

# ASSOCIATION OF CONTINGENCY PLANNERS

## ARTICLES OF ASSOCIATION

### WASHINGTON STATE CHAPTER

#### ARTICLE I NAME

- The Association of Contingency Planners, hereinafter known as “ACP” or “The Chapter”, is a non-profit, mutual benefit association of data processing, emergency services and business professionals responsible for or participating in contingency, disaster recovery, emergency, business continuity/resumption, and/or crisis management planning.
- The Washington State Chapter of ACP is defined under Internal Revenue Service (IRS) acceptance of Corporate ACP’s “non-profit” status and has been issued an IRS Employer Identification Number of 94-3225129.

#### ARTICLE II OBJECTIVES

- The Chapter’s purposes are:
  1. To provide an organized forum enabling its members to more effectively cope with the spectrum of organizational, management and technical issues relative to contingency, disaster recovery, business continuity and crisis management planning.
  2. To exchange and disseminate information, share experiences of mutual interest and value, and advance the effective usage of contingency, disaster recovery, business continuity and crisis management planning.

#### ARTICLE III MEMBERSHIP

- ACP Chapter membership is open to data processing recovery, emergency planning and business resumption and other professionals interested in contingency crisis management, disaster recovery planning and related fields, regardless of race, color, sex, age, religious affiliation, handicap or national origin. ACP members agree to be bound by the ACP Corporate Code of Ethics, and a signed document from each Chapter member will become a permanent ACP Corporate record.
- Membership Categories:
  1. Full Membership: Full members are individuals or individual representatives of an organization involved in contingency, crisis management, emergency, disaster recovery or business continuity planning. A full member is entitled to voting privileges.
  2. General Membership: General members are individuals or individual representatives of an organization involved in contingency, crisis management, emergency, disaster recovery or business continuity planning, electing not to belong to a single ACP Chapter, and living more than 50 miles beyond any ACP Chapter’s area. General members are non-voting members able to attend other Chapter meetings irregularly and receive only corporate-provided benefits.

- An “organization”, as used in membership categories, is defined as any corporation, company or business, or an autonomous subsidiary or division of that corporation, company or business.
- Membership Dues:
  1. Corporate Dues: Corporate membership dues will be assessed to each Chapter at \$50.00 annually for each full member. General members are assessed \$50.00 only to corporate ACP. Chapter dues are determined by the Executive Committees of each ACP Chapter, and are in addition to ACP corporate dues. All dues, both corporate and Chapter, are to be assessed to the membership annually on a common invoice.
  2. Chapter Dues: Chapter dues will be assessed at least annually on renewing ACP members, or upon payment to Chapter or corporate ACP. Corporate ACP will remit Chapter’s portion of payments as soon as reasonably possible. ACP Chapter failure to remit Chapter member’s required corporate ACP dues may result in revocation of that Chapter’s charter to operate as the Association of Contingency Planners. All membership applications and renewals should be submitted directly to the corporate ACP’s designated officer or agent with proper corporate assessment sums enclosed. Copies of applications and code of ethics, with attendant Chapter assessment sums, are then forwarded to the appropriate Chapter designated officer or agent.
- All new members will be issued membership certificates and/or cards. Upon receipt from an individual or a Chapter of Corporate ACP dues and a signed copy of a code of ethics form, Corporate ACP will send an official ACP membership certificate to the member’s address. Chapters will be provided, by ACP Corporate or its agent, a maintained database of Chapter membership. Any discrepancies should be noted and brought immediately to the attention of the appropriate Corporate ACP officer or agent for correction or resolution.
- Coordination of Guests Fees during ACP membership meetings:
  - Guests shall be eligible to attend 1 ACP session at no cost
    - Any additional meeting attended by that guest, without them having signed on as an ACP member will result in a fee of \$35
    - This process will be communicated and maintained as appropriate by the Information Director.

**ARTICLE IV  
OFFICERS’ RESPONSIBILITIES**

PRESIDENT:

- Shall preside at all meetings of the Chapter Membership and the Chapter Executive Committee/Board of Directors.
- Shall have and exercise general charge and supervision of the Chapter officers of the organization.
- Shall be an “ex-officio” member of all Chapter committees, but shall be empowered to cast only a tie-breaking vote.
- Shall not serve on the Chapter Nominating Committee.
- Shall not chair any Chapter committee other than the Executive Committee.
- Shall be the primary interface with ACP Corporate.
- Shall establish and develop alliances with local municipal agencies/organizations and to seek involvement, participation and sponsorship from private businesses for the purpose of increasing the ability of the community to respond and recover from emergencies.

SECRETARY:

- Shall maintain all by-laws, articles and policies issued by the Chapter membership, Executive Committee and ACP Corporate.

- Shall, in the absence of the Chapter President, have full exercise of all rights and powers of the President.
- Shall do and perform such other duties and projects as may be assigned by the Chapter membership, Executive Committee or ACP Corporate.
- Shall attend and keep minutes of all Chapter executive and membership meetings.
- Shall organize and maintain all Chapter records and archives.
- Shall give or cause to be given, notice of all meetings of the Executive Committee
- Shall do and perform such other duties and projects as may be assigned by the Chapter membership, Executive Committee, or ACP Corporate.

#### TREASURER:

- Shall have general supervision of ACP financial affairs.
- Shall perform all the duties incident to the Treasurer's office.
- Shall have power to disburse such Chapter funds as are required in the conduct of Chapter affairs and activities.
- Shall have authority to sign any check, draft or other order of ACP Chapter payment of money. Amounts over \$25.00 must be authorized by another director (President or Secretary).
- Shall make financial statements to the Chapter membership, Executive Committee and ACP Corporate in such form and frequency as they may direct.
- Shall provide for the custody and safekeeping of all Chapter securities and moneys.
- Shall file an annual statement with such public agencies as required in order to preserve a non-profit status.
- Shall do and perform such other duties and projects as may be assigned by the Chapter membership, Executive Committee, or ACP Corporate.

#### PROGRAM

##### DIRECTOR:

- Shall be responsible for the Chapter monthly program format, other than the business portion, and location of the regular monthly ACP Membership meetings
- Shall give or cause to be given, notice of all ACP Membership meetings, both topic and location, by means of newsletter and other means agreed by the Executive Committee.
- Shall be responsible for the arrangement of Chapter speakers, panels and topics to be presented at monthly meetings, and to arrange for payment of any costs involved through the Chapter Executive Committee.
- Shall do and perform such other duties and projects as may be assigned by the Chapter membership, Executive Committee, or ACP Corporate.

#### MEMBERSHIP

##### DIRECTOR:

- Shall keep the Chapter Membership list current and provide quarterly updates to the ACP Board and ACP Corporate for their use in maintaining its Corporate membership database, maintained by the individual or company authorized by Corporate directive.
  - This list should be in electronic format to facilitate transmittal of information and distribution of monthly mailings, newsletters and other publications in a timely manner.
- Shall prepare notices for publication developed specifically to attract new members to ACP; work with the Information Director to publish such notices.

- Shall provide names and addresses of potential members to the person or agency authorized by Corporate to invoice for dues, and requiring submission of signed ACP membership application and signed ACP Code of Ethics.
- Shall implement and maintain templates to be used for membership and guest sign in during standard membership meetings
- Shall coordinate the communication of both standard ACP membership meetings as well as social functions as approved by the ACP- Washington Chapter board.
- Shall do and perform such other duties and projects as may be assigned by the Chapter membership, Executive Committee, or ACP Corporate.

## EDUCATION

### DIRECTOR:

- Shall serve as the point of contact for communicating potential learning opportunity for ACP members and other parties.
  - These opportunities include seminars and workshops as well as exercises and drills in support of the emergency planning and response, recovery and business continuity arenas.
  - The inclusion of detail around certification, accredited academic programs as well as training around the use of training to utilize state-of-the-art equipment and tools is a point of consideration as well.
- Shall do and perform such other duties and projects as may be assigned by the Chapter membership, Executive Committee, or ACP Corporate.

## PUBLIC RELATIONS

### DIRECTOR:

- Shall create prepared statements and reports for local media relations regarding chapter news
- Shall coordinate the development and maintenance of a newsletter to communicate information on ACP activities and affiliations.
  - This type of communication tool will specifically provide information on ACP goals and objectives, current ACP activities and partnerships, local or national ACP events, information from professionals about successful processes and lessons learned, opportunities for sharing of resources and/or cooperative ventures, new training and employment opportunities, and other related subjects.
- Shall update corporate PR Director with significant events, member accomplishments, etc. for broadcast information and press releases as necessary
- Shall ensure introduction of ACP to local media (TV, radio, business journal, newspaper, etc.) as a source of information for facts, comments, quotes, etc.
- Shall strive to market ACP and the chapter in the local arena and provide awareness regarding our mission, benefits and objectives
- Shall interface with publications for information accuracy on chapter and corporate contacts
- Shall help to identify business, markets, etc. for potential membership in alignment with Membership Director; providing support for existing market
- Shall identify events for promoting ACP awareness - speaking engagements, other organizations, etc.
- Shall provide planning expertise for chapter events and promotion of cosponsored events
- Shall maintain a "go to" contact list of subject matter experts within the chapter for media use for quotes, stories, etc.

## INFORMATION

### DIRECTOR:

- Shall coordinate the collection, development and distribution of information, resources and tools for the purpose of promoting networking and other opportunities related to contingency planning.
  - This data will be communicated internal to ACP- Washington State Chapter in alignment with external messaging as communicated by the Public Relations Director
- Shall coordinate the development and maintenance of the Chapter Web Site communicating information on ACP activities and affiliations.
- This effort includes the maintenance around the continuity of corporate messaging (updated chapter brochure and downloads for distribution at membership sessions) as well as approved templates for chapter communications; adhering adherence to the ACP Corporate Style guide for use of logo, message, color, etc.
  - This role will manage messaging activities internal to the ACP- Washington State Chapter, and where appropriate, post approved external messaging to the site as communicated by the Public Relations Director
- Shall manage a local repository of materials and reference information relating to ACP and shall see that all information collected is copied to the Corporate Officer, as required by Corporate ACP, for resource listing or repository.
- Shall do and perform such other duties and projects as may be assigned by the Chapter membership, Executive Committee, or ACP Corporate.

PAST

PRESIDENT:

- Shall be a non-voting voice of experience for the Executive Committee for up to a two-year period, or until a newly retired President replaces him/her.
  - The immediate Chapter Past President is included as a member of the Chapter Executive Committee to act only in an advisory capacity without a power of vote. If a Past President declines to act in this capacity, the Executive Committee may appoint a previous Past President to serve, if accepted.

CHAPTER EXECUTIVE

COMMITTEE:

- Shall manage all Chapter business
  - A Chapter Executive Committee quorum for business purposes shall consist of three Chapter committee members present. This Executive Committee may, from time-to-time, establish special committees for various purposes as required; to include a Membership Committee, a National Symposium Committee, an Ethics Committee, or a Publicity Committee.
  - In case of office vacancy, other than the office of the President, such vacancy shall be filled by appointment, upon the advice of the remaining Executive Committee members, and subject to the consent of a majority of the Chapter members attending the next regular Chapter meeting.
  - In the event of a vacancy in the office of President, a special Chapter election shall be held at the next general membership meeting.

**ARTICLE V  
ELECTIONS**

Chapter Officers:

- President
- Secretary
- Treasurer

- Program Director
  - Information Director
  - Membership Director
  - Education Director
  - Public Relations Director
- The Chapter Officers' specific qualification functions, nomination procedures and election process will remain as identified in the original Corporate ACP Articles of Association, revised 7/22/86. Chapter Officers are elected by the majority of Chapter Full Members voting.
  - Executive Directors consist of the President, Secretary and Treasurer. These Directors may serve up to two consecutive terms, as elected by voting members. There are no term limits on reelected non-Executive Directors. The term of office shall be two-year terms, with consideration for overlapping terms for half of the officers. Elections will be coordinated to have terms commence on January 1.
  - The Chapter Officers, all of whom make up the Executive Committee, shall be elected by popular vote of the membership. Each Full Member in good standing is entitled to one vote per Officer position.
  - The Nominating Committee shall consist of three Full Members in good standing as selected by the Executive Committee prior to the October meeting of each year. Full Members in good standing may volunteer for this committee.
  - The Nominating Committee shall provide an election ballot for all Full Members in good standing to vote. Ballots are then returned to a Nominating Committee member, the voting member confirmed, and votes counted for each position on the ballot. Nominating Committee shall then announce the election outcome at the next meeting of the membership.

## **ARTICLE VI MEETINGS**

- Regular chapter meetings shall be pre-scheduled and announced in advance.
- Special meetings as well as social functions may be called by the Chapter Executive Committee at anytime, upon advance notice to all Chapter members of record.
- At all Chapter meetings, a minimum of 25% (percent) of voting members in attendance shall constitute a quorum.
- The business of ACP Chapter membership meetings shall be conducted under "Robert's Rules of Order" as required for motions or opportunities requiring membership voting.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

- ACP annual dues in the amount of (\$100.00) for Full Members, consisting of \$50.00 as Corporate ACP's portion and the remaining (\$50.00) as the Chapter portion, shall be due and payable on the anniversary date of each respective member each calendar year, to Corporate ACP or its collection agent. Chapter dues portion are determined by the Chapter Executive Committee and are in addition to Corporate ACP dues.
- Bank accounts in the name of ACP shall be established and maintained as directed by the Executive Committee.
- Signatory authority for all accounts which may be established shall reside in the current duly elected Executive Committee.

- The Treasurer shall receive all statements of accounts and shall be responsible for reconciliation thereof.
- An internal Auditing Committee consisting of three Full Members in good standing shall be appointed by the President at the September meeting each year. These individuals shall not be members of the Executive Committee. The responsibility of the Auditing Committee each year is to examine all ACP financial records, preparing a report of their findings, and delivering it to the membership and Corporate ACP by the first quarter of each calendar year and entering it into the permanent records of the Chapter.

**ARTICLE VIII  
AMENDING THE ARTICLES OF ASSOCIATION**

- Chapter Articles may be amended as necessary upon approval by a majority of voting members present at the regular Chapter meeting during which such amendment is requested, and upon concurrence in writing from the Corporate ACP Executive Committee.

Approved this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_,

at \_\_\_\_\_, \_\_\_\_\_.

President: \_\_\_\_\_ Date: \_\_\_\_\_

Secretary: \_\_\_\_\_ Date: \_\_\_\_\_

Treasurer: \_\_\_\_\_ Date: \_\_\_\_\_

Witness: \_\_\_\_\_ Date: \_\_\_\_\_