



ATD Tulsa Chapter

BYLAWS

Revised and Adopted

Adopted January 10, 2014

Amended September 11, 2018

Amended October 5, 2021

Amended January 1, 2023

ATD Tulsa Chapter, Inc.

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ARTICLE I – GENERAL PROVISIONS

SECTION 1.1 NAME

The Corporation shall be known as ATD Tulsa Chapter, Inc. (the “Corporation”).

SECTION 1.2 TRADEMARKS

It shall be the responsibility of the Corporation Vice President of Administration to cause to be filed, recorded, and/or registered and maintained in a current status such statement of certification or other documents, and to take any other steps as may be deemed necessary to preserve the rights of the Corporation in the names, ATD Tulsa Chapter, ATD Tulsa, all former names (ASTD Northeast Oklahoma Chapter, NEOK ASTD, Northeast Oklahoma Chapter of ASTD), and other derivations and/or abbreviations thereof.

SECTION 1.3 INSIGNIA

The Corporation shall have such official insignia as the Board of Directors may determine.

SECTION 1.4 PRINCIPAL OFFICE

The principal office of the Corporation shall be in the United States of America, within the State of Oklahoma.

SECTION 1.5 AFFILIATION

The Corporation shall be an affiliate of the Association for Talent Development, also known as ATD (the “Association”), a non-profit educational Association exempt from federal taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986. The Association and its affiliates 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 1.6 FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year (January to December).

ARTICLE II – PURPOSE

SECTION 2.1 PURPOSE

The Corporation 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 Corporation’s specific purpose shall be: To serve our members and the community by providing leadership in talent development, training, and learning.

The Corporation is committed to the following:

- Creating an organization that demonstrates how teamwork and a cooperative spirit develop synergy and foster greater satisfaction for everyone involved

- Encouraging multi-cultural and industry-diverse membership that truly reflects Tulsa and Northeast Oklahoma
- Attracting and retaining members from all parts of the training and human resource development profession with appropriate programs and services; providing well-defined, solid systems and procedures for all Corporation functions
- Serving our community, both by modeling best practices and by encouraging efforts to promote human resource development; and
- Constantly striving to increase community awareness and public recognition for training and development and those companies and individuals who are dedicated to its excellence.

SECTION 2.2 POLITICAL ACTIVITIES

The Corporation 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 Corporation 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.

SECTION 2.3 CODE OF ETHICS

The ATD Tulsa Chapter encourages its members to follow the following Code of Ethics established by ATD.

The Code of Ethics provides guidance to individuals to be self-managed learning and development professionals. Clients and employers should expect the highest possible standards of personal integrity, professional competence, sound judgment, and discretion. Developed by the profession for the profession, the Code of Ethics is the public declaration of learning professionals' obligations to themselves, their profession, and society.

I strive to:

- recognize the rights and dignities of each individual
- develop human potential
- provide my employer, clients, and learners with the highest level quality education, training, and development
- comply with all copyright laws and the laws and regulations governing my position
- keep informed of pertinent knowledge and competence in the workplace learning and development field
- maintain confidentiality and integrity in the practice of my profession
- support my peers and avoid conduct which impedes their practicing their profession
- conduct myself in an ethical and honest manner
- improve the public understanding of workplace learning and development

- fairly and accurately represent my workplace learning and performance credentials, qualifications, experience, and ability
- contribute to the continuing growth of the profession.

ARTICLE III – MEMBERSHIP

SECTION 3.1 MEMBERSHIP

Membership in the Corporation is open to those who have interests or responsibilities in talent development, training, human resource development, workplace learning and performance, adult learning, are interested in advancing the objectives of the Corporation and the Association and subscribe to and are qualified under these bylaws.

SECTION 3.2 CLASSES OF MEMBERSHIP

Membership in the Corporation shall include four (4) classes as follows:

- A. Chapter Member (Chapter Member Only) (individual).
- B. Joint/Power Member (ATD National AND Chapter Member) (individual).
- C. Chapter Student Membership (Chapter Member Only) (individual; and
- D. Joint/Power Student Membership (National and Chapter Member) (individual).

No other types or classes of membership shall be permitted within the Corporation.

SECTION 3.3 CHAPTER MEMBERS

A Chapter Member in good standing is an individual who meets the requirements of membership as stated in these bylaws, and whose yearly Corporation Chapter Member dues are current.

SECTION 3.4 JOINT/POWER MEMBERS

A Joint/Power Member in good standing is an individual who meets the requirements of membership as stated in these bylaws, and whose yearly Corporation Power Member dues are current.

SECTION 3.5 CHAPTER STUDENT MEMBERS

A Chapter Student Member in good standing is an individual who meets the requirements of membership stated in these bylaws, and whose yearly Corporation Chapter Student Member dues are current, and who qualifies for the student membership by attending a degree-granting college or university full-time.

SECTION 3.6 JOINT/POWER STUDENT MEMBERS

A Joint/Power Student Member in good standing is an individual who meets the requirements of membership stated in these bylaws, and whose yearly Corporation Joint/Power Student Member dues are current, and who qualifies for the student membership by attending a degree-granting college or university full-time.

SECTION 3.7 ATD MEMBERSHIP

- A. All Elected Board Members of the Corporation are required to maintain Joint/Power ATD membership and participate in both annual Corporation and ATD leadership development opportunities.
- B. Joint/Power ATD membership is strongly encouraged, but not required, for local Corporation membership.

SECTION 3.8 NON-DISCRIMINATION

The Corporation does not discriminate based on race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, age (40 or older), disability and genetic information (including family medical history).

SECTION 3.9 EQUAL OPPORTUNITY

The Corporation offers equal opportunity to all eligible members, regardless of race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, age (40 or older), disability and genetic information (including family medical history).

SECTION 3.10 MEMBERSHIP FEES

- A. Membership fees and terms of Corporation membership will be set by the Board of Directors.
- B. Corporation membership is not transferable.

SECTION 3.11 SUSPENSION OR TERMINATION OF MEMBERSHIP

The Board of Directors may, by a two-thirds (2/3) vote of those present, suspend or terminate the membership of any individual or corporate member for nonpayment of dues or monies owed the Corporation, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the Corporation.

- 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 distributed to board members and the member concerned in written form at least twenty (20) 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 Corporation records, or statement signed by at least five (5) Corporation 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.

SECTION 3.12 VOTING

- A. Each Chapter Member, Joint/Power Member, Chapter Student Member, and Joint/Power Student Member in good standing shall have a vote and full membership rights.

ARTICLE IV - GOVERNING BODIES

SECTION 4.1 GOVERNING BODIES

The Corporation shall have two (2) governing bodies

- A. The membership of the Corporation; and
- B. The Board of Directors

SECTION 4.2 THE MEMBERSHIP OF THE CORPORATION

The Members of the Corporation shall have those powers not specifically delegated to any other body by the Articles of Incorporation or by these Bylaws.

SECTION 4.3 QUORUM OF THE MEMBERSHIP

In matters presented to the membership for its consideration, a simple majority of the votes cast (51% or half plus one) shall decide the business before the body.

SECTION 4.4 CONDUCT OF MEETINGS

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Corporation and its constituent parts in all cases to which they are applicable and consistent with these Bylaws and Policies and Procedures. If the Vice President of Administration does not serve as Parliamentarian during their term, the President may appoint a Parliamentarian who shall serve at the pleasure of the President during the term of the President appointing the Parliamentarian. The Parliamentarian shall be a member who has appropriate qualifications and experience with respect to parliamentary procedure as well as the Bylaws and Policies and Procedures of the Corporation. Unless otherwise qualified, an appointed Parliamentarian shall be an ex-officio, non-voting member of the Board of Directors, the Bylaws and Policies, and Procedures Committee.

ARTICLE V - BOARD OF DIRECTORS

SECTION 5.1 BOARD OF DIRECTORS

The Board of Directors shall consist of at least (minimum) five (5) individuals elected from among Corporation members in good standing as specified in Article III of these bylaws. The Board of Directors shall continue in office until successors are duly installed.

The control of the Corporation, subject to the provisions of Article IV, shall be vested in the Board of Directors, which may consist of the following members:

- A. President
- B. President-Elect
- C. Immediate Past President
- D. Vice President of Finance (Treasurer)
- E. Vice President of Administration (Secretary)

- F. Vice President of Membership
- G. Vice President of Communications
- H. Vice President of Logistics
- I. Vice President of Programming
- J. Vice President of Special Interest Groups
- K. The professional staff or a representative of the Corporation's management company, if such a position exists (Non-Voting, Ex-Officio)
- L. All appointed and/or non-voting members of the Board of Directors.
- M. All members of the Corporation's Board of Directors shall be Individual Members of the Corporation, except the professional staff or a representative of the Corporation's management company, if such a position exists.
- N. Among the duties of the Board of Directors shall be to:
 - 1. Establish policy for the operation of the Corporation,
 - 2. Determine and approve the annual operating plan and annual budget,
 - 3. Provide for the annual financial review of Corporation records,
 - 4. Approve categories of membership and membership fees,
 - 5. Authorize committees of the Corporation,
 - 6. Operate in accordance with the Chapter Affiliation Agreement with ATD and within the Foundational Requirements of the ATD Chapter Affiliation Requirements (CARE).
 - 7. Fill vacancies occurring on the Board of Directors, except the President-Elect.
 - a. Any vacancy of the President-Elect position shall be filled by nominations from the Board of Directors and a vote of the membership.
 - 8. Perform other functions as appropriate for the Board of Directors.

SECTION 5.2 BOARD MEETINGS

- A. The Board of Directors shall meet a minimum of nine (9) times a year at such times and places as the President of the Corporation may designate, or upon written request by no fewer than three (3) members of the Board of Directors, voting and non-voting: said request shall state the time for such meeting and such meeting shall be held at the most convenient location.
- B. The Board of Directors shall meet at such times and places as it shall determine or upon call of the President or upon call by 51% or more of the voting members of Board of Directors.
- C. No official actions can be taken by the incoming Board of Directors prior to January 1 of their term of office.

- D. In the event of an emergency, a minimum of 51% of the voting members of Board of Directors may call for a Board Meeting with a minimum of 24 hours written notice to all Board Members and the Corporation Membership.
- E. Written notice of all Board of Directors meetings shall be sent to each member of the Board of Directors at least seven (7) days prior to such meeting.
- F. The date, time and location of each Board of Directors meeting shall be communicated to the Corporation Membership at least seven (7) days prior to such meeting.
- G. Meetings of the Board of Directors may be held virtually, by telecommunication device(s):
 - 1. if all provisions of Section 5.2 C **OR** the provisions of **BOTH** 5.2 D and 5.2 E have been met, and if
 - 2. all Board Members constituting the quorum shall be able to hear and be heard by all other members of the Board of Directors present.
- H. A majority (51%) of the Board of Directors shall constitute a quorum. Any lesser number may adjourn from time to time until a quorum is present.
- I. Actions of the Board may be voted upon as governed by *Robert's Rules of Order Newly Revised*.
- J. Actions of the Board may be voted upon by written notice:
 - 1. If a written resolution setting forth such action shall be delivered, via written notice, to all members of the Board of Directors. A period of seven (7) days is permitted for the return of the votes from the date of the receipt of the written notice, or if
 - 2. In the case of votes on statements of external policy, if a written resolution setting forth such action shall be sent by written notice and a thirty (30) day period is permitted for the return of votes from the date of the sending of the resolution. For votes by written notice to be considered valid, ballots must be returned by a majority of the members of the Board of Directors.

SECTION 5.3 OFFICERS

The officers of the Corporation shall be the President, the President-Elect, the Immediate Past President, and all Vice Presidents.

SECTION 5.4 DUTIES AND RESPONSIBILITIES

The duties and powers of the officers of the Corporation shall be such as are by general usage indicated by the title of the respective office, except as may otherwise be specified in these Bylaws.

SECTION 5.5 REMOVAL OF BOARD MEMBERS

The Board of Directors, by a two-thirds (2/3) vote (in accordance with Article V) of those casting votes, may remove any elected or appointed officer of the Corporation from office. Grounds for

removal include two (2) unexcused absences in a calendar year from meetings of the Board of Directors or for other good cause shown as determined by the Board of Directors; provided, however, that such officer is given written notice at least one week prior to the date such removal is to be considered and after an opportunity to be heard by the Board of Directors.

SECTION 5.6 VACANCY – VICE PRESIDENTS

- A. If the office of any Vice President shall become vacant, the Board of Directors, shall, within fifteen (15) days of the vacancy:
 - 1. Notify the membership in writing of said vacancy;
 - 2. Provide a written description of the vacant position;
 - 3. Notify the membership that nominations for the vacancy will be accepted by the Board of Directors up until seven (7) days before the Board of Directors meeting.
- B. At least seven (7) days before the Board of Directors meeting, nominees for the vacant position must submit a Nomination Form and a Statement of Eligibility Form to the Board of Directors for review.
- C. Within forty-five (45) days of such vacancy, the Board of Directors shall meet to review nominations and, by majority vote, appoint a successor. If the President is not available, the Board of Directors shall elect a chair for that meeting to vote to determine the acting President.
- D. The Board of Directors may decide not to fill a vacant position.
- E. If a vacant Vice President position is not filled within the first forty-five (45) days of vacancy, at any time that vacancy exists during the remainder of that term, the Board of Directors may, by review of Nomination Form(s) and Statement(s) of Eligibility received from members in good standing, and, by majority vote, appoint a qualified Individual Member of the Corporation to fill the remaining term.
- F. In filling a vacancy for the office of Vice President, all persons with a vote on the Board of Directors shall be entitled to vote if present at the meeting. A majority of the votes cast by the Board of Directors shall be necessary to appoint a successor.
- G. The Individual Member receiving the majority of the votes cast for the vacant office of Vice President shall take office immediately upon appointment and shall serve the unexpired term of his or her predecessor or until a successor is elected.

SECTION 5.8 DUTIES AND RESPONSIBILITIES

- A. The Board of Directors shall have power over the fiscal affairs of the Corporation under the limitations of the budget except as such power may be specifically delegated to any other body or subdivision of the Corporation.
- B. The Board of Directors, in addition to the powers and authorities expressly conferred upon it by these Bylaws and Policy and Procedures, may exercise all such powers and do such lawful acts and things as are not reserved or delegated by the Articles of

Incorporation or by these Bylaws and Policy and Procedures to any other body or subdivision of the Corporation.

SECTION 5.9 BYLAWS & POLICIES COMMITTEE

There shall be a Bylaws & Policies Committee, which shall consist of the Immediate Past President, the President, the Vice President of Administration and two members of the Board of Directors appointed by the President. The Bylaws & Policies Committee shall be responsible for:

- A. Maintaining written position descriptions for elected members; and
- B. Reviewing the Bylaws and Policies of the Corporation and for recommending proposed changes to the Bylaws and Policies of the Corporation.

ARTICLE VI - ELECTIONS

SECTION 6.1 BOARD OF DIRECTORS ELECTIONS

- A. The elections process for the Board of Directors for the next fiscal year, shall be completed by the end of the third quarter of the current fiscal year (September 30).

SECTION 6.1 NOMINATIONS

- A. Under the direction of the President, written notice shall be provided to all Corporation Members no later than July 31, that nominations are being accepted for the following offices:
 - 1) President-elect, and
 - 2) Vice Presidents, as determined necessary by the Board of Directors, and as described herein.
- B. Written Nominations and Statement of Eligibility forms must be received by the President of the Corporation no later than August 31.
- C. Member voting shall be completed no later than September 23.

SECTION 6.2 ELECTIONS COMMITTEE

There shall be an Elections Committee of five (5) Individual Members who shall be appointed by the President and confirmed by a majority of the Board of Directors from a list of nominees submitted by the Board of Directors. A person to be appointed to the Elections Committee must have attended no less than four (4) monthly professional development events in the preceding twelve (12) months prior to nomination to the Elections Committee. The President shall appoint a chair and secretary of the committee from its membership. All vacancies shall be filled in the same manner as prescribed for appointment.

SECTION 6.3 DUTIES AND RESPONSIBILITIES

- A. The Elections Committee shall consider only those members for the various offices who are so recommended.

- B. The Elections Committee shall examine the qualifications and place in nomination the names of all eligible candidates for the office of President-Elect; and for other board offices as described in these bylaws.
- C. The Elections Committee shall verify that it has received and reviewed the statement of acknowledgement of nomination, and attestation of compliance with all rules and regulations from each candidate for every office, as described in SECTION 6.5 below.
- D. In the event of a vacancy in the office of President-Elect, the Elections Committee shall seek candidates for President-Elect shall give preference, in the following order, to individuals who:
 - 1. Is currently serving on the ATD Tulsa Board of Directors
 - 2. Is currently serving on the Board of Directors of another ATD Chapter
 - 3. Had served a full term on the ATD Tulsa Board of Directors
 - 4. Had served a full term on the Board of Directors of another ATD Chapter within the past 10 years
 - 5. Had served as a committee member for the ATD Tulsa chapter.
- D. The Elections Committee shall have the duty of formulating and publishing regulations to the elections rules, interpreting and enforcing such regulations and the elections rules, including regulations adopted by the Board of Directors.

SECTION 6.4 ELECTION RULES

Rules and regulations adopted by the Board of Directors for the conduct of the election shall be published and distributed to each member of the Board of Directors not later than ten (10) days following the adjournment of the meeting at which they were adopted. Regulations by the Elections Committee shall be published and distributed to each member of the Board of Directors.

SECTION 6.5 ELECTION RULES INFORMATION

- A. Every candidate for the elective offices of the Corporation shall submit to the Elections Committee a statement acknowledging that the candidate has been nominated for one or more specific office.
- B. No candidate for any elective office shall be considered as eligible for office until such candidate submits to the Elections Committee a statement, signed and sworn to by the candidate, attesting that the candidate complied with all rules and regulations.

SECTION 6.6 MISCELLANEOUS

- A. It shall be considered improper for any person, organization, or association to publish or distribute, or cause to be published or distributed, any written matter or statement in any form whatever concerning any candidate, prospective candidate or elected official unless such matter or statement shall have plainly inscribed thereon the name and address of

each person and of each association or organization responsible for its content, origin, publication or distribution.

- B. Before any Individual Member shall be permitted to vote in any election, their status as a member-in-good-standing must be verified by the Credentials Committee.
- C. The Elections Committee shall have the power to interpret these rules and all regulations there under in such manner as will best effectuate the expressed purpose and intent of these rules.

SECTION 6.7 CREDENTIALS COMMITTEE

- A. The Board of Directors shall appoint a three (3) member Credentials Committee prior to all decisions that come before the Membership for a vote. At least one member of the Credentials Committee must be a current Board Member.
- B. The Credentials Committee shall verify and validate the Members in Good Standing prior to any decision that shall be voted upon.

SECTION 6.8 SANCTIONS

- A. If any Individual Member, candidate or campaign manager, organization or other person shall, with the knowledge and acquiescence of such candidate, violate any provisions of these Bylaws, the Corporation's Policy and Procedures, or the election rules and regulations, the candidate shall forfeit the right to be elected to the office to which the candidate is nominated. The disqualification of any candidate determined by the Elections Committee may be appealed to the Board of Directors, the decision of which shall be final.
- B. The Elections Committee shall rigidly enforce all Bylaws, Policy and Procedures, and election rules and regulations concerning the election.

SECTION 6.9 VOTING RULES

- A. During the election for Members of the Board of Directors, the candidate who receives the majority of the votes cast (51% or half plus one) for each office shall be declared the winner.
- B. If two or more candidates for the same office receive an equal number of the votes cast, a run-off election between these candidates shall be held within 30 days of the certification of election results. The same procedures shall be followed as prescribed by the bylaws.

ARTICLE VII PRESIDENT

SECTION 7.1 DUTIES AND RESPONSIBILITIES

- A. The Corporation shall have a President who shall have served the immediately preceding term as President-Elect, or, in the absence of a qualified President-Elect, who shall be elected by a majority of the votes cast. The President shall be an Individual Member of the Corporation who has served a full term as a member of the Board of Directors of the

Corporation. The President shall not have served a full term as President during the preceding year before the commencement of the term.

- B. The President, or designee, shall preside at all meetings of the Corporation.
- C. Subject to the approval of the Board of Directors, the President shall annually appoint the standing and special committees or sub-committees of the Corporation.
- D. With the assistance of the Board of Directors, the President shall execute and administer the Policy and Procedures of the Corporation as established by the members of the Corporation, or the Board of Directors.
- E. As the chief executive officer of the Corporation, the President shall:
 - 1. Be responsible for managing the Corporation in accordance with these bylaws and the laws of the State of Oklahoma.
 - 2. Be responsible for the affairs of the Corporation.
- F. The President shall:
 - 1. Be an ex-officio member of all regular and special committees.
 - 2. Preside at and set the agenda for meetings of the Board of Directors, and membership meetings.
 - 3. Facilitate management of the Corporation.
 - 4. Be responsible for the orientation and training of all members of the Board of Directors.
 - 5. Ensure that the Chapter Affiliation Requirements (CARE) are addressed in the Corporation's annual operational plan and the Corporation maintains CARE compliance each year.
 - 6. Provide quarterly Chapter Affiliation Requirements (CARE) reports to the Board of Directors.
 - 7. Provide quarterly reports, on the status of attainment of the long-range goals as they relate to the current year and on the short-range implementation strategies previously adopted to the Board of Directors.
 - 8. Represent the Corporation to ATD.
- G. The term of the President shall be January 1 to December 31.

SECTION 7.2 VACANCY

- A. If the office of President shall become vacant, the Immediate Past President shall serve as Acting President. The Acting President shall call a meeting of the Board of Directors within thirty (30) days of such vacancy. The Board of Directors shall meet and elect a successor. If the Immediate Past President is not available, the Board of Directors shall elect a chair for that meeting to vote to determine the acting President.

- B. The person elected to fill such vacancy for the remainder of the term shall be an Individual Member of the Corporation and may have served or may be serving as a member of the Corporation's Board of Directors.
- C. In filling a vacancy for the office of President, all persons with a vote on the Board of Directors shall be entitled to vote if present at the meeting. A majority of the votes cast by the Board of Directors shall be necessary to elect, and voting shall be by secret ballot. The vote shall be counted by two people.
- D. The Individual Member elected to the office of President shall take office immediately upon election and shall serve the unexpired predecessor's term or until a successor is elected and qualified.
- E. If vacancies occur in the Board of Directors which preclude a quorum, the remaining members of the Board of Directors, voting or non-voting, shall, by majority vote, fill the vacancies on the Board of Directors. Such meeting shall be held no less than fifteen (15) days and no greater than thirty (30) days of such occurrence.

ARTICLE VIII PRESIDENT-ELECT

SECTION 8.1 ELIGIBILITY

- A. To be considered eligible for nomination, the individual must be a member-in-good-standing; and
- B. Meet one or more of the following criteria:
 - 1. Is currently serving on the ATD Tulsa Board of Directors
 - 2. Is currently serving on the Board of Directors of another ATD Chapter
 - 3. Had served a full term on the ATD Tulsa Board of Directors
 - 4. Had served a full term on the Board of Directors of another ATD Chapter within the past 10 years
 - 5. Had served as a committee member for the ATD Tulsa chapter.
- C. These eligibility requirements shall be verified by the Elections Committee and reported to the membership.

SECTION 8.2 DUTIES AND RESPONSIBILITIES

- A. The President-Elect shall:
 - 1. Act for the President in the President's absence.
 - 2. Facilitate planning in preparation for term as President.
- B. The term of the President-Elect shall be January 1 to December 31.
- C. The President-Elect shall fulfill other duties as requested by the President.

SECTION 8.3 VACANCY

- A. If the office of President-Elect shall become vacant, the President shall call a meeting of the Board of Directors within thirty (30) days of such vacancy. The Board of Directors shall meet and elect a successor. If the President is not available, the Board of Directors shall elect a chair for that meeting to vote to determine the acting President.
- B. The person elected to fill such vacancy for the remainder of the term shall be an Individual Member of the Corporation and shall have served or shall be serving as a member of the Corporation's Board of Directors.
- C. In filling a vacancy for the office of President-Elect, all persons with a vote on the Board of Directors shall be entitled to vote if present at the meeting. A majority of the votes cast by the Board of Directors shall be necessary to elect, and voting shall be by secret ballot. The vote shall be counted by two people.
- D. The Individual Member elected to the office of President-Elect shall take office immediately upon election and shall serve the unexpired term of his or her predecessor or until a successor is elected and qualified.
- E. If vacancies occur in the Board of Directors which preclude a quorum, the remaining members of the Board of Directors, voting or non-voting, shall, by majority vote, fill the vacancies on the Board of Directors. Such meeting shall be held no less than fifteen (15) days and no greater than thirty (30) days of such occurrence.

ARTICLE IX IMMEDIATE PAST PRESIDENT

SECTION 9.1 DUTIES AND RESPONSIBILITIES

- A. During January of each year, the Immediate Past President, along with the Board of Directors, shall:
 - 1. Develop an annual report containing, but not limited to membership numbers; financial performance; and progress toward annual goals.
 - 2. Ensure the annual report is posted on the Corporation's website for public review.
- B. The Immediate Past President shall:
 - 1. Advise the President and Board of Directors.
 - 2. Manage the Corporation's annual submission of Chapter Affiliation Requirements (CARE) to ATD.
 - 3. Provide guidance and training for the Board of Directors regarding Chapter Affiliation Requirements (CARE) planning, reporting, and submission.
- C. The term of the Immediate Past President shall be January 1 to December 31.
- D. The Immediate Past President shall fulfill other duties as requested by the President.

ARTICLE X VICE PRESIDENT OF FINANCE

SECTION 10.1 DUTIES AND RESPONSIBILITIES

A. The Vice President of Finance (Treasurer) shall:

1. Create and submit an annual budget for the next year for review by the Board of Directors at the final board meeting of the year. The annual budget should be reviewed and approved at the first board meeting of the fiscal year.
2. Once the annual budget has been approved by the Board of Directors, the approved budget shall be made available to the public via posting on the Corporation's web site.
3. Report on the financial condition of the chapter at meetings of the board and at other times when called upon by the President.
4. Cause all dues and assessments to be collected.
5. Be responsible for secure handling of funds; of cash-in/cash-out; and timely depositing of funds to the Corporation's account(s).
6. Adopt cashless and contactless payment options, e.g., transactions should be processed online through the Corporation's web site as a rule.
7. Make all disbursements and keep financial records for the Corporation.
8. Submit the financial records for annual audit upon retirement from office or upon request by the Board of Directors.
9. Maintain financial records transparency by uploading financial records and documents to the Corporation's website file folder annually.
10. Be responsible for timely filing of annual tax returns electronically by May 15 each year and providing a copy of the filing to ATD.
11. Maintain CARE requirements by submitting the recent yearly balance sheet and profit and loss statements to ATD.

B. The term of the Vice President of Finance shall be from January 1 to December 31.

C. The Vice President of Finance shall fulfill other duties as requested by the President.

ARTICLE XI VICE PRESIDENT OF ADMINISTRATION

SECTION 11.1 DUTIES AND RESPONSIBILITIES

A. The Vice President of Administration (Secretary) shall:

1. Cause minutes of all Membership Business Meetings of the Corporation to be recorded in writing (minutes).

2. Cause minutes of all Board of Directors meetings of the Corporation to be recorded in writing (minutes).
 3. Ensure Membership Meeting and Board of Director meeting minutes are reviewed and approved by the Board of Directors in a timely manner.
 4. Ensure copies of approved Membership Meeting and Board of Director meeting minutes are posted on the Corporation's website for public review.
 5. Ensure copies of approved Membership Meetings and Board of Directors meetings are uploaded to the Corporation website file folder annually.
 6. Maintain policy and procedure manuals of the Corporation.
 7. Serve as Corporation archivist.
 8. Maintain incorporation status, including reporting as required, with the State of Oklahoma.
 9. Maintain and protect all Trademarks and Copyrights of the Corporation.
 10. Cause the Corporation to secure and renew General Liability insurance coverage for the Corporation, and secure and renew Directors and Officers Liability insurance coverage for the Corporation on an annual basis.
 11. Renew and keep current the Corporation's Post Office Box.
 12. Collect mail from the Corporation's Post Office Box prior to all meetings of the Board of Directors and/or the Membership.
- B. The term of the Vice President of Administration shall be January 1 to December 31.
- C. The Vice President of Administration shall fulfill other duties as requested by the President.

ARTICLE XII VICE PRESIDENT OF MEMBERSHIP

SECTION 12.1 DUTIES AND RESPONSIBILITIES.

- A. The Vice President of Membership shall:
1. Promote ATD joint/power membership and ATD Tulsa chapter membership.
 2. Maintain accurate membership records.
 3. Provide orientation for new members.
 4. Publish an annual membership directory on the Corporation's website.
 5. Implement an annual member survey, and to report results of the survey to the Board of Directors and to the members.
- B. The term of the Vice President of Membership shall be January 1 to December 31.
- C. The Vice President of Membership shall fulfill other duties as requested by the President.

ARTICLE XIII VICE PRESIDENT OF COMMUNICATIONS

SECTION 13.1 DUTIES AND RESPONSIBILITIES.

- A. The Vice President of Communications shall:
 - 1. Be responsible for creating and implementing an annual Communications plan in compliance with the current CARE Foundational Requirements.
 - 2. Be responsible for managing and updating the Corporation's website.
 - 3. Be responsible for sending electronic communications to members and other targeted recipients.
 - 4. Be responsible for managing the Corporation's social media presence.
- B. The term of the Vice President of Communications shall be January 1 to December 31.
- C. The Vice President of Communications shall fulfill other duties as requested by the President.

ARTICLE XIV VICE PRESIDENT OF LOGISTICS

SECTION 14.1 DUTIES AND RESPONSIBILITIES.

- A. The Vice President of Logistics shall:
 - 1. Secure facilities for all events of the Corporation.
 - 2. Establish event registration cut-off deadline, and, if needed, provide guaranteed head counts and meal counts to each facility according to the agreed upon timeline.
 - 3. Track attendance and maintain and provide up-to-date attendance lists for events.
 - 4. Be responsible for providing staffing for event registration.
 - 5. Be responsible for providing participant nametags for events, as needed.
 - 6. Be responsible for securing all equipment or virtual resources for events, as needed.
 - 7. Review event invoices and provide approved invoices to the Vice President of Finance for payment.
- B. The term of the Vice President of Logistics shall be January 1 to December 31.
- C. The Vice President of Logistics shall fulfill other duties as requested by the President.

ARTICLE XV VICE PRESIDENT OF PROGRAMMING

SECTION 15.1 DUTIES AND RESPONSIBILITIES.

- A. The Vice President of Programming shall:
 - 1. Develop programming that aligns with the ATD Capability Model.

2. Develop and implement at least ten professional development events for the membership.
 3. Secure a written program proposal, presenter agreement, biographical and marketing information from each presenter in accordance with the guidelines established by the Board of Directors.
 4. Shall provide program information to the designated Vice Presidents prior to the presenters scheduled presentation date.
 5. Coordinate all Special Professional Development Events held during their term; and shall help plan future events.
 6. Implement a procedure to secure participant feedback for all sessions and shall report feedback to the Board of Directors.
- B. The term of the Vice President of Programming shall be January 1 to December 31.
- C. The Vice President of Programming shall fulfill other duties as requested by the President.

ARTICLE XVI VICE PRESIDENT OF SPECIAL INTEREST GROUPS

SECTION 16.1 DUTIES AND RESPONSIBILITIES.

- A. The Vice President of Special Interest Groups shall:
1. Facilitate all special interest groups (SIGs), including but not limited to: Student SIGS, Awards and Recognitions; Technology; Consultants; and others as may be deemed appropriate.
 2. Facilitate and coordinate geographic interest groups (GIGs), including but not limited to population areas in Northeast Oklahoma outside of the greater Tulsa area (e.g., Bartlesville, Muskogee, Stillwater, Tahlequah, etc.).
- B. The term of the Vice President of Special Interest Groups shall be January 1 to December 31.
- C. The Vice President of Special Interest Groups shall fulfill other duties as requested by the President.

ARTICLE XVIII SPECIAL COMMITTEES

SECTION 18.1 SPECIAL COMMITTEES

The Board of Directors may create committees to assist them in their duties.

SECTION 18.2 MEMBERS OF SPECIAL COMMITTEES

All members of special committees shall be members-in-good-standing of the Corporation.

SECTION 18.3 DURATION OF SPECIAL COMMITTEES

The Board of Directors shall determine the duration of existence of special committees.

ARTICLE XIX CORPORATION FUNDS

SECTION 19.1 FINANCES

- A. With the assistance of the Board of Directors, the Vice President of Finance shall prepare and present the budget for the next fiscal year to the Board of Directors for review at its final Board of Directors Meeting that will occur in November or December of each year. The Board of Directors shall approve the annual budget at its first meeting of the fiscal year. The Board of Directors shall not recommend a deficit budget, nor shall the Board of Directors approve a deficit budget for the next fiscal year.
- B. Upon approval, the approved annual budget shall be posted on the Corporation website.
- C. The budget, when adopted, may be amended at any time by the Board of Directors.
- D. The Board of Directors shall be kept fully informed as to the financial condition and operation of the Corporation throughout the year by monthly budgetary reports, revisions to be footnoted.
- E. In accordance with the CARE agreement, the Corporation shall ensure an annual internal or external financial review is completed by an individual or group not directly responsible for the management of the corporation's finances.
- F. There shall be two (2) signors on the Corporation bank accounts.

SECTION 19.2 DISBURSEMENT OF FUNDS AS A RESULT OF DISSOLUTION

Should the Corporation be dissolved for any reason, upon dissolution of the Corporation, and after all of its liabilities and obligations have been paid, satisfied and discharged, or adequate provisions made therefore, all of the Corporation'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.

ARTICLE XX INDEMNIFICATION

SECTION 20.1 INDEMNIFICATION

To the extent required by the Articles of Incorporation of the Corporation, the Corporation shall indemnify each of its directors, to the full extent allowed under applicable law, pursuant to the terms, conditions, restrictions and requirements set forth in applicable law, as amended from time to time, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative,

arbitrative or investigative, by reason of the fact that they is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

The Corporation may indemnify any person, including without limitation, directors, officers, employees and agents of the Corporation, to the full extent allowed under applicable law, or any lesser amount, who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, by reason of the fact that they is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, pursuant to the terms, conditions, restrictions, and requirements set forth in applicable law, as amended from time to time, regarding directors and to the extent the Corporation could provide indemnification for a director, with regard to officers, employees and agents. Any such director, officer, employee, or agent desiring indemnification shall make written application for such indemnification to the Board of Directors of the Corporation. A special meeting of the Board of Directors shall be called within ten (10) days after receipt of such application to determine if the person so applying shall be indemnified, and if so, to what extent.

SECTION 20.2 INDEMNIFICATION AGREEMENT WITH ATD

In accordance with the Chapter Affiliation Agreement with the Association (ATD), each party (the Association and the Corporation) agrees to indemnify, save and hold harmless the other party, its subsidiaries, affiliates, related entities, partners, members, agents, officers, directors, employees, attorneys, heirs, successors, and assigns, and each of them, from and against any and all claims, actions, demands, losses, damages, judgements, settlements, costs and expenses (including reasonable attorneys’ fees and expenses), and liabilities of every kind and character whatsoever, which may arise by reason of:

1. the performance of the party’s obligations under the Chapter Affiliation Agreement,
2. the failure of the party or any of its directors, officers, employees, or other representatives to comply with any term or condition of the Chapter Affiliation Agreement, and/or
3. the breach of a representation or warranty given or made by the party in the Chapter Affiliation Agreement.

This indemnity will require the payment of costs and expenses as they occur. Each party will promptly notify the other party upon receipt of any claim or legal action referenced in this section.

SECTION 20.3 DIRECTOR’S AND OFFICER’S INSURANCE

The Corporation shall purchase and maintain insurance (Director’s and Officer’s insurance) or make other arrangements on behalf of any person who is or was a director, officer, employee or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee or similar functionary of

another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, in accordance with applicable law.

SECTION 20.4 GENERAL LIABILITY INSURANCE

The Corporation shall maintain a general liability insurance policy to protect against claims alleging that one's negligence or inappropriate action resulted in bodily injury or property damage.

SECTION 20.5 NOTIFICATIONS

Whenever these Bylaws or Policies require "written notice," such communication may be made in paper or electronic email address to the last known physical or email address for Corporation Members in Good Standing receiving such notice unless another form of notice is specifically required in the relevant Bylaw or Policy. The last known physical and electronic email address shall be that which is stored in the Corporation's member management system. However, any electronic notice must be specifically sent to the Corporation members receiving notice. The mere posting of notice to a public website shall not constitute written notice unless specifically allowed in the Bylaw or Policy requiring such notice; provided, however, that an electronic notice may refer the recipient to a website for the text of any document (proposed resolution, amendment, etc.) to be included with such notice.

ARTICLE XXI AMENDMENTS

SECTION 21.1 AMENDMENTS

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Members in Good Standing who cast an electronic ballot during the appointed voting period, provided a copy of the proposed amendment has been sent, together with notice of the time and process for voting, to each member at least twenty-one (21) days prior to such a vote. Immediately prior to a vote by the Members in Good Standing of the Corporation, the Board of Directors may, pursuant to three-fourths (3/4) majority vote, waive the requirement of prior notice called for above.

SECTION 21.2 APPROVAL

No official vote or action on a proposed change in Bylaws may be taken by the Members in Good Standing of the Corporation which has not been approved by a majority vote of the Board of Directors.

SECTION 21.3 INTERPRETATION

Any Bylaws and/or Policy and Procedures adopted, which in language or intent are in conflict, will be resolved by majority vote of the Board of Directors.

ARTICLE XXII DISSOLUTION

SECTION 22.1 DISSOLUTION

The Corporation may be dissolved by a vote of (two-thirds) of Corporation Members in Good Standing. Following an approved vote of dissolution, the Corporation must notify the Association no less than ninety (90) days prior to the effective date of such dissolution.

VERSION AND REVISION LOG:

Action	Date	Status
Revised and Adopted	01/10/2014	Posted to Chapter Site
Amended and Adopted	07/18/2014	References changed from ASTD to ATD; Name change to ATD Tulsa; Minor clean-up. Posted to Chapter Site
Amended and Adopted	08/11/2017	Article III Sections 3.2, 3.3, 3.4, 3.5, 3.6, 3.7, 3.8, 3.9, 3.10, and 3.11. Article IV Section 4.3 Article V Section 5.1 Article VI Sections 6.1, 6.2, 6.3, 6.7, and 6.9. Article VII Section 7.1 Article VIII Section 8.1, 8.2, 8.3 Article IX Section 9.1 Article XX Section 20.1 Article XXII Section 22.1 Posted to Chapter Site.
Amended and Adopted	09/11/2018	Article V, Sections 5.1& 5.5 Article VII Section 8.3.b.
Amended and Adopted	10/05/2021	Strike the words Physically and In Person; Rename VP of Marketing to VP of Communications; Move responsibilities of VP of Digital Media to VP of Communications; Delete VP of Digital Media; make technical adjustments to numbering sequence of all following Bylaws and Articles.
Amended and Adopted	01/01/2023	1. Section 3.2 Classes of Membership 2. Sections 3.8 and 3.9 Non-discrimination and Equal Opportunity – to align with EEOC protected classes 3. Section 5.1 Board of Directors a. Changed VP of Accommodations to VP of Logistics

		<ul style="list-style-type: none"> b. Deleted At-Large Directors 4. Section 5.6 Vacancy – Vice Presidents – New process to fill Vice President vacancies. 5. Article VI - Board of Directors Elections <ul style="list-style-type: none"> a. Updated elections processes and timing to align with completion of elections by September 30 each year b. Section 6.3 Duties and Responsibilities for Elections Committee – provided with new guidance on eligibility criteria for members seeking nomination as President-Elect 6. Section 7.1 Duties and Responsibilities for President <ul style="list-style-type: none"> a. Updated to reflect current policies and procedures b. Formatted to be consistent with format for all board officer positions 7. Section 8.1 Eligibility President-Elect <ul style="list-style-type: none"> a. Changed eligibility requirements to reference ATD volunteer leadership experience 8. Section 9.2 Vacancy for Immediate Past President Deleted 9. Articles X through XVI – All VP Positions <ul style="list-style-type: none"> a. Updated to reflect current policies and procedures b. Formatted to be consistent with format for all board officer positions 10. Article XVII – At-Large Directors Deleted 11. Section 20.1.1 Indemnification Agreement with ATD Added 12. Section 20.3 General Liability Insurance Added 13. Updated to reflect language and best practices for nonprofit organizations.
Action	Date	Status



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