

ATD Greater Atlanta Chapter Constitution

Article I – NAME AND PURPOSE

1. Chapter Name and Offices

The name of this organization is Association for Talent Development (ATD) Greater Atlanta Chapter (hereinafter referred to as the “Chapter”). The registered office of the Chapter shall be located in the State of Georgia.

2. Affiliation with the National Society

The Chapter is an affiliate of the American Society for Training and Development (“ASTD”), which is doing business under the trade name Association for Talent Development (ATD) (referred to herein as the “Association” or “National ATD”), a non-profit educational society exempt from federal taxation 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.

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 of 1986, as amended (“IRC”), and may make expenditures for one or more of these purposes. Without limiting or expanding the foregoing, the chapter’s specific purpose shall be: to serve the educational and professional development needs of its members in the field of workplace learning and talent development. The ATD Greater Atlanta Chapter provides its members with the knowledge, skills, tools and resources necessary to ensure ongoing professional development, and the ability to deliver exceptional value to their organizations in the area of workplace learning and performance.

Notwithstanding any other provision of this Constitution or Bylaws, the Chapter shall not carry on any activities not permitted to be carried on by: (i) an organization exempt from federal income tax under IRC Section 501(c)(3); or (ii) an organization contributions to which are deductible under IRC Section 170(c)(2).

4. 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.

5. 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.

6. Inurement

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its directors, officers, 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.

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Article II – MEMBERSHIP

1. Membership is open to all individuals who have an interest or involvement in the Chapter's purpose.
2. Memberships are individual and nontransferable, except for organizational memberships as governed by Chapter bylaws.

Article III – GOVERNANCE

1. Two leadership bodies manage the Chapter: a Board of Directors and an Executive Board. The Board of Directors is responsible for strategic direction and organizational effectiveness. The Executive Board is responsible for establishing and implementing annual goals. Portfolios of responsibilities are outlined in the Chapter Bylaws.
2. Both the Board of Directors and Executive Board shall conform to the meeting standards as specified in Administrative Component of ATD Chapter Affiliation Requirements (CARE).

Article IV – POLICIES

1. The Executive Board is responsible for establishing and updating Chapter policies as prescribed in the Chapter's Bylaws.
2. The Executive Board is responsible for communicating policy changes to the Board of Directors, operating committees and membership.
3. The Board of Directors and Executive Board are responsible for ensuring that policies are followed.
4. Any Chapter member or paid staff member shall report a violation of Chapter policy to the Chapter President. The Bylaws prescribe the grievance process.

Article V – OFFICERS

1. Elected and Appointed Officers serve on the Board of Directors and the Executive Board.
2. Elected officers of the Chapter are elected annually and hold office for one-year, except Senior Advisors, who hold a three-year term.
3. Officers perform their duties as prescribed in the Chapter Bylaws.

Article VI – ELECTIONS

1. Elections will be held annually in accordance with Bylaws.
2. Elected and Appointed Board of Directors and Executive Board members assume their respective duties on the first day of the year for which they were elected.
3. An elected and/or appointed officer is limited to serving two consecutive terms in the same office, not to include the completion of an unexpired term of another officer.

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Article VII – CHAPTER EMPLOYEES

1. The Chapter may employ such persons as are necessary to administer to the needs of the members and the elected officers who serve them.
2. The President shall oversee the hiring and management of all paid staff. The President may empower any elected or appointed officer to assist in such hiring and or management of paid staff or services.
3. The Executive Board and the Board of Directors will approve the hiring, compensation, evaluation and termination of paid staff or services.

Article VIII – FISCAL MANAGEMENT

1. The Chapter is fiscally managed using an annual budget that is approved by the Board of Directors prior to the February Executive Board meeting. Revision of the annual budget requires approval by the Executive Board and Board of Directors.
2. The Chapter's Fiscal Year shall be the January 1 through December 31.
3. Use of Chapter funds is limited to promoting its purpose, and may not be used for personal gain.

Article IX – AMENDMENTS TO CONSTITUTION

1. This Constitution may be amended by a simple majority vote of the members who vote.
2. The Constitution may be amended by the following steps:
 - a. Written amendments are submitted to the Board of Directors three weeks in advance of a regularly scheduled Board of Directors meeting.
 - b. The review of the amendments is included as part of the above-scheduled Board of Directors meeting agenda.
 - c. Board of Directors majority approval is required for the amendments to be submitted to the membership for a vote.
 - d. The Board of Directors will then notify the membership one month prior to the vote.
 - e. A majority vote by the members who vote is required for the final approval of the amendments.
 - f. Final vote results will be communicated to the membership within two weeks and published on Chapter website.
 - g. Constitutional amendments shall indicate when the amendment becomes effective.

Article X – AMENDMENTS TO THE BYLAWS

1. Bylaws prescribe the operating details of the Chapter.
2. All bylaws must be published to the Chapter's website.
3. Published Bylaws may be amended by a two-thirds vote of the Board of Directors. Proposed amendments must be submitted in writing to the Board of Directors Chair at least three weeks before any scheduled Board of Directors meeting. All members of the

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Board of Directors will be given written copies of the amendments at least two weeks before the scheduled meeting that the amendments will be considered.

Article XI – CHAPTER DISSOLUTION AND LIQUIDATION OF ASSETS

1. The Chapter may be dissolved at a Special Meeting called for that purpose, under the stipulations of the Chapter Constitution and Bylaws by a vote of two thirds of the members in good standing with at least 10% of total members voting.
2. In the event of dissolution or liquidation of the Chapter, the Board of Directors in accordance with Georgia law will decide on remaining net assets.

Article X - II CONSTITUTION IN EFFECT

1. This Constitution shall be in effect upon adoption by membership vote per Article IX, section 1.