



ASSOCIATION OF CONTINUITY PROFESSIONALS

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COLORADO ROCKY MOUNTAIN CHAPTER  
Bylaws

November 7<sup>th</sup>, 2023

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**National Version History**

Version	Change	By	Date
1.0	Drafted		2003-1
2.0	Revision	P. Striedl J. Crosson	2006-1
2.1	Incorporate new logo, reformat table for Chapter Board table, add signature instructions on last page. No change to content.	M. Weiland	4/6/09; 2008-04
3.0	Revision: Change from AoA format to new Bylaws template	ACP Staff	2015-04
4.0	Revision: Change formatting; update dues and membership types	ACP Staff and National Board	2023-03

**Chapter Version History**

Version	Change	By	Date
1.0	Drafted		2006
1.1	CRMC Board approved current Articles of Association	S. Bennett	2/10/2010
1.2	Incorporated new ACP format	T Mitchell	5/14/2010
1.3	CRMC and National approved change in Membership dues, page 5.	S. Bennett	11/22/2010
1.4	<ul style="list-style-type: none"> <li>• CRMC changes to Articles IV and V position descriptions, page 9, 11, 12.</li> <li>• CRMC changes to Membership dues, page 5</li> <li>• CRMC changes to Membership dues, page 6</li> <li>• CRMC change to distribution of audit report, page 17</li> </ul>	B. Jancouskas	11/08/2012 / 05/08/2013
2.0	<ul style="list-style-type: none"> <li>• Change from AoA template to 2016 Bylaws Template from National</li> <li>• Change to current position descriptions used by our chapter</li> <li>• Update description of accountability for Records Retention Policy</li> <li>• Update dates for Board nominations and elections</li> </ul>	L. Wilson	05/31/2019
3.0	<ul style="list-style-type: none"> <li>• Updated formatting, inserted clarification</li> </ul>	E. Floro	10/25/2023

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	<p>language;</p> <ul style="list-style-type: none"> <li>• Reorganized and consolidated director positions, roles, responsibilities</li> <li>• Revised board position term lengths and staggered election cycles</li> <li>• Revised election voting process to meet more virtual capabilities and easement of processes</li> <li>• Corrected deadlines to match Corporate (National) Bylaws</li> <li>• Removed chapter dues being fixed for a calendar year as national dues are no longer on calendar year rotation (instead on individual member renewal anniversary).</li> <li>• Clarified that chapter dues changes approved by the Chapter Executive Committee will be approved by the Chapter Membership via electronic vote</li> <li>• Added residency requirement for Chapter Executive Committee vs directors</li> </ul>		
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**ARTICLE I**  
**NAME OF CHAPTER**

The Colorado Rocky Mountain Chapter of ACP, hereinafter known as Colorado Rocky Mountain Chapter or "the Chapter," is a non-profit, mutual benefit association of business professionals who are responsible for, or participate in, emergency management, business continuity, contingency planning, disaster recovery, crisis management, or other areas related to business resumption planning. The Colorado Rocky Mountain Chapter is an authorized operating entity of the Association of Continuity Professionals (a.k.a. ACP).

**ARTICLE II**  
**PURPOSE**

The Chapter has filed with the state of Colorado to operate as a nonprofit organization in Colorado as agent of the Association of Continuity Professionals (ACP), a nonprofit organization incorporated in the State of California. The Chapter is dedicated to serving the contingency planning, information-gathering requirements of its membership. The Chapter organization is located in the Colorado Rocky Mountain area. Once annual filing is complete, a copy of the approval form must be forwarded to ACP National Headquarters.

**The Objectives of the Chapter are:**

1. To provide an organized forum, enabling its members to discuss and investigate the spectrum of organizational, management and technical issues relative to contingency planning, disaster recovery, crisis management, emergency management and/or business resumption planning.
2. To accumulate exchange and disseminate information, share experiences of mutual interest or value, and advance the effective usage of contingency planning, disaster recovery, crisis management, emergency management and/or business resumption planning.
3. And, in compliance with ACP Bylaws and ACP National Board policies, to provide information gathering and exchange services to remote and/or isolated communities pursuant to membership requirements.

To meet those objectives, the chapter has been organized as portrayed in the diagram below. It should be noted that the shaded segment is mandatory while the non-shaded regions are optional based on need and level of development within the chapter. All Officers, Directors, and Committee chairpersons come from the membership of the chapter.

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Executive Committee	Director Positions	Committees
<p>MANDATORY</p> <ul style="list-style-type: none"> <li>• President</li> <li>• Secretary</li> <li>• Treasurer</li> </ul>	<ul style="list-style-type: none"> <li>• Programs &amp; Education</li> <li>• Sponsorship &amp; Outreach</li> <li>• Public Relations</li>   <li>• Vice President*</li> <li>• President Elect*</li> <li>• Past President*</li> </ul> <p>* Not currently part of the CRMC chapter; should one of these positions be added by a sitting board, the bylaws will be amended to include the duties of the position.</p>	<p>MANDATORY</p> <ul style="list-style-type: none"> <li>• Audit</li> <li>• Nominating</li> </ul> <p>OPTIONAL</p> <ul style="list-style-type: none"> <li>• Special Activities</li> </ul>

**ARTICLE III  
MEMBERSHIP**

Chapter membership is open to all business professionals and organizations interested in contingency planning, crisis management, disaster recovery, and/or business resumption issues, regardless of race, color, sex, gender, age, religious affiliation, disability, or national origin. Members agree to be bound by the ACP "Code of Ethics." A signed "Code of Ethics" form from each member is required and will become a permanent record of the ACP National office. Individual Chapter Membership includes both National and Chapter voting privileges.

**MEMBERSHIP DUES**

**1. Dues**

The ACP National membership and organizational dues are set and assessed according to the National Bylaws.

The Chapter Executive Committee determines Chapter Individual Member dues. Changes are approved by the Chapter membership through electronic vote of the membership.

**2. Dues Processing**

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The chapter dues amount to be collected for the following year must be filed with the ACP National Treasurer no later than October 1 of each year. All dues, both Chapter and the ACP National, are to be assessed to the membership annually, on a common invoice by ACP National.

**3. Membership Application Processing**

Members should submit membership applications and renewals, with appropriate dues enclosed, to the ACP National administrative service provider's mailing address or website, where receipt of the dues will be acknowledged to chapters on a regular basis. The ACP National administrative service provider will also make available periodic chapter membership listings to chapters.

**ARTICLE IV**  
**CHAPTER EXECUTIVE COMMITTEE**

Members of the Chapter Executive Committee must be individual members in good standing as of the date of their nomination and remain so throughout the term of office. The Chapter Executive Committee is comprised of the President, Secretary, and Treasurer. Elections are described in Article VII (Chapter Elections).

Only two (2) members per organization may serve as a member of the Chapter's Executive Committee and no organization may hold more than 50% of the optional chapter board positions.

Note: An organization is defined as any corporation, company, business or agency, or an autonomous subsidiary or division of that corporation, company or business, whether publicly or privately owned.

Chapter Executive Committee members must be in good standing as both members with the Chapter and National and must reside in Colorado State. This is because the Colorado Rocky Mountain Chapter is open to all ACP members in good standing to join; however, legal, financial/banking, and other responsibilities the Chapter Executive Committee roles hold are best fulfilled by those with legal Colorado residency.

The Chapter Executive Committee shall manage all Chapter business. A Chapter Executive Committee quorum, for business purposes, shall consist of a majority (2).

The term limit for chapter executive committee positions is four consecutive years (reflected as two 2-year terms) before the chapter member is ineligible for the same position for a term (2-years). Once this term limit of four years is met, the chapter member will be eligible to run for another chapter executive committee position, with the same term limit requirements as above.

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**A. PRESIDENT**

The president is the principal executive officer for Chapter. The president will:

1. Preside at the scheduled membership business meetings of the Chapter membership and the Chapter Executive Committee.
2. With chapter executive committee members and directors as appropriate, develop the agenda, schedule, communicate, and facilitate chapter business meetings. This includes tracking in-person and virtual attendance. Typically, chapter business meetings are paired with program events.
3. Exercise general charge of the Chapter officers and directors.
4. Chair the Chapter Executive Committee (The president may not chair any other committees.)
5. Act as an ex-officio member of all Chapter committees, but is only empowered to cast a tie-breaking vote for the committee at the committee chairman's request.
6. Act as the primary interface with external organizations and as the Chapter's primary interface to ACP National.
7. The Chapter President shall appoint annually an internal audit committee, consisting of three (3) or more Chapter members in good standing.
8. Individually welcome new members to the chapter via email, phone call, or other personal outreach as notified by the membership report from ACP National/ACP Staff.

**B. SECRETARY**

The Chapter Secretary is responsible for recording all Chapter activities and maintaining all Chapter records. The Chapter Secretary will:

1. Attend and record minutes of all Chapter Executive Committee meetings, board meetings, and chapter meetings.
2. In cooperation with other Directors, give, or cause to be given, notice of all scheduled membership meetings of the Chapter as well as the Chapter Executive Committee and Board of Directors meetings.
3. Maintain, in current status, the Chapter Bylaws with ACP National and the state of Colorado, and all amendments and policies as determined by Chapter membership, the Chapter Executive Committee, and/or the ACP National Board.
4. Maintain a current copy of the Chapter's Records Retention Policy and ensure all Directors are aware of their responsibilities. In December of each year, direct a voluntary updating of all records.

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5. Provide an annual statement of the Chapter Executive Committee members to the ACP National Secretary for filing with such public agencies as required preserving the ACP National non-profit status.
6. Be the primary recipient of the membership report from ACP National/ ACP Staff and brief the Chapter Board of Directors on any changes in each Board meeting.

**C. TREASURER**

The Treasurer is responsible for recording all Chapter financial activities and maintaining all financial records. He / She will:

1. Supervise Chapter financial affairs.
2. Perform all the duties incident to the office of Chapter Treasurer.
3. Sign any check, draft, or other order of Chapter payment of money. An authorized member (normally the President) of the Chapter Executive Committee, who is not the recipient, will cosign all such instruments. Two signatures are required for each check.
4. Prepare monthly financial statements for the Chapter membership, the ACP National Board, and any government reporting in such form and frequency as required.
5. Provide for the custody and safekeeping of all Chapter securities and monies.
6. By March 1 (February 29<sup>th</sup> during leap years) of the following year, provide an annual statement of Sources and Uses to the ACP National Treasurer for filing with such public agencies as required to preserve the ACP National non-profit status.
7. By March 1 of the following year, provide a copy of the Chapter Audit to the ACP National Treasurer.
8. Monitor receipt of Chapter dues from ACP National based on the membership report provided by ACP National/ACP Staff.
9. Have the next year's budget prepared by December 1<sup>st</sup> and sent to the Chapter Executive Committee with approval of the budget by December 31<sup>st</sup>.

**D. APPOINTMENT OF COMMITTEES**

The Chapter Executive Committee may, from time to time, establish special committees for various purposes, as they are required. Standing committees include:

1. Chapter Audit Committee: Must be at least three members, appointed each year by the President, to audit the Chapter's financial books under the direction of the Chapter treasurer.



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2. Chapter Nominating Committee: Must be at least three members, appointed each year by the President, to present a slate of qualified candidates for officer and director positions to assist in the election of the Chapter board of directors.

**ARTICLE V**  
**CHAPTER DIRECTORS**

The Chapter Executive Committee creates Chapter Directorships to form a Chapter Board of Directors. Unless canceled by the Chapter Executive Committee, Directorships are perpetually standing, with a term being 2-years. The Chapter President, Chapter Secretary, and Director of Sponsorship and Outreach are elected at the end of odd-numbered years. The Chapter Treasurer, Director of Programs and Education, and Director of Public Relations are elected at the end of even-numbered years. There are no consecutive term-limits on director positions. Any ACP member that is in good standing and a member of the Chapter may be a director- there is no Colorado State residency requirement.

With direction and approval of the Chapter Executive Committee, directors manage one or more project committees to accomplish their charters. No organization may hold more than 50% of the optional chapter board positions. The Chapter Executive Committee may choose to create and authorize any of the following director positions.

**A. DIRECTOR OF PROGRAMS AND EDUCATION**

1. Be responsible for the arrangement of speakers, panels, and topics to be presented at chapter program events and, with the Chapter Treasurer, arrange for payment of any costs involved through the Chapter's Executive Committee. If the program event is combined with a chapter business meeting, the chapter business meeting portion falls under the Chapter President's responsibility to develop and facilitate.
  - 1.1. Arrange program event facilities, including the coordination of technology resources for online presentation or participation such as webinar services or teleconference bridges.
  - 1.2. With the Director of Public Relations, track attendance at program events (both in-person and virtual attendance).
  - 1.3. Provide for the custody and safekeeping of Chapter-owned equipment used for the presentation of program events.
  - 1.4. Obtain in advance the speaker's biographical information and presentation materials, and, in coordination with the Director of Public Relations, make these materials available for Chapter members.
2. Chair the Chapter Program Committee (when needed).

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3. Chair or appoint another to chair the Member Appreciation Event Planning Committee.
4. Maintain communication and contact documentation for all local organizations, companies, and academic institutions with whom the chapter interacts.
5. Continue outreach to academia including coordination of shared events, contingency-related seminars, trainings, certification programs, Contingency and Emergency Planning courses, degree programs, etc., as they become available.
6. Ensure the Chapter Dropbox folder for this area is in compliance with the Chapter Records Retention Policy.

**B. DIRECTOR OF SPONSORSHIP AND OUTREACH**

1. Be responsible for identifying and recruiting sponsors for the Chapter, including soliciting sponsorships for annual special events, and working with sponsors to ensure they receive value from the group for their sponsorship.
  - 1.1. Maintain communication and contact documentation for current and potential sponsors.
2. Develop and manage recruitment strategies for new members and retention strategies for existing members, including membership drives as needed
3. As needed and in collaboration with the Director of Public Relations, develop and produce marketing materials both internal and external to the chapter, (also in collaboration with ACP National as appropriate).
4. Ensure the Chapter Dropbox folder for this area is in compliance with the Chapter Records Retention Policy.

**C. DIRECTOR OF PUBLIC RELATIONS**

1. In collaboration with other directors, create and manage communication to members and to the ‘friends distribution list’, and monitor activity on the Chapter’s social media channels, including but not limited to Constant Contact, LinkedIn, website, and Facebook, within compliance of Federal and Colorado law, and chapter retention guidelines.
2. Administer, in coordination with other directors, the Chapter’s social media accounts, software subscription accounts, domain name registration, email marketing software, event management software, and other systems.
3. Provide technical support to Directors as necessary.
4. Ensure the Chapter Dropbox folder for this area is in compliance with the Chapter Records Retention Policy.

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**ARTICLE VI  
ORDER OF SUCCESSION**

Unless otherwise documented in this section, if the Chapter President cannot complete his/her term, the Chapter Secretary will assume the presidency for the remainder of the term.

If any other chapter officer or director cannot complete his/her term, the chapter president may appoint a replacement for the remainder of the term, with a majority approval of the chapter executive committee.

**ARTICLE VII  
CHAPTER ELECTIONS**

In order to maintain cohesiveness in the organization and provide on-going input for the planning and budgeting process, it is necessary to begin the Election Process in September or October of each year. The chapter president appoints a Nominating Committee in September. The Chapter nominating committee shall consist of three (3) Chapter members in good standing. Any Chapter individual member in good standing may volunteer to be part of the Nominating Committee.

Only two (2) members per organization may serve as a member of the Chapter's Executive Committee and no organization may hold more than 50% of the optional chapter board positions.

Individual chapter members may volunteer to be candidates for officer and/or director positions. Each candidate must be a member in good standing as defined by the National Bylaws. The Nominating Committee shall ensure acceptance of all nominations before presentation to the membership, and will provide at least 1-week (7 calendar days) notification to the membership of open nomination time where members may self-nominate or nominate other members in good standing. It is recommended, for established chapters, that an individual who has been a chapter member for at least one year staff the Executive Committee positions.

Any officer or director may run for the same office (within the term limits) or a different office or director position. If any Chapter Executive Committee Member is elected or appointed to another position on the Chapter Executive Committee, s/he must resign from his/her current position prior to taking his/her newly elected office.

The Nominating Committee will then present the qualified candidates for the open officer and director positions to the Chapter membership in October or early November.

Ballots will be prepared and presented by the Chapter Secretary. The elections will then be conducted through e-mail or via an online voting service/software. The candidate for each

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position receiving the majority of votes from the voting members shall assume office the first day of January. Chapter election results shall be announced prior to November 30.

Once elections have been completed, the Chapter Secretary will provide the National office with a list of the Chapter's Board of Directors with all contact information no later than December 1. This document shall include the Chapter Official Address, which will be used for all mailings.

With elections being held in November, the outgoing and incoming officers and directors will have an opportunity to transition for the next year. It is imperative for the success of the incoming officers and directors that all prior collected or developed documentation be provided to the incoming team.

**ARTICLE VIII**  
**MEETINGS**

Timing for Chapter membership business meetings will be held as determined by the Chapter Board. Locations for the meeting may differ. As an option, Chapter Executive Committee meetings may be held monthly, with timing and location of meeting to be determined by the Executive Committee.

Chapter Presidents are encouraged to attend the annual ACP National meeting(s) and the monthly Presidents Council conference calls. The incurred expenses for attendance at any National meeting are at the expense of the president or his/her representative from the Chapter Executive Committee or with the authorization for Chapter reimbursement of associated expenses.

Chapter Executive Committee and Directors are encouraged to attend ACP National training, "peer" meetings, and leadership development opportunities as they are offered.

**ARTICLE IX**  
**FINANCIAL ADMINISTRATION**

Membership dues shall be paid annually and become delinquent if left unpaid more than 30 days after a membership term expires.

The Chapter Executive Committee determines Chapter dues. Chapter due changes are approved by the Chapter membership through electronic vote of the membership. The assessed ACP National membership dues are included in the total annual dues. The National Treasurer is notified annually of the chapter dues amount. The chapter dues amount to be collected for the following year must be filed with the National Treasurer no later than October 1 of each year.

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Bank account(s) in the name of the Chapter of the Association of Continuity Professionals (ACP) have been established. The Chapter Treasurer at the direction of the Chapter Executive Committee maintains all accounts.

Signatory authority for all Chapter accounts, which have been or may be established, shall reside with current members of the Chapter Executive Committee. Two signatures are required on all checks.

Any reimbursement of funds to Chapter Executive Committee members, Chapter Directors, or Chapter members for purchases or services rendered on behalf of the Chapter requires authorization by the Chapter Treasurer and the Director of the area authorizing the service or expense. Reimbursement to a Chapter officer with signing authority requires approval by the other two officers, neither of whom may be the recipient. One must be the Treasurer unless the Treasurer is the recipient. The other officers must sign any reimbursements to the Treasurer.

The Chapter Treasurer shall receive all statements of account(s) and shall be responsible for reconciliation thereof and for forwarding a written financial statement annually or as directed by the ACP National Treasurer. This is required in order to ensure continuation of ACP National's non-profit status. In the unlikely event of chapter disassociation, all chapter funds and assets remain with ACP National.

**ARTICLE X**  
**OFFICER AND DIRECTOR IMPEACHMENT PROCEDURE**

Chapter impeachment proceedings for the removal of a Chapter officer or director may be initiated by an officer or director moving for and having seconded a motion to impeach at a joint meeting of the Chapter Executive Committee and the Chapter directors. A quorum for these proceedings is composed of two-thirds of the Chapter Executive Committee and three quarters of the Chapter directors. Three quarters of this body must vote to impeach before the proposal to impeach can be brought before the membership (with one month's notice) at a regular membership meeting where a majority of the voting membership in attendance is required to remove the officer or director in question. All actions must be documented in detail in the appropriate set of minutes as recorded by the Secretary of the Chapter.

**ARTICLE XI**  
**AMENDMENTS TO CHAPTER BYLAWS**

Chapter Bylaws may be amended as necessary as long as there is no conflict with the National Bylaws upon approval by a majority of voting members present at the membership meeting during which such an amendment is proposed to the membership or a majority of voting

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members responding to an e-mail vote during a defined time period in which such an amendment is proposed to the membership

The Chapter Secretary will send all amended Bylaws to the full board to be reviewed before the changes are voted on by the Chapter membership.

The general content of the proposed changes is to be provided to Chapter members of record at least thirty (30) days prior to the meeting in which voting for the amendments will take place or prior to an email communication for voting. This notice may take place as a part of a newsletter, electronic message, or mail sent to all members at their last known address.

After the membership has approved the new or updated Bylaws, the Secretary will print a copy for the Chapter Officers to sign and then send the signed copy by email to the ACP National Headquarters [staff@acp-international.com](mailto:staff@acp-international.com).

**REVISION OF CHAPTER BYLAWS**

The Executive Committee of the Colorado Rocky Mountain Chapter of ACP and the membership of the Chapter have approved these modifications to Chapter Bylaws on this **DATE: ENTER** President; **ENTER** Secretary; and **ENTER** Treasurer.

**[INSERT SIGNATURES HERE]**