

**Amended and Restated Bylaws
of the
College of Performance Management**

ARTICLE I - NAME

- A. This organization shall be called the College of Performance Management (hereinafter CPM). This organization is a college incorporated as a non-profit corporation organized under the laws of Virginia. This organization was formerly known as the Performance Management Association (PMA).
- B. The principal office of the CPM shall be located in the metropolitan area of Washington DC.

ARTICLE II - PURPOSE

A. MISSION STATEMENT

Share, promote, and advance the best of planning, control, and performance management for projects of all sizes and complexity

B. OBJECTIVES

- **Improve the professional status** of all persons engaged in the practice of earned value management and other project performance management techniques.
- **Provide a focal point for dissemination** of earned value management and project performance management knowledge.
- **Promote global collaboration** in project performance management practice, education, and research.
- **Encourage government and industry support for research and educational programs** that will improve earned value management and other project performance management techniques.

ARTICLE III - AUTHORITY

- A. Authority and rules governing formation and operation of the CPM are vested in these ByLaws.
- B. The terms of the CPM Charter, including all restrictions and prohibitions, shall take precedence over these ByLaws and other authority granted hereunder.

ARTICLE IV - MEMBERSHIP

A. ELIGIBILITY

Membership in the CPM is voluntary and shall be open to any person who is interested in furthering its purposes.

Members shall be governed by and abide by the ByLaws of CPM and all policies, procedures, rules and directives lawfully made there-under.

B. DUES

All members shall pay the required CPM membership dues to CPM and in the event that a member resigns, membership dues shall not be refunded by CPM.

Membership in the CPM shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

If an applicant re-applies for CPM membership after it has been terminated, no introductory offer shall apply, but membership shall commence from the date payment for renewal is made.

C. RESIGNATION

A CPM member may, at any time, submit his or her resignation from CPM in writing to the CPM Executive Administrator. Membership dues shall not be refunded by CPM.

D. SUSPENSION OR EXPULSION

A CPM member may be suspended or expelled for reasonable cause by an affirmative vote of three-fourths of the voting members of the CPM Governing Board, following a hearing before the CPM Governing Board. Non-payment of CPM dues automatically revokes membership.

Members who fail to pay the required dues and are delinquent for one (1) month or more shall have their names removed from the official membership list of CPM. A delinquent member may be reinstated by payment in full of all unpaid dues to CPM. A delinquent member may rejoin with a new effective date beginning the day payment was received.

ARTICLE V - GOVERNANCE

- A. The CPM Governing Board shall consist of elected officials (as described herein), supported by non-voting members (as described herein). The CPM Governing Board shall be responsible for carrying out the purposes of the non-profit corporation. CPM Governing Board members shall be a member in good standing with CPM for the length of their term.

- B. Strategic planning shall be conducted by the CPM Governing Board. Past Presidents of the CPM who remain in good standing of the CPM shall be non-voting advisors to the strategic planning activities. The CPM Governing Board will establish the goals/objectives to be used in the operational planning for the next operating year.
- C. The Board shall exercise all powers of the CPM, except as specifically prohibited by these ByLaws and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these ByLaws and to exercise authority over all CPM business and funds.
- D. Operational planning and conduct shall be conducted by the entire CPM Governing Board.
- E. The CPM Governing Board shall meet twice annually. Additional meetings for operational planning and conduct may be held as required by the President. These meetings may be conducted in a setting other than a formal meeting (e.g., telephonically). A two-thirds majority of the CPM Governing Board voting members shall be required to conduct business. A simple majority of these participants are needed to affirm a vote (unless otherwise required by these ByLaws).
- F. CPM Governing Board Officers and Voting Members shall include:
- President
 - Executive Vice President
 - Vice President of Administration
 - Vice President of Finance
 - Vice President of Conferences and Events – EVM World
 - Vice President of Conferences and Events – IPMC
 - Vice President of Education and Certification
 - Vice President of Research and Standards
 - Vice President of Communication
 - Vice President of Global Outreach
 - Immediate Past President
- G. CPM Governing Board Non-Voting Members shall include past Presidents of the CPM who are members of CPM in good standing.

ARTICLE VI - COLLEGE OFFICERS

A. President

The President shall preside over all general meetings of the CPM Governing Board and of the strategic planning activities. The President shall be the chief executive officer, shall be responsible for the planning and oversight of the CPM, and shall direct the overall activities of the CPM Governing Board. The day-to-day operational conduct shall be directed through the Executive Vice-President. One individual may not serve consecutive terms as President. At the completion of a single term, the President automatically becomes the Immediate Past President.

Term of Office: Three Years

B. Executive Vice President (EVP)

The EVP shall act as the CPM chief operating officer. The EVP shall plan the CPM Governing Board meeting agenda; shall develop the annual plan and budget objectives and prepare the Annual report (or interim reports) based on the goals and objectives of the strategic planning activities in conjunction with the CPM Governing Board members; and shall perform other duties as may be designated by the President. The EVP shall assume the duties of the President should he or she be incapacitated and shall preside over the meetings of the CPM Governing Board in the absence of the President.

The EVP is eligible to serve for up to two elected consecutive terms as the EVP. At the completion of service, the EVP shall be eligible to serve in any elected or appointed office.

Term of Office: Three Years

C. Vice President of Administration (VPA)

The VPA shall be responsible for maintaining, updating and providing interpretation of the CPM ByLaws; advising the CPM Governing Board on Bylaw matters; and ensuring that the provisions of the ByLaws are complied with. The VPA shall be responsible for membership, elections, preparation of minutes and correspondence of the CPM Governing Board, and other administrative duties as required.

In the absence or incapacity of the President and the EVP, the VPA shall assume the duties and responsibilities of the President.

The VPA is eligible to serve for up to two elected consecutive terms as the VPA. At the completion of service, the VPA shall be eligible to serve in any other elected or appointed office.

Term of Office: Three Years

D. Vice President of Finance (VPF)

The VPF shall be responsible for developing the annual operating budget for the CPM; for making recommendations to the CPM Governing Board regarding the use of any funds and handling of any deficits, for providing general financial surveillance, and for planning and executing all the financial activities of the CPM. The VPF shall request input for the operating budget from the voting members of the CPM Governing Board. He or she shall formally initiate this planning for the coming year at the April/May meeting of the CPM Governing Board with the intention of receiving the CPM Governing Board's approval of the CPM budget and operating plan at the October/November meeting.

The VPF is eligible to serve for up to two elected consecutive terms as the VPF. At the completion of service, the VPF shall be eligible to serve in any other elected or appointed office.

Term of Office: Three Years

E. Vice President of Conferences and Events – EVM World (VPCE-EVMW)

The VPCE -EVMW shall be responsible for planning and managing the annual conferences of CPM, in particular EVM World, and any agreed additional conferences, workshops, or events, all of which are designed to promote the professional development of the members of CPM and the project management community.

The VPCE-EVMW is eligible to serve for two elected consecutive terms as the VPCE-EVMW. At the completion of service, the VPCE-EVMW shall be eligible to serve in any other elected or appointed office.

Term of Office: Three Years

F. Vice President of Conferences and Events – IPMC (VPCE-IPMC)

The VPCE -IPMC shall be responsible for planning and managing the annual conferences of CPM, in particular IPMC, and any additional conferences, workshops, or events, all of which are designed to promote the professional development of the members of CPM and the project management community.

The VPCE-IPMC is eligible to serve for two elected consecutive terms as the VPCE-IPMC. At the completion of service, the VPCE-IPMC shall be eligible to serve in any other elected or appointed office.

Term of Office: Three Years

G. Vice President of Education and Certification (VPED)

The VPED shall be responsible for developing and improving education and certification materials and programs for the conferences and events of CPM, and shall work closely with other professional organizations for the purpose of promoting project and performance management knowledge and the professionalism of its community of practitioners.

The VPED is eligible to serve for two elected consecutive terms as the VPED. At the completion of service, the VPED shall be eligible to serve in any other elected or appointed office.

Term of Office: Three Years

H. Vice President of Research and Standards (VPRS)

The VPRS shall be responsible for developing and improving research and standards products and programs, working closely with other professional organizations.

The VPRS is eligible to serve for two elected consecutive terms as the VPRS. At the completion of this service, the VPRS shall be eligible to serve in any other elected or appointed office.

Term of Office: Three Years

I. Vice President of Communications (VPC)

The Vice President of Communications shall provide overall direction to and coordinate the activities of CPM publications, marketing, and the website.

The VPC is eligible to serve for two elected consecutive terms as the VPC. At the completion of this service, the VPC shall be eligible to serve in any other elected or appointed office.

Term of Office: Three years

J. Vice President of Global Outreach (VPGO)

The Vice President of Global Outreach (VPGO) is responsible for fostering and enhancing the global application and knowledge of project controls, EVM and other performance management techniques, establishing a range of strategies and maintaining policies and practices used by the CPM to create “in person” opportunities for the efficient transfer of knowledge within the CPM project management and controls community globally.

The VPGO is eligible to serve for two elected consecutive terms as the VPGO. At the completion of service, the VPGO shall be eligible to serve in any other elected or appointed office.

Term of Office: Three Years

K. Immediate Past President

The Immediate Past President shall serve as a voting member of the CPM Governing Board and shall support the Board in both strategic planning and operations. The Immediate Past President serves for one term and at the completion of this service may be eligible to serve in any other elected or appointed office.

Term of Office: Three Years

L. CPM Governing Board Non-Voting Members

Past presidents of CPM who are CPM members in good standing may serve in these non-voting positions, such as supporting the strategic planning activities of the CPM Governing Board. They also may act as committee chairs (as appointed by the CPM Governing Board).

These positions are voluntary and receive no financial support from CPM for meeting attendance (unless planned for a specific event and approved in advance by the CPM Governing Board, and normally as part of the operating plan).

ARTICLE VII - NOMINATIONS AND ELECTIONS

A. The CPM shall elect its CPM Governing Board every three years. The following offices will be filled, for three-year terms:

- President
- Executive Vice President
- Vice President of Administration
- Vice President of Finance
- Vice President of Conferences and Events – EVM World
- Vice President of Conferences and Events – IPMC
- Vice President of Education and Certification
- Vice President of Research and Standards
- Vice President of Communication
- Vice President of Global Outreach

The VPA will develop an election plan and schedule and present it to the CPM Governing Board for review and approval no later than May 31st.

B. Nominations

The VPA shall plan and manage the election process through the CPM Governing Board. Requests for nominations will be advertised through the CPM newsletter, electronic media and mailings. Nominations will be held open for a minimum of 60 days. Discrimination in election and nomination procedures on the basis of race of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited. Nominees shall be members of CPM in good standing by the close of the nomination period.

CPM members may run for election for only one vacant CPM Governing Board position in each election period.

C. Elections

The Governing Board shall release the ballot to the VPA to distribute, in coordination with the VPC, within two weeks via mailing or emailing to the membership. Only members in good standing as of July 31st may receive a ballot and vote.

The ballot package will include (1) a ballot, (2) a uniquely identified, pre-addressed, postage-paid return envelope if administered via regular mail; (3) candidate information (biography and statement on purpose/goals for pursuing the intended office, each limited to a specific length), and (4) voting instructions and return/closing date. Ballots will be returned per the voting instructions, and catalogued by the vote-counting agent. If regular mail is used, the voting envelopes will be turned over unopened to the vote-counting agent.

D. Counting the Vote

The VPA shall make arrangements for the vote to be counted and tallied by an independent, non-partisan agent. The ballots will be counted and tallied, and a certified listing of the results shall be provided to the VPA for release to the CPM Governing Board. The CPM Governing Board shall review and approve the balloting process and officially release the election results. The President's vote

shall be cast at the completion of the vote count and will be counted as needed to break a tie vote (as requested by the voting agent through the VPA). The VPA will notify the nominees of the results no later than November 1st . Following notification, the VPA, in coordination with the VPC, will publicize the results no later than December 31st.

E. Vacancies in Offices

Vacancies for any unexpired portion of a term occurring in any office – other than that of the President – shall be filled by a member of the CPM selected by a vote of the CPM Governing Board. The person so selected shall fill the unexpired term and will be eligible for nomination for the position at the next regular election.

The CPM Governing Board shall declare an officer position to be vacant where an officer ceases to be a member in good standing of CPM by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the EVP. Unless another time is specified in the notice or determined by the CPM Governing Board, the resignation shall be effective upon receipt by the CPM Governing Board of the written notice.

A vacancy occurring in the office of the President shall be filled in this order: first by the Executive Vice President, and then by the Vice President of Administration if the Executive Vice President is unable to serve as President. If neither of these officers is able to fill the unexpired term of President, the voting members of the CPM Governing Board shall nominate and vote on a current member serving on the CPM Governing Board. This person may be chosen from among the non-voting members.

F. New Officer Transition

New officers will assume their office effective January 1st of the year following the election.

It shall be the responsibility of each outgoing officer to ensure transfer of pertinent records and to ensure a smooth transition between himself/herself and the incoming officer.

G. Recall

The CPM Governing Board may propose a recall of an officer for just cause in connection with the affairs of the organization based on (1) a petition approved by a majority of the voting officers or (2) a petition signed by 25% of the members. The CPM Governing Board will hear both sides of the recall position. A motion to recall will require two-thirds of the voting members of the CPM Governing Board to carry.

A vacancy in office created by a recall shall be filled in accordance with this Article VII, Section C “Vacancies in Office.”

ARTICLE VIII - AMENDMENTS TO CPM BYLAWS

A. Amendment Authority

The CPM Governing Board may, on its own authority and through the process specified in Article VIII, Section B.3, amend only the following sections of these ByLaws:

1. Article IV, Sections A (Eligibility), B (Dues)
2. Article V, Governance
3. Article VI, College Officers
4. Article VII, Section A (Elected Officers) and Section F (New Officer Transition)
5. Article VIII, Section C (Annual Review of ByLaws)
6. Article IX, Section A (CPM Governing Board meetings)
7. Article X, Chapters
8. Article XI, Finances and Dissolution, Sections A-E (Fiscal Year, Budget, Financial Control, Expenditures, and Dues)
9. Article XII, Personal Liability of Elected and Appointed Officers
10. Article XIII, Inurement and Conflict of Interest
11. ByLaws header and footer information.
12. Minor formatting or content corrections for consistency (which will require a vote by the CPM Governing Board in accordance with Article VIII, Section B, Subsection 3).

All other articles and sections of these ByLaws are reserved for approval by CPM members.

B. Amendment Procedure

1. Proposal and Consideration

An amendment to the ByLaws may be proposed by (1) the CPM Governing Board, based on affirmative majority (51 %) of the voting members of the CPM Governing Board or (2) any member. Member-proposed amendments to the ByLaws shall be submitted in writing to the Vice President of Administration. The proposed amendment can be approved for consideration through (1) majority vote of the CPM Governing Board or (2) petition of the membership (25% of eligible members at the time of the petition).

2. Approval of Member Approved Bylaw Changes

The VPA shall present the amendment to the membership for approval at the next annual meeting. The entire membership shall be notified of the proposed amendment and upcoming vote at least 30 days before the meeting. (Notification in the CPM newsletter will suffice for this purpose.) The amendment shall be considered approved by a simple majority vote of those members present.

If necessary, a proposed amendment can be approved by the entire membership through a mailed, emailed or internet based ballot, using procedures similar to

those used to elect officers. The amendment shall be considered approved by a simple majority vote of those members voting. The amendment, once approved by the membership, shall be incorporated into the ByLaws by the VPA.

3. Approval of CPM Governing Board Approved Bylaw Change

ByLaws that fall within the purview of the CPM Governing Board may be amended at any meeting of the CPM Governing Board by an affirmative vote of two-thirds of all Officers then holding office, provided that proper written notice of the proposed bylaw change is given to each Officer at least fifteen (15) days prior to the meeting. Proper written notice under this section shall be a copy of the text of the proposed amendment, including any relevant explanatory materials, whether transmitted by mail, email, facsimile transmission, or other appropriate means. Notice by mail shall be deemed sufficient if sent to the last Post Office address furnished to the Executive Administrator or VPA.

C. Annual Review

Every year, prior to the fall meeting, the VPA shall review the ByLaws for currency. He/she shall report to the CPM Governing Board at the October/November meeting and, if necessary, the Board shall appoint a committee to present recommendations for changes. The procedure for resulting amendments, if any, shall be as indicated in Sections A through B of this Article.

ARTICLE IX - MEETINGS

A. CPM Governing Board

Each year there shall be two formal scheduled meetings of the CPM Governing Board coinciding with the conferences in the United States sponsored by the CPM. The schedule and agenda will be drafted by the EVP and provided to the CPM Governing Board for review and comment at least 30 days prior to the intended meeting.

The CPM Governing Board shall establish a budget for the meetings and approve it through the VPF as part of the normal budget planning process.

B. General Membership

Each year, there shall be one formal scheduled Annual Meeting of the general membership of the CPM. It will normally be conducted during the Annual CPM Conference in the United States (generally held in April or May). Members will be notified 30 days prior to the Annual Meeting. Any number of members constitutes a quorum for the purpose of voting on properly submitted amendments, questions, resolutions, and actions. Questions, resolutions and actions shall be decided by a simple majority of the members present and voting. (Membership approval based on mailed ballots will be a simple majority of received ballots on questions and a simple majority of ballots received for ByLaw amendments.)

At the Annual Meeting, the CPM Governing Board shall give members of the CPM reasonable opportunities to express their views or raise questions or issues for action concerning the CPM. These issues will be added to the agenda for the next meeting of the CPM Governing Board.

ARTICLE X - CHAPTERS

A. Chapter Sub-Committee

The CPM Governing Board shall establish a Chapter Sub-Committee to oversee chapter development and relations in accordance with such policies and procedures as the CPM Governing Board shall determine. The Chapter Sub-Committee shall consist of the VPA (Sub-Committee Chair), VPGO, VPF, President, Past President, and the CPM Executive Administrator (or representative), provided that the CPM Executive Administrator shall not be a voting member of the Chapter Sub-Committee. The Chapter Sub-Committee shall meet periodically to review applications for chapters and chapter performance reports and any other business that shall arise from time to time. The Chapter Sub-Committee shall be responsible for administering and monitoring the chapter start-up process (including processing applications for Chapter Start-Up Volunteers, reviewing Chapter Business Cases, determining chapter start-up, seed and operational budgets, authorizing new chapters), reviewing chapter reports, reporting to the CPM Governing Board on chapter activities, and performing such other duties and responsibilities as the CPM Governing Board shall determine. The Chapter Sub-Committee may, in its discretion at any time and from time to time provide guidance to chapters regarding chapter governance, performance and reporting, revocation of chapter charters, and any other matter affecting chapters, provided, that such guidance is consistent with the standard form chapter bylaws established by the CPM Governing Board (see sub-section D below in this Article). The Chapter Sub-Committee shall be subject to the discretion and control of the CPM Governing Board.

B. Proposal for Establishing a Chapter

Any member or members of the CPM in good standing may propose that a new chapter of the CPM be established. Such member(s) shall apply to be a Chapter Start-Up Volunteer(s) on such forms established by the Chapter Sub-Committee. The Start-Up Volunteer(s) shall be responsible for preparing and submitting the Preliminary Chapter Business Case (on a template provided by the CPM) and performing such other duties related to the establishment of the proposed chapter as the Chapter Sub-Committee shall determine. In order for a new chapter proposal to be considered, there must be at least ten (10) current members of the CPM in good standing within the proposed Chapter geographic region willing to support the application as potential chapter members.

C. Initial Chapter Matters.

The Chapter Sub-Committee shall coordinate with the Chapter Start-Up Volunteers and chapter officers regarding any recommended changes to the Chapter Business Plan, planning and funding initial chapter meetings, and such other matters related to establishing the chapter, all in accordance with such policies and procedures established by the CPM Governing Board. If a new chapter is approved, the Chapter Sub-Committee shall issue a chapter charter in such form

as the CPM Governing Board shall determine. Each member of the CPM located within the new chapter's catchment area will be invited to join the new chapter, including persons who become members of the CPM after such chapter is established. The CPM reserves the right to establish fees for chapter membership, whether as part of the CPM's standard membership dues or in addition thereto. Funding for the new chapter will be established in accordance with the funding model developed by the Chapter Sub-Committee and approved by the CPM Governing Board. Chapter finances will be managed by the CPM's central management, including any sponsorship provided for chapter activities. Where sponsorship takes the form of goods or services in kind this will be included in the accounts as an income and expense at a nominal value determined by the chapter.

D. Chapter Bylaws

The initial officers of an approved chapter, acting as the "Chapter Executive Council," shall adopt bylaws to govern the business and affairs of the chapter, which bylaws will be on such standard form approved by the CPM's Governing Board. Any amendments, modifications, or alterations to chapter bylaws must be approved in advance by the CPM's Governing Board. All chapter bylaws shall be consistent with these Bylaws (as the same may be amended) and in the case of any inconsistency between chapter bylaws and these Bylaws, these Bylaws shall govern. Only members of the CPM who have been assigned to a Chapter may vote or otherwise participate in such chapter's elections and other business.

E. Performance of Chapters; Reporting

Each chapter of the CPM shall report on chapter activity and performance and provide such additional information to the Chapter Sub-Committee in such form and substance and with such frequency as the Chapter Sub-Committee shall determine. The Chapter Sub-Committee shall report on chapter activity and performance and provide such other information to the CPM Governing Board in such form and substance and with such frequency as the CPM Governing Board shall determine. Chapters that do not meet performance standards are subject to directed remediation actions and/or revocation of charter.

F. Assets and Other Rights

All assets of, set aside for, or dedicated to or developed by a chapter are the sole property of the CPM, and neither the chapter, nor any chapter officer or any chapter member shall have any right or claim to any such assets by virtue of their position as such. All chapter assets shall be used only in furtherance of the purpose and goals of the CPM. The receipt and disbursement of funds and other property related to a chapter shall be made in accordance with the policies and procedures established by the Chapter Sub-Committee from time to time. Use by a chapter of any trademarks, tradenames, copyrights, and other intellectual property of the CPM is expressly conditioned on such chapter remaining in good standing. No chapter, nor any officer or member of a chapter, may make or issue any statement or take any action purporting to represent, act for or on behalf of, or otherwise bind the CPM, without the express prior written authorization of the CPM.

G. Revocation of Chapters

A chapter of the CPM may be revoked at any time upon the affirmative vote of at least two-thirds (2/3) of the CPM Governing Board. Notice of revocation shall be delivered to the President or, if none, most senior officer of the chapter in question. All assets under the control of the chapter, or any chapter officer or member, or otherwise set aside for or dedicated to the chapter in question shall be promptly turned over to the control of the CPM central management.

ARTICLE XI - FINANCES AND DISSOLUTION

A. Fiscal Year

The fiscal year shall extend from 1 January to 31 December of the same year.

B. Budget

The financial operations of the CPM shall be conducted under budgetary control. The CPM budget shall be an annual budget prepared by the VPF and approved by the CPM Governing Board, as described in Article VI, Section D of these ByLaws.

C. Financial Control

The VPF shall arrange a bookkeeping process and an annual audit of the books of CPM by an outside firm approved by the CPM Governing Board and shall report the results of such an audit to the CPM Governing Board. The VPF shall, in addition, submit periodic statements of account to the CPM Governing Board at the spring and fall meetings, or as requested.

D. Expenditures

Expenditures shall be handled by the VPF except as otherwise provided in these ByLaws. The authority to sign checks shall be established by a vote of the CPM Governing Board and will be documented in the CPM Financial Handbook.

E. Dues

The amount of annual CPM membership dues shall be recommended by the VPF. This recommendation shall be reviewed by, and the dues shall be set by the CPM Governing Board.

F. Dissolution

Should the CPM dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the CPM Governing Board after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

ARTICLE XII - PERSONAL LIABILITY OF ELECTED AND APPOINTED OFFICERS

A. In the event that any person who is or was an officer, Chapter officer, committee member or authorized representative of CPM, acting in good faith and in a manner reasonably believed to be in the best interests of CPM, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding

(other than an action or proceeding by or in the right of the corporation), such officer, Chapter officer, committee member or authorized representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the officer, Chapter officer, committee member or authorized representative has been successful in defending the action, indemnification is mandatory.

- B. Unless ordered by a court, discretionary indemnification of any officer, Chapter officer, committee member or authorized representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the officer, Chapter officer, committee member or authorized representative is proper in the circumstances because the officer, Chapter officer, committee member or authorized representative has met the applicable standard of conduct required by law and in these ByLaws.
- C. To the extent permitted by applicable law, CPM may purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or Chapter officer, committee member or authorized representative of CPM, or is or was serving at the request of CPM as a officer, employee, trustee, agent Chapter officer, committee member or authorized representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

ARTICLE XIII - INUREMENT AND CONFLICT OF INTEREST:

- A. No member of the CPM shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the CPM, except as otherwise provided in these ByLaws.
- B. No officer, appointed committee member or authorized representative of the CPM shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the CPM of actual and reasonable expenses incurred by an officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities.
- C. CPM may engage in contracts or transactions with members, officers of the CPM Governing Board, appointed committee members or authorized representatives of CPM and any corporation, partnership, association or other organization in which one or more of CPM's officers, appointed committee members or authorized representatives are officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:
 - the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the CPM Governing Board prior to commencement of any such contract or transaction;

- the CPM Governing Board in good faith authorizes the contract or transaction by a majority vote of the officers who do not have an interest in the transaction or contract.
- D. All officers, appointed committee members and authorized representatives of CPM shall act in an independent manner consistent with their obligations to CPM and applicable law, regardless of any other affiliations, memberships, or positions.
- E. All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which CPM has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.