

COLLEGE OF PERFORMANCE MANAGEMENT

CPM-San Diego (CPM-SD)

CHAPTER BYLAWS

ADOPTED: November 2018

ARTICLE I – NAME; GOVERNANCE; COORDINATION OF BYLAWS

- A. NAME. The name of this chapter is the CPM-San Diego (CPM-SD) Chapter (herein, the “Chapter”). The date of the Chapter’s charter is November 2018.
- B. GOVERNANCE. The business and affairs of the Chapter shall be governed by these Bylaws, and the Chapter policies and procedures established from time to time by the College of Performance Management (the “CPM”).
- C. COORDINATION WITH CPM BYLAWS. These Chapter Bylaws must remain consistent with the Bylaws and the other policies and procedures of the CPM, all as amended from time to time. In the case of any inconsistency, as determined by the CPM Governing Board, between these Bylaws and the Bylaws, or policies and procedures of the CPM, the Bylaws, and policies and procedures of the CPM shall govern. Capitalized terms used herein but not otherwise expressly defined shall have the meaning ascribed to such terms in the Bylaws of the CPM.

ARTICLE II – CHAPTER EXECUTIVE COUNCIL; CHAPTER OFFICERS

A. CHAPTER EXECUTIVE COUNCIL. The elected Chapter officers shall be collectively called the “Chapter Executive Council.” The Chapter Executive Council shall convene on a regularly scheduled basis in accordance with the policies, procedures and guidelines of the CPM. The vote of at least a majority of the members of the Chapter Executive Council shall be necessary and sufficient as the act of the Chapter Executive Council for any matter within the purview of the Chapter Executive Council. The Chapter President shall preside at all meetings of the Chapter Executive Council and will provide each member of the Chapter Executive Council with an agenda for the meeting. Members of the Chapter Executive Council may participate in any meeting of the Chapter Executive Council by use of any means of communication by which all the members of the Chapter Executive Council participating may simultaneously hear each other during the meeting. A member of the Chapter Executive Council participating in a meeting by this means is deemed to be present in person at the meeting.

B. OFFICERS. The elected officers of the Chapter shall be: Chapter President, Chapter Secretary and Treasurer (which will be a single combined roll referred to as the VP of Operations), VP of Membership, VP of Programs and VP of Education. The Chapter Executive Council may

create additional Chapter officers, with such duties and responsibilities as the Chapter Executive Council shall determine, with the prior approval of the CPM Chapter Sub Committee. Officers shall serve a term of two (2) years, subject to prior resignation or recall. Officers may serve consecutive terms but not more than three consecutive terms. An officer may resign at any time by providing written notice to the Chapter Executive Council, which resignation shall be effective upon receipt of such notice by the Chapter Executive Council. Such notice must be advised to CPM within 30 days. All Chapter Officers must be current members of the CPM in good standing who have elected to join the Chapter and paid the appropriate dues.

COMMITTEES. The Chapter Executive Council may establish such committees, with such duties and responsibilities, as the Chapter Executive Council may determine, consistent with the policies and procedures established by the CPM, or as directed by the CPM Governing Board. The Chapter Executive Council shall appoint members of each committee from among the Chapter members. All members serving on a committee must be current members of the CPM in good standing.

C. CHAPTER PRESIDENT. The Chapter President shall have the general responsibility and authority for the operation of the Chapter, and such other duties as set forth in these Bylaws and/or as the CPM shall direct. The Chapter President shall, if present, preside at all meetings of the Chapter Executive Council and all meetings of the Chapter members.

D. CHAPTER VP of OPERATIONS

a CHAPTER TREASURER. The Chapter Treasurer shall have the general responsibility and authority for all books, records, reporting, and filings related to the finances of the Chapter, and such other duties as set forth in these Bylaws and/or as the CPM shall direct.

b CHAPTER SECRETARY. The Chapter Secretary shall have the general responsibility and authority for all books, records, reporting, and filings other than those related to the finances of the Chapter (which financial books and records are the responsibility of the Chapter Treasurer), and such other duties as set forth in these Bylaws and/or as the CPM shall direct. The Chapter Secretary shall keep a book of minutes of all meetings of the Chapter Executive Council and all meetings of Chapter members. The Chapter Secretary shall be responsible for providing all notices to the Chapter Executive Council and the Chapter members with the assistance of the CPM Executive Administrator and consistent with other CPM marketing and communications.

E. CHAPTER VP of MEMBERSHIP. The Chapter VP of Membership shall have the general responsibility for membership drive initiatives, recruitment, member roll updates and Kiosk presence for events.

F. CHAPTER VP of PROGRAMS. The Chapter VP of Programs shall have the general responsibility for planning and arranging programs, events and speakers.

G. CHAPTER VP of EDUCATION. The Chapter VP of Education shall have the general responsibility for educational outreach and university coordination.

H. NO COMPENSATION. No Chapter officer, committee member or Chapter member shall receive any compensation or other tangible or financial benefit for service in their respective capacity. However, the CPM may authorize payment of actual and reasonable expenses incurred by a Chapter officer, committee member or other Chapter member for CPM approved activities. Requests for reimbursement shall be in made in accordance with the policies and procedures established by the CPM.

I. STATUS OF CHAPTER OFFICERS. Chapter officers are not legal officers or agents of the CPM and shall have no authority to bind the CPM, except as expressly authorized in writing by the CPM.

ARTICLE III – ELECTION OF CHAPTER OFFICERS

A. INTERIM CHAPTER OFFICERS. The interim Chapter Officers shall be selected by the approved Chapter Start-Up Volunteers, with the approval of the Chapter Sub-Committee. Subsequent Chapter Officers shall be elected pursuant to the procedures set forth below in this Article.

B. OFFICER NOMINATIONS. Nominations for Officers shall be provided to the Chapter Secretary at least thirty (30) days prior to Officer elections. The Chapter Secretary shall be responsible for preparing the slate of Officer candidates and providing such slate to Chapter members with the assistance of the CPM executive administrator. Officer candidates shall be nominated from the general Chapter membership (as determined with reference to the records of the CPM) and elected by an affirmative vote of the majority of Chapter members casting ballots in elections called with the assistance of the CPM Executive Administrator.

C. OFFICER ELECTIONS. Elections for Chapter Officers shall be held every two years on or before [DATE] and will be conducted by mail or electronic ballot. Members of the Chapter in good standing, whose dues are paid in full, are entitled to cast a ballot in Chapter elections.

D. RECALL. Chapter Officers may be recalled for just cause in accordance with the procedure for recall of officers in the CPM’s Bylaws, provided, that references to “voting officers” and “members” shall be deemed to refer to the Chapters Officers and Chapter members only.

E. VACANCIES. Vacancies in any elected Chapter officer position by resignation, recall, or other reason, shall be filled by a vote of the members of the Chapter Executive Council. The Chapter member elected to fill such vacancy shall serve until the completion of the term of the vacated office.

ARTICLE IV – CHAPTER MEETINGS; VOTING; ACTIVITIES

A. MEETINGS. The Chapter shall have membership meetings in accordance with the Chapter policies, procedures and guidelines established by the CPM from time to time. Special meetings may be called (1) by the Chapter Executive Council; (2) upon the written request from at least 25% of the Chapter members; or (3) upon the request of the CPM. If a Chapter has established a schedule for regular Chapter meetings, no notice need be given to the Chapter members for such regularly scheduled meetings. Notice of a special Chapter meeting and, if the Chapter has not established a schedule for regular Chapter meetings, of a regular meeting, shall be provided to Chapter members at least ten (10) days before such meeting and such notice shall state the purpose of such meeting. Non CPM members may attend one Chapter meeting as a guest after which they will be requested to join CPM in order to attend further Chapter meetings.

B. VOTING. The presence in person at a Chapter meeting of the higher of at least ten percent (10%) of the Chapter members or a minimum of 10 members shall constitute a quorum. A vote of a majority of Chapter Members in good standing present and voting at a Chapter meeting shall constitute the act of the Chapter members. The Chapter may conduct voting by mail or email. Ballots returned by at least ten percent (10%) or a minimum of 10 members of the Chapter members shall be required for a vote by mail or email. In order to pass, an action before the Chapter members requires that all ballots be mailed or emailed to all Chapter members in good standing, the minimum number of ballots are returned, and the majority of returned ballots vote in favor of the action. Ballots signed by facsimile and electronic signature are valid. Only members of the CPM who have been assigned to the Chapter may vote on or otherwise participate in Chapter elections and other Chapter business.

C. GENERAL PURPOSE OF ACTIVITIES. All activities of the Chapter shall be conducted to further the purpose and goals of the CPM and its members, consistent with the policies, procedures and guidelines established by the CPM from time to time.

D. NOTICES. All notices to Chapter members shall be directed to each such member at the last known mailing address or email address, as such addresses appear on the records of the Chapter. Any notice given in accordance with the foregoing shall be valid regardless of whether the Chapter member in question actually receives it. Chapter members are responsible for providing current mailing and email addresses to the Chapter Secretary and the CPM.

ARTICLE V – CHAPTER ASSETS; REPORTING

A. ASSETS OF THE CPM. All assets of or dedicated to the 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 assets of the Chapter by virtue of their position as such. All Chapter assets shall be used only in furtherance of the purpose and goals of the CPM. All funds and other property received by the Chapter shall be promptly forwarded to the CPM's central management. All

disbursements of funds and requests therefor shall be made in accordance with the policies and procedures established by the CPM from time to time. Use by the Chapter of any trademarks, tradenames, copyrights, and other intellectual property of the CPM is expressly conditioned on the Chapter remaining in good standing. Neither the Chapter, nor any Officer or member of the 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 authorization of the CPM.

B. REPORTING; AUDITS. The Chapter Executive Council and the Chapter Officers, as appropriate, shall prepare and submit such information and reports, including a Chapter annual budget, in accordance with the policies, procedures and guidelines established by the CPM from time to time. The Chapter Executive Council and each Chapter member shall cooperate with the CPM in any audit or investigation by the CPM of Chapter activities, its finances, or any other matter.

ARTICLE VI – REVOCATION

A. IN GENERAL. The Chapter charter may be revoked 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.

B. EFFECT OF REVOCATION. Upon revocation of the Chapter's Charter, all assets of or developed by or dedicated to the Chapter shall be promptly turned over to the control of the CPM central management and the Chapter shall cease the use and display of any trademark, tradename, copyrights, and other intellectual property developed by or owned by the CPM immediately following such revocation. CPM Executive Administrator will advise chapter members of the revocation.

ARTICLE VII – AMENDMENTS

A. INCONSISTENCIES; NEW STANDARD BYLAWS. These Bylaws shall be revised upon the finding of any inconsistency between these Bylaws and the Bylaws or other policies and procedures of the CPM, as determined by the CPM. If the CPM establishes new standard form Chapter Bylaws, these Bylaws shall be amended to conform to such new standard form.

B. PROPOSAL FOR AMENDMENT. Any Chapter Member in good standing may propose an amendment to these Bylaws in writing to the Chapter President. The Chapter President shall present any proposed amendment to the Chapter Executive Council. The Chapter Executive Council shall determine, in its discretion, whether any proposed amendment should be presented to the Chapter members for consideration.

C. MEMBER APPROVAL. If the Chapter Executive Council determines that a proposed amendment to these Bylaws should be presented to the Chapter members for consideration, the Chapter Secretary shall notify the Chapter members of such proposed amendment with the

assistance of the CPM Executive Administrator, which notice may be by posting such proposed amendment on the Chapter's website, if any, or by email to each Chapter member. Voting on a proposed amendment shall be held in accordance with the voting procedures set forth above in Section B of Article IV, provided that Chapter members at least thirty (30) days prior notice of such proposed amendment before voting is closed.

D. CPM APPROVAL. If a proposed amendment to these Bylaws is passed by the Chapter members, such amendment shall be delivered to the Chapter Sub-Committee of the CPM Governing Board for approval. If the Chapter Sub-Committee of the CPM Governing Board approves such amendment, it shall be effective as of the date of such approval.

E. COPIES. A current copy of these Bylaws, including any amendments hereto, shall be kept in a Chapter record book to be maintained by the Chapter Secretary and shall be made available for review and copying upon request by any Chapter member in good standing, any officer of the CPM or any member of the CPM Governing Board.

[END OF BYLAWS]