

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").

Section 2. Purpose. The purposes of the Association, consistent with its Articles of Incorporation, are to promote and advance change management as a professional discipline worldwide; to support the change management profession and those who engage in its activities; and to operate broadly for the benefit of the change management profession.

Section 3. Offices. The Association, a nonprofit corporation incorporated in the District of Columbia, is governed by the District of Columbia Nonprofit Association Act, as the same may be amended or supplemented (the "Act"). The Association shall maintain in the District of Columbia a registered office and a registered agent at such office, and may have other offices within or without the District of Columbia as shall be determined by the Board of Directors.

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 of Directors.

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 of Directors. 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, and obligations as may be determined by the Board. Members shall be entitled to vote for election of directors. Unless otherwise required by the Act, members shall not be entitled to vote on any other matter.

Section 2. Determination of Membership Dues and Obligation to Pay. The Board of Directors 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 of Directors. Membership dues and assessments are not refundable for any reason.

Section 3. Duration of Membership. The term of membership in the Association shall be determined by the Board of Directors from time to time.

Section 4. 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 of Directors, pursuant to

procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors at a meeting of the Board at which a quorum is present, terminate a member's membership for cause after an appropriate hearing. Grounds constituting "cause" shall be determined by the Board of Directors in its sole discretion, and will include at a minimum failure to pay dues and violation of the Association's *Code of Professional Conduct*. Such member shall be given reasonable notice of the proposed termination for cause and shall be entitled to a hearing in person, by electronic conferencing, or in writing before the Board of Directors at the next regularly scheduled meeting of the Board. Membership in the Association also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. 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 5. Annual and Regular Meetings. There shall be an annual meeting of the voting membership at such time and place, either within or without the District of Columbia, as may be designated by resolution of the Board of Directors. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the voting membership.

Section 6. 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 of Directors. The person or persons authorized to call special meetings of the voting membership may fix any place, either within or without the District of Columbia, as the place for holding any special meeting called by them.

Section 7. Notice. Notice of any meeting of the members, including the annual meeting, shall be delivered to each member by mail, overnight courier, telecopies, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than sixty days before the date set for such a meeting, and must include the time, date, and place of such meeting. 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 8. 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 9. Quorum and Manner of Acting. The number of voting members present at a meeting in person or by proxy shall constitute a quorum for the transaction of business at any meeting of the voting membership. 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 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, provided that a quorum of the members participates in the vote.

Proxy voting by voting members shall be permitted.

Section 10. Teleconferencing. Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any person participating in a meeting of the voting members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 11. Action by Ballot. Any action that may be taken at a meeting of the members may be taken without a meeting if the Association delivers a ballot to every member entitled to vote on the matter by mail or electronic communication in accordance with the requirements of these Bylaws and the Act. A ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action and provide an opportunity to vote for, or withhold a vote for, each candidate for election as a director. Solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the Association in order to be counted. For action by ballot to be a valid act of the members, the number of votes cast by ballot must equal or exceed the quorum required to be present at a meeting, and the number of approvals must equal a majority of the votes cast, except that Directors shall be elected by a plurality of the votes cast.

ARTICLE III: BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Association, and to this end the Board of Directors may exercise all powers of the Association. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in 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 of Directors from time to time.

- a. **Initial Board Interim Provisions.** Until such time as successors have been duly elected by the membership, the initial Board may fix the number of Directors in accordance with the limitations set forth above in this Section 2 and may fill such additional positions by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present (singly and together, the "Initial Directors"). The Initial Directors of the Association shall serve until their successors have been duly elected in accordance with such plan of staggering of terms as may be determined by the Board pursuant to Section 2(b) of this Article III.

(1) General Provisions. Directors shall be elected by the affirmative vote of a plurality of the Association's voting members in accordance with and pursuant to Sections 9 and 11 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 of Directors. 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 of Directors.

Section 3. Annual and Regular Meetings. Annual meetings of the Board of Directors may be held at such time and place, either within or without the District of Columbia as may be designated by the President. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the District of Columbia, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of the date, time and place of meetings of the Board of Directors shall be delivered to each Director by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than two (2) days before the time set for the meeting, provided that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually. Notice may be waived in writing by those not present prior to the meeting.

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

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 of Directors, except as otherwise provided by law, by the Association's Articles of Incorporation, or by these Bylaws. Each Director shall have one (1) vote on all matters submitted to a vote of the Board of Directors. No Director voting by proxy shall be permitted.

Section 8. Teleconferencing. Any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 9. Action by Unanimous Written Consent. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors 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 meeting of the Board of Directors shall be recorded by the Secretary, containing results of the deliberations of the Board of Directors. The minutes shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. All meetings of the Board of Directors 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, the Act, or rules adopted by the Board of Directors.

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, 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 12. Vacancies. Any vacancy occurring in the Board of Directors or any Directorship to be filled by reason of an increase in the number of Directors may be filled at any time by the Board of Directors. A Director selected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Vacancies may be filled or new Directorships created and filled at any meeting of the remaining Directors. Such action shall be effected by the affirmative vote of a majority of the remaining Directors, even if less than a quorum of the Board of Directors.

ARTICLE IV: COMMITTEES

Section 1. Executive Committee. The Board of Directors, by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present, may create an Executive Committee, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association between meetings of the Board, and shall be considered a committee of the Board of Directors. The designation of and the delegation of authority to such committee shall not operate to relieve the Board of Directors, 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. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, the President of the Association shall appoint the chairs of such committees; the chairs will select members to the committee,

subject to Board approval. The President will appoint one 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 the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present, 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 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 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 shall conform to the same standards for notice, quorum, manner of acting, minutes, and other procedures applicable to meetings of the Board of Trustees 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 Article XVIII (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 V: AFFILIATED COMPONENTS

Section 1. Purpose. The primary purposes of Affiliated Component shall be to advance the general and specific purposes of ACMP.

Section 2. Establishment. The ACMP Board shall develop and approve policies and criteria which control and regulate the establishment and operation of Affiliated Components, and other groups, consistent with the authority and limitations granted in the Articles of Incorporation, these Bylaws, and applicable ACMP policies. Each Component shall be established only through the submission and approval of an ACMP Component Application, Component Bylaws and Component Charter which shall be consistent with all applicable ACMP policies and criteria developed and approved by the ACMP Board.

a. Chapters.

- i) During the organizational year, the Potential Chapter shall successfully complete all requirements to establish a Chapter as determined by the ACMP Board of Directors.
- ii) Chapter will become independently incorporated or registered as a separate and distinct not-for-profit legal entity in a manner consistent with ACMP and

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- applicable jurisdiction(s) in which the Chapter is located or conducts business.
- iii) Chapter will formally adopt governing documents, including, but not limited to, Articles of Incorporation (or legally equivalent documents), Chapter Bylaws, Policies and Procedures.
 - iv) Conduct a Board of Directors election in accordance with ACMP policies, procedures, rules and directives.
 - v) If at the end of the organizational year the new Chapter requires more time to meet its objectives, it may petition the designated committee for a three month (90 day) extension.

Section 3. Membership. Component membership is open to, and limited to, any ACMP member who meets the qualifications for such Component membership. Membership in the Component is voluntary and shall be open to any eligible person interested in furthering the purposes of the Component and ACMP without regard to race, creed, color, age, sex, marital status, sexual orientation, national origin, religion, or physical or mental disability.

a. **Chapters.**

- i) The Chapter shall not accept any individuals as members who have not first been accepted by ACMP as members, and shall not create its own unique Chapter membership categories.
- ii) Chapter membership shall commence when an ACMP member selects to join and/or pays dues to be a member of the Chapter.
- iii) Membership in the Chapter shall terminate when an ACMP member resigns membership in ACMP or the Chapter; fails to pay ACMP or Chapter dues; is removed from membership by the ACMP or Chapter Board of Directors for just cause; or membership is otherwise ended consistent with applicable law, and the ACMP and Chapter Bylaws and policies.

Section 4. Powers, Duties, Responsibilities. No ACMP Component shall be or hold itself out to be an agent of ACMP. Components are prohibited from engaging in any activity or taking any action which causes ACMP to be legally or financially bound to any agreement or other relationship. The Component shall not establish any other affiliated organization or structure, unless authorized by the ACMP Board of Directors.

Section 5. Chapter Standing. Each Component will submit evidence to ACMP annually demonstrating that the Component has maintained and complied with applicable ACMP policies as well as national, federal, state, provincial and other jurisdictional laws and regulations, including, but not limited to, tax and other governmental filings. ACMP shall have the authority to suspend or terminate the Component upon the determination that the Component is no longer a viable entity; that the Component is unable or unwilling to comply with ACMP policies, renewal process, or that such an action is in the best interests of ACMP and in accordance with applicable policies.

Section 5. Probation, Suspension, Revocation, or Dissolution. A Component may be

placed on probation for failure to comply with these Bylaws and established policies and procedures of ACMP. ACMP will notify the Component membership the Component is on probation. The Component will have two (2) months to meet the necessary requirements and

be removed from probationary status. Failure to comply will result in suspension. The activities of a Component may be suspended by ACMP for failure to comply with these Bylaws and established Policies and Procedures of ACMP.

ARTICLE VI: OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, Vice President, a Treasurer, and Secretary. The offices of President and Vice President, and President and Secretary, may not be held by the same person.

Section 2. Election, Term and Qualifications. The Officers of the Association shall be elected by the Board of Directors from among the current members of the Board by the affirmative vote of a majority of the Board of Directors present at any meeting at which a quorum is present. 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 no limit on the number of terms, consecutive or otherwise, that an Officer may serve. 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 of Directors. 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 of Directors.

Section 3. Removal or Resignation of Officers. Any Officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present. 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 of Directors for the unexpired portion of the term. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

Section 5. President. The President shall be the principal executive officer of the Association and shall in general supervise and have charge of all of the affairs of the Association, pursuant to the direction and oversight of the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall serve as the Chairman of the Board of Directors. The President may sign any contracts, deeds, mortgages, and/or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by law to some other Officer or agent of the Association. The President shall supervise and provide direction to any employees of, or paid contractors to, the Association, if any, on a regular basis. The President in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

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 of Directors.

Section 7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any sources whatsoever; and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. Secretary. The Secretary shall record the minutes of all meetings of the Board of Directors and the membership; maintain such minutes in one (1) or more books provided for such purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Association; be the custodian of the seal of the Association and see that such seal is affixed to all documents where necessary, the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these Bylaws; 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 of Directors.

Section 9. 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 XII (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 VII: EMPLOYEES AND CONTRACTORS

One (1) or more employees or contractors may be hired on a full- or part-time basis, on a temporary or permanent basis, and/or on an employment or contract basis, by the Board of Directors. The President shall supervise and provide direction to any employees of, or paid contractors to, the Association on a regular basis.

ARTICLE VIII: 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.

ARTICLE IX: INUREMENT

No part of the net earnings of the Association shall inure to the benefit of, or be

distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE X: LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1. Limitation of Liability. To the fullest extent permitted by the Act and the IRC, 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 the Act and the IRC, the Association shall indemnify its Directors, Officers, committee members, and employees.

ARTICLE XI: 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 XII: FUNDS AND SECURITIES

Section 1. Contracts. To promote the purpose of the Association, the Board of Directors may authorize any Officer or Officers, in the name of and on behalf of the Association, to enter into any contract, loan, to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confided to specific instances; and, unless so authorized by the Board of Directors, no Officer shall have power or authority to bind the Association by any contract or engagement or to render it pecuniary liable for any purpose or for any amount.

Section 2. Contributions. The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association, as set forth in the Articles of Incorporation or these Bylaws.

Section 3. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Financial Records. The Association shall: (i) maintain current and accurate financial records with full and correct entries made with respect to all financial transactions of the Association, including all income and expenditures; (ii) annually prepare or approve a report of the financial activity of the Association for the preceding year; and (iii) all records, books, and annual reports of the financial activity of the Association shall be kept at

the principal office of the Association or at such other location as directed by the Board of Directors.

ARTICLE XIII: 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 XIV: 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.

Amendments / Revisions

- Amended and Adopted by ACMP Board April 13, 2013
 - ACMP Chapters, Article V, added
- As Adopted March 31, 2011