



## **ATD Tulsa Chapter**

### **BYLAWS**

**Revised and Adopted**

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**Amended October 5, 2021**

**ATD Tulsa Chapter, Inc.**

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**[atdtulsa.org](http://atdtulsa.org)**

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## **ARTICLE I – NAME**

### **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 located 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 (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.

## **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 human resource 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 and its members shall follow the 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 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. Associate Member (Chapter Member Only) (individual);
- B. Power Member (ATD National AND Chapter Member) (individual);
- C. Associate Student Membership (Chapter Member Only) (individual; and
- D. Power Student Membership (National and Chapter Member) (individual);

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

### **SECTION 3.3 ASSOCIATE MEMBERS**

An Associate Member in good standing is an individual who meets the requirements of membership as stated in these bylaws, and whose yearly Corporation Associate Member dues are current, and whose payment has been deposited and has cleared banking transactions.

### **SECTION 3.4 POWER MEMBERS**

A 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, and whose payment has been deposited and has cleared banking transactions.

### **SECTION 3.5 ASSOCIATE STUDENT MEMBERS**

An Associate Student Member in good standing is an individual who meets the requirements of membership stated in these bylaws, and whose yearly Corporation Associate Student Member dues are current, and who qualifies for the student membership by attending a degree-granting college or university full-time, and whose payment has been deposited and has cleared banking transactions.

### **SECTION 3.6 POWER STUDENT MEMBERS**

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

### **SECTION 3.7 INTERNATIONAL MEMBERSHIP**

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

### **SECTION 3.8 NON-DISCRIMINATION**

The Corporation does not discriminate based on race, creed, national origin, gender, physical or mental ability, color, or sexual orientation.

### **SECTION 3.9 EQUAL OPPORTUNITY**

The Corporation offers equal opportunity to all eligible members, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, military veteran status, physical or mental impairment.

### **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 no fewer than 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 Associate Member, Power Member, Associate Student Member, and 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) eight (8) 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 Accommodations;
- I. Vice President of Programming;
- J. Vice President of Special Interest Groups;
- K. All elected At-Large Directors (should there be any);
- L. The professional staff or a representative of the Corporation's management company, if such a position exists (Non-Voting, Ex-Officio);
- M. All appointed and/or non-voting members of the Board of Directors.
- N. 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.
- O. 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 strategic plan and annual budget
  - 3. Provide for the annual financial review of Corporation records,
  - 4. Approve categories of membership,
  - 5. Authorize committees of the Corporation,
  - 6. Operate in accordance with the Chapter Affiliation Agreement with ATD and within the ATD Chapter Affiliation Requirements (CARE).
  - 7. Counsel the President.
  - 8. 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.
  - 9. 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);
  - i. 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
  - ii. 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 Roberts Rules of Order.
- J. Actions of the Board may be voted upon by written notice;
  - i. 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
  - ii. 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 any Vice President 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. Past Presidents of the Corporation can be elected to fill such vacancies.
- C. 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 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 Vice President 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. In the event that 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.

**SECTION 5.7 VACANCY - DIRECTORS**

- A. If the office of an At-Large Director 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. Past Presidents of the Corporation can be elected to fill such vacancies.
- C. In filling a vacancy for the office of an At-Large Director, 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 an At-Large Director 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.

In the event that 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.

## **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 shall serve as an advisory committee to the President and any paid administrator (if there is one) in matters concerning the administrative affairs of the Corporation.
- C. 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, and three members of the Board of Directors appointed by the President. The Bylaws & Policies Committee shall be responsible for 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 NOMINATIONS**

- A. Not less than ninety (90) days before the ATD Chapter Leaders Conference (ALC), under the direction of the President, written notice shall be provided to all Corporation Members that nominations are being accepted for the following offices:
  - 1) President-elect;
  - 2) Vice Presidents, as determined necessary by the Board of Directors, and as described herein;

- 3) At-Large Directors (if it is deemed by the Board of Directors that such positions are needed)
- B. Written nominations must be received by the Corporation Vice President of Administration at least forty-five (45) days before the ATD Chapter Leaders Conference (ALC).
- C. In the event that less than two (2) candidates for any office shall be properly submitted, as herein provided, to the Elections Committee, then as to such office, the provision for nominations thirty (30) days in advance of the Election shall be waived and proposals for such office shall be received up to an hour to be fixed by the Board of Directors.

## **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 meetings 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. The Elections Committee shall be responsible for verifying that any candidate for President-Elect shall have attended six (6) or more of the previous twelve (12) ATD Tulsa Chapter meetings.
- E. 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 forthwith 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 any and 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.
- C. The Credentials Committee shall report to the Membership, prior to any vote being taken, the number of Members in Good Standing eligible to vote.

## **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. In the event that 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, and the President shall be an ex-officio member of all regular and special committees.
- C. The President may require officers and directors to make regular or special reports at such time as the President may prescribe. 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. The President shall be responsible for the affairs of the Corporation and, with the assistance of the Board of Directors, 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. The enhancement of the Corporation's image shall be the direct responsibility of the President. The President shall address other organizations, Workplace Learning and Performance issues, and directions of the organization as a task of his or her tenure.
- F. During December of each year, the President, along with the Board of Directors, shall develop a report containing, but not limited to: membership numbers; financial performance; and progress toward annual goals.
- G. The President shall not take actions, expend funds, and incur expenses contrary to the purpose of the Corporation, as may be modified from time to time by the Board of Directors. The Treasurer is responsible for reporting any failure to comply with this provision to the Board of Directors at its next meeting and for protecting the budget. Non-compliance of reporting a violation is grounds for dismissal of the Treasurer.

- H. The President shall be responsible for the orientation and training of all members of the Board of Directors.
- I. 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, shall be given by the President to the Board of Directors.
- J. The President shall ensure that the Chapter Affiliation Requirements (CARE) are addressed in the Corporation's annual plan and that Corporation maintain CARE compliance each year.
- K. As the chief executive officer of the Corporation, the President is responsible for managing the Corporation in accordance with these bylaws and the laws of the State of Oklahoma.
- L. The President presides at and sets the agenda for meetings of the Board of Directors, and membership meetings, and oversees the management of the Corporation. M. The President represents the Corporation to ATD.
- N. 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. Past Presidents of the Corporation shall not be elected to fill such vacancies.
- 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 term of his or her predecessor or until a successor is elected and qualified.
- E. In the event that 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;
- B. And, the individual must have attended at least six (6) of the previous twelve (12) chapter meetings.
- 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 acts for the President in the President's absence.
- B. The President-Elect facilitates planning in preparation for term as President
- C. The term of the President-Elect shall be January 1 to December 31.
- D. The President-Elect fulfills 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. Past Presidents of the Corporation shall not be elected to fill such vacancies.
- 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. In the event that 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. The Immediate Past President advises the President and Board of Directors.
- B. The Immediate Past President shall manage the Corporation's annual submission of Chapter Affiliation Requirements (CARE) to ATD.
- C. The Immediate Past President shall provide guidance and training for the Board of Directors regarding Chapter Affiliation Requirements (CARE) planning, reporting, and submission.
- D. The Immediate Past President shall provide quarterly Chapter Affiliation Requirements (CARE) reports to the Board of Directors.
- E. The term of the Immediate Past President shall be January 1 to December 31.

### **SECTION 9.2 VACANCY**

- A. If the office of Immediate Past President 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. Past Presidents of the Corporation can be elected to fill such vacancies.
- C. In filling a vacancy for the office of Immediate Past 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 Immediate Past President 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. In the event that 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 X VICE PRESIDENT OF FINANCE**

### **SECTION 10.1 DUTIES AND RESPONSIBILITIES**

- A. The Vice President of Finance (Treasurer) shall create and submit an annual budget for review and approval by the Board of Directors.
- B. The Vice President of Finance shall report on the financial condition of the chapter at meetings of the board and at other times when called upon by the President.
- C. The Vice President of Finance causes all dues and assessments to be collected.
- D. The Vice President of Finance shall be responsible for secure handling of funds; of cash-in/cash-out; and timely depositing of funds to the Corporation's account(s).
- E. The Vice President of Finance makes all disbursements and keeps financial records for the Corporation.
- F. Upon retirement from office or upon request by the Board of Directors, the Vice President of Finance shall submit the financial records for annual audit.
- G. The Vice President of Finance shall be responsible for timely filing of annual tax returns.
- H. The term of the Vice President of Finance shall be January 1 to December 31.
- I. The Vice President of Finance fulfills 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 cause minutes of all Membership Business Meetings of the Corporation to be recorded in writing.
- B. The Vice President of Administration shall cause minutes of all Board of Directors meetings of the Corporation to be recorded in writing.
- C. The Vice President of Administration shall maintain policy and procedure manuals of the Corporation
- D. The Vice President of Administration shall serve as Corporation archivist.
- E. The Vice President of Administration shall maintain incorporation status, including reporting as required, with the State of Oklahoma.
- F. The Vice President of Administration shall maintain and protect all Trademarks and Copyrights of the Corporation.
- G. The Vice President of Administration shall 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.

- H. The Vice President of Administration shall serve as Parliamentarian, or shall appoint a Parliamentarian to serve during their term.
- I. The Vice President of Administration shall renew and keep current the Corporation's Post Office Box.
- J. The Vice President of Administration shall collect mail from the Corporation's Post Office Box prior to all meetings of the Board of Directors and/or the Membership.
- K. The term of the Vice President of Administration shall be January 1 to December 31.
- L. 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 promote joint membership and associate membership.
- B. The Vice President of Membership shall maintain accurate membership records.
- C. The Vice President of Membership shall provide orientation for new members.
- D. The Vice President of Membership shall publish an annual membership directory.
- E. The Vice President of Membership shall be responsible to implement an annual member survey, and to report results of the survey to the Board of Directors and to the members.
- F. The term of the Vice President of Membership shall be January 1 to December 31.
- G. The Vice President of Membership fulfills 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 be responsible for creating and implementing an annual Communications plan.
- B. The Vice President of Communications shall be responsible for managing and updating the chapter web site.
- C. The Vice President of Communications shall be responsible for sending electronic communications to members and other targeted recipients.
- D. The Vice President of Communications fulfills other duties as requested by the President.
- E. The Vice President of Communications shall be responsible for managing social media, including, but not limited to LinkedIn, Twitter, Facebook, and YouTube.

- F. The Vice President of Communications shall be responsible for securing images and content related to the Workplace Learning and Performance Profession, and using said images and content to provide information of value to the Corporation's members.
- G. The term of the Vice President of Communications shall be January 1 to December 31.

## **ARTICLE XIV VICE PRESIDENT OF ACCOMMODATIONS**

### **SECTION 14.1 DUTIES AND RESPONSIBILITIES.**

- A. The Vice President of Accommodations shall secure facilities for all meetings and events of the Corporation.
- B. The Vice President of Accommodations shall work closely with the Vice President of Programming, the Vice President of Finance, and the chair of Special Programs.
- C. The Vice President of Accommodations shall 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.
- D. The Vice President of Accommodations shall be responsible for maintaining and providing up-to-date attendance lists for each event.
- E. The Vice President of Accommodations shall be responsible to provide staffing for event registration tables.
- F. The Vice President of Accommodations shall be responsible for providing participant nametags for each event.
- G. The Vice President of Accommodations shall be responsible for securing and audiovisual equipment needed for each specific meeting.
- H. The Vice President of Accommodations shall review event invoices and provided approved invoices to the Vice President of Finance for payment.
- I. The term of the Vice President of Accommodations shall be January 1 to December 31. J. The Vice President of Accommodations fulfills 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 develop programming that aligns with the ATD Capability Model and the ATD Communities of Practice.
- B. The Vice President of Programming shall develop and implement monthly programs.
- C. The Vice President of Programming shall develop and implement at least ten (10) programs for monthly meetings of the membership.

- D. The Vice President of Programming shall secure “presenter agreements” from each presenter.
- E. The Vice President of Programming shall secure biographical information and marketing information for each presenter, and shall provide that information to the designated Vice President no less than 60 days prior to the presenters scheduled presentation date.
- F. The Vice President of Programming shall secure all equipment required by the presenter for monthly programs.
- G. The Vice President of Programming shall oversee all Special Programs / Events held during their term; and shall help plan future events.
- H. The Vice President of Programming shall implement a procedure to secure participant feedback for all sessions and shall report feedback to the Board of Directors.
- I. The term of the Vice President of Programming shall be January 1 to December 31.
- J. The Vice President of Programming fulfills 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 oversee all special interest groups (SIGs), including but not limited to: Student SIGS, Awards and Recognitions; Technology; Consultants; and others as may be deemed appropriate.
- B. The Vice President of Special Interest Groups shall oversee 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.).
- C. The Vice President of Special Interest Groups shall work closely with the Vice President of Programming, and the Vice President of Accommodations.
- D. The term of the Vice President of Special Interest Groups shall be January 1 to December 31.
- E. The Vice President of Special Interest Groups fulfills other duties as requested by the President.

## **ARTICLE XVII AT-LARGE DIRECTORS**

### **SECTION 17.1 DEFINITION**

The Corporation may elect up to six (6) At-Large Directors who will serve a one-year term. At-Large Directors may succeed themselves, but may not serve more than 3 consecutive terms. At-Large Directors are voting members of the Executive Board.

## **SECTION 17.2 DUTIES AND RESPONSIBILITIES**

- A. At-Large Directors may be elected to serve in roles such as Awards and Recognitions; Special Interest Groups; Geographic Interest Groups; Communities of Interest; or other areas based on the needs of the Corporation.
- B. At-Large Directors shall fulfill their assigned roles as defined by the Board of Directors.
- C. The term of the At-Large Directors shall be January 1 to December 31.
- D. At Large Directors shall provide advice and counsel to the Board of Directors and 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**

Members of special committees serve for the duration of the President's term or on an ad hoc basis.

### **SECTION 18.4 EXTENSION OF SPECIAL COMMITTEES**

The succeeding President may extend the term of special committee members.

## **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 approval at its final Board of Directors Meeting that will occur in November or December of each 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. In recommending the annual budget, the Board of Directors may include as income any and/or all surplus funds accumulated in prior years.
- B. The budget, when adopted, may be amended at any time by the Board of Directors.
- C. 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.

- D. 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.

## **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 he 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 he 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,

(i) pursuant to the terms, conditions, restrictions and requirements set forth in applicable law, as amended from time to time, with regard to directors and (ii) 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 INSURANCE**

The Corporation shall purchase and maintain 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 20.3 NOTIFICATIONS**

Whenever these Bylaws or Policies require “written notice,” such communication may be made in paper or electronic format to the last known physical or electronic 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. Electronic formats shall include, without limitation, email and fax, and any other electronic forms of communication which come into widespread use and the Corporation members receiving such notice is known to utilize such form of electronic communication. 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**

- A. These Bylaws may be amended by a two-thirds (2/3) majority vote of the Members in Good Standing delegates 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 meeting 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 at a meeting 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.

**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.



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