation.

ARTICLE II - MEMBERSHIP

Section 1 Eligibility: Membership in the chapter shall be open to those who have interest in learning, human performance or organizational development activities in business, industry, or government regardless of race, color, creed, sex or national origin.

Section 2 Members in good standing: Only members in good standing as defined by the Bylaws shall be entitled to vote, to assume and maintain office or otherwise enjoy the privileges of the chapter. A member in good standing shall be defined as one who meets the requirements of Article II, Section 1 of the Bylaws and one whose dues are fully paid and current. Employees of Organization Memberships are considered in good standing as long as their employer meets the requirements of Article II, Section I of the Bylaws and has fully paid dues and current.

Section 3 Application for Membership: Any person or organization seeking membership in the chapter shall complete the prescribed form and submit it for approval. All such applications shall be subject to acceptance or rejection by the Board of Directors.

Section 4 Honorary Memberships: Honorary memberships may be conferred upon individuals by the Board of Directors. These individuals need not be active ASTD members but must have made a significant contribution that favorably impacted upon the stature of the training profession. Honorary memberships are conferred for the recipient's lifetime and annual membership dues are waived.

Section 5 Local Chapter Life Memberships: Life memberships may be conferred by the Board of Directors to ASTD members who have been active for ten consecutive years and have elected to retire no earlier than their 62nd birthday or at any age if permanently disabled. Life memberships are conferred for the recipient's lifetime and annual membership dues are waived.

Section 6 Types of Membership:

- Student memberships: students enrolled in an accredited institution of higher education as a full time student at the time of application (full time status is defined the way the institution of higher education defines it, typically 12 credits per semester for undergraduate and 9 credits per semester for graduate

students.) Applicants for student membership must supply proof of registration for the current semester or the upcoming semester by sending a schedule of classes. Current corporate members are not eligible for student membership.

- Individual memberships: any individual interested in the membership offerings as defined by the board of directors.
- Organization memberships: companies and other organizations that opt for an organization membership are entitled to membership privileges to their current employees as defined annually by the board of directors.

Section 7 ASTD Affiliation: All chapter members shall be encouraged to join the National American Society for Training and Development.

Section 8 Non transferability: Memberships in the chapter may not be transferred from one individual to another.

Section 9 Suspension or Termination: The Board of Directors may, by a two-thirds vote of at least 7 members of the board, present and voting, suspend or terminate the membership of any person or organization who in its judgment has violated the Bylaws or who has been guilty of conduct detrimental to the best interests of the chapter. The member concerned shall receive prior notification and have the right to be heard by the board prior to any suspension or termination vote.

ARTICLE III - ORGANIZATION

Section 1 The officers of the chapter shall consist of the following:

- a. The President, who shall be the chief executive officer of the chapter, shall preside at all meetings of the membership, shall chair all meetings of the Board of Directors and shall perform the duties and responsibilities listed in the job description of President.
- b. A President-Elect, who shall act for the President in the President's absence and shall perform the duties and responsibilities listed in the job description of President-Elect.
- c. A Secretary-Treasurer, who shall maintain the financial records of the chapter, and maintain and preserve the records of all chapter and Board of Director meetings. The Secretary-Treasurer shall exercise continuing surveillance over the operational finances of the chapter and shall perform the duties and responsibilities listed in the job description of the Secretary-Treasurer.
- d. The Immediate Past President (IPP) who shall advise the officers concerning past operational procedures and shall perform the duties and responsibilities listed in the job description of the IPP.

- Section 2** The Board of Directors, in which the management of the chapter is vested, shall consist of all officers and Vice Presidents. All officers and vice presidents are to be national ASTD members in good standing. The Chapter committees shall be represented by the officers and Vice Presidents on the Board of Directors. The duties and responsibilities of the Board of Directors shall be as follows:
- a. Determine general policies within the limits of the Bylaws.
 - b. Approve the budget expenditures and membership dues.
 - c. Approve applications for membership upon request of the Membership Committee.
 - d. Provide for a year-end audit of financial records.
 - e. Approve Bylaw amendments for submission to the membership.
 - f. Fill all vacancies except that of President, which shall automatically be assumed by the President-Elect.
 - g. The Board of Directors shall meet at the call of the President who shall also be responsible for compiling the meeting agenda.
- Section 3** Quorum: A Quorum is constituted by two-thirds of the Board membership, one of whom must be either the President or President-Elect. A Quorum is required for any Board decision requiring a vote.
- Section 4** Committees: The Committees of the chapter shall be organized by the Board of Directors. Committee leaders shall be selected from members in good standing and approved by vote of the Board of Directors. Leaders of Committees shall select their own committee members, and shall perform the duties and responsibilities listed in their job descriptions. Committees shall be established by approval of the officers. The President shall be an ex-officio non-voting member of all Committees and may attend any or all committee meetings.
- Section 5** Job Descriptions: Job Descriptions shall be created and maintained as a supplement to these Bylaws describing the duties and responsibilities of each officer and committee leader. The job description shall be revised and updated as necessary.
- Section 6** Fiscal Year: The Fiscal Year of the chapter shall be January 1 through December 31.
- Section 7** Operational Year: The Operational Year of the chapter shall be Jan. 1 through Dec. 31.
- Section 8** No Board members shall serve more than three consecutive one-year terms, unless entering the Presidential track. No member shall serve more than two consecutive terms as committee chair unless approved by the Board.

ARTICLE IV - ELECTIONS

- Section 1** Nominations: The Immediate Past President shall determine the open seats on the Board and request nominations for candidates from the membership and Board in May.
- Section 2** Nominating Committee: The current Board of Directors becomes the Chapter nominating committee. The committee generates nominations to the Past President, paying special attention to members who have previously served on committees and who have experiences and skills to fill the specific vacancies on the Board. The Past President contacts these individuals to determine whether they are willing to serve as a Director. A slate of candidates is prepared by the Past President and submitted to the Board for approval not later than the August Board meeting. The approved slate of candidates (with candidate biographies) is e-mailed to all current Chapter members in September for approval or disapproval. Candidates receiving more approval votes than disapproval votes are installed. The Chapter Administrator tabulates the results and reports to the Board in August and to the general membership through the SEWI-ASTD Blast.
- Section 3** Candidates for Office: Candidates selected shall be members in good standing. The President-Elect shall automatically assume the office of President. Should the President-Elect be unable or unwilling to assume the office of President, the Nominating Committee will select another candidate.
- Section 4** Membership Approval: The slate of candidates will be presented for approval to the entire membership no later than September 30. Each candidate receiving more approval votes than disapproval votes will be elected to the Board. In the event that a candidate receives more disapproval votes than approvals, the Nominating Committee will select another candidate and submit the new candidate for approval by the membership no later than October 31.

ARTICLE V - CHAPTER BUSINESS MEETINGS

- Section 1** Membership Meetings: The Board of Directors will establish the number of Chapter Business meetings and the dates. Those meetings may be held in conjunction with professional development programs.
- Section 2** Chapter Business Meeting Announcements: Members will be notified of meetings at least 30 days prior to the date of the meeting.
- Section 3** Rules of Order: Roberts Rules of Order shall be used as a parliamentary guide on procedure not covered by these Bylaws.

ARTICLE VI - DUES AND TREASURY ASSETS

- Section 1** Dues: Chapter dues shall be paid immediately after receipt of a statement, which shall be sent to all Member types: Students, Individuals, and Organizations as their membership

term ends. The amount of membership dues shall be determined by a three-fourths vote of the Board of Directors after recommendation by the officers.

Section 2 Termination for Non-Payment of Dues: Membership shall be terminated when the dues of any Individual member or Organization members are unpaid for three months. Terminated members may be reinstated by payment of membership dues and application fee.

ARTICLE VII - AFFILIATION

Section 1 National: The Southeastern Wisconsin Chapter-American Society for Training and Development Inc. is a chapter of the American Society for Training and Development and shall be guided by the constitution except as provided in these Bylaws.

ARTICLE VIII - AMENDMENTS

Section 1 Amendments: The By-Laws may be amended, altered, or repealed and new By-laws adopted by the Board of Directors by affirmative vote of a three-fourths majority of Directors. The proposed By-Law change will be announced to members and comments will be collected prior to the vote. The results of the Board vote on the proposed amendment will be announced to the membership.