

ATD Greater Cleveland

Constitution and By-Laws





ATD Greater Cleveland Constitution & By-Laws

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Revision History

Date	Updates	Board Approval Date	Member Approval Date
July 2008	Earliest copy known	July 2008	July 2008
November 2014 - Constitution	Edits required for rebranding: <ul style="list-style-type: none"> • Updated logo • Updated name • Updated emails 	November 2014	December 2014
May 2015 – By-laws	Edits required for rebranding: <ul style="list-style-type: none"> • Updated logo • Updated name • Changed Executive Director title to Immediate Past President 	May 2015	May 2015

Chapter Contacts & Information

Office administrator: Camille Baron

Office address: 1931 King James Parkway, Suite 122, Cleveland, OH 44145

Office phone: (440) 668-2219

Office email: office@atdgreatercleveland.org

Website address: www.atdgreatercleveland.org

Board member contact emails:

- Administration@atdgreatercleveland.org
- Director@atdgreatercleveland.org
- Finance@atdgreatercleveland.org
- President@atdgreatercleveland.org
- Marketing@atdgreatercleveland.org
- Membership@atdgreatercleveland.org



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- Programs@atdgreatercleveland.org

Chapter Source Code: CH3011

National ATD Contacts & Information

Office Information

National office address: 1640 King Street, Box 1443, Alexandria, VA 22313

National office phone: (703) 683-8100

National fax: (703) 683-8103

National website: www.astd.org (expected update in 2015 to www.td.org)

Chapter Relations Manager (CRM)

Erin Murphy, CRM Eastern Area

CRM phone: (703) 683-8121

CRM email: emurphy@td.org

National Advisors for Chapters (NAC)

Debbie Richards

NAC email: drichardsatdnac@gmail.com

About ATD Greater Cleveland

- We are an active professional association that conducts approximately nine (9) Professional Development Programs and functions each year.
- Surveys are conducted to determine our members' needs to ensure that we provide appropriate services and professional development.
- We are involved with local universities in encouraging student memberships for those interested in talent development. We also work with the universities to co-present various programs.
- Joint meetings are held with professionals in related disciplines, such as the International Society for Performance and Instruction (ISPI) and Cleveland Society for Human Resource Management (CSHRM).
- ATD Greater Cleveland currently has approximately 140 members. Members include in-house professionals from all areas of industry and finance as well as psychologists,



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consultants, college faculty, and students.

- Opportunities are available for members to participate in special interest groups (SIGs). You are welcome to start your own group based on your needs and interests.
- The organization is organized exclusively for the education purposes of professionals in the talent development field of Greater Cleveland, OH under section 507 (c) (l) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ATD Greater Cleveland Past Presidents

Year	Name	Year	Name
1944-45	Harlan C. Phelps	1945	Lloyd G. Depner
1946	F. S. Lafer	1947	Conrad W. Traut
1948	Kenneth A. Moody	1949	Peter S. Barno
1950	Howard C. Boardman	1951	Henry Ross
1952	Joseph P. Flemming	1953	Richard Guyon
1954	Charles A. McBride	1955	George J. Currie
1956	Ted C. Horton	1957	Charles L. Scott
1958	Burdette Barth	1959	Kenneth J. Whelan
1960	Ralph G. Brewer	1961	Bernard E. Burke
1962	George Shusta	1963	John W. Ryan
1964-65	Robert A. Nottenburg	1965 - 1966	Charles W. Taylor
1967	James M. Yasinow	1968	John A. Mertes
1969	Theodore J. Krein	1970	Mary H. Eierman
1971	Edward C. Olson	1972	David R. Sandberg
1973	Edward R. Towns	1974	Edward H. Smith
1975	Karen Brethower	1976	Robert Tallarovic
1977	Dwight E. Shingledecker	1978	Larry Harmon
1979	Shirley Laub	1980	Cy Handler

Year	Name	Year	Name
1981	Andy Gordon	1982	John Avard
1983	Edith Anderson	1984	Eric Doner
1985	Kenneth J. Kovach	1986	George S. Tsagaris
1987	Gary Bunch	1988	Thomas N. Ryder
1989	Karen Zupanic	1990	Robert H. Vaughn
1991	Lou Forbinger	1992	Christine Smith
1993	Marianne Canario	1994	Dee Donoian
1995	Judy Bilman	1996	Nancy Allen
1997	Co-Presidents: <ul style="list-style-type: none"> • Robert H. Vaughn • Marianne Canario • Judy Bilman • Dee Donoian • Nancy Allen 	1998	Robert H. Vaughn
1999	Sherry Greenleaf	2000 -2004	Joann Mraz
2004 – 2006	Lori Klepfer	2006 – 2008	Donna Rhodes
2008 – 2011	Stephanie Steirn	2011 - 2013	Lori Klepfer
2013-2014	Shannon Hunt	2014 – 2015	Co-Presidents: <ul style="list-style-type: none"> • Lori Klepfer • Peggy Goodell



ATD Greater Cleveland Membership

As a Local Chapter Member, you receive:

- Member price for Professional Development Programs
- Discounts for sponsor services
- Members-only communications
- Awards and recognition opportunities
- Volunteer opportunities to support professional development
- Professional Networking opportunities
- Access to online employment postings

ATD Greater Cleveland Membership Directory

The ATD Greater Cleveland Membership Directory is one of your membership benefits designed to serve as a "Who's Who" in training and development in the Greater Cleveland area. The directory includes:

- Member's Name
- Title
- Address
- Email address
- Phone number

The directory contains all ATD Greater Cleveland Chapter members as of July 1, 2008. The membership directory may not be reproduced or distributed without permission of the Membership Committee. It is designed for member use only.

National ATD Membership

There are two levels of membership at the national level: Professional and Professional Plus. Both levels receive:

- Subscription to the award winning T & D magazine
- Network with over 40,000 members
- News from T & D, e-newsletters, webcasts, and more
- Member discounts at the ATD store
- Learn from others with the same interests in one of eight Communities of Practice:



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- Learning and Development
- Learning Technologies
- Career Development
- Science of Learning
- Management
- Government
- Human Capital
- Sales Enablement
- Senior Leaders and Executives
- Global HRD

Professional

Professional members receive all of the above plus your choice of an electronic *TD at Work*, an e-book, and premium content from four Communities of Practice.

Professional Plus

Professional Plus members receive all of the above plus your choice of a quarterly electronic *TD at Work*, two e-books per year, your choice of an ATD research report, and premium content to all Communities of Practice.

Constitution

Article I – Name and Authority

Section 1: The name of the organization shall be ATD Greater Cleveland also herein referred to as *the* Chapter.

Section 2: The organization shall be operated in accordance with this Constitution and the accompanying Bylaws, except that none of these may conflict with policy or rules established by the national offices of ATD.



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Article II – Mission and Vision

Section 1: ATD Greater Cleveland is dedicated to making the Greater Cleveland workforce more productive and competitive. Toward that purpose, the Chapter provides leadership, information and opportunities to promote the profession of workplace learning and performance in the Greater Cleveland community and provides professional development opportunities for our membership.

Section 2: In pursuit of this mission, the Chapter will pursue activities in these five areas:

- 1) **Workplace Performance Improvement.** We will support and inspire individuals and organizations in their efforts to improve workplace performance and satisfaction through talent development.
- 2) **Member Professional Development.** We will create and promote a variety of opportunities for professional and personal networking, lifelong learning and professional development of our members for their own benefit, as well as that of their employers, employees, and the community at large.
- 3) **Strategic Alliances.** We will form partnerships with individuals and organizations to more effectively accomplish our mission to improve workplace learning and performance.
- 4) **Information Sharing.** We will improve the effectiveness of the profession through the development and sharing of information about talent development.
- 5) **Support of the National offices and activities of ATD.** We will support the goals and increase the recognition of Association of Talent Development as the pre-eminent organization in the field of talent development.

Article III – Powers of the Chapter

The ATD Greater Cleveland shall engage only in activities which further its mission and its tax exempt status as a not-for-profit charitable educational organization under Section 501 (c) (3) of the Internal Revenue Code and other applicable regulations. The Chapter is not organized for profit, and no part of its earnings shall inure to the benefit of any member or private individual.

Article IV – Eligibility and Membership

- Section 1: The membership of the Chapter shall consist of all persons who are members at the time of the adoption of this constitution who continue to pay the annual membership fee, as well as all persons subsequently received as members. Various categories of membership shall be specified in the accompanying Bylaws. Membership levels include:
- a) Local Chapter & National Membership (Power Membership). National membership is offered at two levels:
 - i. Professional
 - ii. Professional Plus
 - b) Local Chapter Membership
 - c) Corporate Chapter Membership
 - d) Student Chapter Membership
 - e) Member in Transition Membership
- Section 2: Membership in the Chapter shall be open to all persons who are actively employed in or have a career interest in the fields of talent development, education, and organizational development, and who support the mission and vision of the Chapter. Membership is validated by payment of the annual membership fee.
- Section 3: The Chapter shall not deny membership to any individual on the basis of gender, race, religion, ethnic background, physical ability, or any other criteria which may be discriminatory. The Chapter will actively pursue a policy of diversity and inclusion in its membership.

Article V – Governance and Management of the Chapter

- Section 1: The Chapter will be governed by a four-member volunteer Board of Directors (also herein referred to as the Board) assisted by an Immediate Past President. Four of the eight Board members are officers of the Chapter, viz., the President, Executive Vice President (President-Elect), Vice President of Finance and Vice President of Administration.

The officers serve, along with the Immediate Past President, as the Executive Committee. Other Board positions are Vice President of Membership, Vice President of Marketing and Communications, and Vice President of Programs and

Services.

The eight-member Board together serves as the Executive Board. Each shall hold office and perform duties as detailed in the Bylaws.

Section 2: Alternative arrangements for Board positions, such as job sharing, may be approved by the Board or Nominating Committee to meet specific needs on an annual, renewable basis. Each position only holds one vote, even if shared by more than one person. All persons in any alternative arrangements must meet the eligibility standards as detailed in the Bylaws. Waivers may be granted by the Executive Committee.

Section 3: The organization shall establish a policy manual to be maintained by its Executive Vice President (President-Elect) and Chapter Business Office (or the Vice President of Administration in the absence of an Executive Vice President). Those policies will specify how the intent of institution and accompanying Bylaws will be implemented on a day-to-day operational basis. The policy manual may be revised by a two-thirds vote of the Board.

Section 4: The fiscal year for the ATD Greater Cleveland shall be July 1 through June 30.

Article VI – Election of the Board of Directors

Section 1: The Board of Directors shall be elected by a majority of the Chapter membership voting.

Section 2: The President shall appoint a Nominating Committee, to be chaired by the Executive Vice President (or Executive Director in the absence of the Executive Vice President), which shall determine and present a single slate of qualified nominees to the membership at the Chapter membership meeting each June.

Section 3: The Nominating Committee is authorized to submit the slate of nominees by e-mail for consideration and voting. The slate of nominees shall be considered approved by the chapter members if the slate is non-contested by the established deadline.

Section 4: Additional nominations may be made from the floor at the May meeting. If no nominations are forthcoming, the slate presented by the Nominating Committee shall be considered elected.

If additional nominations are made, the election shall be conducted during the meeting with the members present. The majority of positive votes shall carry forward.

Article VII – Appointment and Recall of Board of Directors

- Section 1: If a position on the Board is vacated during the term of office, the President shall, with the approval of at least two-thirds the remaining Board members, fill the vacancy by appointment. Such appointments will be for the remainder of the term. If the position of President is vacated, the Executive Vice President (President-Elect) shall automatically accede to the position of President, and appoint a replacement Executive Vice President (President-Elect), with the aforementioned Board
- Section 2: Any member of the Executive Board may be recalled for cause, as specified in the Bylaws. A vote by two thirds of the Board, excluding the member being challenged, is required before a board member can be recalled. Any member of the Executive Board being recalled must be informed of such by a certified letter signed by all board members.
- Section 3: Article VII, Section 2, of the Constitution specifies the process for recall. If a Board member is to be recalled for cause, such cause must meet one or more of the following criteria: (a) theft or embezzlement or misappropriation of ASTD funds or property; (b) repeated failure to perform assigned duties; (c) repeated failure to follow or support the Chapter's Constitution, Bylaws, or approved Board policies; or (d) failure to establish or renew partner membership during the term of office as specified in these Bylaws.

Article VII – Meetings

- Section 1: Regularly scheduled Professional Development Programs shall be held at least monthly from September to June (excluding December). Special meetings of the Chapter may be called by the Executive Board with advance notice to the entire membership.
- Section 2: Executive Board meetings shall be held as needed, but at least quarterly. Meetings may take any form (in-person or through electronic media) in which the members can effectively interact with each other.
- Section 3: Other Chapter related groups such as committees and special interest groups will meet as determined by the members of the Committee.



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Article IX – Amendments

- Section 1: Proposed amendments to this Constitution shall be submitted in writing to the Executive Board. The Board must act on any proposed amendment signed by two-thirds of the voting membership within one month of receipt.
- Section 2: Proposed changes, including a brief summary and rationale, must be sent in writing (mail, business e-mail, fax or other written form) to the membership. A ballot must be included with the proposal. Ballots are to be received by the Chapter Business Office within 20 business days of mailing.
- Section 3: The Constitution may be amended by a positive vote of at least two-thirds of the voting membership. A minimum of twenty percent (20%) of the membership must respond for a valid vote.

Article X – Dissolution of the Chapter

- Section 1: Proposed dissolution of the Chapter shall be submitted in writing to the Executive Board. The Board must act on any proposed dissolution signed by two-thirds of the voting membership within one month of receipt.
- Section 2: The proposal, including a brief summary and rationale, must be sent in writing (business e-mail, fax or other written form) to the membership. A ballot must be included with the proposal. Ballots are to be received by the Chapter Business Office within 20 business days of mailing.
- Section 3: The Chapter may be dissolved by a positive vote of at least two-thirds of the ballots received by voting members.
- Section 4: In the event of dissolution of the Chapter, all assets and liabilities shall be transferred to the National ATD (Association of Talent Development). No member or private individual shall be entitled to any claim on assets remaining after payment of all debts and obligations.

Article XI – Adoption of this Constitution

This Constitution has been adopted by the membership of the ATD Greater Cleveland by sufficient ballot, effective August 1, 1998. Chapter Constitution will be reviewed and approved annually at the first Board meeting of the year.

By-Laws

Article I - Scope of the Bylaws

These Bylaws shall provide for the management and governance of ATD Greater Cleveland within the structure provided by its Constitution. The Bylaws shall be treated as an integral, but separate document that details the implementation of the Chapter's Constitution.

Article II - Membership in the Chapter

Section 1: Categories of Membership:

- a) **Local Chapter & ATD Membership** is offered to persons who are currently Members of ATD and choose to belong to ATD Greater Cleveland.
- b) **Local Chapter Membership** is available to persons who choose to belong only to ATD Greater Cleveland and not to ATD.
- c) **Corporate Chapter Membership** is available to Northeast Ohio organizations that wish to enroll three or more employees at a discount. The organization must provide ATD Greater Cleveland Business Office with specific employee names, and may update the list as employees leave the member organization or are replaced by another organization employee.
- d) **Student Chapter Membership** is available to persons who are full-time students at any northeastern Ohio college or university. These individuals may join locally at a reduced rate upon verification of full-time student status. This is a non-voting membership.
- e) **Members-In-Transition Membership** is available to persons who are unemployed professionals in the field of learning and development. These individuals may join locally at a reduced rate upon verification of employment status. This is a non-voting membership.

Section 2: Voting Members

Members with voting privileges include:

- a) Local Chapter & ATD Membership
- b) Local Chapter Membership
- c) Corporate Chapter Membership

All voting members must be members in good standing whose membership dues are current.



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Section 3: Membership Dues

Local Chapter & ATD Membership dues are established under a letter of agreement between ATD and ATD Greater Cleveland Board of Directors. All other membership (Local Chapter Membership, Corporate Chapter Membership, and Student Chapter Membership) dues are established by a vote of the Board of Directors. Dues are payable annually through ATD Greater Cleveland Business Office.

Section 4: Non-transferability

Membership within the Chapter (except Corporate, as defined in Article II, Section 1.C.) may not be transferred, unless otherwise specified by policy adopted by the Chapter Board of Directors.

Section 5: Privileges

All voting members have equal voting privileges on any issue to come before the membership. All members may serve on or chair committees. Local Chapter & ATD membership is required for election to any of the eight board positions under the letter of agreement with ATD.

Article III - Authority and Responsibility of Officers

Section 1: Authority

The Constitution provides for four members comprising the Board of Directors of the Chapter: President, Executive Vice President (President-Elect), Vice President of Finance, and Vice President of Administration.

Section 2: Responsibility

The duties of the Chapter Board of Directors shall be as follows:

a) President

Serves as the Chief Executive Officer of the Chapter. Presides over all Board and membership meetings. Serves as ex-officio member of all Board level committees. Acts as liaison with ATD office. Represents the Chapter in communications with other professional organizations, the media, and the public. Responsible for paid positions. See job description for more complete specifications.

Section 2
(cont'd)

b) Executive Vice President (President-Elect)

Assists the President and serves in his or her absence. Manages the collection and compilation of data for use in all awards programs sponsored by ATD. Manages the recruitment of and professional development for Board members, including designing and providing an annual Board retreat. Acts as chair of the Nominating Committee and Board transition events. See job description for more complete specifications.

c) Vice President of Finance (Board Treasurer)

Works closely with Immediate Past President and responsible for monitoring Chapter finances. Establishes and manages Chapter policies and procedures related to financial and investment matters. Supervises the annual budget process. Reports Chapter financial status to the Board at each meeting. Recruits, trains, and supervises individuals who will take responsibility for the collection of dues, fees, and assessments at programs. Works with Immediate Past President to ensure proper and timely collection and payment of funds. Chairs the audit committee and ensures a completed annual audit of Chapter finances. See job description for more complete specifications.

d) Vice President of Administration (Board Secretary)

Establishes and manages Chapter policies to ensure effective record keeping and official correspondence from the Chapter. Maintains official record (minutes) of Board meetings. Maintains the official calendar of Board activities. In the absence of an Immediate Past President, establishes and maintains the policy and procedure manual. Collects and tabulates official member ballots. See job description for more complete specifications.

Section 3: Other Duties

Other duties may be delegated to the officers by the President.



Article IV - Authority and Responsibility of the Chapter Officers

Section 1: Authority

In addition to the Board of Directors, the Constitution provides for four officers, viz. Vice Presidents of Programs and Services, Membership, Marketing and Communications, and the Immediate Past President.

Section 2: Responsibility

The duties of the Chapter Directors shall be as follows:

a) Vice President of Programs and Services

Establishes and manages Chapter policies to ensure a high quality and appropriate variety of programs and services are available to the membership. Recruits, trains, and supervises committee leaders who will take responsibility for the operation of (1) monthly Professional Development Programs, (2) Special Interest Groups in appropriate areas, (3) Train the Trainer Programs, and (4) any other meeting or event type of services for the Chapter membership. See job description for more complete specifications.

b) Vice President of Membership

Establishes and manages Chapter Membership policies and procedures. Works with the Chapter Business Office and ATD to develop effective recruitment and retention procedures. Tracks, publishes, analyzes, and reports membership data, for example, membership directory, to the Board and members. Recruits, trains and supervises committee leaders who will take responsibility for the operation of (1) member greeting at monthly meetings, (2) new member orientation, (3) follow up on inquiries, non-renewals, and (4) other related membership issues. See job description for more complete specifications.



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Section 2 (cont'd):

c) Vice President of Marketing and Communications

Establishes and manages Chapter Marketing and Communication policies to ensure effective and consistent Chapter information. Recruits, trains and supervises committee leaders who will take responsibility for the operation of (1) the Chapter Newsletter/eNewsletter, (2) event publicity, (3) the Chapter Web Page (as publisher), and (4) other related projects.

Recruits, trains, and supervises committee leaders who will take responsibility for the operation of community services, fund development, and position referral. Support may include, but is not limited to, use of the Chapter's status under Section 501(c)(3) of the Internal Revenue code of 1986 to secure events advertisements in Chapter and media publications.

Maintains the Chapter web site, which is the primary communication tool to members and prospective members. Maintains the site in accordance to the organizational identity requirements. Provides timely updates to the site as dictated by the Chapter Officers and Committee Chairs. See job description for more complete specifications.

d) Immediate Past President

Manages the business aspect of Chapter operations, including recommending policies and procedures for more efficient use of Chapter resources. Serves as Chapter historian. Trains and works with each and all Board members in the exercise of their respective duties. Serves as a voting member of Chapter Board and Board of Directors. See job description for more complete specifications.

Section 3: Other Duties

Other duties may be delegated to the directors by the President.



Article V - Authority & Responsibility of the Business Office

Section 1: Authority

The Business Office is granted authority as provided in the position descriptions and contracts entered into with the Board of Directors of the Chapter. Long-term relationships are encouraged to provide both managerial and operating stability to the otherwise volunteer nature of the Chapter.

Section 2: Responsibility of the Business Office

Conducts day-to-day operation of the Chapter including telephone inquiries from members, meeting reservations, editing and publishing of announcements and document maintenance of membership database and other operational duties as directed by the President. Enters all revenues and expenses on a monthly basis. Writes checks and balances books. List of responsibilities is filed with the President, Immediate Past President, and Chapter Officers. Direct supervision is from the President and Immediate Past President, and is a contract position.

Article VI - Election of the Chapter Board of Directors

Section 1: Composition

The Board of Directors of ATD Greater Cleveland is composed of eight voting members: the Board of Directors defined in Article III and the four officers defined in Article IV. Non-voting, non-elected representatives of the Board include the Business Office Representative.

Section 2: Nomination

The Board of Directors and chapter officers shall solicit the entire Chapter membership for the nomination of qualified candidates for each position to be elected. Such solicitation may be conducted, as the Board of Directors deems appropriate and necessary.

Section 3: Eligibility

a) General

All elected positions require Local Chapter & ATD Membership. All positions should be filled by volunteers who understand and are comfortable in executing the responsibilities of the respective offices. Candidates will typically have served in committee positions or leadership positions subordinate to the elected position within the Chapter. Any shared position requires that all persons meet the prescribed standards. The Board of Directors may waive standards on a position for a period not to exceed one year.

Section 3
(cont'd):

Eligibility

b) President

Two-year term. Has been with the chapter and has served on the Board for one year prior to election within the last four years.

c) Executive Vice President (President-Elect)

One-year term with one-year self-succession option. Has been active with the chapter and has served on the Board for one year prior to election within the last four years.

d) Vice President of Finance

One-year term with one-year self-succession option. Has been active with the chapter for at least two years and served on at least one long-term chapter committee prior to election. Must be bondable and understand basic financial management.

e) Vice President of Administration

One-year term with one-year self-succession option. Has been active with the chapter for at least one year and served on at least one long-term chapter committee prior to election within the last four years.

f) Vice President of Programs and Services

One-year term with one-year self-succession option. Has been active with the chapter and served on at least one long-term chapter committee prior to election.

g) Vice President of Membership

One-year term with one-year self-succession option. Has been active with the chapter and served on at least one long-term chapter committee prior to election.

h) Vice President of Marketing and Communications

One-year term with one-year self-succession option. Has been active with the chapter and served on at least one long term chapter committee prior to election

i) Immediate Past President

One-year term with one-year self-succession option. Has served on the Board as chapter president prior to election.

Section 4: Election Process

The President shall ensure that the Chapter members are notified of the election at the May meeting in a timely manner. Those members present at the May meeting shall constitute the quorum necessary to conduct the elections. If nominations are made from the floor, the names of all persons nominated for a position, whether opposed or not, shall be emailed to the total Chapter membership as of the meeting date by June 1. For completed ballots to be valid and counted, they must be received via e-mail no later than June 15. Ballots will be counted and validated by the Vice President of Administration. A majority or plurality is required for election. Results must be reported to Chapter Board and Membership no later than the last day of June.

Article VII - Appointment to Vacancy and Recall of Officers or Directors

Section 1 Appointment to fill a vacancy on the Board of Directors

The Constitution specifies the process for appointment. Appointments made after January 1 of any year shall not be considered as a full term for purposes of future eligibility under Article VI, Section 3, of these Bylaws.

Section 2: Recall of a Board Member

The Constitution specifies the process for recall. If a Board member is to be recalled for cause, such cause must meet one or more of the following criteria: (a) theft or embezzlement or misappropriation of ATD Greater Cleveland funds or property; (b) repeated failure to perform assigned duties; (c) repeated failure to follow or support the Chapter's Constitution, Bylaws, or approved Board policies; or (d) failure to establish or renew partner membership during the term of office as specified in these Bylaws.

Article VIII - Program Year

ATD Greater Cleveland will operate on a program year that begins September 1 and ends June 30. Officers and Directors will hold office and program planning will be based on this schedule. It may be necessary for certain records to be reported on a January 1 to December 31 basis to ATD or to other external agencies. The Immediate Past President will coordinate the exchange and maintenance of any essential information that encompasses more than one incumbent's term of office.

Article IX - Fiscal Management

The Constitution specifies the Chapter Fiscal year.



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Section 1 Authority

The management of the fiscal affairs of the Chapter is vested in the Board of Directors. The Vice President of Finance and the Immediate Past President shall provide advice and counsel to the Board on financial matters.

Section 2: Budgets

Each Board member is responsible for submission of a proposed budget to the Vice President of Finance no later than the August Board meeting. The Board of Directors will review and consolidate the proposed budgets, after appropriate discussion with each officer and director. The budget shall be submitted for approval at the September Board meeting.

Section 3: Audit

Chapter financial records will be audited no later than December 31 each year. An audit committee will be appointed by the President and include the Immediate Past President incoming Vice President of Finance and two Chapter members at large who are not part of the Chapter Board. In lieu of an internal audit committee, an external auditor may be appointed.

Section 4: Reserves

Chapter shall maintain a reserve equal to or greater than six months average operating expenses that can be converted to cash to address unexpected expenses. No more than one-half of such reserve may be transferred to cover operating expenses for any given fiscal year.

Section 5: Indemnification

The Board of Directors may seek and maintain such indemnification to the fullest extent available under the laws of the State of Ohio to protect the Chapter, chapter members, Board members, officers, employees and agents.

Section 6: Compliance

The Chapter, its Board, members, employees or agents shall not undertake any actions which would be contrary to (1) letters or agreement with the offices of ATD, (2) the laws of the State of Ohio, nor (3) requirements governing not for profit educational charities under Section 501(c)(3) of the Internal Revenue code of 1986.

Article X - Committees



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Section 1 Standing Committees

The President, with the approval of the Board of Directors, may establish or dissolve any standing committee necessary. A standing committee must consist of at least one chair and two additional members.

Section 2: Temporary Committees

The President, with the approval of the Board of Directors, may establish or dissolve any temporary committee necessary. A temporary committee must consist of at least one chair and two additional members. These committees shall remain in effect until their objective has been accomplished or until the authorized time element has elapsed or until the Board deems their performance to be unsatisfactory.

Section 3: Executive Committee

The Chapter officers and the Immediate Past President comprise the Executive Committee. The Executive Committee is empowered to (a) review budget proposals and prepare the final budget for Board approval, (b) review and recommend action on any Chapter contract, e.g., letter of agreement with ATD, webmaster, web host, or business office contract, or (c) take action on behalf of the Board as necessary when awaiting a scheduled Board meeting would result in untimely delay of some action or agreement important for member services, (d) receive and act upon proposed amendments to the Constitution or dissolution of the Chapter, (e) call special meetings of the Chapter, and (f) such other powers granted to it by the Board in either a regularly scheduled meeting or by approval of Board Policy and Procedures.

Article XI - Amendments to these Bylaws

These Bylaws may be amended by approval of at least four Board members meeting in regular session. Amendments must be read at a regularly scheduled Board meeting and voted upon in a subsequent regularly scheduled meeting at least four weeks following the reading.

Article XII - Adoption of these Bylaws

These Bylaws have been adopted by the Board of Directors, operating in accordance with the November 2014, Constitution of ATD Greater Cleveland, in resolution at the regularly scheduled Board meeting for April 2015.