

FIRST AMENDED AND RESTATED BYLAWS OF THE ACMP PACIFIC NORTHWEST CHAPTER

ARTICLE I: NAME, PURPOSE, AND RESTRICTIONS

Section 1: Name

The legal name of this organization is “ACMP Pacific Northwest Chapter”, hereinafter called “**Chapter**.” The Chapter functions as a chartered affiliate community of the Association of Change Management Professionals, hereinafter called “**ACMP Global**.”

Section 2: Purpose

The Chapter promotes and advances change management as a professional discipline within the Pacific Northwest. The Chapter advances the professional discipline of change management through professional development and learning, community building, and thought leadership. Further, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by ACMP Global. It will be the policy of the Chapter Board of Directors (“**Chapter Board**”) and the Chapter not to discriminate in volunteer recruitment and selection for the Chapter Board in violation of the law.

The organization is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article 2.

ARTICLE II: MEMBERS

Section 1: Membership

The Chapter shall have members as provided in these Bylaws. There shall be a single class of members. Members shall be listed in a “Member Roster” (individually referred to as the “**Members**”), as provided by ACMP Global on not less than an annual basis.

Section 2: Membership Eligibility

Member status is reserved for the individuals meeting the following qualifications:

- a) The individual is listed on ACMP Global’s membership roster as provided to the Chapter;
- b) The individual must be in good standing with ACMP Global, in compliance with ACMP Global’s rules and regulations, have paid membership dues to ACMP Global, and have elected membership of the Chapter.

Section 3: Members in Good-Standing's Powers

The Members in good standing shall have the rights and powers according to this section.

a) **Confirmation of Board Candidate Slate.** The Members shall have the exclusive right to vote on and confirm the Candidate Slate as proposed by the Chapter Board to serve on the Chapter Board.

Section 4: Suspended Member's Powers

The Members who have been suspended shall not have rights and powers.

Section 5: Duration of Membership

The term of membership in the Chapter shall be determined by the Member Roster as provided by ACMP Global from time to time.

Section 6: Resignation, Termination, or Suspension of Membership

a) **Termination.** Termination of membership by ACMP Global shall automatically constitute termination of membership in the Chapter. Membership in the Chapter may be terminated if a Member does not pay all required membership dues in full by the due date established by ACMP Global, pursuant to procedures established by ACMP Global. Grounds constituting "cause" shall be determined by ACMP Global in its sole discretion, and will include at a minimum failure to pay dues and violation of ACMP Global's *Code of Professional Conduct*. Membership in ACMP Global also may be terminated by the death of a Member, by the timely (as determined by ACMP Global) 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 of membership does not relieve the Member from any financial obligations incurred or commitments made prior to the termination.

b) **Suspension.** Suspension of membership by ACMP Global shall automatically constitute suspension of membership in the Chapter. Membership in the Chapter may be suspended if a Member does not pay all required membership dues in full by the due date established by ACMP Global, pursuant to procedures established by ACMP Global. Suspension of membership does not relieve the Member from any financial obligations incurred or commitments made prior to the suspension.

c) **Withdrawal.** Any Member may withdraw at any time by delivering written notice to the President, Vice President, or Secretary/Treasurer at the registered office of the Chapter, or by giving written notice at any meeting. Any such withdrawal shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such withdrawal shall not be necessary to make it effective.

ARTICLE III: MEMBERSHIP MEETINGS AND VOTING

Section 1: Annual Member Meetings

The Chapter's Annual Member Meeting is held at least one (1) time per year, at a time and place determined by the Chapter Board and communicated to the Members. The Annual Member meeting will be held in May.

The purpose of the Annual Member Meeting is to vote on the Chapter Board's approved Candidate Slate for the election to the Chapter Board. If the Annual Member Meeting is not held on a designated date, the Chapter Board shall cause the meeting to be held as soon thereafter as may be convenient.

Section 2: Special Meetings

50% of the Members, or the President, or any two directors, may call a special meeting of the Members by sending written notice to all Members. Notice for such a meeting shall follow the same process described at Article II, Section 4.

Section 3: Meetings by Telephone or Electronic Device

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

Section 4: Notice for Member Meetings

a) **In Writing.** Notices may be in writing and shall be delivered or mailed to a Member at the address shown on the records of the Corporation not less than ten (10) days before the meeting and not more than sixty (60) days before the meeting. If notice is mailed, the notice shall be deemed effective when deposited in official government mail, properly addressed, with postage thereon prepaid. Neither the business to be transacted nor the purpose of any special meeting need be specified in the notice of a special meeting unless the special meeting is for a vote to elect a director or to vote on a proposal, in which case, the written notice shall state the proposed language to be voted on or the name of the candidates up for election.

b) **Electronic Notice.** Notices may be provided in an electronic transmission ("**E-Notice**") and be electronically transmitted not less than ten (10) days before the meeting and not more than sixty (60) days before the meeting. E-Notice is effective only with respect to those Members that have consented, in the form of a record, to receive E-Notices. In such consent, the Member must designate the electronic address, location, or system to which these E-Notices may be electronically transmitted. A Member who has consented to receive E-Notices may revoke the consent by delivering a revocation to the Chapter in the form of a record. Furthermore, the consent is automatically revoked if the Chapter is unable to electronically transmit two consecutive notices given by the Chapter, and this inability becomes known to the person responsible for giving notice. E-Notice is effective when it is electronically transmitted to an address, location, or system designated by the Member for that purpose. Members who have consented to receive E-notices under this Section shall be noted on the

Member Roster.

c) **Posting E-Notices.** E-Notices may be provided to Members who have consented to receive E-Notices by posting the notice on an electronic network and delivering to such Members a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as otherwise provided by Article II, Section 4(b).

d) **Waiver of Notice by Record or Attendance.** Whenever any notice is required to be given to any Member under the Articles of Incorporation, these Bylaws, or under Washington law, a waiver in the form of a record shall be deemed equivalent to giving such notice. The form of a record includes, without limitation, an electronic transmission from the person or persons entitled to such notice. The attendance of a Member or its representative at a meeting shall constitute a waiver of notice of such meeting, except where a Member or its representative attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5: Member's Manner of Acting

a) **Voting.** The act of the majority of a quorum of Members present at a meeting which there is a quorum shall be the act of the Members, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation, or applicable Washington law. Any such action shall be memorialized in a record.

b) **Quorum.** Ten percent (10%) of the Members as listed on the then current Member Roster shall constitute a quorum by which the Members may act. If a quorum is not present at a meeting, any Member present may adjourn the meeting without further notice.

c) **Voting Method.** Members are entitled to vote in person, or in writing by postal or other delivery, facsimile, email, or any other electronic means. A Member or its representative, when present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such a Member or its representative has a dissent or abstention entered in the minutes of the meeting. Any Member entitled to vote on a matter shall be permitted to vote electronically by: (a) electronic mail sent to an address the Chapter Board establishes for such purposes in advance; (b) electronic mail sent to the Secretary/Treasurer's email address; or (c) posting the same on an electronic network established for such voting purposes by the Chapter Board in advance. Any Member entitled to vote on a matter may also vote by postal service by: (a) registered mail addressed to a physical address the Chapter Board establishes for such purposes in advance; (b) the address of the Secretary/Treasurer; or (c) the Chapter's principal office.

Section 6: Action by Written Consent

Any action required to be taken at a Member meeting or any action which may be taken at a Member meeting may be taken without a meeting if ten percent (10%) of the Members as listed on the then current Member Roster sign a consent setting forth the action so taken and delivers it to the Chapter. Consent may be provided by electronic means, including e-mail. All consents shall be included with the minutes reflecting the action taken.

Section 7: Minutes and Parliamentary Procedure

- a) Full minutes of each meeting of the Members shall be recorded by the Secretary/Treasurer, including any deliberations and voting records. Such minutes shall be kept in the Corporate Minute Book.
- b) All meetings of the Members shall be conducted in accordance with such rules of order as may be established by the President. In establishing such rules, the President shall be guided by applicable provisions of the latest edition or Roberts Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Chapter's Articles of Incorporation, applicable law, or rules adopted by the Chapter Board.

ARTICLE IV: CHAPTER BOARD

Section 1: General Powers

The affairs of the Chapter shall be managed by its Chapter Board. It shall be the Chapter Board's duty to carry out the objectives and purposes of the Chapter. The Chapter Board shall be subject to the restrictions and obligations set forth herein, in the Chapter's Articles of Incorporation, these Bylaws, Chapter Board Policies, and ACMP Global's Chapter Affiliation Agreement. The Chapter Board shall report annually to the Annual Member Meeting on the progress of the Chapter in fulfilling its purposes and on the finances of the Chapter.

Each Chapter Board director will abide by the guiding principles of the Chapter Board and will promote strong ethical values and place membership interests above local or personal benefit when making decisions.

Section 2: Composition, Change of Number, Term, and Qualifications

- a) **Number.** The number of Chapter Board directors shall be not less than three (3) and no more than twelve (12) directors. The number of Chapter Board directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of an incumbent director.
- b) **Qualifications.** Directors must be at least 21 years of age.
- c) **Term of Office.** Unless a director dies, resigns, or is removed, he or she shall hold office for two (2) consecutive years until the next Annual Member Meeting when his or her successor is elected, whichever is later. Directors are limited to serving three (3) 2-year terms. The director's individual terms shall be staggered so that at least one new director is elected each year.
- d) **Removal or Registration.** Any director may be removed from the Chapter Board at any time, with or without cause, by the affirmative vote of at least a majority of the Chapter Board then in office. Any individual removed as a director pursuant to this Section shall also be deemed removed from any office held at the time of removal. Any director may resign at any time by giving written notice to the President, Secretary/Treasurer, or the Chapter 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.

- e) **Vacancies.** A vacancy in the position of director may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. Any sitting director may submit a nomination for filling a vacancy. The nominee must complete the board form, which shall be submitted for review by the Chapter Board, who may request a panel interview with the candidate. The duration of the term for the new director will be set by vote of the Chapter Board and will coincide with the most appropriate election cycle, not to be less than 6 months or greater than 2 years.

Section 3: Board Candidate Slate and Elections

- a) **Election of Directors.** The Chapter Board shall be elected at the Annual Member Meeting by the affirmative vote by the Members of the Candidate Slate in accordance with Article III, Section 6.

b) **Candidate Slate.**

i) Elections. The Chapter Board sets forth the procedures for how candidates are nominated and elected. Director titles and position descriptions are to be put forward for election in accordance with Board Resolution 0001 – Resolution to Designate Chapter Board’ Titles and Roles and Responsibilities, and Board Resolution 0002 – Resolution to Rename Board of Director’s Titles: Member Engagement Director and Member Services & Chapter Programming. Elections are held annually, the process beginning on or about the 1st of April, to elect the Vice President and any vacated Director seats due to expiration of term. The Board will issue an updated election schedule prior to the start of the election process.

ii) Nominations. Any Member may nominate themselves or other Members for any open Chapter Board position. The nominees must meet the Chapter Board Member Guidelines, and complete a nomination form. The completed form shall be submitted for review by the entire Chapter Board and all nominees will be interviewed by selected Directors.

iii) Slating. Once nominees have been interviewed and the results compiled, the Chapter Board will vote on the slate of candidates for membership confirmation (the “**Candidate Slate**”).

Section 4: Chapter Board Meetings

- a) **Attendance.** Each director shall be allowed three (3) excused absences in any fiscal year as it relates to board meetings, annual retreat(s) and bi-annual Change Connect conferences. Any additional absences shall cause the Director to no longer be “in good standing,” and discussions must occur with the President and Vice President to rectify the situation. Five (5) absences in any fiscal year, is cause for removal of the director from the Chapter Board.

b) Annual and Regular Meetings. Once a regular meeting calendar is established by resolution, regular meetings of the Chapter Board or any committee may be held without notice at the registered office of the Chapter, its principal place of business, or at such place or places, either within or without the State of Washington, as the Chapter Board or such committee, as the case may be, may designate. The annual meeting of the Chapter Board shall be held without notice immediately after the adjournment of the Annual Member Meeting. If the annual meeting is not held on the date designated therefor, the Chapter Board shall cause the meeting to be held as soon thereafter as may be convenient.

c) **Special Meetings.** Special meetings of the Chapter Board may be held at any place and at any time and may be called by the President, Vice President, Secretary/Treasurer, or any two (2) or more directors. Any special meeting of the Chapter Board must be preceded by at least five (5) days' notice of the date, time, and place of the meeting, but not of its purpose, unless the Articles of Incorporation or these Bylaws require otherwise.

d) **Meetings by Telephone or Electronic Device.** Any person participating in a meeting of the Chapter Board may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

Section 5: Notice of Chapter Board Meetings

a) **In Writing.** Notices in writing may be delivered or mailed to the director at his or her address as shown on the records of the Chapter not less than ten (10) days before the meeting and not more than sixty (60) days before the meeting. If notice is mailed, the notice shall be deemed effective five (5) days after its deposit in official government mail, properly addressed, with postage thereon prepaid. Neither the business to be transacted nor the purpose of any special meeting need be specified in the notice of a special meeting.

b) **Electronic Notice.** Notices may be provided in an electronic transmission ("**E-Notice**") and be electronically transmitted not less than ten (10) days before the meeting and not more than sixty (60) days before the meeting. E-Notice is effective only with respect to those directors that have consented, in the form of a record, to receive E-Notices. In such consent, the director must designate the electronic address, location, or system to which these E-Notices may be electronically transmitted. A director who has consented to receive E-Notices may revoke the consent by delivering a revocation to the Chapter in the form of a record. Furthermore, the consent is automatically revoked if the Chapter is unable to electronically transmit two (2) consecutive notices given by the Chapter, and this inability becomes known to the person responsible for giving notice. E-Notice is effective when it is electronically transmitted to an address, location, or system designated by the Member for that purpose.

c) **Posting E-Notices.** E-Notices may be provided to directors who have consented to receive E-Notices by posting the notice on an electronic network and delivering to such directors a separate record of the posting, together with comprehensible instructions regarding how to obtain access to the posting on the electronic network. Notice is effective when it has been posted to an electronic network and a separate record of the posting has been delivered to the recipient as otherwise provided by Article IV, Section 5(b).

d) **Waiver of Notice by Record or Attendance.** Notice of any meeting of the Chapter Board may be waived by written record or attendance. If by written record, the notice must be a signed writing, delivered to the Chapter for inclusion in the minutes, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 6: Chapter Board Voting

a) **Quorum.** A quorum is defined as fifty-one percent (51%) of the eligible Chapter Board directors. Eligible directors have been duly elected by the Members or, in the case of a need to fill a vacancy due to an unexpired term, duly elected by the Chapter Board. A quorum is required for the transaction of business at any meeting of the Chapter Board.

b) **Manner of Acting.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Chapter Board, except as otherwise provided by law, by the Chapter's Articles of Incorporation, or by these Bylaws. Each Chapter Board Director shall have one (1) vote on all matters submitted to a vote of the Chapter Board. In the event of a tie vote, the vote of the President shall be the deciding vote.

c) **Presumption of Assent.** A director present at a meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: (a) his or her dissent or abstention is entered in the minutes of the meeting; (b) such director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof; (c) he or she forwards such dissent or abstention by registered mail to the Corporation's Secretary/Treasurer immediately after the adjournment of the meeting; or (d) he or she sends such dissent electronically to the Secretary/Treasurer and receives an electronic confirmation that the electronic dissent was received by the Secretary/Treasurer. Such right to dissent or abstain shall not apply to a director who voted in favor of such action.

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

Section 7: Minutes and Parliamentary Procedure

a) Full minutes of each meeting of the Chapter Board shall be recorded by the Secretary, containing results of the deliberations of the Chapter Board. The minutes shall be submitted to the Chapter Board for approval at the subsequent meeting of the Chapter Board. Minutes shall be kept in the Corporate Minute Book.

b) All meetings of the Chapter Board shall be conducted in accordance with such rules of order as may be established by the President. In establishing such rules, the President shall be guided by applicable provisions of the latest edition of Roberts Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Chapter's Articles of Incorporation, applicable law, or policies adopted by the Chapter Board.

ARTICLE V: OFFICERS

Section 1: Number and Qualifications

The officers of the Chapter shall be a President (or two Co-Presidents, as determined by the Chapter Board), any number of Vice Presidents (as determined by the Chapter Board), a Secretary, and a Treasurer, each of whom shall be elected by the Chapter Board. Other officers and assistant officers may be elected or appointed by the Chapter Board, and such officers and assistant officers shall hold office for such period, have such authority, and perform such duties as provided in these Bylaws or as may be provided by resolution of the Chapter Board. The Chapter Board may assign any officer any additional title that the Chapter Board deems appropriate. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. All officers must be directors of the Chapter.

Section 2: Election and Term of Office

The officers of the Chapter shall be elected to serve one-year terms by the Chapter Board, beginning on the date of the first annual meeting in which the officer is elected. Elections shall take place at the annual meeting of the Chapter Board. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the end of his or her one-year term or until his or her successor is elected.

Section 3: Resignation

Any officer may resign at any time by delivering written notice to the President, the Vice President, the Secretary/Treasurer, or the Chapter Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4: Removal

Any officer or agent elected or appointed by the Chapter Board may be removed by the Chapter Board whenever in its judgment the best interests of the Chapter would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5: Vacancies

A vacancy in any office created by the death, resignation, removal, disqualification, creation of a new office, or any other cause may be filled by the Chapter Board for the unexpired portion of the term.

Section 6: President

The President shall be the principal executive officer of the Chapter and shall in general supervise and have charge of all of the affairs of the Chapter, pursuant to the direction and oversight of the Chapter Board. The President shall preside at all meetings of the Chapter Board, Members, and shall serve as the Chair of the Chapter Board. The President may sign any contracts, deeds, mortgages, and/or other instruments which the Chapter Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Chapter Board or by these Bylaws or by law to some other Officer or agent of the Chapter. The

President, or delegated director, shall supervise and provide direction to any employees of, or paid contractors to, the Chapter, if any, on regular basis. The President, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Chapter Board from time to time.

Section 7: Vice President

The Vice President is the de facto President-elect. In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have and may exercise all the powers of the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Chapter Board.

Section 8: Secretary/Treasurer

The Secretary/Treasurer shall have a dual role.

- a) Charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts of monies due and payable to the Chapter from any sources whatsoever; and deposit all such monies in the name of the Chapter in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws. The Secretary/Treasurer shall perform such other duties as from time to time may be assigned by the President or by the Chapter Board.
- b) Record the minutes of all meetings of the Chapter Board and the Members; maintain such minutes in one repository provided for such purpose; see that all notices are duly given in accordance with the provision of these Bylaws or as required by law; be the custodian of the corporate records, including but not limited to all correspondence of the Chapter; be the custodian of the seal of the Chapter and see that such seal is affixed to all documents where necessary, the execution of which on behalf of the Chapter under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Secretary/Treasurer.

Section 9: Delegation of Duties

One (1) or more duties of any director of the Chapter may be expressly delegated by the Chapter Board or by such officer to one (1) or more other director, employees, or agents of the Chapter, provided that if such delegation is not to another officer, then the director shall supervise and oversee the actions of such employees or agents. Action taken by directors, employees, or agents of the Chapter shall in all instances be subject to Article XIII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Chapter in matters of policy.

ARTICLE VI: COMMITTEES

Section 1: Executive Committee

The Chapter Board, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may create an Executive Committee, which committee, to the extent provided in said resolution, shall have and exercise the authority of the Chapter Board in the management of the Chapter between meetings of the Chapter Board, and shall be considered a committee of the Chapter Board.

The Executive Committee shall not have the authority of the Chapter Board in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any Chapter Board director or officer of the Chapter; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Chapter not in the ordinary course of business; authorizing the voluntary dissolution of the Chapter or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Chapter; or amending, altering, or repealing any resolution of the Chapter Board which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee.

The designation of and the delegation of authority to such committee shall not operate to relieve the Chapter Board, or any individual Chapter Board director, of any responsibility imposed upon them by law. The Executive Committee, if formed, must consist of two (2) or more eligible Chapter Board directors.

Section 2: Other Committees

Other committees not having and exercising the authority of the Chapter Board in the management of the Chapter may be designated by a resolution adopted by a majority of the Chapter Board directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolutions, the President of the Chapter shall appoint the chairs of such committees; the chairs will select members to the committee, subject to Chapter Board approval. The President will appoint one Chapter Board director to serve as either liaison to or chair of each committee. Committee members are not required to be members of ACMP; however, the committee chair must be an ACMP member in good standing.

Section 3: Term of Office

Pursuant to Article VI, Section 2, each member of a committee shall continue to act as such until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member shall cease to qualify or shall be removed or shall resign as a member thereof.

Section 4: Removal or Resignation of Committee Members

Any committee chair or member may be removed from office at any time by the affirmative vote of a majority of the Chapter Board present at a meeting at which a quorum is present, whenever in their judgment the best interests of the Chapter would be served thereby. Any committee member may resign at any time by giving written notice to the President, Vice President, Secretary/Treasurer, or to the Chapter 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

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

Section 6: Meeting Procedures

Meetings of the committees shall conform to the same standards for notice, quorum, manner of acting, minutes, and other procedures applicable to meetings of the Chapter Board as are set forth in Article IV of these Bylaws.

Section 7: Limitation on Delegated Authority

Actions taken by committees shall in all instances be subject to Article XVIII (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Chapter and in matters of policy.

ARTICLE VII: EMPLOYEES AND CONTRACTORS

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

ARTICLE VIII: INTERESTS OF DIRECTORS AND OFFICERS

Section 1: Compensation

Officers and Chapter Board directors as such shall not receive any salary for their services; provided however, that officers and Chapter Board directors may serve the Chapter in any other capacity and receiving reasonable compensation for such services.

Section 2: Conflict of Interest

Directors and officers shall disclose to the Chapter Board any financial interest which the director or officer directly or indirectly has in any person or entity that is a party to a transaction under consideration by the Chapter Board. The interested director or officer shall abstain from voting on the transaction.

Section 3: Review of Certain Transactions

Prior to entering into any compensation agreement, contract for goods or services, or any other transaction with any person who is in a position to exercise influence over the affairs of the Chapter, the Chapter Board shall establish that the proposed transaction is reasonable when compared with a similarly situated organization for functionally comparable positions, goods, or services rendered.

ARTICLE IX: INUREMENT

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its directors, committee members, employees, or other private persons except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE X: LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 1: Limitation of Liability

To the fullest extent permitted by law, the personal liability of directors, officers, committee members, and employees of the Chapter is eliminated.

Section 2: Indemnification

To the fullest extent permitted by law, the Chapter shall indemnify its Chapter Board Directors, Officers, committee members and employees and agents as the Board deems fit.

ARTICLE XI: BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Chapter Board, committees having any of the authority of the Chapter Board, and of the Member meetings. It also shall keep at its principal office a record of the names and addresses of its Chapter Board and the Member Roster. These books, contracts, records and documents shall be made available for access to the entire Chapter Board in a secure and responsibly managed location.

ARTICLE XII: FUNDS AND SECURITIES

Section 1: Contracts

To promote the purpose of the Chapter, the Chapter Board may authorize any Chapter Board director or committee directors, 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 Chapter Board, no director shall have power or authority to bind the Chapter by any contract or engagement or to render it liable for any purpose or for any amount.

Section 2: Contributions, Gifts, Bequests

The Chapter may accept any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Chapter, which purposes are set forth in the Articles of Incorporation, these Bylaws, or Chapter Board Policies.

Section 3: 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 Chapter Board may select.

Section 4: Financial Records

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

Section 5: No Loans to Officers or Chapter Board Directors.

No loans shall be made and no credit shall be extended by the Chapter to officers or directors.

Section 6: Accounting Year

The accounting year of the Chapter shall be twelve (12) months beginning in January and ending December.

ARTICLE XIII: DECLARATION OF POLICY

Responsibility and authority for any declaration of Chapter policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Chapter Board. Committees of the Chapter are not authorized directly or indirectly to commit the

Chapter in any way or in any manner, financially or otherwise, without prior approval by the Chapter Board, except as specified in the approved budget or in specific resolutions of the Chapter Board. The Chapter Board, except as herein otherwise provided, shall have control of the affairs of the Chapter, including all matters relating to the acquisition, holding, management, control, investment, and disposition of the funds and other property of the Chapter.

ARTICLE XIV: AMENDMENTS

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

Adopted 12/21/2018

Amended and approved as entirely restated on 12/21/2018

I, Alistair Lowe-Norris, Vice President of ACMP Pacific Northwest Chapter, a Washington nonprofit corporation, do hereby certify that the foregoing is a true and correct copy of the corporation's Bylaws as adopted by the Chapter Board on 21st December, 2018.

In witness whereof, I have hereunto set my hand this 21st day of December, 2018.

Alistair G. Lowe-Norris

Vice President