

Members To Vote On New Bylaws At San Francisco Conference

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Chairman - Constitution and Bylaws Committee

Members of the Society are now studying a proposed new set of Bylaws which they will be asked to approve at a Special Membership Meeting in San Francisco on June 8, just prior to the annual meeting of the General Council. Those not able to attend may vote by proxy. Copies of the proposed Bylaws and proxy forms were mailed to all members at the end of April.

The Bylaws offered for approval are designed to implement the action of the members in approving, at another special meeting held in Madison in February, restated Articles of Incorporation filed with the State of Wisconsin and the new name, American Society for Training and Development. In their present form, the proposed Bylaws represent the culmination of more than a year of work by the Constitution and Bylaws Committee, aided by the members of the Board of Directors and all recent Past Presidents of the Society.

The need for this complete revision became apparent when, on advice of counsel, action was first initiated to bring the Articles of Incorporation fully into consistency with the Wisconsin Nonstock Corporation Law. This law provides for Bylaws of corporations under its jurisdiction, but does not recognize a separate Constitution such as we now have. It therefore becomes necessary to consolidate into a single document—a set of Bylaws—all those pro-

visions of both statutes which are not detailed in the Articles of Incorporation.

Once this job of a complete consolidation and editing was determined on, it was obvious that consideration should be given at this time to any other needed changes, in order to avoid further major revisions in the near future. Such changes are of two types:

1. Provisions needed to facilitate the long-range growth and expansion of the Society, in the light of present and future trends in the field. In this area, we have had the benefit of the work of the Planning Committee, whose report of May, 1963, offered a Long Range Plan for the Society's development.
2. Reforms in the geographical and organizational structure, and in basic procedures, that have been suggested by experience since the present structure and governing provisions were adopted in 1959-60.

The Committee which has carried out this task consists of Seymour Lee of the New Jersey Chapter, Corwin Wickersham, Jr. of the Philadelphia Chapter, Richard B. Johnson of the Pittsburgh Chapter, Louis B. Backer, Otis D. Brown, and myself of the New York Metropolitan Chapter. Dr. Charles V. Youmans is Consultant. All members except one have been Chapter Presidents; the lone exception has special qualifications by reason of having super-

vised a similar project in one of the chapters.

In approaching its task, the committee aimed at a document which would—

- strengthen the Society for future growth and increased influence;
- improve the communications between the Society and the Chapters, and thereby strengthen the voice of the latter;
- provide better opportunity for the individual member to participate intelligently and democratically in the activities of the Society.

The final proposal which has emerged from this effort, and which has been approved by the Board of Directors for submission to the members, preserves the present basic organization of the Society and key provisions of the present Constitution and Bylaws. In fact, wherever there was no strong and valid reason for change, the substance and in many cases the language are carried over and consolidated into the new Bylaws.

In considering these Bylaws which they are asked to approve, however, the members will wish to scrutinize not that which has been retained, but that which has been changed. The number of minor changes is considerable: many of these are designed to clarify and to simplify, without altering substance. Some changes eliminate obsolete provisions which have served their purpose. Some eliminate inconsistencies, redundancies, or details which are better left to the good judgment of the elected officers. Typical of this last is the existing stipulation that one of the privileges of membership is to receive a membership card. It would not be practical to enumerate here all these minor improvements which do not

materially change the Society or the members' role in it.

However, the most significant changes which will become effective if the proposed Bylaws are approved by the membership are these:

- *The General Council* will become the General Council of Delegates. Each Chapter will elect delegates to represent it; any delegate unable to attend may confer his proxy on another delegate from the same Chapter. Each Chapter will be entitled to the same number of delegates as it now has votes. Thus a meeting of the Council will be, in effect, a representative meeting of the members, rather than a meeting of Chapter Presidents as at present. Chapter Presidents can, however, be elected as delegates and exercise the proxies of other delegates. *This change is made in order to give the Council legitimate status under Wisconsin law.*
- *Additional national offices are created.* There will be three National Vice Presidents, a Vice-President-Finance, and, optionally, a Secretary. (At present, the Executive Director serves as Secretary and Treasurer). These offices are for one year, except that of Vice-President-Finance, who for purposes of continuity may be elected for two two-year terms. These new offices are intended to serve the expanding needs of the Society, and to provide additional opportunities for the acquisition of experience qualifying for the Executive Vice Presidency and the Presidency. No specific pattern of succession is prescribed.
- *An Executive Committee* of the Board of Directors is created, to consist of

the President, Executive Vice President, Vice President-Finance, one National Vice President and one Regional Vice President, and, ex-officio the Executive Director. Because of the size of the Board and its national geographical distribution, experience has indicated the need for a compact group which can be authorized to take interim action, within specified limitations.

- *Experience and participation of Past Presidents will be retained* through two innovations: an Advisory Council of all Past Presidents, and the retention of the immediate Past President for one year on the Board of Directors. This will help insure continuity, and make more available the experience of the Society's "elder statesmen."
- *Regional structure will be materially changed.* There will be eight regions instead of the present nine, and they will be much more nearly equal in size. The odd number of regions now causes uneven annual turnover on the Board. Worse, there is extreme disparity in their population. The largest now has 7 times as many members as the smallest. Our largest *chapter* has more members than any of the five

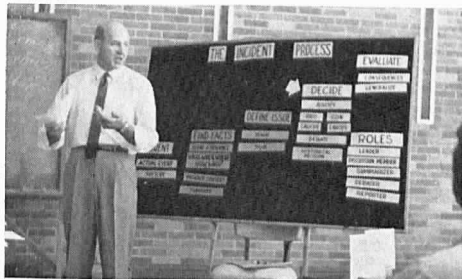
smallest *regions*, and more than the two smallest combined. Our four largest chapters are each more populous than either of the two smallest regions. The proposed setup will provide more nearly equal representation, and better opportunity for individuals to advance to national office. To achieve this, it has been necessary to develop in the Northeast, where there is greater density of membership, some regions of rather small territorial size. However, to the greatest possible extent, sectional interests and natural geographical boundaries have been respected.

The Bylaws provide for transition to the new setup in an orderly manner. All new offices will become effective January 1 and previously elected officers will continue until then. One or two special regional elections may be necessary in the fall.

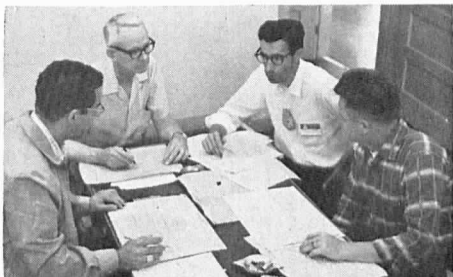
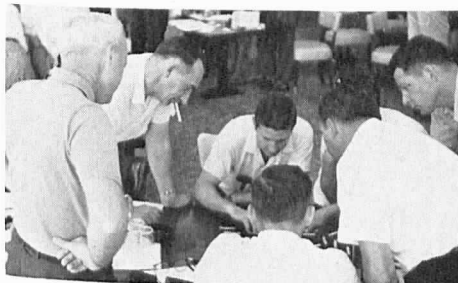
- *Authority will be provided for affiliation* of groups compatible with the aims and interests of the Society. This new Article is intended to open the road for growth and expanded activity. Its provisions are purposely broad and permissive because we cannot forecast exactly the forms that opportunity will take. Three specific

OLD vs. NEW REGIONAL STRUCTURE
(Based on membership figures of August 31, 1963)

OLD REGION No.	Members	NEW REGION No.	Members
1	182	1	554
2	686	2	362
3	353	3	335
4	557	4	250
5	93	5	429
6	230	6	369
7	292	7	312
8	116	8	473
9	420		



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types of possible affiliations are provided for:

1. Special Interest Groups. These are groups devoted to specialization in particular areas within the general field of training and development. They may be associations already existing, which wish to affiliate, or they may be formed within the Society by groups of ASTD members. They may develop as subgroups within individual chapters. Provision is made for all these possibilities.
2. Research Foundation. Authority is provided for the sponsorship of a foundation to conduct research significant to the profession. Although assisted by the Society, it would be an independent, irrevocable trust eligible to accept contributions from other sources.
3. International Organization. The way is cleared for the Society to participate as the United States affiliate of an international training society when formed, and for us to assist and support its formation. Safeguards are provided to protect our Society's independence, organization, and financial integrity.

These provisions for the establishment of affiliates may well be the most significant step contained in the proposed Bylaws. One measure of the importance attached to this is the fact that one of the new National Vice Presidents is to be designated as responsible for affiliates.

- *Several steps are designed to strengthen ties and communications* between the national Society, the chapters, and the individual members. The committee

feels strongly that a more closely knit organization is essential if the Society is to meet the needs of the future.

These steps include:

- Provision for a report to the members by the President at the beginning and at the end of his year of office.
- Requirement for an advance agenda for each meeting of the General Council of Delegates and for publication of its proceedings.
- Provision that all members of new chapters seeking charters in the future be ASTD members, and that all future new members of any chapter be ASTD members. Status of present chapters and members is not affected by this provision.
- Clarification of the election procedure for national offices.
- More democratic amending procedure to insure against the technical possibility of amendment-by-minority.
- More specific requirement for publication of financial reports.
- *Improvements in administrative provisions are provided*, based on experience and general practice
 - Administrative and fiscal years will run concurrently from January 1, with all officers taking office on that date. (The present administrative year runs from June 1, the fiscal year from January 1.) This will make each administration responsible for its own budget and will give it more time to organize before taking office.
 - Procedure for filling interim vacancies in national and regional offices is spelled out more clearly. The

present Bylaws are deficient in this respect.

- Count of voting strength of the Council is clarified.
- National Committee structure is simplified, and the procedure for appointment of committeemen is specified.
- Bonding of national officers is provided for.
- A technical provision covering procedure in the event of dissolution is included, as customary.

Every one of these changes, whether a major alteration in the Society's structure or a technical improvement in administrative procedure, has been most carefully weighed. At least four complete drafts have been written. Numerous other proposed changes were con-

sidered and rejected. The regional structure alone evolved through five different stages before the final proposal was agreed on. I feel quite sincerely that the proposal in its present form represents a distillation of some of the best thinking and the greatest experience available to us, adequately safeguards the interests of all concerned, and offers a sound basis for the expanded growth and influence of the Society in the challenging years immediately ahead.

It would be unreasonable to expect every member to agree with every provision that has been written into these Bylaws. It is hoped, however, that each will evaluate this entire set of Bylaws in terms of its overall effect on the future usefulness of our Society and on the individual's role in the organization.

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