



Article I. Name and Purpose

- Section A: Chapter Name
The name of this organization is the Mississippi chapter of the American Society for Training and Development.
- Section B: Affiliation with the National Society
The chapter is an affiliate of the American Society for Training and Development, a nonprofit educational society under Section 501 (c) (3) of the Internal Revenue Code of 1954. The Society and its chapters are not organized for profit, and no part of their net earnings shall benefit any member or private individual, except for payment or reasonable compensation for services rendered.
- Section C: Governance and Management of Chapter
The chapter shall be governed and managed by a Board of Directors elected by the membership. The Board of Directors shall set policies within the limits prescribed by these bylaws.
- Section D: Purpose
The mission of the Mississippi Chapter of the American Society for Training and Development is to provide leadership and support for human resource development to individuals, organizations, and the community through professional programming on topics of interest and importance to the profession; communication of resources which educate and inform; and products and services which assist individuals and organizations to achieve excellence in competence, performance, and fulfillment.
- Section E: Equal Opportunity
The chapter offers equal opportunity to all, regardless of race, color, creed, religion, national origin, age, gender, sexual orientation, marital status, political affiliation, veteran status, physical or mental impairment, and any other characteristics protected by law.

Article II. Membership

- Section A: Eligibility
Membership in the chapter is open to those who have interests or responsibilities in training, human resource development, workplace learning and performance; are interested in advancing the objectives of the chapter and the Society; and subscribe to and are qualified under these bylaws. A chapter member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year.
- Section B: Dues
The Board of Directors will set dues, fees, and terms of chapter membership. Chapter membership is transferable only within an organization.

Section C: Suspension or Termination of Membership

The Board of Directors may, by a two-thirds vote of those present, suspend or terminate the membership of any individual for non-payment of dues or monies owed the chapter, or for actions or behavior in violation of these bylaws or deemed detrimental to the best interests of the chapter.

1. Suspension or termination of membership will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to board members and the member concerned at least fourteen (14) days prior to the meeting.
2. Any motion for suspension or termination must be made by an elected board member, based on personal knowledge, official chapter records, or statement signed by no fewer than five (5) chapter members in good standing.
3. Before action of suspension or termination, the member will have an opportunity to be heard by the Board of Directors.

Article III. Board of Directors

Section A: Duties and Responsibilities

The management of the affairs of the chapter shall be vested in the Board of Directors. It shall be the duty of the Board to carry out the objectives and purposes of the chapter, and to this end it may exercise all powers of the chapter. The duties of the Board shall include: establishing policy for the operation of the chapter; approving the strategic plan, the annual plan, and the budget; approving categories of membership; authorizing new committees of the chapter; and performing other functions as appropriate for the Board of Directors.

Section B: Membership

1. The Board of Directors will consist of not less than eight (8) and not more than ten (10) individuals elected from among chapter members in good standing as specified in Article II of these bylaws. The Board of Directors shall continue in office until successors are duly installed.
2. Members of the Board of Directors shall be President, President-Elect, Past President, Treasurer, Secretary, Vice President-Communications, Vice President-Professional Development, and Vice President-Membership as determined by the Board of Directors and these bylaws.
3. President
As the Chief Executive Officer of the chapter, the President is responsible for managing the chapter in accordance with these bylaws and the laws of the State of Mississippi. The President presides at, and sets the agenda for, meetings of the Board of Directors and membership meetings, except as noted in Article VII of these bylaws; and oversees the management of the chapter.
4. President-Elect
The President-Elect acts for the President in the President's absence. The President-Elect serves as the chair of the Nominating Committee and facilitates planning in preparation for term as President. The President-Elect performs other duties as requested by the President.
5. Treasurer
The Treasurer shall report on the financial condition of the chapter at meetings of the Board and at other times when called upon by the president.
6. Other Directors shall include:

- a) Vice President-Communications
- b) Vice President-Professional Development
- c) Vice President-Membership
- d) Secretary

All Directors will have position descriptions approved by the Board, listing the duties and responsibilities of each position. Position descriptions will be made available to chapter members and potential Board members at least 30 days prior to scheduled elections.

- Section C: Qualifications
Persons seeking to serve on the Board of Directors must be chapter members in good standing as specified in these bylaws. Board members are required to maintain membership in the national Society.
- Section D: Terms
Board members shall be elected to serve terms of one year. Board members may stand for re-election to the same board position, and if so, may serve no more than two consecutive terms.
- Section E: Conduct of Chapter Business
1. A majority of members of the Board of Directors shall constitute a quorum at any meeting of the Board. Should a quorum not be present, those members present may adjourn from time to time until a quorum is present.
 2. The act of the majority of Board members present at a meeting where a quorum is present shall be the act of the Board unless law or these bylaws require a greater proportion.
 3. Board members may not cast proxy votes for absent Board members.
- Section F: Meetings
The Board of Directors will meet at least quarterly. The date of Board meetings will be announced at least 14 days in advance, and the exact time and place of all Board meetings will be announced to all Board members at least 14 days in advance of the meeting.
- Section G: Attendance
Failure to attend three consecutive and duly called meetings of the Board of Directors without excused absences will be sufficient cause for the Board to consider replacing a Board member under the provisions of these Bylaws
- Section H: Removal
1. The Board of Directors may, by two-thirds vote of the full Board, suspend or terminate a member of the Board for actions or behavior in violation of these bylaws, or which are deemed detrimental to the best interests of the chapter.
 2. Suspension or termination of board members will be considered at a regularly scheduled meeting of the Board of Directors. Written notice of, and rationale for, proposed suspension or termination shall be mailed to Board members and the individual concerned at least 14 days prior to the meeting.
 3. Any motion for suspension or termination must be made by a board member, based on personal knowledge, official chapter records, or statement signed by no fewer than 5 chapter members in good standing.

4. Before action of suspension or termination, the board member will have an opportunity to be heard by the Board.

Section I: Vacancies

1. When a vacancy occurs for a board position, the President may, with the approval of the majority of the Board of Directors, appoint a replacement from among chapter members in good standing to serve the balance of the term.
2. Should the office of President be vacated, the President-Elect will assume the position and its responsibilities. If both the offices of President and President-Elect become vacant simultaneously, the Treasurer will convene the Board of Directors to select a member of that body to assume the duties and responsibilities of the President until a special election by the membership can be held. Approval of an interim President will require a majority vote of the Board of Directors.

Article IV. Election of Board Members

Section A: Nominating Committee

The President-Elect will form a Nominating Committee with the approval of the Board of Directors. The Nominating Committee will have no fewer than 3 members, and will include the President-Elect, the Past President, and 1 chapter member in good standing not currently serving in elected positions.

Section B: The Nominating Committee will seek the input of the Board of Directors and will present a slate of qualified candidates to the membership at least 30 calendar days prior to the end of the current Board terms.

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

Article V. Financial Review

Section A: A financial review will be conducted annually and more frequently if circumstances dictate, by the Financial Review Committee, with findings reported to the Board of Directors.

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

Section C: Results of the financial reviews and audits will be published and made available to the chapter membership as soon as is practicable, but no later than 90 days into the following fiscal year.

Section D: The committee shall consist of the President-Elect, the Past President, and no fewer than three chapter members in good standing who have not served as a Board member for at least two years. The Treasurer shall not be eligible to serve on the Financial Review Committee, but will provide the committee or independent auditor any and all records necessary to complete a review of chapter finances.

Article VI. Committees

In addition to committees specified in these bylaws, committees may be established or disbanded by the Board of Directors. Committees are subject to

the oversight and direction of the Board or those authorized by that body.

Article VII. Special Meetings of the Chapter

Special meetings of the chapter may be called by the President, the Board of Directors, or upon the receipt of a petition signed by at least 25% of chapter members in good standing.

1. The call for a special meeting must specify the reason for the meeting. Business at the special meeting will be limited solely to the topic specified. Notification will be made to all chapter members at least 14 business days prior to the meeting.
2. 25% of chapter members in good standing will constitute a quorum required for the conduct of business at a special meeting.
3. The President shall preside at a Special Meeting of the chapter; unless the President has a conflict of interest regarding the reason such a meeting has been called. In that case, the body calling the Special Meeting (the Board or chapter members) shall select an individual to preside at the meeting by majority vote.
4. A majority vote of chapter members present will be sufficient to carry a motion, provided that such a motion complies with these Bylaws.
5. The minutes of a special meeting will be published or made available to all chapter members.

Article VIII. Indemnification

The Board of Directors may seek and maintain such indemnification as is necessary under the laws of the State of Mississippi to protect the chapter, chapter members, and board members.

Article IX. Amendment and Modification of Bylaws

Section A: Amendments to these bylaws may only be initiated by the Board of Directors or by a petition signed by at least 25% of chapter members in good standing.

Section B: Notice of any potential change must be published and distributed to the membership at least 30 calendar days prior to voting on such measures.

Section C: Amendments must be approved by a majority of chapter members in good standing voting by mail ballot or at a duly called special meeting.

Section D: Notice of approved changes to these Bylaws shall be published or distributed to all chapter members no later than 60 days following adoption.

Article X. Dissolution of Chapter & Liquidation of Assets

The chapter may be dissolved by a vote of two-thirds of chapter members in good standing. In the event of dissolution or liquidation of the chapter, all the remaining assets will be transferred to the national ASTD organization.

Article XI. Geographical Interest Groups/Special Interest Groups

Section A: Purpose

The purpose of this Article is to provide guidelines and requirements for affiliated interest groups of the Mississippi Chapter of ASTD. These interest groups consist of two types: Geographical Interest Groups and Special Interest Groups.

- Geographical Interest Groups (GIGs) are branches of the Mississippi Chapter associated with a region of the State. These subgroups meet regularly to provide programs and networking opportunities to professionals who are geographically distant from the Mississippi Chapter, which meets in Jackson.
- Special Interest Groups (SIGs) are subgroups of the Mississippi Chapter or a GIG that meet regularly with peers who have an interest in similar topics. These small groups meet to explore their topic, share best practices and keep up with the latest information.

Section B: Governance and Management of Interest Groups
Interest groups shall comply with the bylaws of the Mississippi Chapter of ASTD. Failure to comply with the bylaws is considered grounds for dissolving the chapter/interest group affiliation. Each GIG shall maintain an elected leadership team. Members of the leadership team must be members in good standing. A member in good standing is one who meets the requirements for membership, and whose dues are paid for the membership year. Special Interest Groups normally do not have a formal leadership structure.

Section C: Membership in the Chapter and Geographical Interest Group
Members join a GIG by becoming paid members of the Mississippi Chapter of ASTD and indicating a preference for participating in a particular GIG.

Section D: Launching of a ASTD Chapter from a Geographical Interest Group
A GIG has the option of becoming a self-supporting chapter of ASTD when the national membership figures of the GIG reach the threshold number required for an ASTD Chapter. Upon reaching the required number, the GIG may petition national ASTD to become a self-supporting chapter. At that point, the Mississippi Chapter will be released from its obligation to sponsor the GIG and any income earmarked for reimbursement to the group will be transferred to the newly formed chapter.

Section E: Creating a Leadership Team for a Geographical Interest Group
A GIG will elect a minimum of three officers from their members. The leadership positions for the leadership team shall include a President, Treasurer, and Secretary along with additional leadership positions determined appropriate. Titles for these positions may vary according to the GIG.

- **President**
The President is responsible for managing the GIG in accordance with this Article and the bylaws of the Mississippi Chapter of ASTD. The President presides at meetings and sets the agenda for meetings of the leadership team.
- **Treasurer**
The Treasurer shall report on the financial condition of the GIG at meetings and at other times when called upon by the President.
- **Secretary**
The Secretary shall record and maintain minutes for GIG meetings and perform other administrative duties as assigned.
- **Other Team Leadership Positions**
The other team leadership positions may include those listed below:
 - **Membership**

- Programs
- Communications

Elections for a GIG leadership team will be held according to the by-laws of the Mississippi Chapter. Members of the GIG leadership team shall be elected to serve terms of at least one year. GIG leaders may stand for re-election to the same position but may serve no more than two consecutive terms for any one position, unless approved by a majority of the voting members. A majority of the voting members are required to elect leadership team members. GIG leaders shall be confirmed by the Chapter Board of Directors.

Section F: Responsibility for GIG Expenses and Collection of Membership Dues
 Membership dues paid by GIG members are used to pay all expenses incurred by the group. Annual membership dues will be consistent with annual membership dues of the Mississippi Chapter; however monthly meeting fees will be set in accordance with GIG needs. Any changes in the contract for the audit must be passed by a majority of the boards of all Mississippi GIGs and the Chapter board.

GIG membership funds will be retained in a GIG checking account maintained in accordance with fund requirements as designated for the Mississippi Chapter in these bylaws. GIGs are responsible for sending bank statements of this checking account to the Certified Public Accountant retained by the Mississippi Chapter no less than quarterly each year. The Certified Public Accountant is retained to conduct the external financial audit required by National ASTD CORE requirements.

Section G: Reimbursement of Geographical Interest Group Expenses
 The GIG Treasurer and Chapter Treasurer shall communicate membership numbers and financials as needed to facilitate the reimbursement of expenses. The GIG Treasurer shall submit detailed receipts to the Chapter Treasurer for reimbursement recognizing that expenses must be clear at the time of the external audit. The Chapter Treasurer shall respond with payment of approved expenses in a timely manner.

Reimbursement beyond the amount designated for the GIG shall require approval by the Mississippi Chapter Board of Directors. Expenses for GIG services maintained by the Chapter (i.e., website expenses, etc.) shall be communicated by the Chapter Treasurer to the GIG Treasurer and taken out of the interest group's designated funds.

Section H: Funds Collected by the Geographical Interest Group
 Any funds collected by a GIG outside those reimbursed for Chapter membership, shall be controlled as approved by the interest group's leadership team. An accurate accounting of any funds shall be maintained by the GIG Treasurer and reported to the Chapter Board on a regular basis. The annual external audit of financial records required by National ASTD CORE requirements will include review of the financial records of these funds.

Section I: Disbandment of an Interest Group

Upon disbandment of a GIG (by process other than forming a Chapter), all remaining funds designated for the GIG's expenses shall be incorporated into the general operating funds of the Mississippi Chapter of ASTD.

Section J: Interest Group Membership on the Chapter Board
Each GIG will identify a member to serve in a voting position on the Chapter's Board of Directors. This person will attend regularly scheduled board meetings and provide an update to the Chapter Board on the GIG.

Section K: Use of the Chapter Website by Interest Groups
The ASTD Chapter website (www.astdms.org) is provided for the benefit of all Chapter members. Each Geographical Interest Group (GIG) may have a tab on the Main Menu of the Chapter website with a home page and as many additional pages as desired.

If the GIG prefers to have its own website apart from the Chapter site, the ASTD logo must be used in compliance with national ASTD regulations and the MS Chapter of ASTD Board Handbook (the Handbook).

The Webmaster will review all web content frequently and will remove any content considered inappropriate or not in keeping with the Handbook.