

The American Society for Training and Development New Hampshire Chapter, Inc.

Article I Name and Purpose

Section A: Chapter Name

1. The name of this organization is the New Hampshire Chapter Inc.. Throughout the rest of this document we will refer to it as the Chapter. The registered office of the chapter shall be located in the State of New Hampshire.

Section B: Affiliation with the National Society

1. 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

1. The Chapter shall be governed and managed by the Executive Members of the Board of Directors, elected by the membership. The Executive Board members shall set policies within the limits prescribed by these bylaws.

Section D: Purpose

1. 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 shall be:

- (a) To provide members opportunities to enhance their current training and development skills and acquire new ones.
- (b) To promote a better understanding of training and development among corporate management as well as the general public.
- (c) To network with other professionals throughout New Hampshire to improve their professional skills.
- (d) To work with other professional and civic organizations to serve the community.

Section E. Equal Opportunity

1. 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

1. The Chapter shall not devote more than an insubstantial part of its activities in 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

1. Membership in the Chapter is open to those who have interests or responsibilities in training, human resource development, and workplace learning and performance; and 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

1. The Board of Directors will set dues, fees, and terms of Chapter membership. Individual chapter membership is not transferable.

Section C. Suspension or Termination of Membership

1. The Executive Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual 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.

- a) Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least twenty days prior to the meeting.
- b) Any motion for suspension or termination must be made by an elected board member, based on personal knowledge, official chapter records, or a statement signed by no fewer than five Chapter members in good standing.
- c) Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

Article III. Board of Directors

Section A. Duties and Responsibilities

1. Management of the affairs of the Chapter shall be vested in the Board of Directors. 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 of Directors.

Section B. Board of Director Membership

The board of Directors shall consist of officers of not less than nine and not more than nineteen members in good standing.

Executive Committee Membership:

2. Executive Committee Members will consist of not less than five and not more than nine individuals elected from among the board.

3. Executive Committee Members shall hold the positions of Marketing/Communications, Product/Service Development, Chapter Administration, Customer Relations, and other offices as determined by the Board of Directors and these bylaws. Executive Committee shall carry out the duties of their position as described in written position descriptions, which are located in the Chapter's Operations Manual. Members of the Board of Directors will also serve in accordance with the Chapter's Operations Manual. Position descriptions for the board will be reviewed annually.

Section C. Qualifications

1. Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these bylaws. Executive Committee members are required to maintain membership in the national Society.

Section D. Terms

1. Board members are elected by the Chapter membership bi-annually and hold office for two years or until successors are chosen. Resignation of a board member may be accepted as stated in article III, section D.

Section E. Conduct of Chapter Business

1. A minimum of two thirds of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present.
2. The decisions taken by the Board of Directors 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.
3. Board members may cast proxy vote for absent Board members. Board members who elect to cast a proxy vote will do so in accordance with guidelines outlined in the Chapter's Operational Manual.

Section F. Meetings

1. The Board of Directors will meet at least quarterly. The date of Board Meetings will be announced at least 10 days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least ten days in advance of the meeting.

Section G. Attendance

1. Failure to attend three consecutive and duly called meetings of the Board of Directors will be sufficient cause for the Board to consider replacing a Board member under the provisions of these Bylaws

Section H. Removal

1. The Board of Directors may, by two-thirds vote of the full Board, suspend or terminate a member of the Board 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 members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least twenty days prior to the meeting.
3. Any motion for suspension or termination must be made by a board member, based on personal knowledge, official Chapter records, or statement signed by no fewer than five Chapter members in good standing.
4. Before action of suspension or termination, the board member will have an opportunity to be heard by the Board.

Section I. Vacancies

1. When a board position vacancy occurs the Board of Directors may appoint a replacement from among chapter members in good standing to serve the balance of the term.
2. Members of the board may request to resign from their position prior to the completion of their term by submitting a written request to all board members. At that time the Board of Directors will acknowledge receipt and find a replacement.

Article IV. Election of Board Members

Section A. Nominating Committee

1. The Nominating Committee will have no fewer than five members, and will include the outgoing board members, past Board members, and members in good standing.

Section B. 1. The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least forty-five calendar days prior to the end of the current Board terms.

Section C. 1. Board members will be elected by a majority of chapter members voting.

Article V. Financial Review

Section A. 1. The position of Strategic Planning is responsible for composing a Financial Review Committee. This committee will be tasked annually to conduct a financial review and more frequently if circumstances dictate. The findings of the financial review will be reported to the Board of Directors.

Section B. 1. A full audit and or review conducted by a certified public accountant is mandated every two years, and may be undertaken more frequently if circumstances dictate.

Section C. 1. It is the responsibility of Chapter operations to publish and make available to the Chapter membership the results of the financial reviews and audits will be as soon as is practicable, but no later than ninety days into the following fiscal year.

Section D. 1. The committee shall consist of the two board members, and no fewer than three Chapter members in good standing who have not served as a Board member for at least two years. The Chapter Administrator 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

Section A. 1. In addition to committees specified in these bylaws, committees may be established or disbanded by the Board of Directors. Committees are subject to the oversight and direction of Executive Board members or those authorized by that body.

Article VII. Special Meetings of the Chapter

- Section A.
1. Special meetings of the Chapter may be called by the Board of Directors, or upon the receipt of a petition signed by at least 10% of Chapter members in good standing.
 2. 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 business days prior to the meeting.
 3. 10% of Chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting.
 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

Section A. 1. The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State of New Hampshire to protect the Chapter, Chapter members, board members, officers, employees, and agents

Article IX. Amendment and Modification of Bylaws

Section A.

1. Amendments to these bylaws may only be initiated by Board of Directors, or by a petition signed by at least 10% of Chapter members in good standing.
2. Notice of any potential change must be published to the membership at least 30 calendar days prior to voting on such measures.
3. Amendments must be approved by a majority of Chapter members in good standing voting by mail ballot or at a duly called special meeting.
4. Notice of approved changes to these Bylaws shall be published to all Chapter members no later than 60 days following adoption.

Article X. Dissolution of chapter & Liquidation of Assets

Section A.

1. 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