	<p style="text-align: right;"><b>ACMP FLORIDA CHAPTER, INC. BY-LAWS</b></p>
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**Article I – NAME, PURPOSE, AND OFFICES**

**Section 1 – Name**

The name of the organization is the ACMP Florida Chapter, Inc. and is chartered as an ACMP Affiliated Component by the Association of Change Management Professionals (hereinafter “ACMP Global”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of the State of Florida.

The Chapter shall meet all legal requirements in the authority(s) in which the Chapter conducts business or is incorporated/registered.

**Section 2 – Purpose**

As an ACMP Global Affiliated Component, the Chapter shall advance the discipline of change management, in alignment with ACMP Global’s objectives to promote and advance change management as a professional discipline within the State of Florida; 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 Chapter will operate within the state of Florida. The Principal Office will be located in Florida in such a place as determined by the Chapter’s Board of Directors (hereinafter “the Board”).

The Chapter’s fiscal year will commence on January 1<sup>st</sup> and conclude on December 31<sup>st</sup> annually.

**Article II – MEMBERS**

**Section 1 – Members**

Membership in the Chapter is limited to individuals in good standing with ACMP Global that have selected the ACMP Florida chapter as their primary chapter (hereinafter “Members”). The term of membership in the Chapter shall be determined by the member roster as provided by ACMP Global.



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### **Section 2 – Termination, Suspension or Resignation of Membership**

Termination or suspension of membership by ACMP Global shall automatically also constitute termination or suspension of membership in the ACMP Florida Chapter.

Membership in the Chapter also may be terminated by the death of a member, by the timely (as determined by the Board) 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 3 – Chapter Membership Meetings**

There shall be an annual meeting of the voting membership at such time and place as may be designated by resolution of the Board. The Board may also provide by resolution the time and place for the holding of additional regular or special meetings of the membership.

#### **Section 3.1 – Notice**

Notice of any meeting of the members, including the annual meeting, shall be delivered to each member not less than ten (10) 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. Members may waive notice of any meeting before, at or after such meeting.

#### **Section 3.2 – Meeting Chair**

The President shall preside as Chair at chapter membership meetings. In the absence of the President from a chapter membership meeting, the Vice President shall serve as Acting Chair of that meeting.

#### **Section 3.3 – Quorum and Manner of Acting**

To call a chapter membership meeting to order requires a minimum of three Members to be present.

The number of Members present at a chapter membership meeting virtually or in person shall constitute a quorum for the transaction of business. 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 Members, except as otherwise provided by law, by the Chapter's Articles of Incorporation, or by these By-Laws.

Members shall be entitled to vote for election of Chapter Officers and ratification of changes to the Chapter's By-Laws by a plurality of votes cast by the Members. Proxy voting by members shall be permitted.



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### **Section 3.4 – Action by Ballot**

Any action that may be taken at a meeting of the members may be taken without a meeting if the Chapter delivers a ballot to every member entitled to vote on the matter by mail or electronic communication in accordance with the requirements of these By-Laws. 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.

## **Article III – BOARD OF DIRECTORS**

### **Section 1 – General Powers**

The Board of Directors manages the affairs of the Chapter.

### **Section 2 – Composition and Qualifications**

It is the Board's duty to conduct business in accordance with the objectives and purposes of the Chapter, and to this end, the Board may exercise all powers of the Chapter. The Board is subject to the restrictions and obligations set forth in these By-Laws and the Chapter's Articles of Incorporation.

The Board of the Chapter is composed of the elected officers, the Past-President, and Directors. The Board shall consist of at least three (3) members.

Directors shall be appointed by the affirmative vote by the Board for a term of two (2) years. Terms coincide within the Chapter fiscal year as defined in Article 1, Section 3 of this document.

The Immediate Past President shall serve on the board for the two years following their completed Presidential term in an advisory capacity and perform other duties assigned by the President.

Qualifications for all members of the Chapter Board (Directors and Officers) are:

- Be at least eighteen (18) years of age
- Be a Chapter member in good standing.

No member of the Board may remain in office if he/she no longer meets the eligibility criteria for chapter membership. Should any Director be unable to fulfill his/her elected term, the Director will provide written notice to the Board with a minimum of thirty (30) days before vacating the position. The members of the existing Board (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 Director position.



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A Director or Officer may be removed from their position by a vote of the Board for failure to perform the duties of the office, negligence, or any other reason provided that the members of the Board, including the Director or Officer to be removed, have been notified in advance of the reason for potential removal; the Director or Officer has been provided an opportunity to respond on his/her own behalf; and a majority of those voting, vote to remove the Director or Officer from the office.

### **Section 3 – Board Meetings**

There shall be board meetings at such time and place, as may be designated by resolution of the Board. Any Chapter member can attend board meetings.

#### **Section 3.1 – Notice**

Notice of Board meetings shall be delivered to each member of the Board not less than ten (10) days before the date set for such a meeting, and must include the time, date, and place of such meeting. Notice of the Board meetings should also be posted on the Chapter's member communication portal in accordance with the time frames listed above.

#### **Section 3.2 – Quorum and Manner of Acting**

A quorum is required for the transaction of business at any meeting of the Board. A quorum requires a majority of current officers to be present virtually, in person or by proxy.

For all matters brought before the Board, only Officers vote. To remove a director or Officer from their position also requires a plurality of votes by the Board members present at a Board meeting.

#### **Section 3.3 – Meeting Chair**

The President shall preside as Chair at all meetings of the Board. In the absence of the President from the Board meeting, the Vice President shall serve as Acting Chair for that meeting.

## **Article IV – OFFICERS**

### **Section 1 – Officers**

The Chapter Officers are the President, Vice President, Secretary, and Treasurer (hereinafter called the Officers). All Officers are Members of the Board.

The President shall serve as Chair of the Board.



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The Vice President shall serve as Vice Chair of the Board.

Two (2) officers may be combined, except that the President can concurrently hold no other office.

### Section 2 – Officer Duties and Powers


Unless otherwise specified by the Board, the Officers of the Chapter, if designated or appointed, shall have the following duties and powers associated with their positions.

- **President** - The President shall be responsible for the implementation of 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 preside over the board and chapter membership meetings. Additionally, the President shall be responsible and have oversight for annual filing of records and Chapter matters related to ACMP Global.
- **Vice President** - The Vice President supports the President in the implementation of the strategic plans and policies. The Vice President shall function as President if the President is absent, unable, or refuses to act. The Vice President shall have other duties and powers as the Board may specify.
- **Secretary** - The Secretary shall be responsible to manage the historical record of the Chapter. The Secretary shall record notes of all 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.
- **Treasurer** - The Treasurer shall oversee all accounting functions, including tracking income and expense, reconciling bank accounts, budgeting, and preparing financial reports. The Treasurer shall provide these reports to the Board and at the annual Member meeting.

### Section 3 – Election and Term

The Chapter Membership is responsible for electing the officers of the Chapter at any chapter membership meeting at which a quorum is present as outlined in Article 2, Section 3.3 of this document. Each Officer shall hold office for two (2) years; provided, however, that Officers shall serve until their successors have been duly elected and have qualified. Officer terms shall not exceed more than two (2) consecutive terms of the same role.

The terms of Officers may be staggered, to not all expire at the same time, to the extent and as determined by the Board. The term(s) of one (1) or more Officers may be extended or

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abbreviated, to the extent and as determined by the Board. Term extensions shall not exceed one (1) additional term.

The terms of office for the following positions shall commence in odd-numbered fiscal years: President and Treasurer, and the terms of office for the following positions shall commence in even-numbered fiscal years: Vice President and Secretary.

The Officer nomination and voting cycle includes the following components. The dates for these actions are established annually by the Board:

- Nominations – Call for nominations at least 60 days before elections
- Slate of Candidates presented to the membership – At least 30 days before elections
- Elections – completed at least 15 days prior to the first day of the Chapter fiscal year / officer’s term.
- Notification of voting results to the membership - completed at least 10 days prior to the first day of the Chapter fiscal year / officer’s term.

**Section 4 – Removal or Resignation of Officers**

By vote of the Board, an Officer may be removed from office for failure to perform the duties of the office, negligence, or any other reason. See Article 2, Section 2 of this document.

An Officer may resign at any time by giving written notice to the President, Secretary or to the Board. 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**

A vacancy in an Officer position may be filled for the unexpired portion of the term by vote at a meeting of the Board.

**Section 6 – Manner of Acting**

All officers are eligible to vote at Board meetings. Article 3, section 3.2 of this document specifies the manner of acting.

**Article V – COMMITTEES**

**Section 1 – Committees**

Committees can be formed that promote the overall objectives of the Chapter and ACMP Global.

A Member of the Chapter may belong to any committee of the Chapter. A committee should have a minimum of three members.



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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, and executing, or causing to be executed, the decisions of the committee, pending approval from the Board.

Committee Chairs are appointed by the Board.

The Committee Chair is responsible for keeping notes or requesting notes to be kept at each meeting and submitting meeting notes after each committee meeting.

Committee meetings can be held at any time or frequency with prior notification to all Committee Members.

Committee requests for action must be submitted to the Board on an as needed basis. The Board will vote upon the committee requests and inform the Committee Chair of the Board's decision.

## **Article VI – LIMITATION OF LIABILITY AND INDEMNIFICATION**

### **Section 1 – Limitation of Liability**

To the fullest extent permitted by the Articles of Incorporation of the Chapter, the personal liability of the Directors, Officers, and committee members of the Chapter is hereby eliminated.

### **Section 2 – Indemnification**

To the fullest extent permitted by the Articles of Incorporation of the Chapter, the Chapter shall indemnify its Directors, Officers, and Committee members.

## **Article VII – BOOKS AND RECORDS, FUNDS AND SECURITIES**

### **Section 1 – Books and Records**

The Chapter shall keep minutes of the proceedings of the Board, Committees having any of the authority of the Board, and of the membership.



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The Chapter shall: maintain current books and accurate financial records with full and correct entries made with respect to all financial transactions of the Chapter, including all income and expenditures; annually prepare or approve a report of the financial activity of the Chapter for the preceding year; and maintain and keep all records, books, and annual reports of the financial activity of the Chapter at the principal office of the Chapter or at such other location as directed by the Board.

### **Section 2 – Contracts**

To promote the purpose of the Chapter, the Board may authorize any Officer or Officers, in the name of and on behalf of the Chapter, 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, no Officer shall have power or authority to bind the Chapter by any contract or engagement or to render it pecuniary liable for any purpose or for any amount.

### **Section 3 – Contributions**

The Board may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Chapter, as set forth in the Articles of Incorporation or these By-Laws.

### **Section 4 – Deposits**

All funds of the Chapter shall be deposited to the credit of the Chapter in such banks, trust companies, or other depositories as the Board may select.

### **Section 5 – Operating Policies and Procedures**

Chapter operating policies and procedures are documented in the Chapter's Operating Procedures Manual.

## **Article VIII – AMENDMENTS**

### **Section 1 – Tri-annual Review**

The members of the Board shall review the Chapter By-Laws every three (3) years. Assessment for consistency of the Chapter By-Laws with any ACMP Global By-Laws updates and amendments will be included as part of these reviews.





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Should changes be required the Chapter By-Laws 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 membership meeting.



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## CHANGE LOG AND APPROVALS

Date	Action	Approved By
05/05/2017	ACMP Global Accepts By-Laws	Chapter Membership
03/06/2020	ACMP FL Board Accepts By-Laws with Revisions: Add Amendment 2	Chapter Board
02/13/2021	Refine Territory and Location Add "travel" definition.	Chapter Board
10/13/2022	Rewrite of By-Laws to:  Improve Clarity Make consistent with ACMP Global By-Laws Specify relationship to ACMP Global Add Past-President position to the board Clarify voting rights Define quorum for voting Change Director minimum age	Chapter Membership