



ASSOCIATION OF CONTINUITY PROFESSIONALS

CORPORATE BYLAWS

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ARTICLE I – CORPORATE IDENTIFICATION

SECTION 1.00 GENERAL

The Association of Continuity Professionals, hereinafter referred to as “ACP” or the “Corporation,” is a Nonprofit Corporation organized under California Corporations Code, Division 2: Part 3, Nonprofit Mutual Benefit Corporation Law, hereinafter referred to as the “Statute”. ACP is established as a mutual benefit association of individuals and organizations responsible for, or participating in Business Continuity, Crisis Management, Continuity of Operations, Emergency Management/Preparedness, and Disaster Recovery hereinafter referred to as the “Profession,” and related disciplines.

ARTICLE II – OFFICES

SECTION 2.00 GENERAL

ACP will designate those offices, by type, to conduct the business of the Corporation.

SECTION 2.01 PRINCIPAL OFFICE

The Corporate Board of Directors (“the Board”) will designate the principal office of the Corporation during the first meeting of the Board for that calendar year. The address will be recorded in the minutes for that meeting. The principal office of the Corporation cannot be changed without majority approval of the Board.

SECTION 2.02 SUBORDINATE OFFICES

ACP Chapters, subsequent to the grant of a Charter by ACP’s Board, will qualify as a Chapter of the Corporation. Chapters follow the direction and guidance of the Board. All Chapters will establish an official chapter address for administrative purposes.

SECTION 2.03 OTHER OFFICES

The Board may, at any time, establish other offices. The duties, responsibilities and authorities of these offices will be clearly delineated for all Chapters and members to review.

ARTICLE III – LIMITATIONS

SECTION 3.00 GENERAL

All activities of the Corporation shall be in support of and conform to the stated mission and purposes of ACP.

SECTION 3.01 POLITICAL ACTIVITY

The Corporation shall be permitted to engage in lobbying activities, specifically in support of legislation affecting the Profession. The Corporation shall neither provide monetary contributions to, nor participate or intervene in, any political campaign or on behalf of any candidate for public office.

SECTION 3.02 VENDOR SUPPORT

The Corporation or its Chapters, subordinate offices and subsidiaries may solicit vendor support relevant to the purposes of the organization and its membership. Vendor support may not be solicited, condoned or approved for activities, which do not benefit the Corporation, its purpose/mission or its members generally in the pursuit of their professional activities and growth.

SECTION 3.03 PROPERTY

ACP property, assets, profits and net income are dedicated irrevocably to the mission/purposes of the Corporation. No part of the revenue, net earnings or vendor support of the Corporation shall ever inure to the benefit of any of its individual directors, trustees, officers, members, employees, or to the benefit of any private individual or organization.

SECTION 3.04 DISSOLUTION

The Corporation will dispose or otherwise cause the assets of ACP to be handled in accordance with the Statute.

Upon the winding up and dissolution of ACP, after paying or adequately providing for the payment of the debts, obligations and liabilities of the Corporation, the Board shall distribute any remaining assets of ACP to a nonprofit fund, foundation or association which is organized and operated exclusively for similar purposes.

ARTICLE IV - MEMBERSHIP

SECTION 4.00 GENERAL

ACP membership is open to individuals interested or involved in the Profession and all other related disciplines.

SECTION 4.01 ETHICS

The Board of Directors shall publish an "ACP Code of Ethics." Each member must agree to the "ACP Code of Ethics" as a part of the membership process. Changes to the "ACP Code of Ethics" require the majority approval of the Board.

SECTION 4.02 CATEGORIES OF MEMBERSHIP

The Board of Directors will determine categories of membership from time to time including dues amounts and benefits applicable to each membership category. Any changes to membership categories will require a vote of approval from the Board prior to implementation.

SECTION 4.03 DUES

The Board of Directors will determine ACP membership dues from time to time. Any Chapter Membership dues will be set by individual Chapter boards and approved by the Corporate Board of Directors.

SECTION 4.04 GOOD STANDING

ACP members are in "good standing" provided they have paid the required dues, fees, and assessments in accordance with these Bylaws, have appropriately accepted the ACP Code of Ethics and are not suspended.

SECTION 4.05 RESIGNATION

A resigning member is not entitled to a pro rata refund of membership dues.

SECTION 4.06 RIGHTS

Members in "good standing" shall have the right to vote, hold office, serve as Directors, serve on committees and/or task forces, participate in ACP activities, and receive periodic information from the Association.

ARTICLE V – ORGANIZATION AND MANAGEMENT

SECTION 5.00 GENERAL

The overall management of the Corporation and ACP is vested in the Corporate Board of Directors.

SECTION 5.01 BOARD OF DIRECTORS

There shall be a Board of twelve (12) Directors of the Corporation elected by the membership. Directors need not be residents of the State of California. Subject to the provisions and limitations of the Statute and any other applicable laws, and any limitations of the Articles of Incorporation, all corporate powers shall be exercised by or under the direction of the Corporate Board of Directors.

SECTION 5.01.01 CORPORATE OFFICERS

The Officers of the Corporation shall include the Corporate Chair, Corporate Secretary and Corporate Treasurer who collectively provide governance and strategic oversight of the Corporation. The Corporate Officers do not provide day-to-day executive or operational management and administration of ACP. Members of the Board of Directors will elect the Officers of the Corporation annually, and Corporate Officers must be members of the Corporate Board for the term they are elected.

The Board may appoint and may authorize the Chair or another Officer to appoint any other officers that the Corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the Bylaws or determined from time to time by the Board.

SECTION 5.01.02 EMPLOYEES OF CORPORATION

The Board of Directors may employ or engage persons or organizations to provide day-to-day executive/operational management and administration of ACP, such as but not limited to staff, an Executive Director, a Chief Executive Officer (CEO) or a Chief Financial Officer (CFO). Such persons or organizations are employed or engaged by the Corporation and report to the Board and as such may not be Corporate Officers or Directors. The Board may employ and may authorize the Chair or another officer to employ or engage any person or organization that the Corporation may require, each of whom shall have the title, be employed or engaged for the period, have the authority and perform the duties specified by the Board.

SECTION 5.01.03 ORGANIZATION and MANAGEMENT SECTION

Four (4) incoming Directors will be elected each year for a three (3) year term by receiving a majority of votes from those ACP members in “good standing” casting an election ballot. A Director may serve two (2) consecutive terms regardless of position and must wait at least one (1) year to serve on the Board again. The election of Board

Directors and Officers will take place by December 31st each year. The terms of the Board Directors and Officers shall commence on January 1st and end on December 31st of each year. Each Director and Officer, including a Director or Officer appointed to fill a vacancy, shall hold office until the expiration of the term for which elected or appointed or until a successor has been successfully qualified and elected or appointed according to these Bylaws. Any appointed member, regardless of the duration of the appointment is eligible to serve, upon election, a maximum of two (2) consecutive terms.

SECTION 5.01.04 BOARD NOMINATION AND ELECTION PROCEDURES

A nomination procedure will be utilized to identify qualified candidates for Board Directors and Officers, and the Board shall set the date for election of Board Directors each year. The Chair, or the Secretary in the absence of the Chair, shall appoint a committee consisting of two (2) Board Directors, two (2) ACP members in “good standing” and a committee Chair who is not currently a Board Director to select a minimum of four (4) qualified candidates for election to the Board of Directors at least ninety (90) days before the date of any election of Directors. The Board Chair shall serve on the Nominating Committee in an ex-officio advisory capacity. This Nominating Committee, after confirming acceptance by the qualified candidates, will present a slate of candidates to the Board at least thirty (30) days before the date of the election or at such other time as the Board may set. The Secretary or duly authorized designee shall forward to each member a list of all candidates nominated by the committee under this Section no later than December 1.

The Board shall formulate procedures that allow a reasonable opportunity for each Board Director nominee to communicate to members the nominee’s qualifications and the reasons for the nominee’s candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. ACP funds shall not be used to advocate for or solicit votes for any particular candidate or group of candidates.

Following the annual Board Director election, the Secretary shall call for nominations of candidates for the Officer positions on the incoming National Board with the provision that a newly elected Director may not be nominated for the office of Board Chair.

At, or prior to, the first board meeting of the year the Secretary shall provide a copy of the Board of Directory Roles and Responsibilities and the Board Member Agreement which must be executed by incoming Board Directors.

SECTION 5.01.05 BOARD VACANCIES

A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- The death, incapacity, removal, suspension or resignation of any Director; or
- The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of the court or convicted of a felony; or
- When a Director has been found by final order or judgment of any court to breach a duty, provided that underlying conduct is materially related to ACP and its activities.

Except as provided in this Subsection, any Board Director may resign effective upon giving written notice to the Chair or Corporate Secretary and specifying a date for the resignation to become effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the Corporation would then be left without a duly elected Board Director or Directors in charge of its affairs.

Any Director may be removed without cause by a two-thirds recall vote of the membership or a two-thirds vote of the remaining Directors.

Any vacancy on the Board shall be filled by appointment of the Chair after being confirmed by a majority of the remaining Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office expires.

SECTION 5.01.06 BOARD QUALIFICATIONS

To qualify for the Corporate Board of Directors, a Director must be a General Member in good standing.

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SECTION 5.01.07 BOARD RESTRICTIONS

Not more than one (1) person employed by the same organization nor more than one (1) person from the same Chapter may serve on the Board of Directors at the same time.

SECTION 5.01.08 NON-DISCLOSURE AND CONFLICT OF INTEREST

All persons employed by or elected or appointed to the Board and its Ethics Committee members or enlisted to work on a corporate activity shall disclose any conflict of interest and shall sign a non-disclosure agreement as the Board may from time to time specify.

If at any time during their service the material situation of those persons changes and presents a conflict of interest, that person must report the conflict of interest immediately to the Board.

A Board Director or Corporate/Chapter Officer may not participate in any vote on any proposed transaction with another organization or entity of which such Director or Officer is also an employee, principal, director, stockholder or which the director has a conflict of interest.

SECTION 5.01.09 BOARD POWERS

Without prejudice to the general power stipulated in these Bylaws, but subject to the same limitations, the Board Directors has the authority to:

- Enact policies and procedures for the governance of the Corporation including a Code of Ethics, a non-disclosure and conflict of interest policy, and a policy for the indemnification of officers, directors, and employees of the Corporation provided that such policies and procedures are consistent with applicable law, the Articles of Incorporation, and these Bylaws.
- Approve the budget, approval of which shall constitute authorization to spend within its limits unless otherwise provided by the Board.
- Approve the Strategic Plan including provisions for the periodic reporting of its goals and objectives.
- Annual selection of an independent audit firm and the approval of that firm's statement of financial position.
- Adopt rules for its own proceedings.
- Appoint and remove, at the pleasure of the Board, all Officers, Directors, agents, and employees of the Corporation, prescribe power and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix their compensation and require from them security for the faithful performance of their duties.
- Change, at the pleasure of the Board, the principal office or the principal business office from one location to another, cause the Corporation to be qualified to conduct its activities in any other State, Territory, dependency, or Country and conduct its activities within or outside of the State of California, and designate any place within or outside of the State of California for the holding of any meeting, including annual meetings.
- Create and dissolve Chapters.
- Adopt and use a Corporate Seal and alter the form thereof.
- Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debt and securities.

SECTION 5.01.10 CORPORATE LEGAL AGENT

The Board shall designate a properly constituted attorney or agent to serve as legal agent for the Corporation as needed.

SECTION 5.01.11 FORMATION AND DISSOLUTION OF CHAPTERS

The Board of Directors shall approve all new Chapters, confirm existing Chapters and must authorize the dissolution of Chapters not complying with the requirements of the Chapter Articles of Association, these Bylaws or other applicable laws and regulations under the State of California. Chapters and subordinate offices may be dissolved for:

- Failure to meet financial compliance requirements stipulated in these Bylaws, the Statute or other applicable laws and regulations;
- Conduct in conflict with the purposes of the Corporation;
- Conduct detrimental to the orderly and proper transaction of business;

- Condoning, practicing or knowingly participating in illegal actions;
- Failure to comply with just and legally constituted Board actions, directives or policies;
- Non-compliance to Chapter Articles of Association and Bylaws;
- By request of the majority of the membership

Once dissolved, the remaining assets and treasuries of a dissolved Chapter revert to the Corporation for the benefit of the membership.

SECTION 5.01.12 BOARD GENERAL RESPONSIBILITIES

The Board will be responsible for collectively exercising fiduciary responsibilities for and oversight/direction of ACP in accordance with the Articles of Incorporation. The Board of Directors is responsible for:

- The oversight and strategic direction of the business of the Corporation.
- Election of the Officers of the Corporation (Chair, Secretary and Treasurer)
- The employment or engagement of the persons or organizations to provide day-to-day executive/operational management and administration of ACP such as but not limited to an Executive Director, Chief Executive Officer (CEO) or Chief Financial Officer (CFO) that the Corporation may deem appropriate;
- Engagement of an association management company as the Board may deem appropriate;
- Conducting meetings at least once each calendar quarter.

SECTION 5.01.13 CORPORATE CHAIR

The Corporate Chair (“Chair”) shall be a current Board Director that serves as the senior member/representative of ACP and chairs the Board of Directors and its Executive Committee. The Chair shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chair will not have a vote in Board matters, except in the election of Corporate Officers and in other issues when required to cast the deciding vote in the case of ties. The Chair shall:

- represent ACP to members, partners, stakeholders and other interested parties;
- with the support of staff, develop the agenda and chair the meetings of Board of Directors;
- serve on and chair meetings of the Corporate Executive Committee;
- as requested, represent the Corporate Board at meetings of the Presidents Council;
- as needed, represent ACP at partner, regional and chapter-level events, conferences and activities;
- charter and disband Corporate Committees and appoint the committee chairs and members, with advice and consent of the Board.

SECTION 5.01.14 CORPORATE SECRETARY

The Corporate Secretary (“Secretary”) shall be a current Board Director that keeps or causes to be kept the official records of the Corporation and serves as the Corporate Chair in the absence of the incumbent. The Secretary shall:

- with the support of staff, give notice of all meetings of the Board of Directors;
- with the support of staff, keep or cause to be kept minutes and records of meetings and legal instruments of the Board of Directors at the designated principal office of the Corporation;
- with the support of staff, maintain the Articles of Incorporation and ACP Bylaws in accordance with California law and keep copies at the principal office of the Corporation;
- ensure that the ACP Corporate Seal is kept in safe custody;
- oversee the administrative operations, policies and procedures of staff and the Corporation on behalf of the Board of Directors;
- serve on and attend meetings of the Corporate Executive Committee;
- as requested, represent the Corporate Board at meetings of the Presidents Council
- as needed, represent ACP at partner, regional and chapter-level events, conferences and activities.
- when appointed, serve on Corporate Committees chartered by the Chair.

SECTION 5.01.15 CORPORATE TREASURER

The Corporate Treasurer (“Treasurer”) shall be a current Board Director that serves as the senior financial officer of the Corporation and oversees ACP fiscal operations on behalf of the Board of Directors. The Treasurer shall:

- with the support of staff, oversee preparation and approval of the annual budget;
- with the support of staff and contract auditors, oversee completion and presentation of the annual audit;
- with the support of staff and contract accountant, oversee preparation and submission of the annual national and state income tax filings & returns;
- with the support of staff, prepare and submit monthly financial reports to the Board of Directors and the ACP membership;
- oversee the financial operations, policies and procedures of staff and the Corporation on behalf of the Board of Directors;
- serve on and attend meetings of the Corporate Executive Committee;
- as requested, represent the Corporate Board at meetings of the Presidents Council;
- as needed, represent ACP at partner, regional and chapter-level events, conferences and activities;
- when appointed, serve on Corporate Committees chartered by the Chair.

SECTION 5.01.16 CORPORATE DIRECTORS

Collectively, the Corporate Directors exercise fiduciary responsibility for and strategic oversight and direction for ACP in accordance with the Articles of Incorporation. Each Director shall:

- serve on and attend meetings of the Board of Directors to exercise the oversight, direction and fiduciary responsibilities of the ACP Corporation;
- as requested, represent the Corporate Board at meetings of the Presidents Council;
- as needed, represent ACP at partner, regional and chapter-level events, conferences and activities;
- when appointed, serve on Corporate Committees chartered by the Chair.

SECTION 5.01.17 SUCCESSION

Succession powers are granted to the current Board of Directors and Officers of the Corporation, regardless of term, until such time as the incumbent Board is able to meet. In the absence of the Corporate Chair, the Secretary will assume the duties of the Chair. In the absence of a Corporate Secretary, the Treasurer will assume those duties of the Secretary.

SECTION 5.01.18 EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

The Executive Committee shall consist of the Officers of the Corporation (Chair, Secretary and Treasurer). The Executive Committee shall direct the senior person or organization member employed or engaged by the Corporation to provide day-to-day executive/operational management and administration of ACP, such as but not limited to staff, an Executive Director, a Chief Executive Officer (CEO) or a Chief Financial Officer (CFO).

SECTION 5.01.19 OTHER COMMITTEES

The Board, by resolution adopted by a majority of the Directors then in office, may create or dissolve one or more committees to serve at the pleasure of the Board. Appointments to chair such committees of the Board shall be by the Corporate Chair. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any meeting. Any such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- fill vacancies on the Board or in any committee, which has the authority of the Board;
- establish or fix compensation of the Directors for serving on the Board or on any committee;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution of the Board which by its express terms may not be amended or repealed;
- appoint any other committees of the Board or the members of these committees;

- approve any contract or transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in the Statute.

SECTION 5.02 ADVISORY BOARDS

The Board and Officers of the Corporation may designate, elect, appoint, or by any other means, select or remove individuals or groups of individuals to serve in an advisory capacity to ACP or the Board.

SECTION 5.03 PRESIDENTS COUNCIL

The Presidents Council shall consist of the President of each Board- approved or authorized Chapter and will:

- facilitate the coordination and communication between the Chapters, the Board and the Corporation;
- provide for unity, a source of direction, a forum for generating resources for desired objectives;
- serve as a collective body to discuss issues directly impacting chapters.

The Presidents Council shall serve in an advisory capacity only and has no authority beyond its ability to influence the Board. The Presidents Council is responsible for electing its own chairperson and secretary, who are responsible for maintaining and disseminating its minutes, scheduling and conducting meetings, and managing its committees.

SECTION 5.04 CHAPTER OFFICERS

At a minimum, Chapters shall have three officers - President, Secretary, and Treasurer. Other Chapter leadership positions may be created at the discretion of the individual Chapter. Each Chapter will identify the officers' specific qualifications, functions, nomination procedures and election process in the Chapter Articles of the Association. Chapter officers shall be elected by a majority of voting Chapter members.

SECTION 5.04.01 CHAPTER EXECUTIVE COMMITTEE

Each Chapter shall establish an Executive Committee for the transaction of its business. The Chapter Executive Committee will consist of the President, Secretary and Treasurer. The Chapter Executive Committee may create other chapter leadership positions for the proper operational control and management of Chapter affairs. The primary responsibility of the Chapter Executive Committee is to exercise fiduciary oversight, management and accountability of the Chapter. The Chapter Executive Committee members serve as the chapter's authorized agents and are vested with the rights and responsibilities incumbent with such an office(s).

SECTION 5.04.02 CHAPTER REPORTING TO CORPORATE

Each chapter shall prepare an annual financial report in a form specified by the Corporate Treasurer. The annual chapter financial report shall be submitted to the Treasurer or his/her designee within sixty (60) days following the end of the calendar/fiscal year.

In addition, each chapter will prepare and maintain its own Articles of Association setting forth the chapter's governance procedures pursuant to and in compliance with these Bylaws. The current Chapter Articles of Association shall be submitted to the Corporate Secretary or his/her designee by June 30th of each year and amended or revised.

ARTICLE VI - ADMINISTRATION

SECTION 6.00 GENERAL

The administration of this Corporation will be based on a calendar and fiscal year commencing January 1 and ending December 31 of each year.

SECTION 6.01 CORPORATE RECORDS

The Corporation, including all subordinate Chapters and offices, will keep adequate records to clearly document all activities performed on behalf of the Corporation by the Board of Directors, Corporate Officers, Committees, Chapters and Chapter Officers.

SECTION 6.01.01 BUSINESS RECORDS

The Corporation shall maintain basic business records as required by the Statute and applicable laws, which include financial records and meeting minutes.

SECTION 6.01.02 MEMBERSHIP RECORDS

The Corporate Secretary shall keep or cause to be kept, at the principal office of the Corporation or at a place determined by resolution of the Board of Directors, a record of the members of the Corporation showing each member's name, address, and other relevant information as determined by the Corporate Officers in the performance of their duties.

SECTION 6.02 INSPECTION

Records will be maintained which permit correct business and legal practices. These records may, at the sole discretion of the Corporate Board of Directors and subject to applicable codes and statutes, be available for inspection by proper authority upon proper and timely notice and by procedure set by the Board.

SECTION 6.02.01 DIRECTOR INSPECTION RIGHTS

Every Director may, at the sole discretion of the Directors and subject to applicable codes and statutes, have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Corporation and the records of each of its subsidiary Corporations.

SECTION 6.02.02 MEMBER INSPECTION RIGHTS

Members "in good standing" may at the sole discretion of the Board, subject to applicable codes and statutes, and after giving proper notice and requirement, inspect all records of the Corporation which reflect membership information, accounting records, minutes, Articles of Incorporation, Bylaws, and other legal instruments executed by the Corporation.

SECTION 6.03 MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Corporation shall make the Articles of Incorporation and Bylaws available for viewing by the membership on the ACP website or similar media.

ARTICLE VII – FINANCIAL ADMINISTRATION

SECTION 7.00 GENERAL

The Board shall ensure that all financial transactions are properly handled and recorded in accordance with the California Statute and business code. The fiscal year for the Corporation shall begin January 1 and end December 31 of each year.

SECTION 7.01 CONFLICT OF INTEREST

The Board members must disclose and recuse themselves from voting if there is a conflict of interest in any matter before the Board of Directors or to which the Board member is a party.

SECTION 7.02 ANNUAL REPORT

In accordance with the California code, the Board shall cause an annual financial report to be sent to all members of the Board by May 1st of each fiscal year. The report will include the revenue, expenses, assets and liabilities including trust funds of the Corporation, its Chapters and subordinate offices.

SECTION 7.03 INDEMNIFICATION AND INSURANCE

To the full extent permitted by law, the ACP Corporation shall indemnify its Board Directors, Corporate Officers, employees and other persons described in the Statute including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding" or "action" as that term is used in such SECTION of the code during the individuals' terms of office and in performance of stated duties.

SECTION 7.03.01 APPROVAL OF INDEMNITY

Upon written request to the Board by any person seeking indemnification by the Corporation, the Board shall promptly determine whether the applicable standard of conduct set forth in the Statute and other requirements has been met and, if so, the Board shall authorize indemnification. If the number of Board Directors who are seeking indemnification is such as to prevent the formation of a quorum of the Board who are not parties to such proceeding, the Board, its attorney or other person seeking indemnification shall apply to the court of jurisdiction to determine whether the applicable standard of conduct set forth in the code has been met.

SECTION 7.03.02 INSURANCE

The Corporation shall purchase and maintain insurance to indemnify its Corporate Officers, Board Directors, employees and other agents of the Corporation, against any liability asserted against or incurred by a Corporate Officer, Board Director, employees or agents acting in such capacity or arising out of the officer's, director's, employee's or agent's status.

SECTION 7.04 MEMBERSHIP FEES AND DUES

The Corporate Treasurer, with support of staff, will maintain or cause to be maintained control and account for all membership fees and dues. All dues will be assessed by invoice to the membership annually, and the Corporation will provide an auditable record of the invoice and payment. The Corporation shall provide all Chapters an updated membership list for the particular Chapter and a record of the particular Chapter dues disbursements.

SECTION 7.04.01 CORPORATE DUES

The Board will establish the Corporate membership dues and will communicate the amount of the annual Corporate dues to the ACP membership and the Chapter Executive Committees by the first day of December each year. All dues, fees, and assessments must be paid directly to the Association unless otherwise approved by the Board of Directors. Corporate dues are used to provide services common to and desired by the collective ACP membership as determined by the Corporate Board of Directors.

SECTION 7.04.02 CHAPTER DUES

The Chapter Executive Committee will establish their individual Chapter membership dues and will communicate the amount of the annual Chapter dues to the chapter membership and Corporate Treasurer by the first day of October each year. Chapter dues are used to provide services common to and desired by the collective ACP chapter membership as determined by the Chapter Executive Committee.

SECTION 7.04.03 DUES, FEES AND ASSESSMENTS

Each ACP member must pay their dues, fees, and assessments within the timeframes and on the conditions set by the Board of Directors. The Corporate and Chapter dues, fees, and assessments shall be equal for all members of each membership class.

SECTION 7.04.04 FINANCIAL ADMINISTRATION SECTION

All dues, fees, and assessments of the Corporation are due and payable as invoiced by ACP Corporate. An ACP member is not considered in "good standing" if he/she fails to remit ACP dues, fees, and assessments within thirty (30) days of the invoice due date. An ACP member shall lose all membership rights, privileges, and benefits if he/she fails to remit dues, fees, and assessments within ninety (90) days of the invoice due date. Reinstatement of membership will begin upon receipt of dues, fees, and assessments for the current year.

SECTION 7.05 ASSOCIATION MANAGEMENT

The Corporation will, on approval of the Board, engage a reputable person(s), firm or service to provide day-to-day executive/operational management and administration of ACP that the Board may deem appropriate. Such services may include but are not limited to staff, an Executive Director, a Chief Executive Officer (CEO) or a Chief Financial Officer (CFO) as well as the day-to-day financial management and operation of the Corporation to include monthly

detail reports and quarterly financial statements and balance sheets as well as to prepare all tax returns and audits (i.e., local, state, and federal) required by law.

SECTION 7.06 CORPORATE BUDGET

The Corporate Treasurer will develop or cause to be developed an annual budget for Corporation for the succeeding fiscal year. The Corporate budget shall be presented to the Board by December 1 of each fiscal year. The Board of Directors, after proper consideration or adjustment, shall approve the Corporate budget for the coming fiscal year no later than December 31 of the preceding fiscal year. Corporate funds may not be expended or disbursed unless authorized by the Board in the annual Corporate budget or in a separate authorizing vote of the Board of Directors.

SECTION 7.07 CHAPTER BUDGET

The Chapter Treasurer will develop or cause to be developed an annual budget for the Chapter for the succeeding fiscal year. The Chapter budget shall be presented to the Chapter Executive Committee by December 1 of each fiscal year. The Chapter Executive Committee, after proper consideration or adjustment, shall approve the Chapter budget for the coming fiscal year no later than December 31 of the preceding fiscal year. Chapter funds may not be expended or disbursed unless authorized by the Chapter Executive Committee in the annual Corporate budget or in a separate authorizing vote of the Chapter Executive Committee. By March 1st of each year, the Chapter Treasurer will submit the results of an independent audit of chapter financial operations for the prior fiscal year to the Corporate Treasurer or his/her designee.

ARTICLE VIII – MEETINGS

SECTION 8.00 REGULAR MEETINGS AND QUORUM REQUIREMENTS

The Corporation and its Chapters/Subordinate Offices shall hold regular meetings on dates and times set by the Board of Directors or the Chapter Executive Committee. All meetings of the ACP-wide membership shall be conducted in accordance with the meeting requirements set forth in the California statute.

A majority of the presently seated Directors, represented in person *or by proxy*, shall constitute a quorum for the transaction of business, except to adjourn

A majority of the presently seated leadership, represented in person *or by proxy* shall constitute a quorum for meetings of the Chapter Executive Committee/Board for the transaction of business, except to adjourn.

The presence of 10% of the respective membership of the Corporation or any Subordinate Office/Chapter, represented in person or by proxy, shall constitute a quorum for meetings of the Corporate or Chapter membership for the transaction of business, except to adjourn.

SECTION 8.01 MEETINGS OF MEMBERSHIP

A meeting of the membership may be called for any lawful purpose by a majority vote of the Board of Directors, the Corporate Chair or by written petition to the Board by five or more percent (5%) of the members.

A meeting called by written petition shall specify the general nature of the business proposed to be transacted, and shall be submitted to any Corporate Officer or Board Director. The Officer or Director receiving the request shall cause notice to be given promptly to the members entitled to vote in accordance with these Bylaws, stating that a meeting shall be held at a special time and date fixed by the Board. The meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the member or members requesting the meeting may direct the Corporate Secretary to give the notice.

No business may be transacted at a membership meeting other than the business set forth in the notice of the meeting.

SECTION 8.02 MEETING NOTICE REQUIREMENTS

Meeting notices sent by first-class mail shall be deposited in the United States mail at least eight (8) business days before the time set for the meeting. Notices given by e- mail, personal delivery, commercial delivery service, or telephone shall be delivered, telephoned, or dispatched at least forty-eight (48) hours before the time set for the meeting.

SECTION 8.03 LOSS OF QUORUM

The members present at a duly called or held meeting at which a quorum was present may continue to transact business until adjourned even if enough members have withdrawn to leave less than a quorum.

SECTION 8.04 GENERAL NOTICE REQUIREMENTS

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, in accordance with these Bylaws, to each member entitled to vote at the meeting. The notice shall specify the place/format, date, and hour of the meeting and,

(1) for a special meeting, the general nature of the business to be transacted and that no other business may be transacted, or (2) those matters that the Corporate or Chapter Executive Committee intends to present for action by the members. The notice of any meeting at which Corporate or Chapter Officers are to be elected or written ballots distributed for the election shall include the names of all persons who are nominees when the notice or ballot is given.

SECTION 8.04.01 NOTICE OF CERTAIN AGENDA ITEMS

For any of the following actions to be valid, the meeting notice or written waiver of notice shall state and specify:

- removing a director without cause;
- filling vacancies on the Board;
- amending the Articles of Incorporation; or
- electing to wind up and dissolve the Corporation.

SECTION 8.04.02 NOTICE OF MEMBER MEETINGS

Notice of any meeting of ACP members shall be in writing and shall be given to the members at least ten (10) days but no more than ninety (90) days before the meeting date.

SECTION 8.04.03 WAIVER OR CONSENT OF NOTICE

The transactions of any member meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present in either person or proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting.

Attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business on the basis that the meeting was not lawfully called or convened. Attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at

the meeting.

SECTION 8.05 VIRTUAL MEETINGS

Any ACP meeting may be held by teleconference, telephone or other means of communication, so long as all authorized attendees participating in the meeting can hear one another; and all such attendees shall be deemed to be present in person at such meeting.

SECTION 8.06 EXECUTIVE SESSIONS

Executive Session is a confidential environment for the discussion of sensitive ACP business. The Board of Directors, Officers of the Corporation and Corporate and Chapter Executive Committees may exclude the membership or non-members from designated meetings or portions of meetings when declared in Executive Session.

The purpose of the Executive Session is for discussion and exchange of sensitive information only. No other ACP business may be transacted in Executive Session.

Executive Session may be declared only upon presentation of a clear need for confidentiality or that the proper transaction of Corporation business would be seriously impaired by general membership or non-member attendance. A request to go into Executive Session requires a motion and majority vote.

Written records of Executive Session must be sufficient to reflect all issues, which materially affect the Corporation or its membership. Any documents shared in Executive Session are confidential to session participants. Minutes of the meeting in which the Executive Session takes place shall indicate when the Executive Session began, the primary reason for the session, any formal decisions that were made in Executive Session, and when the Executive Session concluded.

SECTION 8.07 ADJOURNMENT

A majority of the authorized attendees, whether or not a quorum is present, may adjourn any ACP meeting to another time and place.

SECTION 8.08 CORPORATE MEETINGS

Meetings of the Corporate Board of Directors, Corporate Officers, Corporate Executive Committee, or other Committees of the Corporation shall be held at any place(s) or in any manner authorized and designated by the Board of Directors and can be conducted without notice to the membership. The Board shall meet at least quarterly unless any given quarterly meeting is cancelled by majority vote of the Board and shall conduct its meeting in general accordance with *Roberts Rules of Order Newly Revised*.

SECTION 8.08.01 BOARD OF DIRECTOR MEETINGS – WAIVER OF NOTICE

Notice of a meeting need not be given to any Corporate Officer or Board Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Corporate Secretary as part of the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given any Officer or Director who attends the meeting without protesting before or at its commencement the lack of notice to such Officer or Director.

SECTION 8.08.02 NOTICE OF ADJOURNED BOARD MEETING

Notice of the time and place of holding an adjourned Board of Directors meeting need not be given, unless the original meeting is adjourned for more than the twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Board Directors who were not present at the time of the adjournment.

SECTION 8.08.03 BOARD OF DIRECTOR ACTION’S WITHOUT MEETING

Any action required or permitted by the Board of Directors may be taken without a meeting if all members of the Board consent by telephone and/or in writing to the Corporate Secretary for that action. Such actions without meeting shall have the same force and effect as any other validly approved actions of the Board. Written consent(s) or report of verbal consent(s) shall be filed with the minutes of the proceedings of the Board’s next meeting.

SECTION 8.09 CORPORATE EXECUTIVE COMMITTEE MEETINGS

Meetings of the Corporate Executive Committee shall be held no less than monthly, at a time to be announced by the Corporate Secretary.

SECTION 8.10 CHAPTER MEETINGS

ACP Chapters shall hold periodic meetings to conduct Chapter business and member programs in a manner and format determined by the Chapter Executive Committee. Chapter meetings shall be held on a regular schedule and shall provide members with an exchange of information pertinent to the Profession and networking opportunities.

ARTICLE IX - VOTING

SECTION 9.00 GENERAL

All Individual members in good standing, as set forth in these Bylaws, shall be entitled to vote on:

- the election of Board of Directors;
- the disposition of all or substantially all of the assets of the Corporation;
- any merger, its principal terms and any amendment to those terms involving the Corporation;
- any election to dissolve the Corporation;
- an amendment to the Articles of Incorporation, except as otherwise specified in the Statute;
- the repeal of these Bylaws, except as otherwise specified in the Statute.

Votes may be cast in a manner and format as prescribed by the Corporate Secretary and as set forth in the Statute. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members in attendance. Approval shall be by majority vote unless otherwise required by these Bylaws or the Statute.

SECTION 9.01 PROXIES

Any Board Director or member may designate another Director or member to act as his/her proxy for voting purposes at any ACP meeting. Any such proxy is specific to the meeting given and must be delivered to the Corporate Secretary prior to the start of the meeting intended. A Board Director may hold only one proxy per Board meeting.

The Corporate Secretary will specify the form and format of the proxy, verify that the proxy is duly rendered and record the proxy as part of the meeting minutes.

SECTION 9.01.01 REVOCABILITY OF PROXIES

Once cast, a Director's or member's proxy vote is irrevocable. A validly executed proxy shall continue in full force and effect until revoked by the Director or member executing it, before the vote is cast under that proxy. A Director or member may revoke his/her proxy:

- by a notice delivered to the Corporate Secretary stating that the proxy is revoked; or
- by a subsequent proxy executed by that Director or member and presented to the Corporate Secretary; or
- by that Director's or member's personal attendance and voting at the meeting; or
- when written notice of death or incapacity of the owner of the proxy is received by the Corporate Secretary before the vote under that proxy is counted.

ARTICLE X - REVISION AND AMENDMENT

SECTION 10.00 GENERAL

The Corporation shall establish administrative policies and practices for the maintenance of Corporate governance, business and financial documents, and the Board of Directors shall ensure that all members of the Corporation adhere to such policies and practices.

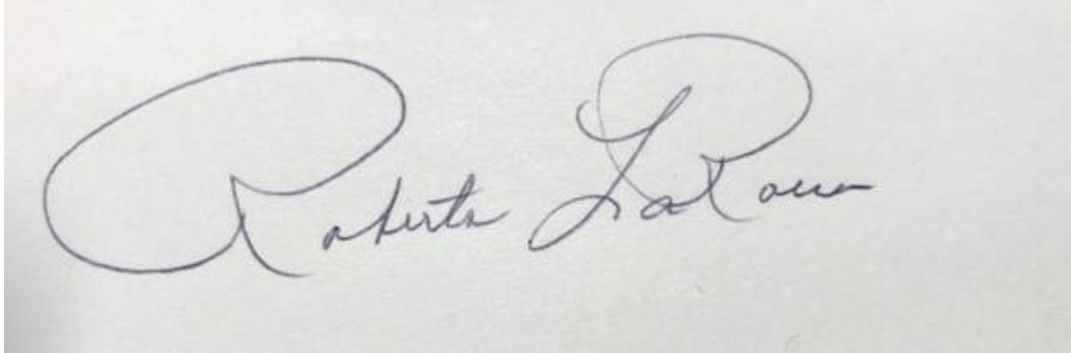
SECTION 10.01 REVISION

These Bylaws may be revised or amended by the Board of Directors, except when a vote of the membership is required under the Statute. The Board of Directors shall ensure that a complete review of these Bylaws is performed by the Board at least every five (5) years or sooner when needed.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected Recording Secretary for the Corporate Board of Directors of the Association of Continuity Professionals and the above Bylaws, are the amended Bylaws of this Corporation as adopted at a meeting of the Corporate Board of Directors held on September 22, 2022.

Executed on 17 November 2022 electronically

A photograph of a handwritten signature in black ink on a light-colored background. The signature is written in a cursive style and reads "Roberta Lalow". The first letter 'R' is large and loops around. The name is written in a single line.

Association of Continuity Professionals

Summary of Bylaw Amendments

From: Section 4.02 CATEGORIES OF MEMBERSHIP

There are two types of membership in ACP, General and Student. ACP General Members are entitled to all ACP Corporate benefits. ACP Student member are new to ACP (initial members) and must provide a valid student ID. ACP Student members are not entitled to ACP Corporate or Chapter privileges, cannot vote or hold office.

To: Section 4.02 CATEGORIES OF MEMBERSHIP

The Board of Directors will determine categories of membership from time to time including dues amounts and benefits applicable to each membership category. Any changes to membership categories will require a vote of approval from the Board prior to implementation.

Approved and enacted February 24, 2023

FROM: SECTION 5.01.06 BOARD QUALIFICATIONS

To qualify for the Corporate Board of Directors, a Director must:

- be a General Member in good standing;
- have served at least two (2) years in a Corporate, Chapter or similar association leadership role; be a college graduate, certified in or have 10 years working experience in one of the following areas: Business Continuity, Disaster Recovery, Emergency Management/Preparedness, Crisis Management, Risk Management, or Information Security.

TO: SECTION 5.01.06 BOARD QUALIFICATIONS

To qualify for the Corporate Board of Directors, a Director must be a General Member in good standing.

Approved and enacted May 18, 2015

FROM: SECTION 5.01.03 BOARD TERM AND ELECTION

One-third of the Directors will be elected each year for a three (3) year term by receiving a majority of votes from those ACP members in "good standing." A Director may only serve two (2) consecutive terms regardless of position and must wait at least one (1) year to serve on the Board again. The election of Board Directors and Officers will take place by December 31st each year. The terms of Board Directors and Officers shall commence on January 1st and end on December 31st of each year. Each Director and Officer, including a Director or Officer appointed to fill a vacancy, shall hold office until expiration of the term for which elected or appointed or until a successor has been successfully qualified and elected or appointed according to these Bylaws.

TO: SECTION 5.01.03 BOARD TERM AND ELECTION

Directors will be elected each year for a three (3) year term by receiving a majority of votes from those ACP members in "good standing." A Director may serve two (2) consecutive terms regardless of position and must wait at least one (1) year to serve on the Board again. The election of Board Directors and Officers will take place by December 31st each year. The terms of Board Directors and Officers shall commence on January 1st and end on December 31st of each year. Each Director and Officer, including a Director or Officer appointed to fill a vacancy, shall hold office until expiration of the term for which elected or appointed or until a successor has been successfully qualified and elected or appointed according to these Bylaws. Any appointed member, regardless of the duration of the appointment, is eligible to serve, upon election, a maximum of two (2) consecutive full terms.

Approved and enacted April 3, 2016

From: SECTION 1.00 GENERAL

The Association of Contingency Planners hereinafter referred to as “ACP” or the “Corporation,” is a Nonprofit Corporation organized under California Corporations Code, Division 2: Part 3, Nonprofit Mutual Benefit Corporation Law, hereinafter referred to as the “Statute”. ACP is established as a mutual benefit association of individuals and organizations responsible for, or participating in, Contingency Planning, Business Continuity, Crisis Management, Continuity of Operations, Emergency Management/Preparedness, and Disaster Recovery hereinafter referred to as the “Profession,” and related disciplines.

TO: SECTION 1.00 GENERAL

The Association of Continuity Professionals hereinafter referred to as “ACP” or the “Corporation,” is a Nonprofit Corporation organized under California Corporations Code, Division 2: Part 3, Nonprofit Mutual Benefit Corporation Law, hereinafter referred to as the “Statute”. ACP is established as a mutual benefit association of individuals and organizations responsible for, or participating in Business Continuity, Crisis Management, Continuity of Operations, Emergency Management/Preparedness, and Disaster Recovery hereinafter referred to as the “Profession,” and related disciplines.

Approved April 3, 2016; Enacted June 16, 2016

FROM: SECTION 7.04.04 PENALTIES

All dues, fees and assessments of the Corporation are due and payable as invoiced by ACP Corporate. An ACP member is not considered in “good standing” if he/she fails to remit ACP dues, fees and assessments within thirty (30) days of the invoiced due date. An ACP member shall lose all membership rights, privileges and benefits if he/she fails to remit dues, fees and assessments within ninety (90) days of the invoiced due date. Reinstatement of membership will begin upon receipt of dues, fees and assessments for the current year.

TO: SECTION 7.04.04 PENALTIES

All dues, fees and assessments of the Corporation are due and payable as invoiced by ACP Corporate. An ACP member is not considered in “good standing” if he/she fails to remit ACP dues, fees and assessments by January 1 of each year. An ACP member shall lose all membership rights, privileges and benefits if he/she fails to remit dues, fees and assessments by March 1 of each year. Reinstatement of membership will begin upon receipt of dues, fees and assessments for the current year.

Approved and enacted November 21, 2016

FROM: SECTION 5.01.04 BOARD NOMINATION AND ELECTION PROCEDURES

(Paragraph 3) Following the annual Board Director election, the nominating committee in collaboration with any outgoing Board Directors will nominate candidates for the incoming Officers of the Corporation.

TO: SECTION 5.01.04 BOARD NOMINATION AND ELECTION PROCEDURES

(Paragraph 3) Following the annual Board of Directors election, the Secretary shall call for declarations and nominations of candidates for the officer positions on the incoming National Board.

Approved and enacted October 23, 2017

Additions: Article IV – Membership

Section 4.05 – Resignation

A resigning member is not entitled to a pro rata refund of membership dues.

Section 4.06 – Rights

Members in “good standing” shall have the right to vote, hold office, serve as Directors, serve on committees and/or task forces, participate in ACP activities, and receive periodic information from the Association.

From: Article V – Organization and Management Section 5.01.03

Directors will be elected each year for a three (3) year term by receiving a majority of votes for those ACP members in “good standing.” A Director may serve two (2) consecutive terms regardless of position and must wait at least one (1) year to serve on the Board again. The election of Board Directors and Officers will take place by December 31st each year. The terms of Board Directors and Officers shall commence on January 1st and end on December 31st of each year. Each Director and Officer, including a Director or Officer appointed to fill a vacancy, shall hold office until expiration of the term for which elected or appointed or until a successor has been successfully qualified and elected or appointed according to these Bylaws. Any appointed member, regardless of the duration of the appointment is eligible to serve, upon election, a maximum of two (2) consecutive terms.

To: Article V – Organization and Management Section 5.01.03

Four (4) incoming Directors will be elected each year for a three (3) year term by receiving a majority of votes for those ACP members in “good standing” *casting an election ballot.* A Director may serve two (2) consecutive terms regardless of position and must wait at least one (1) year to serve on the Board again. The election of Board Directors and Officers will take place by December 31st each year. The terms of the Board Directors and Officers shall commence on January 1st and end on December 31st of each year. Each Director and Officer, including a Director or Officer appointed to fill a vacancy, shall hold office until the expiration of the term for which elected or appointed or until a successor has been successfully qualified and elected or appointed according to these Bylaws. Any appointed member,

regardless of the duration of the appointment is eligible to serve, upon election, a maximum of two (2) consecutive terms.

From: Article V – Organization and Management Section 5.01.04

A nomination procedure will be utilized to identify qualified candidates for Board Directors and Officers, and the Board shall set the date for election of Board Directors each year. The Chair, or the Secretary in the absence of the Chair, shall appoint a committee from the Board to select qualified candidates for election to the Board of Directors at least ninety (90) days before the date of any election of Directors. This Nominating Committee, after confirming acceptance by the candidates, will present a slate of candidates to the Board at least sixty (60) days before the date of the election or at such other time as the Board may set. The Secretary or duly authorized designee shall forward to each member a list of all candidates nominated by the committee under this Section.

The Board shall formulate procedures that allow a reasonable opportunity for each Board Director nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. ACP funds shall not be used to advocate for or solicit votes for any particular candidate or group of candidates.

Following the annual Board Director election, the Secretary shall call for declaration and nominations of candidates for the Officer positions on the incoming National Board.

To: Article V – Organization and Management Section 5.01.04

A nomination procedure will be utilized to identify qualified candidates for Board Directors and Officers, and the Board shall set the date for election of Board Directors each year. The Chair, or the Secretary in the absence of the Chair, shall appoint a committee *consisting of two (2) Board Directors, two (2) ACP members in "good standing" and a committee Chair who is not currently a Board Director* to select a *minimum of four (4)* qualified candidates for election to the Board of Directors at least *sixty (60)* days before the date of any election of Directors. *The Board Chair shall serve on the Nominating Committee in an ex-officio advisory capacity.* This Nominating Committee, after confirming acceptance by the *qualified* candidates, will present a slate of candidates to the Board at least *thirty (30)* days before the date of the election or at such other time as the Board may set. The Secretary or duly authorized designee shall forward to each member a list of candidates nominated by the committee under this Section *no later than December 1st.*

The Board shall formulate procedures to allow a reasonable opportunity for each Board Director nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees. ACP funds shall not be used to advocate for or solicit votes for any particular candidate or group of candidates.

Following the annual Board Director election, the Secretary shall call for nominations of candidates for the Officer positions on the incoming National Board *with the provision that a newly elected Director may not be nominated for the office of Board Chair.*

At, or prior to, the first board meeting of the year the Secretary shall provide a copy of the Board of Directory Roles and Responsibilities and the Board Member Agreement which must be executed by incoming Board Directors.

From: Article V – Organization and Management Section 5.01.07

Not more than one (1) person employed by the same organization nor more than two (2) persons from the same Chapter may serve on the Board of Directors at the same time.

To: Article V – Organization and Management Section 5.01.07

Not more than one (1) person employed by the same organization nor more than *one (1) person* from the same Chapter may serve on the Board of Directors at the same time.

From: Article V – Organization and Management Section 5.01.09

Without prejudice to the general powers stipulated in these Bylaws, but subject to the same limitations, the Board Directors has the authority to:

- Appoint and remove, at the pleasure of the Board, all Officers, agents, and employees of the Corporation; prescribe power and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and require from them security for the faithful performance of their duties;
- Change, at the pleasure of the Board the principal office or the principal business office from one location to another; cause the Corporation to be qualified to conduct its activities in any other State, Territory, dependency, or Country and conduct its activities within or outside of the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings;
- Create and dissolve branch Chapters;
- Adopt and use a Corporate Seal and alter the form thereof; and
- Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debt and securities.

To: Article V – Organization and Management Section 5.01.09

Without prejudice to the general power stipulated in these Bylaws, but subject to the same limitations, the Board Directors has the authority to:

- *Enact policies and procedures for the governance of the Corporation including a Code of Ethics, a non-disclosure and conflict of interest policy, and a policy for the indemnification of officers, directors, and employees of the Corporation provided that such policies and procedures are consistent with applicable law, the Articles of Incorporation, and these Bylaws.*
- *Approve the budget, approval of which shall constitute authorization to spend within its limits unless otherwise provided by the Board.*
- *Approve the Strategic Plan including provisions for the periodic reporting of its goals and objectives.*

- *Annual selection of an independent audit firm and the approval of that firm's statement of financial position.*
- *Adopt rules for its own proceedings.*
- Appoint and remove, at the pleasure of the Board, all Officers, *Directors*, agents, and employees of the Corporation, prescribe power and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix their compensation and require from them security for the faithful performance of their duties.
- Change, at the pleasure of the Board, the principal office or the principal business office from one location to another, cause the Corporation to be qualified to conduct its activities in any other State, Territory, dependency, or Country and conduct its activities within or outside of the State of California, and designate any place within or outside of the State of California for the holding of any meeting, including annual meetings.
- Create and dissolve Chapters.
- Adopt and use a Corporate Seal and alter the form thereof.
- Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the purposes of the Corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidence of debt and securities.

From: Article V – Organization and Management Section 5.01.10

The Board shall designate a properly constituted attorney or agent in the State of California to serve a legal agent for the Corporation as needed.

To: Article V – Organization and Management Section 5.01.10

The Board shall designate a properly constituted attorney or agent (*delete State of California*) to serve as legal agent for the Corporation as needed.

From: Article VII – Financial Administration Section 7.04.01

The Board will establish the Corporate membership dues and will communicate the amount of the annual Corporate dues to the ACP membership and the Chapter Executive Committees by the first day of December each year. Corporate dues are used to provide services common to and desired by the collective ACP membership as determined by the Corporate Board of Directors.

To: Article VII – Financial Administration Section 7.04.01

The Board will establish the Corporate membership dues and will communicate the amount of the annual Corporate dues to the ACP membership and the Chapter Executive Committees by the first day of December each year. *All dues, fees, and assessments must be paid directly to the Association unless otherwise approved by the Board of Directors.* Corporate dues are used to provide services common to and desired by the collective ACP membership as determined by the Corporate Board of Directors.

From: Article VII – Financial Administration Section 7.04.01

All dues, fees and assessments of the Corporation are due and payable as invoiced by ACP Corporate. An ACP member is not considered in “good standing” if he/she fails to remit ACP dues, fees, and assessments by January 1 of each year. An ACP member shall lose all membership rights, privileges, and benefits if he/she fails to remit dues, fees, and assessments by March 1 of each year. Reinstatement of membership will begin upon receipt of dues, fees, and assessments for the current year.

To: Article VII – Financial Administration Section 7.04.01

All dues, fees, and assessments of the Corporation are due and payable as invoiced by ACP Corporate. An ACP member is not considered in “good standing” if he/she fails to remit ACP dues, fees, and assessments *within thirty (30) days of the invoice due date*. An ACP member shall lose all membership rights, privileges, and benefits if he/she fails to remit dues, fees, and assessments *within ninety (90) days of the invoice due date*. Reinstatement of membership will begin upon receipt of dues, fees, and assessments for the current year.

From: Article VIII – Meetings Section 8.00

The Corporation and its Chapters/Subordinate Offices shall hold regular meetings on dates and times set by the Board of Directors or the Chapter Executive Committee. All meetings of the ACP-wide membership shall be conducted in accordance with the meeting requirements set forth in the California statute.

A majority of the presently seated Directors, represented in person but not by proxy, shall constitute a quorum for meetings of the Board of Directors for the transaction of business, except to adjourn.

A majority of the presently seated leadership, represented in person but not by proxy, shall constitute a quorum for meetings of the Chapter Executive Committee/Board for the transaction of business, except to adjourn.

The presence of 25% of the respective membership of the Corporation or any Subordinate Office/Chapter, represented in person or by proxy, shall constitute a quorum for meetings of the Corporate or Chapter membership for the transaction of business, except to adjourn.

To: Article VIII – Meetings Section 8.00

The Corporation and its Chapters/Subordinate Offices shall hold regular meetings on dates and times set by the Board of Directors or the Chapter Executive Committee. All meetings of the ACP-wide membership shall be conducted in accordance with the meeting requirements set forth in the California statute.

A majority of the presently seated Directors, represented in person *or by proxy*, shall constitute a quorum for the transaction of business, except to adjourn

A majority of the presently seated leadership, represented in person *or by proxy* shall constitute a quorum for meetings of the Chapter Executive Committee/Board for the transaction of business, except to adjourn.

The presence of *10%* of the respective membership of the Corporation or any Subordinate Office/Chapter, represented in person or by proxy, shall constitute a quorum for meetings of the Corporate or Chapter membership for the transaction of business, except to adjourn.

Approved and enacted September 22, 2022



ACP

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