



ASSOCIATION OF CHANGE MANAGEMENT PROFESSIONALS

BYLAWS

ARTICLE I: NAME, PURPOSE, AND OFFICES

Section 1. Name. The name of this corporation is the Association of Change Management Professionals (hereinafter referred to as the “Association,” or “ACMP”), a District of Columbia nonprofit corporation.

Section 2. Purpose. The purposes of the Association are those purposes listed in the Association’s Articles of Incorporation.

Section 3. Office. The Association shall maintain in the District of Columbia a registered office and a registered agent at such office and may have other District or branch offices within or without the District of Columbia as shall be determined by the Board of Directors (the “Board”). The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board.

ARTICLE II: MEMBERS

Section 1. Members. The Association shall have members. The membership of the Association shall consist of persons who may be admitted to membership in such manner and under such requirements prescribed by these Bylaws or by the Board. Membership in the Association is open to all persons wishing to participate in promoting the purposes of the Association. The Board may establish categories of membership with such eligibility criteria, rights, adherence to the Code of Ethics and obligations as may be determined by the Board. Members shall be entitled to vote for election of directors. Unless otherwise required by applicable law, members shall not be entitled to vote on any other matter.

Section 2. Determination of Membership Dues, Fee Assessments and Obligation to Pay. The Board shall fix the amount of membership dues and/or assessments (if any) for all categories of membership. Membership in the Association carries a definite obligation to pay membership dues and any assessments established by the Board.

Section 3. Resignation; Termination or Suspension of Membership. Membership in the Association may be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board, pursuant to procedures established by the Board. In addition, the Board may terminate a member's membership in accordance with applicable law and ACMP's policies and procedures. Termination or suspension of membership does not relieve the member from any financial obligations incurred or commitments made prior to the termination or suspension.

Section 4. Annual and Regular Meetings. There shall be an annual meeting of the voting membership at such time and place as may be designated by resolution of the Board. The Board may designate for the holding of additional regular meetings of the voting membership. Meetings may be held virtually to allow virtual participation.

Section 5. Special Meetings. Special meetings of the voting membership may be called by or at the request of the President or the majority of the entire Board. The person or persons authorized to call special meetings of the voting membership may fix any place as the place for holding any special meeting called by them. Special meetings may be held virtually to allow virtual participation.

Section 6. Notice. Notice of any meeting of the members, including the annual meeting, shall be delivered in compliance with applicable law. Notice of a special meeting must also include the purpose for which the meeting is called. Any members may waive notice of any meeting before, at or after such meeting.

Section 7. Chair. The President shall preside as Chair at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the Vice President shall serve as temporary Chair.

Section 8. Quorum and Manner of Acting. A quorum shall consist of those members present at a regular or special meeting whose membership credentials have been accepted. The affirmative vote of a majority of the members voting, at a meeting at which a quorum is present shall be the act of the voting membership, except as otherwise provided by applicable law, by the Association's Articles of Incorporation, or by these Bylaws. Directors shall be elected by a plurality of votes cast by the members entitled to vote in the election. Proxy voting by voting members shall be permitted.

Section 9. Teleconferencing or Other Similar Method. Where and in the manner authorized by the Board and to the extent permitted by applicable law, any person participating in a meeting of the voting members may participate by any means of communication authorized. Such participation shall constitute presence in person at the meeting.

ARTICLE III: BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by the Board. It shall be the Board's duty to carry out the objectives and purposes of the Association, and to this end, the Board may exercise all powers authorized by applicable law and the Association's Articles of Incorporation and Bylaws. The Board shall report annually to the membership on the progress of the Association in fulfilling its purposes and on the finances of the Association.

Section 2. Composition, Election, Term, and Qualifications. The number of Directors shall be not less than three (3) and no more than thirteen (13), the certain number to be determined by the Board from time to time. Directors shall be elected by the affirmative vote of a plurality of the Association's voting members in accordance with and pursuant to Sections 8 of Article II of these Bylaws. Each Director shall hold office for a three (3) year term; provided, however, that Directors shall serve until their successors have been duly elected and have qualified. Directors may serve a maximum of three consecutive terms. The terms of Directors shall be staggered, so as to not all expire at the same time, to the extent and as determined by the Board. To this end, the term(s) of one (1) or more Directors may be extended or abbreviated, to the extent and as determined by the Board.

Section 3. Annual and Regular Meetings. Annual meetings of the Board may be held at such time and place as may be designated by the President. The Board may provide by resolution for the holding of additional regular meetings of the Board.

Section 4. Special Meetings. Special meetings of the Board may be called by or at the request of the President or any two (2) Directors.

Section 5. Notice. Notice of the date, time and place of meetings of the Board shall be delivered to each Director in accordance with applicable law. Notice may be waived in writing by those not present prior to the meeting.

Section 6. Quorum. A majority of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except as otherwise provided by applicable law, the Association's Articles of Incorporation, or these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board. No Director voting by proxy shall be permitted.

Section 8. Teleconferencing. Any person participating in a meeting of the Board may participate by any means of communication authorized by applicable law. Such participation shall constitute presence in person at the meeting.

Section 9. Action by Written Consent. Any action required to be taken at a meeting of the Board or any action, which may be taken at a meeting of the Board, may be taken without a meeting if each Director signs a consent setting forth the action so taken and delivers it to the Association. Consent may be provided by electronic means, including e-mail. All consents shall be included with the minutes reflecting the action taken.

Section 10. Minutes and Parliamentary Procedure. Full minutes of each formal meeting of the Board shall be recorded by the Secretary. The minutes shall be submitted to the Board for approval at the subsequent meeting of the Board. All meetings of the Board shall be conducted in accordance with such rules of order as may be established by the President. In establishing such rules, the President shall be guided by applicable provisions of the latest edition of Robert's Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Association's Articles of Incorporation, applicable law, or rules adopted by the Board.

Section 11. Removal or Resignation of Directors. Any Director may be removed from the Board at any time, with or without cause, by the affirmative vote of at least a majority of the Board then in office. Any individual removed as a Director pursuant to this Section shall also be deemed removed from any office held at the time of removal. Any Director may resign at any time by giving written notice to the President or Vice President. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time of acceptance thereof as determined by the President of the Association.

Section 12. Vacancies. Vacancies shall be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

ARTICLE IV: COMMITTEES

Section 1. Executive Committee. The Board, by resolution adopted by a majority of the Directors, may create an Executive Committee, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Association between meetings of the Board, and shall be considered a committee of the Board. The designation of and the delegation of authority to such committee shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon them by law. The Executive Committee, if formed, must consist exclusively of two (2) or more Directors.

Section 2. Other Committees. The Board has the authority and responsibility to create and disband committees; establish committee duties, conditions, and terms or services. Except as otherwise provided, the President of the Association shall approve the chairs of such committees and the chairs will select members to the committee. The President may appoint a Director to serve as liaison to each committee.

Section 3. Term of Office. Each member of a committee shall continue as such until his or her successor is appointed, unless the Committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof.

Section 4. Removal or Resignation of Committee Members. Any committee chair or member may be removed from office at any time by action of the Board whenever in their judgment the best interests of the Association would be served thereby. Any committee member may resign at any time by giving written notice to the chair who will then inform their board liaison or President if no board liaison exists. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled at any time by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Meeting Procedures. Meetings of committees should conform to the same standards for notice, quorum, manner of acting, minutes, and other procedures applicable to meetings of the Board as are set forth in Article III of these Bylaws.

Section 7. Limitation on Delegated Authority. Actions taken by committees shall in all instances be subject to all applicable provisions of these Bylaws relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

ARTICLE V: OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, Vice President, a Treasurer, Secretary and Past President (optional).

Section 2. Election, Term and Qualifications. The Officers of the Association shall be elected by the Board from among the current members of the Board. Each Officer shall hold office for a one (1) year term; provided, however, that Officers shall serve until their successors have been duly elected and have qualified. There shall be a limit of no more than two (2) consecutive terms that an Officer may serve in the same officer role. The terms of Officers may be staggered, so as to not all expire at the same time, to the extent and as determined by the Board. To this end, the term(s) of one (1) or more Officers may be extended or abbreviated, to the extent and as determined by the Board.

Section 3. Removal or Resignation of Officers. Any Officer may be removed from office at any time, with or without cause, by act of the Board. Any Officer may resign at any time by giving written notice to the President, Secretary or to the Board of Directors. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Section 4. Vacancies. A vacancy in any Officer position may be filled at any time by the Board for the unexpired portion of the term. Vacancies may be filled at any meeting of the Board.

Section 5. President. The President shall be the senior volunteer leader of the Association and shall preside at all meetings of the Board, the Executive Committee and other meetings as required and serve as the Chairperson of the Board.

Section 6. Vice President. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association. The Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board.

Section 8. Secretary. The Secretary shall record the minutes of all meetings of the Board and in general perform all of the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

Section 9. Past President. The primary duties of the Past President shall be as a mentor to the current President and as an advisor to the Board. If the Past President is not a current elected Director of the Board, then the position shall be non-voting and be present in an advisory capacity only.

Section 10. Delegation of Duties. One (1) or more duties of any Officer of the Association may be expressly delegated by the Board of Directors or by such Officer to one (1) or more other Officers, employees or agents of the Association, provided that if such delegation is not to another Officer, then the Officer shall supervise and oversee the actions of such employees or agents. Actions taken by Officers, employees or agents of the Association shall in all instances be subject to Article IX (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

ARTICLE VI: COMPENSATION

Officers and Directors as such shall not receive any salary for their services; provided, however, that Officers and Directors are not precluded from serving the Association in any other capacity and receiving reasonable compensation for such service. All conflict of interests and disclosures must be presented to the Board and subject to Board approval before commencement of the engagement.

ARTICLE VII: LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability. To the fullest extent permitted by applicable law, the personal liability of the Directors, Officers, committee members, and employees of the Association is hereby eliminated.

Section 2. Indemnification. To the fullest extent permitted by applicable law, the Association shall indemnify its Directors, Officers, committee members, and employees.

ARTICLE VIII: BOOKS AND RECORDS

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, committees having any of the authority of the Board of Directors, and of the membership. It also shall keep at its principal office a record of the names and addresses of its Board of Directors.

ARTICLE IX: DECLARATION OF POLICY

Responsibility and authority for any declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Association are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Association, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Association.

ARTICLE X: CONFLICTS OF INTEREST

The Board shall adopt and implement a conflicts of interest policy applicable to all directors, officers, key employees.

ARTICLE XI: AMENDMENTS

These Bylaws may be altered, amended or repealed by affirmative vote of a majority of the Board at any annual, regular or special meeting of the Board.