

BYLAWS OF ASSOCIATION FOR TALENT DEVELOPMENT CASCADIA CHAPTER

ARTICLE I: AFFILIATION AND PURPOSE

Section 1. Affiliation with Parent Association. The chapter is an affiliate of the American Society for Training and Development, a nonprofit educational association exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, doing business as the Association for Talent Development [“Parent Association”].

Section 2. Purpose. This chapter shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this chapter shall be to engage in any lawful activities, none of which are for profit, for which chapters may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code (or its corresponding future provisions). This chapter’s primary purpose is to be a resource for talent development professionals in Oregon and southwest Washington.

ARTICLE II: MEMBERS

Section 1. Classes and Voting. There shall be one class of members of the chapter. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this chapter.

Section 2. Eligibility and Terms of Membership. The Board will set dues, fees and terms of chapter membership by Board policies or actions. Membership in the chapter is open to those who advance the purpose and objectives of the chapter and the association, subscribe to and are qualified under these bylaws and Board policies or actions. A chapter member in good standing is one who meets membership requirements and pays dues for the membership year. All references to members in these bylaws refer to members in good standing.

Section 3. Termination of Membership. The Board of Directors may terminate a member for not paying dues or money owed the chapter, for violating these bylaws, or for not behaving in the best interests of the chapter, by a vote of two-thirds of the directors then in office. The Board of Directors shall give the member at least 15 days written notice by first class or certified mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court.

Section 4. Annual Meeting. The annual meeting of the members shall be held on a date set by the Board of Directors. At the annual meeting, the President or any officer that the Board or President may designate, shall report on the activities and financial condition of the corporation. The annual report shall include membership numbers, financial performance and progress toward annual goals.

Section 5. Special Meetings. Special meetings of the members shall be held at the call of the President, the Board of Directors, or by the call of at least 20% percent of the members by a demand signed, dated, and delivered to the chapter’s Secretary. Such demand by the members shall describe the purpose for the meeting. Business at the special meeting shall be limited to the topic specified.

Section 6. Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail or electronic mail at least 10 business days before the meeting, or by means

other than first class mail at least 30 but not more than 60 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 7. Quorum and Voting. 20% of the members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these Bylaws or the law provide differently.

Section 8. Proxy Voting. There shall be no voting by proxy.

Section 9. Voting by Ballot. Any action which shall or may be taken at any annual, regular or special meeting of members may be taken without a meeting if the corporation delivers a written ballot (whether by first class mail or electronically) to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. The solicitation materials for the ballot shall indicate that the number of responses received will meet quorum requirements, shall state the percentage of responses necessary to approve each matter other than the election of directors and shall specify the date by which the ballot must be received by the corporation in order to be counted.

Section 10. Action by Consent. Any action required by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Duties. The affairs of the chapter will be managed by the Board of Directors.

Section 2. Qualification and Number. Directors must be members of the chapter and of the Parent Association. The number of Directors may vary between a minimum of three and a maximum of fifteen.

Section 3. Board Positions. The Board positions include President, President-Elect, Past President, Director of Board Operations and additional positions as determined by the board. Each board position will have a position description listing the duties and responsibilities of that position. Descriptions are available to chapter members upon request and to potential Board members at least 30 days before elections.

Section 4. Election. The President-Elect becomes President without an election. The President becomes the Past President without an election. The members elect all other Directors by ballot, as directed by the Board. The election shall be by position. In the event that there are multiple candidates for one position, the candidate receiving the most votes for the position shall be elected to the position.

Section 5. Term. The term of office for the President-Elect, President and Past President is one year. The term of office for all other Directors is two years. A Director may be re-elected to the same Board position but for not more than two consecutive terms.

Section 6. Removal. All Directors must read and sign the "Board Member Statement of Responsibilities." Any violation of the terms of this statement may be sufficient cause for discipline or removal of a director. When disciplinary action or removal from office is being considered, charges must be presented to the director at least 14 days in advance and the director must be allowed a sufficient opportunity to address and defend charges to the entire board prior to any action being taken. Disciplinary action or removal from office must be approved by two-thirds of the directors in office.

Section 7. Vacancies. Except as provided below, vacancies on the Board of Directors and newly created Board positions will be filled by a majority vote of the Directors in office. If the President's office is vacated, the

President-Elect will assume the position and its responsibilities. If both the President and President-Elect offices become vacant simultaneously, the Director of Board Operations will convene the Board to select a Board member 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 Directors in office.

Section 8. Quorum and Action. A quorum at a Board meeting shall be a majority of the number of Directors set by the Board. If a quorum is present, action is taken by a majority vote of Directors present. Where the law requires a majority vote of Directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 9. Regular Meetings. The Board shall meet at least once per quarter. Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.

Section 10. Special Meetings. Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director and member personally or by telephone or by mail or electronic mail not less than 10 days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed.

Section 11. Meeting by Telecommunication or Computer. Any regular or special meeting of the Board of Directors may be held by telephone, telecommunications or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

Section 12. Action by Consent. Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign.

Section 13. Communications with Members. The Board will make its meeting minutes, annual operating budget and annual report available to the members upon reasonable notice. The Board will disseminate a communication piece to members at the annual meeting that includes chapter and national programs and initiatives. Notice of amendments to the bylaws that are adopted will be sent to all members within 60 days of adoption.

ARTICLE IV: COMMITTEES

Section 1. Nominating Committee. The President will form a Nominating Committee prior to any board election. The committee will consist of the President-Elect and at least three other chapter members. The Nominating Committee will actively seek chapter member and Board member input regarding qualified candidates. This list of individual candidates will be brought before the membership.

Section 2. Financial Review Committee. The Financial Review Committee will conduct a review of financial management practices in compliance with the Parent Association's guidelines and will report findings to the Board. The committee will consist of three members appointed by the Board. The Director of Board Operations is not eligible to serve on the Financial Review Committee but will provide the committee any and all records needed to complete a review of chapter finances. Highlights of the financial reviews will be posted on the web site. A copy of the financial review will be available to any member upon written request.

Section 3. Other Committees. The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

Section 4. Composition of Committees Exercising Board Functions. Any committee that exercises any authority of the Board of Directors shall be composed of two or more Directors, appointed by the Board of Directors by a majority vote of the number of Directors prescribed by the Board, or if no number is prescribed, by a majority vote of all Directors in office at that time.

Section 5. Quorum and Action. A quorum at a Committee meeting exercising Board authority shall be a majority of all Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of Directors present.

Section 6. Limitations on the Authority of Committees. No committee may authorize payment of a dividend or any part of the income or profit of the chapter to its Directors or officers; may approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the chapter's assets; may elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; nor may adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

ARTICLE V: OFFICERS

Section 1. Titles. The officers of this chapter shall be the President, President-Elect, Past President, Director of Board Operations and additional officers as determined by the Board.

Section 2. President. The President manages the chapter according to these bylaws and the laws of Oregon. The President presides at, and sets the agenda for, Board meetings and membership meetings, except as otherwise provided in these bylaws. The President also directly supervises any paid staff.

Section 3. President-Elect. The President-Elect acts for the President in the President's absence, prepares to be President, and performs other duties as requested by the President.

Section 4. Past President. The Past President works on special projects for the chapter and serves in an advisory capacity to the President and Board.

Section 5. Director of Board Operations. The Director of Board Operations serves as the chapter treasurer and secretary. The Director of Board Operations has overall responsibility:

- for all corporate funds, including signing checks and providing reports on the chapter's financial condition at Board meetings and at the President's request;
- for all recordkeeping, including recording board and membership minutes, provision of notice of board and membership meetings, authentication of records, and maintenance of current and accurate membership lists.

Section 6. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

ARTICLE VI: CORPORATE INDEMNITY

This corporation will indemnify to the fullest extent not prohibited by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding, by reason of the fact that the person is or was

a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification--substantively, procedurally, and otherwise.

ARTICLE VII: AMENDMENTS TO BYLAWS

The Board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors present, if a quorum is present. Any amendment to the Bylaws to increase the quorum required for any member action or to add to, change or delete the vote required for any member action must be approved by the members. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

The members may vote to amend or repeal these Bylaws or adopt new ones by a majority vote of the members represented and voting. Notice of a meeting to amend the Bylaws, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director and member personally or by telephone or by mail or electronic mail not less than 14 days prior to the special meeting. Written notice, if mailed postpaid and correctly addressed to the Director at the address shown in the corporate records, is effective when mailed. The notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment. In amending or repealing a particular Bylaw, the members may provide expressly that the Board may not amend or repeal that Bylaw.

ARTICLE XIII. DISSOLUTION of CHAPTER and LIQUIDATION of ASSETS

The chapter may be dissolved by a vote of 2/3 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, all of the chapter's remaining assets will 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.

DATE ADOPTED: April 22, 2019

I certify that these Bylaws are a true copy of the Bylaws of this chapter.

SIGNATURE BY CORPORATE OFFICER:



Grant Axtell
Director of Board Operations