**ACMP Florida Chapter, Inc. Chapter bylaws**

**Article I General**

1. Name: The name of the organization is the Association of Change Management Professionals (ACMP) - Florida, hereinafter called the Chapter.
2. Purposes: The Chapter shall advance the discipline of change management, in accordance with the Global Association’s (hereinafter called ACMP Global) objectives. In addition, the Chapter will:
   1. Build community and champion the Change Management discipline;
   2. Provide professional development;
   3. Promote networking, social events, and informal study groups.
3. Territory and Location: The Chapter will operate within the state of Florida. The Principal Office will be located in such a place as determined by the Chapter’s Board of Directors.
4. Fiscal Year: The Chapter’s fiscal year will commence on January 1st and conclude on December 31st annually.

**Article II Membership**

1. Membership eligibility:
   1. Membership in the Chapter is limited to individuals in good standing with ACMP Global and are in compliance with ACMP Global rules and regulations.
   2. Revocation or suspension of Membership by ACMP Global shall automatically constitute revocation or suspension in the Chapter.
   3. Voting eligibility is granted to Members whose payment has been processed by ACMP Global and has selected Florida as their local Chapter. (CONFIRM)
2. Resignation: A Member may resign by submitting a written resignation; resignation does not relieve a Member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.
3. Transferability: The Chapter has adopted Membership transferability and guidelines as established by ACMP Global. Members in good standing from other ACMP Chapters may transfer their Membership to the Chapter.  Members in good standing with the Chapter may transfer their Membership to the other ACMP Chapters.
4. Expulsion:
   1. A Member is automatically expelled without the action of the Board of Directors for failure to pay applicable dues for more than ninety (90) days, or failure to meet the eligibility requirements for Membership.
   2. A Member may be expelled by the Board of Directors for other reasons if the Member is provided with advance written notice including the reason for the proposed expulsion, an opportunity to contest the proposed expulsion in writing or in person before the Board of Directors, and final written notice of the Board’s decision.

**Article III Meetings and Voting**

1. Membership Meetings: An annual Membership meeting occurs at a time and place determined by the Board of Directors.
2. A minimum of four events, programming, or content are offered to Members annually.
3. Notice: Notice of meetings and events is provided to Members before the meetings by post, email, or other electronic means.
4. Participation by Electronic Means: If the Chapter chooses to make available a telephonic, electronic, or another communication channel that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meetings may participate in the meeting. A person participating in a meeting by such means is deemed to be present at the meeting.  Notwithstanding any other provision of this Bylaw, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or another communication facility that the Chapter has made available for that purpose.
5. Voting: Voting at Membership meetings may be in person or by electronic means, with each voting Member having a single vote.  A majority of the Members voting in person or by electronic means where a quorum is present carries an action.  Meetings are not necessary for a vote to occur - Members may vote in an election or on any matter presented by the Board of Directors where a quorum participates, and the votes are submitted in writing by email or other delivery.  A quorum for membership voting is ten (10) percent of the active voting Members. Active members are those who have participated in at least one (1) chapter meeting within the last six (6) months.

A Member may propose an agenda item, following this protocol:

* 1. Give the Board prior notice.
  2. The Member requesting the agenda item must provide an outline of planned presentation material on the topic with the request.  All presentation materials must be approved by the Board prior to the meeting.

**Article IV Board of Directors**

1. **Directors**   
   The affairs of the Chapter are managed by its Board of Directors. It is the Board of Directors’ duty to carry out the objectives and purposes of the Chapter, and to this end, the Board of Directors may exercise all powers of the Chapter.  The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.
2. **Composition and Election**The Board of Directors is composed of no fewer than three (3) people.  Directors are elected by the Membership.  Directors must be at least twenty-one (21) years of age and Members in good standing of the Chapter.  Directors are elected by a majority of the Members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.
3. **Terms**Directors are appointed for a period of two (2) years. Director terms shall be successive terms.  Director terms shall not exceed more than two (2) consecutive terms of the same role.  Terms coincide with the fiscal year.
4. **Vacating Office**No Director may remain in office if he/she no longer meets the eligibility criteria for office or chooses to run for a different office in an election year.  Should any elected or appointed Director be unable to fulfill his/her elected term, the remaining Directors (by majority vote) shall appoint a Member to fill the vacant position for the remainder of the term.  The appointed Member must meet the qualification requirements for the position.
   1. If a Member of the Board wants to run for a different office in an election year, they must vacate their current position at the end of that year so it may be re-elected.
   2. Any Director may be removed from office by a vote of the Membership for failure to perform the duties of the office, negligence, or any other reason provided that:
      1. The Members of the Chapter, including the Director to be removed, have been notified in advance of the reason for potential removal.
      2. The Director has been provided an opportunity to respond on his/her own behalf.
      3. A majority of those voting, votes to remove the Director from the office.

**Article V Officers**

1. All Officers are Members of the Board of Directors.
2. Officers are President, Vice President, Secretary, and Treasurer.  Two (2) offices may be combined as the Board sees fit, with the exception of the President holding no other office.
   1. The President shall serve as Chairman of the Board.
   2. The Vice President shall serve as Vice Chairman of the Board.
3. Election and Term.
   1. Terms of office for the following positions shall commence in odd-numbered fiscal years:
      1. President
      2. Treasurer
   2. Terms of office for the following positions shall commence in even-numbered fiscal years:
      1. Vice President
      2. Secretary
4. Nominations:  The nomination window is November of every year, and voting takes place in December.
5. Description of Offices:  Unless otherwise specified by the Board, the offices of the Chapter, if designated and if officers are appointed, shall have the following duties and powers associated with their positions.
   1. President - The President shall be the chief executive officer of the Chapter and shall be responsible for implementing the strategic plans and policies of the Chapter. The President shall, subject to the authority of the Board, have general supervision over the affairs of the Chapter and presides over Board meetings.
   2. Vice President - The Vice President supports the President in implementing strategic plans and policies.  Additionally, the Vice President presides over Membership meetings.  The Vice President shall act as President if the President is absent or unable or refuses to act.   The Vice President shall have other duties and powers as the Board may specify.
   3. Secretary - The Secretary shall attend and be the Secretary of all meetings of the Board and Members. The Secretary shall record notes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as when instructed, notices to Members, Directors, and Members of Committees; the Secretary shall be the custodian of all online records, papers, documents and other instruments belonging to the Chapter.
   4. Treasurer - The Treasurer oversees all accounting functions, including tracking income and expense, reconciling bank accounts, and preparing financial reports, which will be provided at all Board meetings and minimally at the first Member meeting following the close of each fiscal year.

**Article VI Committees**

1. Committee Formation: Committees can be formed by a group of Members, not less than three (3), with a common cause that promotes the overall objectives of the Chapter and ACMP Global, and also approved by the Board of Directors.
2. Committee Leadership: Each committee will be led by a Committee Chair who may or may not be a Director or Officer of the Chapter. The Committee Chair is responsible for leading the committee meetings, submitting committee requests to the Board of Directors, and executing, or causing to be executed, the decisions of the committee, pending approval from the Board of Directors. Committee Chair is elected by a majority vote of the Committee Membership.
3. Committee Members: Any Member of the Chapter may belong to any committee of the Chapter.
4. Committee Meetings: Meetings can be held at any time or frequency with prior notification to all Committee Members.
5. Meeting Notes: Committee Chair is responsible for keeping notes or requesting notes to be kept at each meeting and submitting meeting notes to the shared drive after each committee meeting.
6. Committee Requests: Committee requests must be submitted to the Board of Directors before each committee meeting. The Board of Directors will vote upon the committee requests and inform the Committee Chair of the Board decision.

**Article VII Amendments**

**Amendment 1 – Bylaws Review**

1. The Members of the Board shall review the Chapter’s Bylaws whenever it receives notice that ACMP Global’s Bylaws have been amended.
2. It is the recommendation of the founding committee that these bylaws be reviewed annually for the first three (3) years.  After that time period, the bylaws shall be reviewed every three (3) years.
3. Should changes be required between scheduled reviews, the Members of the Board will draft suggested amendments to be submitted for approval by the Chapter Membership at the next regularly scheduled Chapter meeting provided that the notice of proposed amendments shall be given to all voting Members of the Chapter at least ten (10) days before the voting deadline.

**Amendment 2 – Travel Expense Reimbursement**

1. It is the policy of ACMP Florida Chapter Inc. to reimburse Board of Directors Members and Committee Chairs (hereinafter referred to collectively as Board Members) for reasonable and necessary expenses incurred during approved chapter-related auto travel (hereinafter referred to as “travel”).
2. Board Member travel reimbursement must be authorized in advance of the travel. Board Members should verify that planned travel is eligible for reimbursement before making travel arrangements. Board Members must submit a travel reimbursement request and supporting documentation to obtain reimbursement of auto expenses within 30 days of completion of a trip.
3. Board Members who travel to Chapter events or meetings will be reimbursed at the current IRS allowable rate.
   1. Members must submit their reimbursement requests in writing or via email to the chapter treasurer for review and reimbursement.
   2. Travel reimbursement requests must include documentation of travel expenses, including mileage log with origin and destination points clearly defined.
   3. The ACMP Florida Chapter Inc. may approve any auto-related travel expenses, including mileage, parking fees, tolls, and other incidental costs associated with vehicle use.
      1. The ACMP Florida Chapter Inc. will not reimburse Board Members for gas expenses if mileage is reimbursed.
   4. The Treasurer and President must approve travel expenses in any form other than those listed above before being incurred.
   5. An individual may not approve his or her own travel or reimbursement. Another Board Member must approve the travel reimbursement request.
   6. Reimbursement is allowed only when reimbursement has not been and will not be received from other sources.

**Approvals**

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| **Date** | **Event** |
| 05/05/2017 | ACMP Global Accepts Bylaws |
| 03/06/2020 | ACMP FL Board Accepts Bylaws with Revisions: Add Amendment 2 |
| 02/13/2021 | Refine Territory and Location  Add “travel” definition. |
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