ACMP – MANITOBA CHAPTER

BOARD GOVERNANCE MANUAL

As of June 6, 2019
ACMP – MANITOBA CHAPTER
BOARD GOVERNANCE MANUAL

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<td>- Splitting of Communication and Marketing roles in to two distinct BOD roles</td>
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Section 1: Organization Background

1.1 About the ACMP Manitoba Chapter

ACMP is dedicated to advancing the discipline and profession of change management practices that support the success of individual and organizational change for the realization of intended business results.

The focus of the Manitoba Chapter is as follows:

- Create opportunities for Change Management professionals to network and share ideas
- Promote the profession and change management concepts to organizations in Manitoba
- Provide opportunities for education, training and CCMP certification support

As a Manitoba Chapter, we support ACMP’s vision "to lead the way change works".

1.2 Governance Structure

ACMP Manitoba Chapter Inc. is an independent not-for-profit organization incorporated within Manitoba, Canada. The ACMP Manitoba Chapter Board of Directors’ governance is bound by ACMP Manitoba Chapter Inc. bylaws, policies and procedures, as well as ACMP Global.
1.3 Principles of Governance

The function of the Chapter Board is to govern the ACMP Manitoba Chapter in its mandate to raise the profile of change management within Manitoba and to provide networking and educational opportunities for chapter members and friends.

The principles to be upheld are:

• Articulate and communicate the vision and mission of the Manitoba Chapter.

• Focus on the whole organization and not on particular areas of interest to the Board or to individual Board Directors.

• Work together for the good of the whole.

• Speak with one voice. Once the Board has approved something through a motion, it becomes the organization’s official policy.

• Is responsible for its own management. This includes orientation, agenda development, evaluation and meeting management.

All members of the Board of Directors and committee volunteers are required to read and sign a Volunteer Commitment Form annually, which includes confirmation they have read and agree to abide by Chapter policies.

Refer to Appendix A – Volunteer Commitment Form.

1.4 Membership

There are two levels of membership:

• Full ACMP member (voting rights):
  • Individuals in good standing with ACMP Global who are in compliance with the Association’s rules and regulations and have paid membership dues to ACMP Global.
  • Full ACMP members are entitled to voting rights and may serve on the Board of Directors and Committees of ACMP Manitoba.

• ACMP Manitoba Chapter – Friends (future members)
  • Individuals who attend ACMP events but are not members of ACMP.
  • Friends of the Chapter are not entitled to voting rights and cannot serve on the Board but may serve as a volunteer on a Committee of ACMP Manitoba.
Section 2: Bylaws of ACMP Manitoba Chapter

BE IT ENACTED as a by-law of the Corporation as follows:

**Article I – General**

1. **Name.** The name of this organization is ACMP Manitoba Chapter Inc., hereinafter called the “Chapter.” The Chapter functions as a regional division of The Association of Change Management Professionals, hereinafter called the “Association.”

2. **Territory and Location.** The Chapter will operate and serve members within the territory approved by the Association, and its Principal Office will be located in such place as determined by the Chapter’s Board of Directors.

3. **Purposes.** The Chapter shall advance the discipline of change management, in accordance with the Association’s objectives. Further, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by the Association.

4. **Restrictions.** All policies and activities of the Chapter are consistent with:

   (a) applicable federal, provincial and local antitrust, trade regulation or other requirements; and

   (b) applicable to tax-exemption requirements imposed on the Association, including the requirements the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

5. In this by-law and all other by-laws of the Chapter, unless the context otherwise requires:

   "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

   "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

   "board" means the board of directors of the Chapter and "director" means a member of the board;

   "by-law" means this by-law and any other by-law of the Chapter as amended and which are, from time to time, in force and effect;

   "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

   "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

   "proposal" means a proposal submitted by a member of the Chapter that meets the requirements of section 163 (Member Proposals) of the Act;

   "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

6. **Interpretation.** In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

7. **Execution of Documents.** Contracts, obligations and other instruments in writing requiring execution by the Chapter may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Chapter to be a true copy thereof.

8. **Financial Year.** The financial year end of the Chapter shall be determined by the board of directors.

9. **Banking Arrangements.** The banking business of the Chapter shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Chapter and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

10. **Annual Financial Statements.** The Chapter may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Chapter and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

**Article II – Membership**

11. **Membership Eligibility.**

   (a) Membership in the Chapter is limited to individuals in good standing of the Association who are in compliance with the Association’s rules and regulations and who have paid membership dues to the Chapter.

   (b) Revocation or suspension of membership by the Association shall automatically constitute revocation or suspension of membership in the Chapter.

   (c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m)

12. **Regular Membership.** Regular voting membership is limited to qualified individuals who pay applicable dues established by the Board of Directors.

13. **Expulsion.** A member is automatically expelled without action of the Board of Directors for failure to pay applicable dues for more than 90 days, or failure to meet the eligibility requirements for membership. A member may be expelled by the Board of Directors for
Article III – Membership Meetings and Voting

14. Membership Meetings. Meetings of the membership are held at least one time per year, at times and places determined by the Board of Directors.

15. Notice of Members Meeting. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period at least 10 days before the day on which the meeting is to be held.

16. Members Calling a Members’ Meeting. The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

17. Proposals Nominating Directors at Annual Members’ Meetings. Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 1% of members entitled to vote at the meeting at which the proposal is to be presented.

18. Cost of Publishing Proposals for Annual Members’ Meetings. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

19. Place of Members’ Meeting. Subject to compliance with section 159 (Place of Members’ Meetings) of the Act, meetings of the members may be held at any place as determined by the board.

20. Chair of Members’ Meetings. In the event that the President of the board and the Vice-President of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

21. Persons Entitled to be Present at Members’ Meetings. Members, non-members, directors of the Chapter and the public are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

22. Voting. Whenever the members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership meetings may be in person or by proxy with each voting member having a single vote. A majority of the members voting in person or by proxy where a quorum is present carries an action. Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. A quorum for membership voting is 25% percent of the voting members.
23. \textbf{Votes to Govern at Members' Meetings.} At any meeting of members, every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

24. \textbf{Participation by Electronic Means at Members' Meetings.} If the Chapter chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Chapter has made available for that purpose.

25. \textbf{Members' Meeting Held Entirely by Electronic Means.} If the directors or members of the Chapter call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

\textbf{Article IV – Officers}

26. \textbf{Officers.} Officers of the Chapter shall be a President, Vice-President & President Elect, Secretary, Treasurer, and any other Officers as determined by the Board of Directors. The President shall serve as chair of the board, and the Vice-President & President Elect shall serve as vice chair. The Board of Directors shall define the roles and obligations of each Officer. The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors. However, the office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both).

27. \textbf{Composition and Election.} Officers of the Chapter must be at least 18 years of age and members in good standing of the Chapter. Officers are elected by a majority of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.

28. \textbf{Terms.} Officer terms shall be either one or two years in duration, as determined by the Board of Directors in advance of such terms being served. The Vice-President & President Elect shall be elected by the membership to stand for a two (2) year term as Vice-President & President Elect to be followed by a two (2) year term as President and a final one (1) year term as Past President. With the exception of the Vice-President & President Elect, officers have the option of standing for re-election.

29. \textbf{Appointment of Officers.} The board may designate the offices of the Chapter, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Chapter. A director may be appointed to any office of the Chapter.

30. \textbf{Vacancies.} Vacancies among the Officers are filled, for the balance of the term of office, by
the Board of Directors.

31. **Removal or Resignation.** An Officer may be removed by the majority of the full Board of Directors, with the Officer proposed to be removed not voting. If the Officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors.

32. **Compensation.** Officers do not receive compensation for their services but may be reimbursed for expenses.

**Article V – Board of Directors**

33. **Directors.** The affairs of the Chapter are managed by its Board of Directors. It is the Board of Directors’ duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all powers of the Chapter. The Board of Directors is subject to the restrictions and obligations set forth in these Bylaws.

34. **Composition and Election.** The Board of Directors is composed of the elected Officers of the Chapter and any additional Directors elected by the membership. Directors must be at least 18 years of age and members in good standing of the Association of Change Management Professionals and the Chapter. Directors are elected by a majority of the members voting where a quorum is present; the Board of Directors sets forth the procedures for how candidates are nominated and elected.

35. **Number of Directors.** The board shall consist of a minimum of three (3) directors. The directors are empowered to determine the number of directors serving as Directors at Large by resolution of the board.

36. **Term of Office of Directors.** At the first election of Directors following the approval of this by-law, one-half (1/2) of the directors shall be elected for a two-year term, and one-half (1/2) of the directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for a two (2) - year term **except for the Past President whose term is only for 1 year.**

37. **Vacancies.** Vacancies among Directors are filled, for the balance of the term, by the Board of Directors.

38. **Calling of Meetings of Board of Directors.** Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Chapter has only one director, that director may call and constitute a meeting.

39. **Notice of Meeting of Board of Directors.** Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Chapter not less than 14 days
before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

40. Meetings and Voting. Whenever the Directors must vote on a matter under these Bylaws or otherwise, this section will apply.

(a) A majority of Board Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present. Proxy voting by Directors is permitted.

(b) At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

(c) Directors may vote without a meeting on any matter where a quorum participates and the votes are submitted in writing by postal or other delivery, facsimile, e-mail, or any other electronic means. An action taken by such a vote is memorialized by a written consent, which is signed by the Board Chair and Secretary and who voted in support of the action, and describes the action taken and authorized.

41. Removal. A Director may be removed by the majority of the full Board of Directors, with the Director proposed to be removed not voting. If the Director proposed to be removed is provided with advance written notice including the reason for the proposed removal, the Director must have an opportunity to contest the proposed removal in writing or in person, and final written notice of the removal decision. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Chapter, automatically results in that person’s removal or resignation as an Officer.

42. Compensation. Directors do not receive compensation for their services but may be reimbursed for expenses.

43. Indemnification of Directors, Officers and Agents. Every director or officer of the Chapter or other person who has undertaken or is about to undertake any liability on behalf of the Chapter, and their heirs, executors, administrators, estate and effects respectively, shall be indemnified and saved harmless out of the funds of the Chapter from and against:

(a) All costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director, office, or other person, for and in respect of any act, deed, matter or thing whatsoever made, done or permitted by that director, officer or other person, in or about the execution of the duties of the office, and

(b) All other costs, charges and expenses sustained, or incurred, in or about or in relation to the affairs of the Chapter.

Except such costs, charges or expenses as are occasioned by the willful neglect or default of such director, officer, or other person as the case may be.

44. Limitation of Liability. No director or officer for the time being of the Chapter shall be liable for the acts, receipts, neglects or defaults of other director or officer or employee, or for any loss, damage, or expense happening to the Chapter through the insufficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Chapter, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging
to the Chapter shall be placed or invested, or for any loss or damages arising from the
bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or with
which any moneys, securities or effects shall be lodged or deposited, or for any loss
occasioned by any error of judgment or oversight on the part of the director or officer, or for
any other loss, damage or misfortune whatever which may happen in the execution of the
duties of the office of the director or officer or trust or in relation thereto unless the same shall
happen by or through the willful act or default of the director of officer, as the case may be.

**Article VI – Committees**

45. Committees of the Board of Directors. The board may from time to time appoint any
committee or other advisory body, as it deems necessary or appropriate for such purposes
and, subject to the Act, with such powers as the board shall see fit. Any such committee may
formulate its own rules of procedure, subject to such regulations or directions as the board
may from time to time make. Any committee member may be removed by resolution of the
board of directors.

**Article VII – Miscellaneous**

46. Charter. The Chapter, its Officers, Directors, and agents must conform with and maintain its
charter and all Chapter affiliation requirements imposed by the Association.

47. Books and Records. The Chapter must keep books and records of its financial accounts,
events attendance, meeting minutes, and membership list (with names and addresses) in its
principal virtual repository. The Chapter will make those records available to the Association
at any time.

48. Fiscal Year. The fiscal year of the Chapter is January 1 to December 31.

49. Reporting to the Association. The Chapter will submit reports to the Association as required
by the Association.

50. Contracts. The Board of Directors may authorize any Director, Officer, agent or employee, to
enter into or execute any contract on behalf of the Chapter. Without such authorization, no
person has the power or authority to bind the Chapter under any contract or agreement, to
pledge the Chapter’s credit, or to render the Chapter liable for any purpose or amount.

51. Conflict-of-Interest Policy. The Board of Directors shall adopt a conflict-of-interest policy and
annual disclosure process that applies to all Officers and Directors of the Chapter.

52. Amendments. Amendments to these Bylaws are made by (a) a majority of the members
voting where a quorum is present, or (b) three-quarters of the full Board of Directors.

53. Assets of Chapter and Dissolution. No member of the Chapter has any right, title, or interest
in or to the Chapter’s assets. Should the Chapter liquidate, dissolve or terminate in any way,
all assets remaining after paying the Chapter’s debts and obligations must be transferred from
the Chapter’s bank account to the Association (as such assets are at all times the property of
the Association). In no event may any assets inure to the benefit of or be distributed to any
member, Director, Officer, or employee of the Chapter.

54. Invalidity of any Provisions of this By-law. The invalidity or unenforceability of any provision of
this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

55. Omissions and Errors. The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Chapter has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

56. By-laws and Effective Date. Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Chapter. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.
Section 3: Board Roles and Responsibilities

3.1 Duties of Officers and Directors

This section contains Board roles and responsibility descriptions for the ACMP Manitoba Chapter, providing specific examples of the duties and responsibilities expected of each officer who takes part in the management and operation of the organization. The descriptions have been developed to:

- Provide expectations for potential officers
- Assist in the selection of candidates for office
- Evaluate performance of officers
- Help maximize every officer’s effectiveness to the organization
- Ensure the preservation of established standards and benefits.

Refer to Appendix B – Summary of Board of Director and Committee Positions.

3.1.1 President

One of the prime responsibilities of the President is to have knowledge of organizational interests and monitor the progress of goals and objectives for the organization. The President keeps current with all new information and policies within the Chapter and ACMP Global, and coordinates the dissemination of this information to pertinent members. The President serves as the primary spokespersons (points of contact for the media) for the organization so that a consistent message is provided.

General Responsibilities

The President shall:

- Coordinate agendas for all Board of Directors meetings
- Ensure meetings are well managed and decisions are made in a timely manner
- Prepare the application for the ACMP Annual Companies Office Renewal for submission by the designated due date.
- Preside over all business meetings of the Chapter and its Board of Directors
- Preside over the chapter renewal process (every 3 years)
- Uphold and ensure compliance with both Association and Chapter bylaws, policies and procedures
- Provide a written summary report of the year’s activities and recommendations for the upcoming year, two weeks prior to the annual meeting of the organization with an account of the activities of the board for the past year
- Mentor the Vice-President & President Elect
- Contribute content for the purpose of communicating and marketing the chapter
- Serve as main contact for and coordinate interaction with ACMP Global and other ACMP Chapters
- Liaise with other professional organizations to raise awareness of ACMP and identify opportunities to partner
Committee Responsibilities

The President shall:
• Serve in an advisory capacity to the Board of Directors’ committees
• Serve on the ad hoc Financial Committee (working on the annual operational, budget and financial audits)

Attendance Responsibilities

The President shall:
• Represent the Chapter or identify a designate, with outside organizations and the media
• Attend ACMP Global Chapter Leaders meetings, and planning sessions where applicable via online
• Attend at least one regional or global conference when financially possible and operationally approved
• Attend applicable ACMP regional meetings
• Attend Chapter leadership strategic planning sessions
• Miss no more than one Board of Directors meeting annually
• Miss no more than one Chapter event annually

Time Commitment

This position requires approximately 10-20 hours a month. Additional hours may be required when performing responsibilities as part of the Ad Hoc Financial Committee or in an advisory capacity to all other committees.

Skills / Experience

Skills/experience needed to successfully serve in this position includes the following:
• Knowledge of ACMP Global and ACMP Manitoba
• Previous Board of Directors experience (recommended)
• Knowledge of how to run a Board of Directors meeting
• Dedication to the chapter and the change management profession
• Communication skills
• Organizational skills
• Delegation skills
• Facilitation skills
• Leadership skills
• Strategic Vision and Planning
• Innovative
• Complete projects in a timely manner
• Diplomacy skills

3.1.2 Vice-President & President Elect

The Vice-President’s primary purpose is to become knowledgeable of the duties and responsibilities of the President and assist the President in fulfilling their duties. This officer assumes the position of President at the completion of the President’s term in office. This officer may be asked to assume additional responsibilities, as assigned by the President and/or the Board of Directors.

General Responsibilities

The Vice-President & President Elect shall:
• Succeed to the office of President at the expiration of the President’s term, or earlier if the office becomes vacant for any reason
• Organize and conduct, with the assistance of the Governance Committee, all annual elections
• Contribute content to Chapter website and newsletters
• Collaboratively with the President, provide a written summary report, two weeks prior to the annual meeting, on the year’s activities of the office and recommendations for the next year
• Uphold the Chapter’s policies and procedures

Committee Responsibilities

The Vice-President & President Elect shall:
• Serve as the Board of Directors advisor to assigned committees
• Serve as chair of the Ad Hoc Elections Committee or as the Board of Directors advisor to this committee
• Serve on behalf of the President, in the absence of the President

Attendance Responsibilities

The Vice-President & President Elect shall:
• Miss no more than one Board of Directors meeting annually
• Attend ACMP Global Chapter Leaders meetings and planning sessions on behalf of the President as required where applicable and possible
• Attend Chapter leadership strategic planning sessions
• Alternate with the President as part of transition to attend an ACMP Regional or Global conference. This when financially feasible and operationally approved.
• Miss no more than one chapter event annually

Time Commitment

This position requires approximately 10-12 hours a month. Additional hours will be required when performing responsibilities as the Chair of the Ad Hoc AGM and Elections Committee.

Skills / Experience

Skills/experience needed to successfully serve in this position includes the following:
• Previous Board of Directors experience (recommended)
• Knowledge of how to run a Board of Directors meeting
• Dedication
• Communication skills
• Organizational skills
• Delegation skills
• Facilitation skills
• Leadership skills
• Strategic Vision and Planning
• Innovative
• Complete projects in a timely manner
• Diplomacy skills

3.1.3 Past President

General Responsibilities

The Past President shall serve as a member “ex-officio” (i.e. by virtue of office), voting member of the Board of Directors (BOD), following the expiration of his/her term as President. The primary role will be to have oversight with transitioning and supporting new board members in conjunction with providing guidance as required for the President. If the
President or Vice-President are unable to fulfill their duties the current Past President will be called upon to fill in and/or assist.

Qualifications & Time Commitment

One Year Term

The President automatically assumes the position of Past President, following the expiration of his/her term as President. The Past President must be able to attend BOD meetings. The other qualifications for the position of the President are assumed for the position of current Past President.

The Past President position requires a time commitment of five (5) to ten (10) hours per month.

Roles and Responsibilities & Duties

The Past President serves the roles of an officer of the corporation, a voting member of the Board and assumes/perform the responsibilities/duties listed below:

The Past President shall be responsible for transitioning incoming Board of Directors:

- Ensure each new BOD is transitioned to the capacity of the role
- Provide support throughout each term to BOD
- Ensure the Chapter bylaws are known, upheld and enforced
- Assist in resolving portfolio and chapter conflicts.
- Raise awareness of and provide training on code of conduct/regulations/processes/legalities
- Be aware of ACMP Ethics and Conduct Process
- Assist in preparation and conduct of any special projects (as required)
- Conference, workshops, meetings or other in support of ACMP Chapter or Global requirements or as a liaison appointed for a specific project which the chapter decides to undertake.
- Assume the role of mentor for the President and assist the President as required.
- Plans the annual "Presidents Circle" Board Session. This to gather all previous Past Presidents for a gathering with the current BOD to address any items, gather historical information, solicit volunteer assistance or other.
- Assist the President in liaison with ACMP Global if and when required.
3.1.4 Treasurer

The main responsibility of the Treasurer is executing the organization’s fiscal policy and the disbursement of funds related to specific budgeted uses throughout the year. The Treasurer recognizes the need for non-dues sources of income and proposes specific projects to the Board of Directors as a means to generate and obtain new sources of income. This officer is a detail-oriented person and possesses exceptional organizational skills.

General Responsibilities

The Treasurer shall:

- Work with the Committees to understand and establish an annual working budget for each committee
- Maintain accurate records of the Chapter’s financial status
- Deposit all money received by the organization in the organization’s account
- Pay all bills approved by the Chapter’s Board of Directors and record all receipts of those payments.
- Have the records reviewed annually and upon departure from the office. The method of audit will be determined by the Board of Directors.
- Provide a detailed report of fiscal accounts and contacts to be forwarded to the next Treasurer.
- Submit a financial report to the Board of Directors
- Prepare annual budget in partnership with the President and the ad hoc Financial Committee
- Coordinate and verify the collection of membership dues from ACMP Global and fees collected for chapter events.
- Generate invoices and process receipts
- Retrieve and distribute chapter postal mail on a monthly basis
- Contribute content for the chapter website and newsletter as necessary

Committee Responsibilities

The Treasurer shall:

- Serve on the ad hoc Financial Committee

Attendance Responsibilities

The Treasurer shall:

- Miss no more than one Board of Directors meeting per annum
- Attend Chapter leadership strategic planning sessions
- Attend as many chapter events as possible

Time Commitment

This position requires approximately 10-15 hours a month.

Skills / Experience

Skills/experience needed to successfully serve in this position includes the following:

- Prior Board of Directors or committee chair experience recommended
- Organizational skills
- Comfort doing accounting, balancing checkbooks and financial forecasting
- Detail-oriented
3.1.5 Secretary

The main responsibility of the Secretary is to serve as a conduit for all Board of Director and official chapter communication and documentation. The Secretary recognizes the importance of proper record-keeping, and maintains a solid understanding of all chapter documentation including policies and procedures.

General Responsibilities

The Secretary shall:
- Assist with meeting agenda preparation
- Keep minutes of the Chapter’s meetings
- Ensure all BOD’s are notified of all meetings
- **Assist the president and VP in preparing** for the annual meeting, including preparation of an agenda, annual report (based on reports provided by Directors and Committees), notification to members, and distribution of information packages and voting procedures
- Assist with Board of Director elections
- E-mail each Board Director a copy of the minutes from each meeting
- Scribe minutes at each Annual General Meeting
- Maintain repository of administration documents
- Maintain list of motions and outcomes

Committee Responsibilities

The Secretary shall:

Attendance Responsibilities

The Secretary shall:
- Miss no more than one Board of Directors meeting per annum
- Designate another Board Director to act as the Secretary in their absence
- Attend Chapter leadership strategic planning session
- Attend as many chapter events as possible

Time Commitment

This position requires approximately 5-10 hours a month. More hours may be required during preparation for and documentation of annual meeting and providing annual reports to ACMP Global.

Skills / Experience

Skills/experience needed to successfully serve in this position includes the following:
- Prior Board of Directors or committee chair experience (recommended)
- Diplomacy
- Task-oriented
- Minute-taking skills
- Communication skills
- Organization Skills
• Knowledgeable and comfortable with Computers (word processing)

3.1.6 Directors (Member at Large)
Directors assist fellow directors and officers, as needed, to perform activities required by the Chapter.

**General Responsibilities**
Directors shall:
• Serve on the Board of Directors
• Ensure compliance with bylaws and policies and procedures
• If assigned as the Chair or the sole Board Director representative on a committee or project, provide a committee report at each Board of Directors meeting
• Assist fellow officers / Board Directors as needed
• Represent the Board of Directors at membership events
• Contribute content to chapter website and newsletters

**Committee Responsibilities**
Directors shall:
• Serve on committees, volunteer or as assigned
• Chair committees, as assigned.

**Attendance Responsibilities**
Directors shall:
• Miss no more than one Board of Directors meeting per annum
• Attend Chapter leadership strategic planning sessions
• Attend as many chapter events as possible

**Time Commitment**
This position requires approximately 2-5 hours a month. Additional hours may be required depending on the role played and the committee’s activities.

**Skills / Experience**
Skills/experience needed to successfully serve in this position includes the following:
• Team player
• Communication skills
• Multi-tasking skills
• Leadership skills

3.2 Duties of Standing and Ad Hoc Committees
This is a general description for all committee chairs. The most important responsibility of the chair of a committee is to act on the charges assigned to the committee by the Board of Directors.
Committee Chair

Responsibilities

• Developing, recommending, and implementing plans and a budget for their respective committee
• Determining the committee’s meeting schedule for the year
• Providing leadership to the committee including scheduling, attending and chairing meetings
• Providing oversight of committee functions, within established budget
• Implementing Board of Directors’ directions to the committee
• Soliciting new volunteers to serve on the committee
• Escalating items to the Board for discussion and resolution as required
• Contributing relevant content for chapter web site, newsletter, and other communications
• Providing a report for each meeting of the Board of Directors.
• Providing a final report of the year’s activities for the annual general meeting

3.2.1 Membership Committee

Committee Chair

• Director – Member at Large

General Responsibilities

• Determine activities to increase the chapter’s friends and member numbers
• execute membership events
• Understand and promote ACMP membership benefits and types (individual vs corporate)
• Work to convert chapter friends into full ACMP members through annual membership with ACMP Global
• Act as ombudsman for members
• Conduct a quarterly validation of the roster of chapter members (in response to ACMP Global rebate process). Report discrepancies to global and expected revenues to the Treasurer
• Make policy recommendations to the Board of Directors when appropriate
• Create and update the membership communications such as brochures, in collaboration with the Communications & Marketing Committees and with board approval

Time Commitment

• Membership in this committee requires approximately 2 – 5 hours a month.
• Chairing this committee requires approximately 5 - 10 hours a month.

Skills / Experience

Skills/experience needed to successfully serve in this position includes the following:

• Sales and recruitment skills
• Communication skills
• Leadership skills
• Administrative skills
• Delegation skills
• Interest in membership
• Setting and achieving goals

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3.2.2 Communications Committee

Committee Chair
- Director – Member at Large

General Responsibilities
- Coordinate the production and maintenance of the chapter’s newsletter, website, social media presence and other communication mechanisms in collaboration with the Marketing Director.
- Set and maintain a schedule for the publication of chapter updates
- Regular touch point with chapter committees to obtain communication requirements
- Maintain a communication distribution list; coordinate with Membership Committee
- Recruit articles and photos from Board Directors, Committees, and chapter members
- Write and edit articles and other content as needed
- Make policy recommendations to the Board of Directors, when appropriate

Time Commitment
- Membership in this committee requires approximately 2 – 5 hours a month.
- Chairing this committee requires approximately 5 - 10 hours a month.

Skills / Experience
Skills/experience needed to successfully serve in this position includes the following:
- Communication skills (writing, editing)
- Leadership skills
- Delegation skills
- Prior committee member experience
- Interest in newsletters and communications
- An eye for layout and graphic design
- Editing skills
- Setting and achieving goals

3.2.3 Marketing Committee

Committee Chair
- Director – Member at Large

General Responsibilities
Responsible for developing, implementing and maintaining the Marketing Plan, Marketing, Corporate Relations & Advertising Package, developing and coordinating external publicity programs to publicize & promote the local chapter, ACMP and their various activities across a broad spectrum of the change community; and ordering and maintenance of ACMP promotional material. All within accordance of chapter bylaws and policies.

Specific Responsibilities:
- Market and publicize the chapter within the community
- Ensure ACMP MB Chapter website and all social media content is up-to-date
- Develop an awareness of ACMP’s marketing tools and resources
- Develop and implement marketing campaigns to promote the chapter and its activities to members and the community at large
• Develop and implement a periodic marketing plan with a detailed marketing strategy to ensure chapter brand management
• Create and disseminate the chapters announcements and marketing activities
• Develop, order, and distribute marketing materials
• Maintain relationships and obtain marketing input with each chapter portfolio
• Keep the coherence between the marketing plan and the chapter strategic objectives
• Drive the chapter’s advertisement process and ensure results
• Collaborate with local business to publicize the chapter and ACMP
• Publicize the chapter and ACMP through internal and external publications
• Increase awareness of ACMP and the chapter
• Maintain close relationships with sponsorship and events for revenue generation to fund the chapters activities for our membership
• Develop and implement succession and transition plan

Time Commitment

• Membership in this committee requires approximately 2 – 5 hours a month.
• Chairing this committee requires approximately 5 - 10 hours a month.

Skills / Experience

Skills/experience needed to successfully serve in this position includes the following:

• Marketing Strategy and Development
• Marketing Plan Execution and Delivery
• Knowledge of ACMP’s Brand Strategy
• Market Research Skills/Proficient use of Survey Tools
• Proficient Usage of Online Collaboration/Tools (e.g., Facebook, LinkedIn)

OTHER LEADERSHIP SKILLS

• Public Speaking / Presentation Skills
• Excellent Writing Skills
• Ability to Delegate Effectively
• Negotiation Skills

3.2.4 Events Committee

Committee Chair

• Director – Member at Large
General Responsibilities

• Conduct stakeholder assessment
• Develop an annual schedule and budget of events for chapter members and friends that balance education and networking opportunities
• Plan and manage events
• Identify opportunities to partner with other organizations or professional associations to enhance the profile of ACMP
• Coordinate the announcement of events with the Communications & Marketing Committees/ sponsorship
• Develop programs to advance the Change Management profession within the province
• Coordinate and supervise Change Management activities happening within the province
• Make policy recommendations to the Board of Directors, wherever appropriate

Time Commitment

• Membership in this committee requires approximately 2 – 5 hours per month.
• Chairing this committee requires approximately 5 - 10 hours per month.

Skills / Experience

Skills/experience needed to successfully serve in this position includes the following:

• Prior committee member experience
• Marketing and promotion skills
• Interest in educating the public about change management
• Communication skills
• Delegation skills
• Leadership skills
• Administrative skills
• Event planning skills
• Setting and achieving goals

3.2.5 Sponsorship Committee

Committee Chair

• Director – Member at Large

General Responsibilities

• Develop sponsorship options including sponsorship benefit packages
• Acknowledge sponsors regularly at events and other communications
• Develop a plan for soliciting and acknowledging sponsorships
• Solicit sponsors
• Manage sponsor relationships
• Maintain a database of past, existing, and potential sponsors
• Provide a Sponsorship Committee report at each Board of Directors Meeting
• Conduct sponsorship assessments
• Work with marketing communications and events

Time Commitment

• Membership in this committee requires approximately 2 – 5 hours a month, with additional hours during the sponsorship campaign.
• Chairing this committee requires approximately 5 - 10 hours a month.

Skills / Experience
Skills/experience needed to successfully serve in this position includes the following:
• Prior committee member experience
• Sales and marketing skills
• Delegation skills
• Administrative skills
• Financial literacy
• Interest in chapter financial sustainability
• Setting and achieving goals

3.2.6 Volunteer Outreach Committee

Committee Chair
• Director – Volunteer Outreach

General Responsibilities
• Define and execute on a volunteer engagement and recognition approach
• Coordinate the maintenance of the volunteer section of the chapter website, and other recruitment mechanisms
• Provide an external focus for promoting the benefits of volunteering
• Recruit chapter volunteers for Board Directors and Committees
• Onboard and off-board volunteers
• Maintain a volunteer listing with current volunteers and contact information
• Ensure completion and annual update of Volunteer Commitment forms
• Make policy recommendations to the Board of Directors, when appropriate

Time Commitment
• Membership in this committee requires approximately 5 hours a month.
• Chairing this committee requires approximately 5 - 10 hours a month.

Skills / Experience
Skills/experience needed to successfully serve in this position includes the following:
• Communication skills (writing, editing)
• Leadership skills
• Delegation skills
• Administrative skills
• Interest in chapter sustainability
• Setting and achieving goals

3.2.6 Governance Committee

Committee Chair
• Director – Member at Large
3.2.7 Ad Hoc Financial Committee

Committee Chair
- Treasurer

General Responsibilities
- Working with the President, prepare an Operational Plan for the upcoming year with input from Committee Chairs
- Incorporate Strategic Plans for the Chapter
- Prepare annual budget with input from Committee Chairs
- Monitor annual budget, providing updates at each meeting of the Board of Directors
- Prepare a financial report (actuals and next year budget) for annual meeting
- As required, provide financial advice to Board of Directors
- Conduct quarterly (in chapter) financial reviews
- Address annual review or audit of ACMP Manitoba financial records.

Time Commitment
- Membership in this committee will depend on frequency of meetings.
- Chairing this committee requires approximately 1-3 hours a month.

Skills / Experience
- Prior committee member experience
- Delegation skills
- Administrative skills
- Financial literacy
- Interest in chapter financial sustainability
- Setting and achieving goals

3.2.8 Ad Hoc Elections Committee

Committee Chair
- Vice-President
Committee Members

- The appointment of Members to the Ad Hoc Elections Committee shall be made by the Board of Directors.
- No member of the Ad Hoc Elections Committee may be a candidate for any office.

General Responsibilities

- Establish and execute an elections process that is open, transparent, and is most effective in enabling participation by as many members as possible, and complies with the Nominations and Recruitment of Board of Directors and Board Elections policies.
- Solicit Board nominations from chapter members and friends, ensuring there is at least one candidate for each Board Position on the election list.
- Conduct the elections process.

Time Commitment

- Membership in this committee will depend on frequency of meetings.
- Chairing this committee requires approximately 1 - 3 hours a month.

Skills / Experience

Skills/experience needed to successfully serve in this position includes the following:

- Prior committee member experience
- Delegation skills
- Setting and achieving goals
- Knowledge of not-for-profit governance and Board elections processes would be beneficial

3.2.9 Past Presidents Circle Advisory Committee

Committee Chair

The Chair of the Past Presidents Circle will be the current Past President (and when not available then the President or Vice President of the BOD).

Members

Each Past President who completed their term on the ACMP Manitoba Chapter BOD, may participate in the Past President Circle (advisory committee).

General Responsibilities

The Past President’s Circle was formed to help preserve the history and knowledge of the Association, and leverage the experience of its Past Presidents after their term of office has been completed. The mandate of the committee is to provide non-binding advice, guidance and support to the ACMP Manitoba Board of Directors (BOD) on an ad hoc or as-requested basis.

Time Commitment

Upon fulfilling the Immediate Past Presidents term as a chapter BOD the Past President will automatically be acknowledged as a member of the Past Presidents Circle. This is a non-Board and non-voting position.

The Past Presidents Circle will be available on an ad hoc or as requested bases when requested by the ACMP Manitoba BOD under the direction of the Immediate Past President.

It is at the discretion of the Past President to participate however will always be historically linked to the ACMP Manitoba Chapter.
The Past Presidents Circle shall be available to:

- Provide advise to the BOD on policy and procedural, ad hoc or as requested
- Under the direction and scheduling of the Immediate Past President of the BOD, a meeting of the Past President Circle will be held once per year or as required
  - No quorum will be required for the meetings
  - Provide advice to the BOD as requested
- Assist the BOD with operational or strategic tasks/activities requiring assistance (as requested); example
  - Events
  - AGM planning, elections and implementation
  - Transition of new volunteers and/or Board Members
  - Assist the President in liaison with ACMP® if and when required.

Status and Authority
- The Past Presidents Circle is an independent advisory committee reporting to the ACMP Manitoba BOD through the current Immediate Past President
- The Past Presidents Circle has no authority to set policy or make decisions. It acts solely in an advisory capacity to the ACMP Manitoba BOD, who will set policy and make decisions as required.
- One or more Past President Circle members may be invited by the Immediate Past President to attend a ACMP Manitoba BOD meeting(s) to provide input or advice on a particular topic
- Past President Circle committee members in attendance at a BOD meeting will be an invited guest(s) and have no voting authority

Review
- The Terms of Reference of the Past President’s Circle (Advisory Committee) shall be reviewed at least once every three years or as mandated by the ACMP Manitoba BOD
Section 4: Board Policies and Procedures

4.1 Board Elections

The Board Elections process is managed by the Ad Hoc Elections Committee.

4.1.1 Vacancy(s) and Call for Nominations

- The Board of Directors will determine the number of Board vacancies and prepare an Elections List before the forthcoming election as per the Elections Schedule.
- The Board will conduct a skill-set analysis to identify desired knowledge, skills and/or experience of future Board Directors.
- For each vacancy, a Board Director profile will be created that specifies: position responsibilities, time commitment expected, and desired knowledge, skills and/or experience as identified by the Board skill-set analysis.
- A call for nominations will be made via email to the ACMP Manitoba membership before the forthcoming election as per the Elections Schedule.
- Board Director profiles, along with nomination instructions and the cut-off date for receipt of nominations, are provided via email as well as on the Chapter website.

There are 3 types of vacancies:

End of Term Vacancy: At the end of the scheduled term, positions within the Board will be filled via a nomination and election process.

Mid Term Vacancy: If any vacancy arises in an Office, the Board shall fill it by appointment until the next regular election unless otherwise prescribed by the Bylaws.

Recall: Any elected Director of the Board may be recalled by vote of the Members following an impeachment. Impeachment may be either by a two-thirds vote of the whole Board or by a petition to the Board signed by three percent of the Members of the Chapter. Upon impeachment the Board shall promptly direct a special ballot by all Members. Provided that at least one-third of all eligible Members cast ballots, a two-thirds majority of the votes cast will suffice for immediate removal of the Board Director from the Board.

To accommodate the transition from startup to ongoing Board operations, a schedule identifying which positions are becoming vacant and when to elect new incumbents has been prepared.

Refer to Appendix C – Board Position Vacancy and Election Timing.

4.1.2 Candidate Eligibility

1. Be at least 18 years of age,
2. Be members in good standing of the Association of Change Management Professionals,
3. Be a resident of Manitoba,
4. Cannot be a member of the Ad Hoc Elections Committee,
5. Cannot be a candidate for more than one position on the Board in an election.
4.1.3 Nominations

- The Committee shall seek out Members that are considered to be eligible and qualified for Board Positions.
- Members may nominate themselves for Board Positions by submitting their resume and a short biography (no more than one page) to the Chair of the Ad Hoc Elections Committee, clearly identifying the position they are interested in.
- All applications for Board positions must be received on or before the cutoff date.
- When a Candidate is interested, the Committee will request they submit their resume and a short biography (no more than one page) to the Chair of the Ad Hoc Elections Committee.
- The Committee will ask the Membership Committee Chair to confirm active membership for all interested candidates.
- Once received, the Candidate’s name and confirmation of ACMP Membership is added to the Nomination List.
- The Committee shall ensure there is at least one Candidate for every Board Position.

4.1.4 Nominations Report

- Upon completion of its slate, the Ad Hoc Elections Committee will provide a list of all candidates who meet the eligibility and Board Director profile criteria prior to the forthcoming election as per the Elections Schedule.
- The Nominations report will contain: for each Board Position, the names of the candidates that were nominated, and for each candidate, the method of nomination, confirmation of membership, contact information, job title, company affiliation; date Candidate’s Eligibility was confirmed or Reason for Ineligibility and date.

4.1.5 Notice of Election to Members

The Ad Hoc Elections Committee shall, via the Communications & Marketing Committee, publish a Notice of Election via email for Board Directors along with the Candidates by office (electoral slate) prior to the forthcoming election as per the Elections Schedule. Board Director profiles along with short biographies of each Candidate, will be provided to the Membership via email as well as on the Chapter website.

Additional information outlining Election process and dates will also be included in the Notice of Election.

4.1.6 Withdrawal of a Candidate

*Before an Election:* If the sole candidate for an office should withdraw or become ineligible or unavailable before the final date for nomination by petition, the Ad Hoc Elections Committee shall provide additional nominees to ensure there is at least one candidate for each vacant Board Director Role.
During or after an Election: If the sole candidate for an office should withdraw or become ineligible or unavailable after the Membership has been notified of the electoral slate, it will be considered a Mid Term Vacancy and the Board shall fill it by appointment until the next regular election unless otherwise prescribed by the Bylaws.

4.1.7 Ballots

- The ballot must be approved by the Ad Hoc Elections Committee, ensuring compliance with existing ACM Policies and Procedures, prior to distribution to the membership.
- Any ballot sent to Members shall state the Election Date and Time for receipt and the counting of a voted ballot by the Ad Hoc Elections Committee.
- Ballot completion and return instructions must be clearly provided.
- Ballots will be distributed, returned and tallied with the use electronic technology; no paper voting will be done.

4.1.8 Distribution of Ballots

- Ballots for elections or for referendums shall be sent out electronically under the supervision of the Ad Hoc Elections Committee.
- The method used for sending ballots should not propagate such errors as duplicate ballots to one individual or failure to provide an eligible voter with a ballot.
- Ballots shall be sent to all Members of the Association eligible to vote.
- The ballots shall be sent to the last email address of each eligible Member of the Association.
- The ballots will be sent out in advance of the Election Date and Time as per the Elections Schedule.
- The Ad Hoc Elections Committee will provide a list of all Members who received a ballot.

4.1.9 Return and Counting

- Members eligible to vote will have time to complete and return their ballot as per the Elections Schedule.
- All ballots shall be returnable using the electronic vehicle established and as specified in the ballot instructions and approved by the Ad Hoc Elections Committee.
- No ballots received after the Election Date and Time shall be counted unless such date is extended by the Board.
- If two or more ballots from the same Member are received, in the absence of contrary evidence, the last such ballot to be received shall be controlling.
- The ballots shall be collected and tallied at the Election Date and Time specified in the ballot instructions by at least two (2) Members of the Ad Hoc Elections Committee.
- Unless otherwise specified in the Constitution or Bylaws, the majority of valid votes shall decide a question or elect a candidate.
- The customary rules of secrecy and confidentiality will be observed.
- In the case of any ties on balloting questions, the issue shall be decided by the Board. The outcome of such a ballot shall be reported to the Association.
• The Ad Hoc Elections Committee shall be responsible for the final certification of each election.
• The Ad Hoc Elections Committee will provide to the Board of Directors a list of all Members who provided a ballot response.
• The Ad Hoc Elections Committee will provide a summary of the ballot tallies for each Board Position and Candidate.

4.1.10 Publication of Results

1. The Ad Hoc Elections Committee shall be responsible for notifying Candidates of the election’s results prior to the AGM as per the Elections Schedule.
2. The President of the Board will announce the results of the Election to its Membership at the AGM.
3. The results of the Election will also be electronically communicated to all Members of the Association by the Ad Hoc Elections Committee, through the Communications & Marketing Committee, after all candidates have been notified and after the AGM as per the Elections Schedule.

4.1.11 Election Files

Documents associated with each Election must be placed in a sealed envelope or electronic folder after the AGM where the results were announced and held for a specific period of time after the AGM where the results were announced as per the Elections Schedule:
• Elections List
• Nomination Report
• Candidate Resumes and BIOs
• List of Members who Received a Ballot
• Ballots Responses (electronic)
• Summary of Ballot tallies
• Correspondence
• Any other relevant material.

4.1.12 Election Schedule

A schedule and timing of the Election activities has been prepared for easy reference and planning. Changes to the Election Schedule may be required to accommodate specific AGM needs and timing.

Refer to Appendix D – Elections Timeline.

4.2 Annual General Meeting (AGM) Agenda

To accomplish its job consistent with Board policies, the Board will follow an annual agenda. The Board will focus Board attention on governance priorities using a systematic approach.

The Board’s Annual General Meeting Agenda may include the following:
• Introduction of Board Directors and Members-at-large to Association membership
• Approval of prior year AGM minutes
• Approval of bylaws additions / deletions / changes (all bylaws to be done at the first AGM, then only changes)
• Election of Board Directors
• Review of finances (presented by Treasurer)
• Vote to waive an auditor (optional and as required)

4.3 Board Meeting Essentials

4.3.1 Meeting Discussions

• For each agenda item or topic introduced, a general discussion involving all Board Directors takes place
• Only one person should be talking at any point in time
• Board Directors will listen to each other’s comments and not interrupt others
• The Chair has the option of instituting a method of their choice to control the discussion, should circumstances warrant
• The Chair will end the discussion after all have been heard on a matter or at a time deemed appropriate by the Chair

4.3.2 Protocol for Real-time Electronic Meetings

NOTE: This applies to Teleconferences, Video Conferences, Internet Conferences, etc.

• An agenda shall be distributed in advance of the meeting and only the agenda items shall be discussed.
• Documentation shall be distributed with the agenda to ensure that Board Directors may make an informed decision.
• Participants shall be given as much advance notice of the meeting as possible, preferably at least 7 days, but not less than 24 hours, and may be contacted in advance to ensure a quorum will be available. Time, date and procedure shall be clarified.
• At the beginning of the meeting, roll call shall be taken to be recorded in the minutes.
• The Chair shall ensure that time is used efficiently and that all participants have opportunity to express their views.
• All motions shall follow normal procedures. Time shall be taken to allow everyone’s vote to be noted so that a clear decision is reached.
• Minutes of the meeting shall be recorded, approved and distributed following the procedure for normal meetings.

4.3.3 Protocol for Email Meetings (E-Meetings)

• The Board may conduct an official meeting of the Board of Directors via email (E-meeting) for the purpose of transacting business on behalf of the ACMP – Manitoba Chapter.
• E-meetings shall not be initiated unless each member of the Board has a functioning computer equipped with email software and connectivity to the other participants.

• No E-meeting shall exclude any member of the Board unless that member has excused himself from the E-meeting.

• An E-meeting shall have no more than one agenda item. The agenda item shall appear in the subject line of each email exchanged during the meeting.

• In order to reach a decision a motion shall be made and seconded. Discussion of the motion shall follow. When the vote is called by the chair, each Board Director shall record their vote for or against or their decision to abstain from voting. Each email meeting shall have a beginning date/time, a vote start date/time, and an end date/time established at the beginning of the E-meeting. The E-meeting may be extended to another specific vote start date/time or end date/time by the Chair.

4.3.4 Decisions

For decisions that impact chapter finances or policies, a Motion must be stated and a vote taken
• the Chair or Board Director will provide the statement or question to be voted on
• a hand vote is taken, with the majority vote deciding the outcome

For all other Decisions:
• the Chair or Board Director will provide the statement or question to be agreed to
• Agreement is visually observed and confirmed
• the Decision is noted in the Meeting Minutes

4.4 Operational Reviews

The Board is responsible for its own operations and as such, monitors and evaluates its own processes and performance on a regular and ongoing basis. The Board will strive to continually improve its performance in executing its responsibilities with the following undertakings:

4.4.1 Board Policy Review

The Board of Directors will review each policy in its Governance Manual at least once in a two year cycle. The purpose for reviewing each policy is to ensure that policies are kept up to date and are consistent with the needs of the organization. In addition, regular policy review ensures that Board Directors are familiar with the policies, the directions they set, and the reasons they exist. Policies may be reviewed over the course of several meetings, as long as the complete set of policies is reviewed within a two-year period.

The master copy of the Governance Manual will be updated with the modified policy, the date it was modified and the next review schedule date.

The following questions will be considered when reviewing a policy:
• Does the policy achieve its stated purpose?
• Is the policy consistent with external best practice guidelines?
• Have there been any restructuring or legal changes that impact the policy?
• Are people clear about their roles and responsibilities in the implementation of the policy?
4.4.2 Board Meeting Evaluation

At least once per year, the Governance Committee will conduct a self-evaluation of meeting effectiveness. The following questions will be considered:

- Are meetings starting on time? Ending on time?
- Does the Agenda address the most important issues with adequate time allocated to discuss?
- What is the attendance track record of Board Directors?
- Do meeting attendees come prepared?
- Are materials received in sufficient time to prepare for the meetings?
- Are all Board Directors participating appropriately and contributing to discussions and decision-making?
- Do discussions stay on topic?
- Do meetings achieve the planned objectives?
- Does the Board follow through on decisions?
- What is going well?
- What should be avoided in future meetings?
- What isn’t being done that should be included?
- Overall satisfaction

Refer to Appendix E – Board Meeting Evaluation Tool.

4.4.3 Chapter Assessment

On an annual basis, the Governance Committee will review the ACMP’s Healthy Chapter Checklist. The following are signs of a healthy ACMP Chapter:

- Steadily growing membership numbers
- Engaging programs with high levels of member participation that challenge our thinking and provide us with new tools and techniques to lead successful change management initiatives
- Financial stability and the ability to fund local programs, hospitality, etc. Audit conducted with successful results
- Active Board Directors who regularly participate in Board meetings and chapter events
- Recognition by the local professional community as a vibrant source of change management knowledge and expertise
- Recognition by other professional societies and academic institutions as an active and capable member of the local professional community, and as thought leaders in the field of change management.

4.5 Conflict of Interest

Principles of Conduct: The Chapter is committed to conducting its affairs with professionalism, impartiality and integrity. To achieve this goal, the members and volunteers associated with the Chapter must conduct themselves with a high standard of honesty. It is therefore a condition of
involvement with ACMP Manitoba that Board volunteers conduct themselves with a personal and professional integrity and protect the interests of ACMP Manitoba Chapter.

**Conflict of Interest Disclosures:** Where, during a meeting of the Board of Directors, there arises:

- A matter in which a Director or any of his/her dependents has a direct or indirect pecuniary interest; or
- A matter involving the direct or indirect pecuniary interest of any person, corporation, subsidiary of a corporation, partnership, or organization to whom or which a Director or any of his/her dependents has a direct or indirect pecuniary liability;

The director shall:

- Disclose the general nature of the direct or indirect pecuniary interest or liability;
- Withdraw from the meeting and abstain from voting or participating in the discussion; and
- Refrain from attempting to influence the matter.

Where a Director fails to comply with this Disclosure by reason of absence from the meeting, the Director shall:

- Disclose the general nature of his/her direct or indirect pecuniary interest or liability at the next meeting of the Board before which the matter arose; and
- Refrain from attempting to influence the matter.

Where a Director has complied with the provision of this Conflict of Interest Policy, the Secretary of the meeting shall record in the minutes of the meeting:

- The disclosure;
- The general nature of the direct or indirect pecuniary interest or liability;
- The withdrawal of the Director from the meeting and abstaining from voting.

### 4.6 Director & Officer Liability

Directors have a number of legal duties to the organization and three of them are particularly important. Directors may be held liable under provincial or federal law for breaching their duties of care, loyalty or obedience.

**The Duty of Care (Diligence):** The duty of care requires that a director demonstrate honesty, openness and fair dealing. Directors are expected to attend board meetings, review materials and information supplied to Board Directors and evaluates courses of action. Diligence is demonstrated through:

- Applying the reasonable person expectation when weighing options
- Anticipating consequences of decisions/action
- Being honest about what is happening
- Ensuring all the information needed to make well-informed decisions is sought and considered
- Actively participating and supporting the organization

**The Duty of Loyalty:** The duty of loyalty requires a director to have an undivided allegiance to the organization's mission, values and vision and to place the interests of the organization first. A director must not use one’s position to further private interests and he/she must support board decisions with ‘one voice’. The two main concerns under this duty are avoiding conflict of interest (see 4.5) and maintaining confidentiality (see 4.8).
The Duty of Obedience: A director is obligated to carry out the purposes of the organization as expressed in the legal documents creating the organization, such as its certificate of incorporation, and any amendments thereto, its bylaws and in other documents defining its mission, values and vision.

4.7 Privacy Policy

AMCP Manitoba is responsible for personal information under its control and shall designate an individual or individuals who are accountable for ACMP Manitoba’s compliance with the following principles.

4.7.1 Identifying Purposes

The purposes for which personal information is collected shall be identified by ACMP Manitoba at or before the time the information is collected.

4.7.2 Collection of Information

The knowledge and consent of the customer are required for the collection, use, or disclosure of personal information. The collection of personal information shall be limited to that which is necessary for the purposes of carrying out the work of ACMP Manitoba. Information shall be collected by fair and lawful means.

4.7.3 Limited Use, Disclosure and Retention

Personal information shall not be used or disclosed for purposes other than those for which it was collected, except with the individual’s consent or as required by law. Volunteers of ACMP Manitoba will only be provided with access to information necessary to fulfill their role, and will be required to sign a confidentiality agreement prior to working with personal information. Personal information shall be retained only as long as necessary for the fulfillment of ACMP Manitoba’s purposes. Personal information will not be shared with any third party individual or organization. Volunteers of ACMP Manitoba may have access to membership information collected by ACMP Global, and must read and agree to abide by the ACMP Privacy Policy (copies available from the ACMP Manitoba Board).

4.7.4 Information Safeguards

Personal information shall be protected by security safeguards appropriate to the sensitivity of the information.

4.7.5 Access

ACMP Manitoba shall make readily available specific information about its policies and practices relating to the management of personal information. Upon request, individuals shall be given access to their personal information and will be able to amend the information as appropriate.

4.8 Engaging Professional Advisors
By resolution passed by the majority of the Board, the Board of Directors may retain external professional advisors to support the work of the ACMP – Manitoba Chapter. In such case, a minimum of 2 quotes needs to be obtained.

Any financial transactions between related-parties must be disclosed to the Board prior to entering into the agreement – such disclosure will be recorded in meeting minutes. “Related parties” means financial transactions between Chapter and:

- A director, officer or the company of a director/officer;
- A spouse or de facto spouse of a director or officer;
- A parent, son or daughter of a director or officer or their spouse or de facto spouse, or
- An entity over which a director or officer or a related party defined in (a) or (b) has a controlling interest.

### 4.9 Relationship with Strategic Partners

As a professional organization, it is important to maintain positive, collaborative relationships with other professional associations and external suppliers. The Chapter is willing to share information with members that aligns with the Chapter’s core purpose. The Chapter will not verify or endorse the external information provided and the preferred method of distributing information is via an online link.

The promotion of products, services and job opportunities will be evaluated on a case by case basis considering the alignment with the ACMP Manitoba Chapter’s core purpose. Request for promotion will be directed to the Communications & Marketing Committees and elevated to the Board for consideration as necessary. ACMP Manitoba Chapter reserves the right to charge the strategic partner for the services provided.

All non-ACMP Manitoba Chapter information shared or promoted will be presented with a disclaimer indicating that we do not endorse and have not verified the accuracy of the information.

### 4.9.1 Job Postings Guidelines

In support of the ACMP Profession, job postings from employers and other professional organizations can be posted on the ACMP Manitoba Chapter Website and/or included in Newsletters. The Communications & Marketing Committees will use its discretion to ensure the job is directly related to change management. Jobs will be posted for a maximum of one month and will cost $50.

*This is applicable with the exception of sponsorship offerings that may waive the fee.*
Section 5: Financial Policies and Procedures

5.1 Budgeting

A budget will be established prior to the start of each calendar year. The budget will be drafted by the Ad Hoc Financial Committee, in consultation with the Committee Chairs, and presented to the Board of Directors for approval by the end of December every year. The budget will be presented to the membership at each Annual General Meeting (AGM).

In preparing the budget, the Ad Hoc Financial Committee will consider the Board’s priorities, protect the financial integrity of the organization, and demonstrate an acceptable level of foresight.

Consequently the committee will not:

- Prepare budget which contain insufficient detail to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and disclosure of planning assumptions.
- Prepare a budget which is not based on chapter goals and long term planning.
- Budget expenditures to exceed revenue at the end of the fiscal year, unless otherwise authorized by the Board.
- Fail to budget sufficient funds for Board Meetings, Board Development, and anticipated professional fees.

5.2 Financial Stability

On an annual basis, the Chapter will have a financial review of its statements performed by an externally designated accountant.

The Board will not jeopardize the financial health and stability of the Chapter through such action as:

- Expending more funds than have been received in the fiscal year unless authorized by the Board.
- Indebting the organization in an amount greater than what can be repaid within 90 days and/or cannot be met by an existing bank line of credit or other financial arrangements.
- Allowing tax payments or other government-ordered payments or filings to be overdue or inaccurately filled.

5.3 Remuneration

Board membership is voluntary and there is no remuneration.

Reimbursement of costs associated with performing Board activities will be covered with prior approval of the expense from the Board.

5.4 Reimbursements

Once approval from the Board has been received, the Chapter’s guidelines and procedures below should be followed for reimbursement processing.
5.4.1 Expense Submission and Approval process

Submission of Expenses
1. The Director downloads the latest Expense Report Template from the ACMP Manitoba Dropbox website (https://www.dropbox.com) under Chapter Finances - Expense Reports.
2. The Director completes the Expense Report. The report must include their signature.
3. The Director must also provide the accompanying receipt(s) and any other supporting documentation when submitting a Chapter Expense Report.
4. When the expense is for food and beverage, the attendees of the event/meeting must be listed.
   - The exception to this is when the attendees are already documented elsewhere (Board of Directors Minutes, event registration lists etc.).
5. The Director emails a copy of the Expense Report and receipts to the Treasurer at least 2 days prior to the next Board of Directors meeting (or another meeting as agreed to between the Director and Treasurer).
   - The email could be sent by a committee member as long as the Director’s signature is provided on the Expense form.
   - For Emergency payments, refer to 5.5.3.

Validation of Expenses
6. The Treasurer, upon receipt of Expense Report, validates for completeness and contacts the Director if any changes or explanations are required.
   - Treasurer validates signatures and matches expense report to supporting documentation, taxes, etc.
7. The Director brings the original Expense Report and all original supporting documentation to the next Board of Directors meeting (or another meeting as agreed to by the Director and Treasurer).

Approval of Expenses
8. Any Director with signing authority cannot approve their own Chapter Expense Report. They will sign as the “submitter” and must obtain Board approval from another authorized signature.
9. Each expense report submitted by a Board of Director to the Treasurer must be reviewed and signed by a second Board of Director.
10. Treasurer keeps the original copy of the Expense report and associated receipts in a current year Finance binder and scans a copy to the Dropbox repository (https://www.dropbox.com) under Chapter Finances - Expense Reports.
    - Copies to be kept for 7 years
    - Copies to be accessible for audit reviews and reference

5.4.2 Standard Cheque Reimbursement Process
1. The Treasurer, upon validation of the Expense Report, receipts and supporting documentation, pre-writes a cheque for the amount noted on the Expense Report and brings the cheque to the next Board meeting.

2. Once approval of the expenses is received from the Board, the Treasurer obtains a second authorizing signature.

3. The Treasurer hands the authorized cheque to the Director who submitted the expense report.

4. The Director is responsible for preparing a stamped & addressed envelope should the cheque need to be mailed to a vendor, member, etc.

### 5.4.3 Emergency Cheque Process

1. Emergency cheques should be the exception – not the norm.

2. An emergency cheque is considered where:
   - ACMP Manitoba has contractual obligations or will incur late payment penalties if not paid prior by the next Board of Directors meeting.
   - Where a Director, Treasurer and/or other Directors collectively agree a cheque should be treated as an “emergency”.
   - During the summer months when there are limited or no meetings scheduled.

3. The Director completes the Expense Report as per 5.5.1 and notifies the Treasurer by email and/or phone of the Expense Report and the urgency of cheque required.

4. Once the Expense Report has been validated, the Treasurer arranges for a cheque signing meeting with other Board of Directors with signing authorities based on the urgency of the cheque required.
   - Treasurer pre-writes cheques (depending on volume of cheques to be signed).

5. The Treasurer meets with other Board of Directors to obtain signatures on cheque(s).

6. The Treasurer will work with Director who requested the cheque to determine the fastest way to get the cheque to payee (e.g. hand deliver, mail etc.) & agree who should send the cheque.

7. The Director brings the original Expense Report and supporting documentation to the next Board of Directors meeting and provides to Treasurer.

### 5.5 Receipt Reporting Policy

The procedures / policies below should be followed when payments are received.

**Receipt of Payments**

1. The Director downloads the latest Receipt Report Template from the ACMP Manitoba website ([https://www.dropbox.com](https://www.dropbox.com)) under Chapter Finances - Receipt Reports.
2. The Board Director completes the Receipts Report, prints, signs and attaches all the original cheques/cash & other remittance documentation in the same order as listed on the Receipts Report.

3. The Director provides the original Receipts Report and attachments to the Treasurer at the next opportunity (i.e. next Board of Directors meeting).

**Receipt of Monies at Chapter Events**
4. A copy of the Receipt Report must be available at all Chapter events and completed when cash/cheques are received at the event (walk-ins).

5. When cash/cheques are received at a Chapter event, the tallied amount will be documented on an envelope and verified by 2 people.

6. The Receipt Report is compared to the tallied amount to ensure the number of walk-ins balances to the tallied amount by 2 people.

7. The Board Director finalizes the Receipts Report, prints, signs and attaches all cash/cheques received, an attendee list from the Chapter event, & other remittance documentation in the same order as listed on the Receipts Report.

8. The Director provides the Receipts Report and attachments to the Treasurer at the next opportunity (e.g. at the event, next Board of Directors meeting).

**Verify and Deposit**
9. When the Treasurer receives the Receipt Report, cheques/cash, attendance list & other remittance documentation, the Treasurer recounts the monies and verifies the amount with the Board Director and audits the other materials.

10. The Treasurer deposits the cheques/cash into the Chapter’s bank account.

11. The Treasurer keeps the original copy of the Receipt Report and attachments (invoices, receipts etc.) in a current year Finance binder and scans a copy to Dropbox repository (https://www.dropbox.com) under Chapter Finances - Receipt Reports
   - Copies to be kept for 7 years
   - Copies to be accessible for audit reviews and reference

**5.6 Financial Audit**

The objectives of the financial audit are to:
- Review the financial books to ensure they are in accordance with generally accepted accounting principles
- Ensure the financial books are being kept up-to-date on a timely basis
- Look for opportunities to improve internal financial controls.

The following 3 Members of the Ad Hoc Financial Committee are selected to perform quarterly reviews/audits:
- Treasurer
- Board Director with signing authority
- Board Director without signing authority
Quarterly meetings will be held to:
- Review and reconcile deposit entries with bank statements
- Ensure cheque written (stubs) have a corresponding expense statement
- Review a representative sample of the receipt and expense statements to ensure they follow ACMP accounting principles
- Ensure monthly bank reconciliations have been completed
- Review existing financial processes looking for improvements
- Review investment account and check withdrawals and deposits

The Treasurer will report findings to the Board of Directors on a quarterly basis.
Section 6: Committee Guiding Principles and Procedures

6.1 Membership Committee

Guiding Principles:
To serve and grow our Membership:
• Provide for several types of Members to broaden the membership base.
• Make it as easy as possible for Members to join.
• Maintain a membership base of at least 50 (excludes Friends).
• Membership activities shall focus on both 1) converting Friends to Members and 2) adding new Members.
• Ensure concerns or issues raised by a Member(s) are responded to within 10 working days.
• Overall resolution of Membership concerns and issues shall be completed on or before 3 months from the time of the Committee’s first response.
• Understand why Memberships are not renewed by performing Exit Interviews

6.2 Communications Committee

Guiding Principles:
To ensure timely and effective communication and marketing:
• Provide multiple methods for communicating with Members and Friends
• Allow for information to be communicated to only Members
• Allow for two-way communication with Members and Friends
• Support other committees by communicating information based on their needs
• Regularly consult with committees to ensure all communication requirements are met
• Provide accurate, clear and timely communication to chapter stakeholders

6.3 Marketing Committee

Guiding Principles:
To ensure timely and effective marketing:
• Provide multiple methods for marketing ACMP to Members and Friends
• Ensure ACMP MB Chapter website and all social media content is up-to-date
• Respond to questions raised by Members and ACMP Friends sent via email, website, social media, etc. in a timely manner
• Support other Committees by marketing information based on their needs and timelines
• Market and build strategic partnerships with other associations to promote the association and profession
• Establish and maintain an external focus for marketing / promoting the association and profession
• Ensure only Change Management related job opportunities are posted on the Website and/or Newsletter for a specified period of time

6.4 Events Committee

Guiding Principles:
To foster interest and attendance by all members and friends:
• Location settings will vary - from central downtown to other areas of the city.
• A Budget will be established for each event in partnership with the Finance Committee.
• Entry fees should generate revenue for the Chapter.
• Entry Fees will be set to ensure, at minimum, full cost recovery.
• Entry fees will be charged for events unless specifically stated otherwise.
• Different Entry fees will be set for Members and Non-Members. Membership Entry Fees are less than Non-Member fees.
• Entry fees once registered are non-refundable but can be transferred to someone else who is attending said event Attendance numbers should meet or exceed the event’s established attendance targets.
• All communication and marketing will be coordinated with the Communications & Marketing Committee.
• Events should vary on content and type.
• There should be at least 4 events per year.
• Event payments will be accepted at the event in the form of cash, cheque and credit.

6.4 Sponsorship Committee

Policy:
The Chapter is committed to:
• Managing responsibly the funds that donors entrust to us, and to report our financial affairs accurately and completely.
• Responding to donor or prospective donor questions or concerns about fundraising activities promptly and fairly.

Guiding Principles:
To foster and maintain partnerships with organizations and independent stakeholders interested with sponsoring and supporting the ACMP Manitoba Chapter:
• Provide for multiple options, levels and opportunities of sponsorship.
• Pro-rating of Sponsorships will not be done for partial years.
• Develop and maintain a contact list of Chapter sponsors and potential partnerships.
• Develop and deliver an annual sponsor solicitation plan.
• Incorporate and align sponsor planning to the Chapters’ annual financial targets (operational and strategic).
• Ensure sponsors are aware of and take advantage of the benefits associated with the selected level of sponsorship.
• Ensure acknowledgement letter is provided by Chapter for new and renewing sponsors within 7 business days.
• Ensure a sponsor agreement between Chapter and the sponsor is agreed to and signed by authorised parties; detailing length of time for agreement, contribution value, joint activities and deliverables to be achieved within 21 business days.
• Ensure ACMP Manitoba delivers to all items of chapter responsibility outlined in the selected level of sponsorship and as outlined in the sponsor agreement.
• Sponsorship Funds received will be provided to the Chapter Treasurer for bank deposit and a receipt issued to the sponsor within 7 business days.

6.5 Governance Committee

Guiding Principles:
To ensure the required guidelines are prepared and available to manage the operational aspects of the chapter:
• Ensure Board approval is obtained for all additions and revisions
• Ensure Bylaw additions and revisions are approved by the membership by preparing the necessary material to be presented at the AGM
• Highlight issues or potential items that should be included/addressed by Governance
• Raise concerns when Governance is not being followed.

6.6 Volunteer Outreach Committee

Guiding Principles:
To assist ACMP Manitoba in attracting, securing and retaining volunteers:
• Ensure volunteer experience aligns with the volunteer service needs defined by committee chairs
• Promote opportunities for increasing member and friend involvement in the chapter
• Allow for two-way communication with chapter Volunteers
• Acknowledge the efforts of chapter Volunteers
• Respond to questions raised by potential Volunteers sent via email, website, social media, etc. in a timely manner
• Market and promote the benefits of volunteering
Appendix A – ACMP Manitoba Chapter - Volunteer Commitment Form

ACMP Manitoba Chapter
Volunteer Commitment Form

Volunteer’s Name:  
Committee/Role Volunteered for:  

Contact Information
Organization:  
Job Title:  
Address:  
Preferred Email Address:  

General Availability
Please indicate which times are generally best for you to attend meetings:

<table>
<thead>
<tr>
<th>Weekdays:</th>
<th>Evenings:</th>
<th>Weekends:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Morning</td>
<td>Noon</td>
<td>Afternoon</td>
</tr>
<tr>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
</tbody>
</table>

Comments:  

Volunteer Commitment
Please check each of the following to indicate your commitment with the statements made:

☐ I understand the time commitment associated with the volunteer role named above, and agree to uphold my responsibilities relative to role.
☐ I have received and agree to abide by ACMP Manitoba policies.
☐ I understand and agree to abide by the ACMP Manitoba Privacy Policy.
☐ Where ACMP Manitoba Board or Committee issues or information of a sensitive nature may arise, I will respect the confidentiality concerning these issues.
☐ I commit to act in the best interest of ACMP Manitoba while serving in the volunteer role named above or in any other matters I may become aware of or involved in, including but not limited to acting with good financial responsibility.

Conflict of Interest (for ACMP Manitoba Board Directors): I will avoid conflict of interest, as well as the appearance of any conflict of interest, including excusing myself from any deliberations and voting where the Board is upon an issue in which I have a conflict of interest. I commit that:

☐ I have no conflicts of interest to disclose, OR
☐ I am disclosing my existing or potential conflict of interest (including my involvement with other organizations or any other associations that might produce a potential conflict) below: ______________________________

Signature: 

[Click here to enter text.]

Date: 

[Click here to enter text.]
## Appendix B – Summary of Board Director and Committee Positions

<table>
<thead>
<tr>
<th>Board Title</th>
<th>Board Director</th>
<th>Officer</th>
<th>Method of Appointment</th>
<th>Term Length</th>
<th>Additional Chapter Responsibilities</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Y</td>
<td>Y</td>
<td>Vice-President is Appointed</td>
<td>2 years</td>
<td>Participate in Ad Hoc Financial Committee Operational Planning</td>
</tr>
<tr>
<td>Vice-President &amp; President Elect</td>
<td>Y</td>
<td>Y</td>
<td>Elected</td>
<td>2 year</td>
<td>Chair, Ad Hoc Elections Committee</td>
</tr>
<tr>
<td>Past President</td>
<td>Y</td>
<td>Y</td>
<td>President is Appointed</td>
<td>1 Year</td>
<td></td>
</tr>
<tr>
<td>Treasurer</td>
<td>Y</td>
<td>Y</td>
<td>Elected</td>
<td>2 years</td>
<td>Chair, Ad Hoc Financial Committee</td>
</tr>
<tr>
<td>Secretary</td>
<td>Y</td>
<td>Y</td>
<td>Elected</td>
<td>2 years</td>
<td></td>
</tr>
<tr>
<td>Director - Member at Large</td>
<td>Y</td>
<td>---</td>
<td>Elected</td>
<td>2 years</td>
<td>Chair of a Standing Committee (as assigned)</td>
</tr>
</tbody>
</table>

| Committee Chair           | ---            | ---     | Volunteers selected by Committee Chair or Lead – can be an Officer, Director, Chapter Member or Future Member | As Needed   | N/A                                                                                             |
| Committee Member          | ---            | ---     | Volunteers selected by Committee Chair or Lead – can be an Officer, Director, Chapter Member or Future Member | As Needed   | N/A                                                                                             |
## Appendix C – Board Position Vacancy and Election Timing

<table>
<thead>
<tr>
<th>Board Title</th>
<th>Board Director Officer</th>
<th>Term Length</th>
<th>2015</th>
<th>2016 AGM</th>
<th>2017 AGM</th>
<th>2018 AGM</th>
<th>2019 AGM</th>
<th>2020 AGM</th>
<th>2021 AGM</th>
<th>2022 AGM</th>
</tr>
</thead>
<tbody>
<tr>
<td>President</td>
<td>Y Y</td>
<td>2 years</td>
<td>x</td>
<td>Confirm</td>
<td>Appoint VP</td>
<td>Appoint VP</td>
<td>Appoint VP</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Vice-President &amp; President Elect</td>
<td>Y Y 2 Years</td>
<td>N/A</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Past President</td>
<td>Y Y 1 Year</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Appoint President</td>
<td>Appoint President</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Treasurer</td>
<td>Y Y 2 years x</td>
<td>Confirm</td>
<td></td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Secretary</td>
<td>Y Y 2 years x</td>
<td>Confirm</td>
<td></td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Director – Communications (1)</td>
<td>Y ---</td>
<td>2 years</td>
<td>x</td>
<td>Confirm</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td></td>
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<tr>
<td>Director – Membership (2)</td>
<td>Y ---</td>
<td>2 years</td>
<td>x</td>
<td>Confirm</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
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<tr>
<td>Director - Governance (3)</td>
<td>Y ---</td>
<td>2 years</td>
<td>x</td>
<td>Confirm</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
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<tr>
<td>Director – Events (4)</td>
<td>Y ---</td>
<td>2 years</td>
<td>x</td>
<td>Confirm</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
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<tr>
<td>Director – Sponsorship (5)</td>
<td>Y ---</td>
<td>2 years</td>
<td>x</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
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<tr>
<td>Director – Marketing (6)</td>
<td>Y ---</td>
<td>2 years</td>
<td>x</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
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<tr>
<td>Director – Volunteer Outreach (7)</td>
<td>Y ---</td>
<td>2 years</td>
<td>Vacant</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
<td>Elect</td>
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</tbody>
</table>
## Appendix D – Elections Timeline Sample

<table>
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</thead>
<tbody>
<tr>
<td>1</td>
<td>Confirm Board Vacancy(s) and qualifications</td>
<td>Board</td>
<td>Elections List, Board Director Profiles</td>
<td>14 Weeks Prior</td>
<td>✔</td>
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<tr>
<td>2</td>
<td>Call for Nominations</td>
<td>Elections Committee</td>
<td>Email, Website</td>
<td>12 Weeks Prior</td>
<td>✔</td>
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<tr>
<td>3</td>
<td>Finalize Candidates</td>
<td>Elections Committee</td>
<td>Nominations Report</td>
<td>8 Weeks Prior</td>
<td></td>
<td>✔</td>
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<tr>
<td>4</td>
<td>Notify Membership of Election Slate</td>
<td>Elections Committee</td>
<td>Email, Website</td>
<td>6 Weeks Prior</td>
<td></td>
<td></td>
<td>✔</td>
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<tr>
<td>5</td>
<td>Distribute Ballots and Voting Instructions</td>
<td>Elections Committee</td>
<td>Email, Website</td>
<td>2 Weeks Prior</td>
<td></td>
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<td></td>
<td>✔</td>
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<tr>
<td>6</td>
<td>Determine Election Results</td>
<td>Elections Committee</td>
<td>Ballot Tally Summary</td>
<td>Election Day</td>
<td></td>
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<td>✔</td>
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<tr>
<td>7</td>
<td>Notify Candidates of Election Results</td>
<td>Elections Committee</td>
<td>eMail or Verbal Message</td>
<td>48 Hrs After Election</td>
<td></td>
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<td></td>
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</tr>
<tr>
<td>8</td>
<td>Announce results of Election at AGM</td>
<td>President</td>
<td>Verbal Message</td>
<td>AGM</td>
<td></td>
<td></td>
<td>✔</td>
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</tr>
<tr>
<td>9</td>
<td>Notify Membership of Election Results</td>
<td>Elections Committee</td>
<td>Email, Website</td>
<td>1 Week After AGM</td>
<td></td>
<td></td>
<td>✔</td>
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<tr>
<td>10</td>
<td>Finalize Election Files</td>
<td>Elections Committee</td>
<td>Election Files - paper &amp; electronic</td>
<td>2 Weeks After AGM</td>
<td></td>
<td></td>
<td>✔</td>
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</tbody>
</table>
### Appendix E – Board Meeting Evaluation Tool

<table>
<thead>
<tr>
<th>ACMP Manitoba Chapter</th>
</tr>
</thead>
<tbody>
<tr>
<td>Meeting Evaluation Survey</td>
</tr>
</tbody>
</table>

(1= Poor, 2= Fair, 3= Average, 4= Good, 5= Excellent)

1. Are meetings starting on time? Ending on time? 1 2 3 4 5

2. Does the Agenda address the most important issues with adequate time allocated to discuss? 1 2 3 4 5

3. What is the attendance track record of Board Directors? 1 2 3 4 5

4. Do meeting attendees come prepared? 1 2 3 4 5

5. Are materials received in sufficient time to prepare for the meetings? 1 2 3 4 5

6. Are all Board Directors participating appropriately and contributing to discussions and decision-making? 1 2 3 4 5

7. Do discussions stay on topic? 1 2 3 4 5

8. Do meetings achieve the planned objectives? 1 2 3 4 5

9. Does the Board follow through on decisions? 1 2 3 4 5

10. What is going well?

11. What should be avoided in future meetings?

12. What isn't being done that should be included?

13. Overall satisfaction 1 2 3 4 5