

# **BY LAWS**

## **OF**

**THE STATEWIDE TRAINING ADVISORY NETWORK OF DELAWARE, INC.**

## **(STAND)**

### **ARTICLE I- OFFICES**

**SECTION 1. REGISTERED OFFICE.** The registered office shall be established and maintained at 39 S. Turnberry Drive, Dover, DE 19904, in the county of Kent, in the State of Delaware.

### **ARTICLE II – MEETINGS**

**SECTION 1. MEETINGS.** Annual meetings of the membership for the election of directors, officers and the conducting of such other business as may be stated in the notice of meeting, shall be held within the State of Delaware, and at such time and date as the Board of Directors, by resolution, shall determine and set forth in the notice of the meeting.

If the date of the annual meeting should fall upon a legal holiday, the meeting shall be held within one business week of the original date.

**SECTION 2. OTHER MEETINGS.** Meetings of the membership for any other purpose may be held at such time and place, within or without the State of Delaware, as shall be determined in the notice of meeting.

Minutes or reports of meetings shall be provided to the Board of Directors prior to general meetings of the membership. Committee reports and general information to be introduced to the membership shall be prepared for and distributed to the Board of Directors on a timely basis affording the directors the opportunity to review all aspects and to provide continuity to presentation of the information.

**SECTION 3. ELIGIBILITY.** General membership shall be open to all individuals involved in or interested in training.

**SECTION 4. VOTING.** Each paid member is entitled to vote as set forth in these By Laws, at the annual meeting to elect the Board of Directors and the Officers of the Corporation.

The vote for directors at the annual meeting shall be by ballot unless agreed to by a majority present to waive ballot and accept a voice vote. All elections of directors and officers shall be by plurality vote; all other questions shall be decided by majority vote except as otherwise provided by the Certificate of Incorporation or by the laws of the State of Delaware.

**SECTION 5. QUORUM.** Except as otherwise required by law, by the Certificate of Incorporation or these By Laws, the presence, in person by five (5) members of the Board in good standing, and entitled to vote, shall constitute a majority interest of the membership and meet the standards for a quorum.

**SECTION 6. MEMBERSHIP LIST.** The Membership Vice President shall have charge of the membership roster. The Membership Vice President shall maintain an alphabetical list of members. The list shall be current and be available upon request to members at the meeting place at the time and date specified for the annual meeting.

**SECTION 7. SPECIAL MEETINGS.** Special meetings of members for any purpose may be called by the President or members of the Board of Directors and shall be requested in writing. Such request should state the purpose of the proposed meeting.

**SECTION 8. BUSINESS TRANSACTED.** No business, other than that stated in the notice or agenda, shall be transacted at any meeting without the majority of the voting members' consent.

### **ARTICLE III – DIRECTORS**

**SECTION 1. RESIGNATIONS.** Any director, member of a committee or other officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified, and if no time is given, at the time of receipt by the President or Board of Directors. The acceptance of the resignation shall not be necessary to make it effective.

**SECTION 2. VACANCIES.** If the office of director, member of committee, or other office becomes vacant, the remaining directors, by a majority vote, may appoint any qualified person, selected from membership list with voting rights, to fill such vacancy. The person selected shall hold office for the unexpired term.

**SECTION 3. REMOVAL.** Any director may be removed either for or without cause at any time by affirmative vote of the majority membership at a special meeting called for such purpose and so stated in the notice of the proposed meeting.

**SECTION 4. COMPENSATION.** Directors and officers shall not receive any stated salary for their services, or as member of committees, except that directors and officers, or members of committees, in pursuit of corporation business may be reimbursed for expenses incurred during the assigned projects and committees subsequent to Article III in the Certificate of Incorporation. Authorized expenditures substantiated by voucher and properly signed will be submitted and duly processed by the Treasurer.

## **ARTICLE IV – OFFICERS**

**SECTION 1. OFFICERS.** THE Board of Directors and the Corporation shall consist of the following officers:

- President
- Secretary
- Treasurer
- Communications Vice President
- Program Development Vice President
- Membership Vice President
- Member at Large
- Special Assignments

The eight officers shall be elected by the General Members at the Annual Meeting. In the first year of incorporation, the eight elected officers shall draw lots to determine the length of their term on the board. Four officers will serve initial two year terms and four officers will serve an initial one year term. At each subsequent Annual Meeting, an election will be held to replace the officers whose terms are expiring. Each candidate for officer will then run for a two year term.

In addition, the Board of Directors may recommend the election of up to four additional officers. If additional officers are elected, each shall have such powers and shall perform such duties as shall be assigned to them respectively, by the Board of Directors. These additional officers will be nominated and elected at an Annual or Special Meeting by the General Members. These officers of the corporation shall hold the dual capacity both as officers and as members of the Board of Directors.

**SECTION 2. PRESIDENT.** The President shall be the Executive Officer of the Corporation and shall have the privileges and duties of supervision and management usually vested in the office of President of the corporation. The President shall preside at all Board of Directors meetings, annual meetings and general membership meetings unless an alternate is proposed for whatever reasons, and shall have general supervision, direction and control of the business of the corporation. Except when otherwise authorized, the President shall execute contracts on behalf of the Corporation. Such signature shall be attested to by the Treasurer or his/her designated assistant.

**SECTION 3. OFFICERS.** Each Officer shall have such powers to perform such duties as stated below:

**Secretary.** The Secretary shall ensure that a notice of all meetings is given, in an appropriate and prescribed format and all other notices required by law or these By Laws. In case of absence, refusal or neglect, any such notice may be given by another person directed by the Board of Directors. The Secretary shall record all of the proceedings of meetings of the corporation and of directors, maintaining these records in an appropriate file.

**Treasurer.** The Treasurer assumes the functions and assigned duties and responsibilities of this post. Treasure shall disburse funds of the corporation as may be ordered by the Board of Directors, or the President, with proper vouchers for such disbursements. The Treasurer shall surrender to the Board of Directors at the regular meetings or whenever requested, an account of all transactions, and fiscal condition of the corporation. The treasurer shall deposit all monies and other valuables in the name or credit of the corporation in such depositories as may be designated by the Board of Directors. Monthly bank statements shall be mailed directly to a board member other than the Treasurer. A designated officer other than the Treasurer will review and compare the activity on the bank statement on a monthly basis.

**Communications Vice President.** The Communications Vice President shall be responsible for publishing a newsletter on a bi-monthly basis to all members of the organization and for updating the website on a monthly basis. Further, the communications Vice President shall be responsible for publicizing the events of the organization in the local media and other state publications.

**Program Development Vice President.** The Program Development Vice President shall be responsible for planning membership meetings, conferences and special events of the organization.

**Membership Vice President.** The Membership Vice President shall recruit members on a yearly basis and shall maintain and publish (upon request of members) a current membership list. The Membership Vice President shall oversee a Nominating Committee appointed by the President to fill vacant board positions as needed or prior to the expiration of a members' term.

**Member-at-Large.** There shall be one Member-at-Large who shall serve on the Board of Directors and who shall be willing to undertake special projects as assigned by the President. The Member-at-Large shall prepare and distribute the meeting agenda and general meeting participant evaluation sheets. The Member-at-Large shall represent an absent or vacated officer of the Executive Board.

**Special Assignments Officer.** There shall be one Special Assignments Officer who shall serve on the Board of Directors and who shall be willing to undertake special projects as assigned by the President or Board of Directors.

## **ARTICLE V – MISCELLANEOUS**

**SECTION 1. TRAINING.** Inasmuch as the primary purpose of the corporation is to further the training, promote the sharing of resources, and to provide continuity and guidance to the overall training functions overseen by the membership, all members are encouraged to participate in the training conferences, workshops, seminars and specifically to contribute to the overall goals of the organization through input and general assistance where and when possible. Contribution by the general membership is not binding on the agencies or organizations which precludes any possible misunderstandings, as to the roles and purpose of the Statewide Training Advisory Network of Delaware, Inc.

**SECTION 2. COMMITTEES.** The Board of Directors may provide for such standing and other committees as it shall deem wise and the Board of Directors may delegate to such committees such duties and purposes from time to time as it shall deem necessary or desirable. Standing committees may include but are not limited to Nominating, Program, Resource Guide, and Auditing.

**SECTION 3. RECORDKEEPING.** Minutes, financial records and membership records should be maintained for a minimum of seven years.

**SECTION 4. AUDIT.** The books of the corporation shall be audited by an appropriate auditing committee, which may be comprised of members with qualifications in the audit or accounting field. Any such individuals may be current officers or directors of the corporation.

**SECTION 5. MEMBERSHIP FEES.** Membership fees or dues may be established by resolution of the Board of Directors, providing a source of revenue for the general operation of the corporation. All fees/dues collected shall be deposited to the proper depositories as directed by the Board of Directors. Changes in the fees may be afforded by resolution by the Board of Directors.

**SECTION 6. AMENDMENTS.** All amendments to these By Laws shall be by resolution by the General Members, with the exception of emergency matters as defined by a quorum of the Executive Board, in which case the Board has full powers, subject to the Certificate of Incorporation and the laws of the State of Delaware.

Adopted: 06/08/89

Revised and approved:      05/08/09  
   11/17/00  
   07/23/93