



## **Bylaws of Business Continuity Planners Association**

**2021 - 2022**

### **Article I — Identification**

The Business Continuity Planners Association (hereinafter BCPA), is a non-profit, mutual benefit association of business professionals, responsible for, or participating in, business continuity planning, business recovery, crisis management, emergency management, contingency planning, disaster preparedness planning, or a related professional vocation.

Principal mailing address will be the following:

Business Continuity Planners Association  
PO Box 390394  
Edina, Minnesota 55439-0394

### **Article II — Mission**

The BCPA's mission is to provide a professional and educational environment for the exchange of experience, dissemination of information, professional growth, and added value of mutual interest to the membership. This includes the identification of common needs or problems in the related vocations identified in Article I.

#### **Purpose:**

BCPA is a Minnesota nonprofit corporation, recognized as tax exempt under Section 501(c)6 of the U.S. Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the BCPA is to provide educational and networking opportunities to its membership to build resilience into their communities, and the BCPA shall not carry on or engage in any activities or exercise any power that is not in the furtherance of this purpose.

The BCPA shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (6) of the Code (or the corresponding

provision of any future U.S. internal revenue law).

**Limitations:**

The property, assets, profits, and net income are dedicated irrevocably to the purposes set forth under Purpose above. No part of the profits or net earnings of this corporation shall ever accrue to the benefit of any of its directors, trustees, members, or to the benefit of any private individual, political campaign, or candidate for public office.

Upon the dissolution of the BCPA, after paying or adequately providing for the payment of the BCPA's debts, obligations, and liabilities, the remaining assets shall be distributed to a non-profit fund, foundation, or association that is organized and operated exclusively for similar purposes and that has established its tax-exempt status under Section 501 (c) (6) of the Code (or the corresponding provision of any future U.S. internal revenue law).

**Article III -- Membership**

**Membership Qualifications:**

BCPA membership is open to professionals, retired professionals and students interested in related vocations identified in Article I, regardless of race, color, sex, age, religious affiliation, handicap, national origin, or another personal factor.

**Membership Dues:**

Membership dues will be assessed annually to members beginning in January and continuing through December, based on a rate schedule determined annually by the Board of Directors, and payable upon receipt of invoice from BCPA. Members will be informed of the uses of these dues, at least annually. New member dues received after August 31<sup>st</sup> will be considered paid for the remainder of current year and the full following year.

Memberships will be granted at the following rates:

\$95.00 for Regular Members

\$60.00 for Retired Members

No cost for Student Members – Must show proof (i.e. Student ID) of educational affiliation and pay for any networking event that incurs cost (typically the June / December meetings).

**Guests Attendance:**

Guests of Members and the public may attend meetings subject to the following conditions:

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- No more than TWO meetings per year unless a paid membership is obtained
- Must sign-in to all meetings providing contact information such as email, organization representing etc.
- May receive communication from the BCPA on future events and membership opportunities
- Will be permitted to attend seasonal events upon providing payment as outlined by the BCPA

### **Membership Code of Ethics:**

As a professional association, BCPA aspires to, abides by, and promotes the highest standards of ethical and professional conduct. Abiding by the Membership Code of Ethics is a requisite for initial and continuing membership in the association and shall govern the conduct of all members or member representatives.

All members, member representatives, or guests, in conjunction with any or all BCPA activities, shall abide by the following principles:

- Conduct themselves and their activities according to the highest of ethical principles and in a professional, business-like manner.
- Promote good contingency, disaster, business recovery, continuity, and other crisis planning and management practices and principles.
- Abide by BCPA articles, bylaws, and policies, as well as BCPA activity registration requirements.
- Respect the purpose and goals of the BCPA, ensuring the BCPA name is used only in the conduct of BCPA business.
- Refrain from any activities that might constitute a conflict of interest at BCPA functions or events, including, but not limited to, engaging in the following actions: sales activities or solicitation, personnel recruiting, posting displays, distributing materials without prior Board approval, or conducting any other activity contrary to the purpose and policies of BCPA including those activities utilizing social media or other electronic media.
- Maintain the security and confidentiality of all proprietary BCPA documents and information, restricting their use to those purposes prescribed or intended by the policies and procedures of BCPA or its Board of Directors, including special restrictions on BCPA membership and mailing lists.
- Preserve and respect the confidentiality of sensitive or proprietary information disclosed by others during BCPA meetings, workshops, seminars, or in networking activities.
- Ensure that any guests brought to BCPA functions are aware of the Code of Ethics and agree to abide by these BCPA standards.

### **Voting:**

Voting for elected Director Positions is covered under Article VI

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A member in good standing is entitled to cast one (1) vote on each matter submitted to a vote of the members. Voting will be by specific ballot. Ballots must be administered to all members in good standing that are present at the annual membership meeting or digitally if an in person meeting is not possible.

**Vote Results:**

A simple majority vote will determine the outcome. Vote results are final and effective once announced.

**Suspension:**

A member may be suspended based on good faith determination by the Board of Directors. A member may be suspended for the following reasons:

1. The member has failed in a material and serious degree to observe the rules of conduct and commonly accepted code of ethics; or
2. The member has engaged in conduct materially and seriously prejudicial to the purposes and interests of the BCPA.

**Termination:**

Conduct or action detrimental to the BCPA will be investigated by the Board of Directors or an investigating committee appointed by the Board of Directors. A member being investigated will be given oral or written notice before an investigation starts and must be given any opportunity to be heard. Final resolution authority resides with the Board of Directors and requires a majority vote with quorum. Membership may be considered terminated for the following reasons:

1. Resignation of a member.
2. Expiration of the period of membership unless the membership is renewed within 60 days from the initial membership invoice date.
3. A Board of Directors decision that member's conduct has been or is detrimental to the BCPA.

**Transfer of Membership:**

- No member may transfer a personal membership or any right arising from it for value.
- All memberships are considered personal and will remain with the member if they move to another organization different from that of when they last signed up for or renewed.

**Article IV -- Directors**

Only members in good standing<sup>1</sup> of BCPA can hold a director position. The following are required director positions:

- President

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<sup>1</sup> A member is considered to be in good standing when all dues have been paid and the member is not in suspended status as defined in Article III of the BCPA Bylaws.

- Secretary
- Treasurer
- Program Director

Additional director or advisor positions may be added to meet specific needs, such as:

- Past President
- Past Treasurer
- Membership Director
- Facilities Director
- Information Director
- Social Media / Publicity Director

**President:** Principal Director of the BCPA with the following minimum responsibilities:

- Preside at all general and Board of Directors meetings.
- Exercise general administration of the other elected or appointed directors.
- Serve as or appoint the primary liaison with other organizations.
- Negotiate and sign all contracts.

**Secretary:** Principal administrative director of the BCPA with the following minimum responsibilities:

- Keep minutes of all Board of Directors and official meetings, when business is conducted.
- Maintain all BCPA documents in a current and accurate fashion including all bylaws, policies, and administrative procedures of elected or appointed directors. Refer to the retention schedule posted on the BCPA website.
- Fulfill duties listed under Membership Director in his/her absence.

**Treasurer:** Principal financial director of the BCPA with the following minimum responsibilities:

- Provide for the custody and safekeeping of all BCPA financial records, securities and monies.
- Handle collection of monies, the endorsement thereof, and the deposit of the same in the BCPA depository as designated by the Board of Directors.
- Document all financial transactions, in detail in the approved BCPA financial tracking system, and provide a financial report at designated quarterly Board of Directors meetings, highlighting any major discrepancies (greater than 10% over budget) at the same Board meeting.
- Provide to the board of directors a budget vs. actual financial report on a monthly basis. The board of directors approves this report on a quarterly basis.
- Annually provide financial records for a financial review.

- Process expense invoices or expenditures approved by the Board of Directors.
- Prepare and present a proposed budget as stated in Article VIII – Finances.
- Provide postal services, including mailbox pickup, documenting incoming mail and distribution. This may be reassigned due to the geographical locations and ease of access to mailbox.

NOTE: All contracts shall require an authorized signature, unless otherwise directed by the Board of Directors. The President, Past President, Secretary, Treasurer or Past Treasurer of the BCPA may constitute an authorized signature.

**Program Director:** Principal program administrator of the BCPA with the following minimum responsibilities:

- Create and publicize the general program on the BCPA website including program reminders.
- Administrator or delegate webinar capabilities as required for general program meetings.
- Maintain records of all programs and feedback from the membership.
- Research programs of interest and backgrounds of speakers.
- Schedule speakers for all BCPA Meetings.
- Fulfill duties listed under Facilities Director in his/her absence.

**Past President:** Principal consulting director of the BCPA with the following minimum responsibilities:

- In the absence of the President, fulfill all responsibilities and obligations of the President's office.
- Provide current President training and support to be able to perform duties.
- Execute specific assignments entrusted by the President.
- Review Articles of Association and Bylaws on even-numbered years. If changes are noted, chair the committee to review/change/update articles.
- Chair the committee for the election of candidates for open Board positions.

**Past Treasurer:** Principal consulting financial director of the BCPA with the following minimum responsibilities:

- Provide current treasurer training and support to be able to perform duties.
- Execute specific assignments entrusted by the Treasurer.
- Fulfill the duties of the Treasurer in his/her absence.

**Membership Director:** Membership administrator of the BCPA with the following minimum responsibilities:

- Organize, publicize, and administer all aspects of soliciting new memberships.
- Maintain pertinent records on all past, present, and potential members, and meeting attendance.

- Manage guest engagement, attendance, and administration if a guest attends more than 2 meetings per year.
- Manage student membership engagement, attendance, and administration of annual validation of school affiliation.
- Maintain a membership directory.
- Provide member name badges for all BCPA meetings.
- Process invoicing related to membership dues.
- Fulfill the duties of the Secretary in his/her absence.

**Facilities Director:** Facilities administrator of the BCPA with the following minimum responsibilities:

- Locate accommodations in which general or Board meetings can be held in person or remotely.
- Serve as primary liaison to the owners/managers of facilities used by BCPA.
- Support Program Director in webinar capabilities as required for general program meetings.
- Provide, safeguard, and return equipment provided to speakers and for meetings, including room setup.
- Coordinate facilities and other resources for special BCPA meetings (e.g. holiday luncheon, appreciation events).
- Maintain an inventory and control over BCPA archived records, supplies, and equipment.
- Coordinate refreshments for all general meetings, as needed.
- Fulfill the duties of the Program Director in his/her absence.

**Information Director:** Communications administrator of the BCPA with the following minimum responsibilities:

- Serve as website administrator, and provide a quarterly website status report to the Board.
- Determine what can and cannot be posted on the BCPA website in accordance with the Membership Code of Ethics. Bring clarifying questions to the Board and inform the Board of any new categories/sections of information
- Serve as BCPA liaison to the web page developers.
- Fulfill duties listed under Social Media / Publicity Director in his/her absence.

**Social Media / Publicity Director:** Social Media and Communications administrator of the BCPA with the following minimum responsibilities:

- Manage the development and deliver public notices of general meeting topics, as requested.
- Organize, provide, and publicize information for the members using Facebook, LinkedIn, Twitter and the BCPA website or any other means as designated.
- Serve as the marketing liaison with germane non-profit organizations. Submit relevant publicity information for inclusion in BCPA communications.

- Develop monthly content calendars for consistent, relevant Facebook, LinkedIn and Twitter updates.
- Quarterly tests of the Facebook, LinkedIn and Twitter chicklets on the BCPA website homepage.
- Coordinate BCPA participation in industry events.
- Fulfill duties listed under Information Director in his/her absence.

**Advisory Positions:** Appointed and affirmed by the elected Board of Directors of the BCPA with the following minimum responsibilities:

- Execute specific tasks assigned by the Board of Directors.
- Keep the Board of Directors apprised of industry related trends.
- An Advisor is not counted when qualifying a Board of Directors quorum
- An Advisor is not eligible to vote, as a Board member.

### **Board of Director Position Backups**

<b>Director Position</b>	<b>Backup</b>
President	Past President
Secretary	Membership Director
Treasurer	Past Treasurer
Program Director	Facilities Director
Past President	N/A
Past Treasurer	N/A
Membership Director	Secretary
Facilities Director	Program Director
Information Director	Social Media / Publicity Director
Social Media / Publicity Director	Information Director

### **Article V — Board of Directors**

All BCPA business will be managed by the BCPA's Board of Directors. A quorum is required to transact any business. A quorum, for business purposes, will consist of a minimum of fifty (50)



percent of the acting, filled, director positions. Board advisory positions, if created, do not qualify for a director quorum nor are they eligible for voting.

In case of a director vacancy, such vacancy shall be filled by Board appointment, upon the advice and consent of a majority of Board members attending the Board of Directors meeting.

The Board of Directors shall consult with a properly constituted law firm or attorney on legal substance for BCPA. Only a Board of Directors member or a person authorized by the Board of Directors can obligate BCPA to a binding contract. No binding contract can be signed that obligates BCPA to an amount in excess of those provided in the current budget for that purpose, unless approved by the Board of Directors.

Any director or advisor may be removed from their position by a two-thirds vote by the membership or a unanimous vote of the other Directors for failure to maintain a membership in good standing or to fulfill the responsibilities of the elected or appointed position. Any director or advisor missing three (3), consecutive, Board, business meetings in a fiscal year will be considered for removal.

### **Article VI – Elections**

Directors are elected by a quorum of members in good standing, at a meeting designated for the elections. Each member is entitled to cast one (1) vote for each position on the slate. The slate of nominations will be posted on the BCPA website prior to the election meeting. Members are not required to vote. Therefore, a quorum constitutes the number of votes received.

Unless noted at the time of election, all terms of directorship are two (2) calendar years. All directors may serve two (2) consecutive terms in the same director's position. The President will serve two (2) years as the President and two (2) years as the Past President. The Treasurer will serve two (2) years as the Treasurer and two (2) years as the Past Treasurer. Elections will be conducted in December each year. Newly elected directors take office in January the following year. Outgoing directors will attend the January meeting for smooth transition purposes.

The director positions will be open for election in the following calendar years.

Even Years

- President
- Treasurer
- Information Director
- Facilities Director

Odd Years

- Secretary
- Program Director
- Membership Director
- Social Media / Publicity Director

1. The President will appoint a nominating committee consisting of the Past President and at least two (2) members in good standing.
2. The nominating committee will proceed as follows:
  - Led by the Past President.

- Formed in September of each electoral year and served until successful completion of the election process.
  - Announce and publish on the member's section of the BCPA website the slate of directors for election one (1) month prior to the election meeting.
3. Nominations, in addition to those put forward by the nominating committee, will be accepted from the floor or as write-ins on the ballot at the election meeting. These nominations must be made by members in good standing of members in good standing.
  4. Prior to voting, candidates will have an opportunity to be recognized and may present a brief statement pertaining to the position for which they have been nominated.
  5. The nominating committee shall prepare and distribute ballots at the election meeting.
  6. The nominating committee will collect and count the ballots and give election results to the President.
  7. The President will announce the election results at the conclusion of the election meeting. Voting results will also be published in the next Board of Directors Minutes and posted on the BCPA website.
  8. Newly elected officers will accept official duties at the first Board Meeting starting the next calendar year.
  9. If an in person election meeting cannot be held an online / digital poll is permissible.

### **Article VII -- Meetings**

The general BCPA meetings will be held monthly, September through July. Meetings are held either in person or digitally via a webinar format made possible to all members in good standing. Guests are allowed to attend either format up to two events per year. Guests are not allowed to attend networking events unless they pay the full cost of the event.

The Board of Directors will meet monthly in person or digitally via an online conference format.

*Robert's Rules of Order* is used as guidance for conducting the Board of Directors meeting.

### **Article VIII -- Finances**

The BCPA membership dues will be determined by the Board of Directors. A discounted rate may be charged per a rate schedule as approved by the Board of Directors. BCPA dues for the next year must be established by October of each fiscal year. The fiscal and calendar year will be January 1 through December 31. The Treasurer will maintain records of all dues paid. The treasurer will deposit all monies received into a bank account established in the name of Business Continuity Planners Association and register with the state of Minnesota, if required.

Invoices for BCPA membership dues will be sent to members by the end of November each year, payable in full within 30 days of invoice date. All invoices over 60 days old will be reissued for immediate payment. If payment is not received by the end of the first quarter, membership will be terminated.

The Treasurer will receive all statements of account and be responsible for the reconciliation thereof. Monthly written financial statements will be forwarded to the Board of Directors to ensure continuation of the BCPA's non-profit status.

The Treasurer will develop a proposed annual budget and present it at the August Board of Directors meeting. The Board of Directors must finalize and approve an annual budget at the November Board of Directors meeting. The Board of Directors must present the final annual budget to the membership at the December general meeting for approval.

An independent financial analysis\* of all BCPA's financial records and compliance with established policies will be performed annually. A copy of the independent financial analysis will be presented to the Board of Directors at the meeting following completion of the analysis and will be retained by the Secretary with other permanent BCPA records. The Board of Directors is responsible for rectifying all deficiencies and errors for the fiscal year in which the discrepancy occurred... (\*) Note: An independent financial analysis should be performed by a Certified Public Accountant or an accountant specializing in non-profit finance review and will include the following actions:

- Reading of the monthly Board Meeting Minutes for documentation about financial activity
- Determine that payments are properly executed and approved.
- Determine that expenditures are reasonable in accordance with the annual budget.

## **Article IX -- Indemnification and Insurance**

To the extent permitted by law, the BCPA shall indemnify its Directors or persons acting on behalf of the Board of Directors, current or past, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any action taken on behalf of BCPA.

The required Board of Directors positions will be bonded by BCPA. This includes the President and Treasurer.

BCPA is not responsible for injury to persons or damage to/or loss of property belonging to members, guests, or member agents. Members or member agents indemnify and agree to hold harmless the BCPA, fellow members, directors, and agents under service agreement to BCPA from any and all liability arising from such causation and to pay all costs and attorney fees incurred in connection therewith.

## **Article X -- Bylaws Amendment**

BCPA Bylaws may be revised or amended, as necessary, upon approval of a vote taken in accordance with Article III. Bylaws may be adopted at any regular meeting or at any special meeting, if not less than five (5) or more than thirty (30) calendar days' notice is given of the intention to alter, amend, repeal, or adopt new Bylaws at such meeting. Information/details of Bylaw amendment can be reviewed on the BCPA website. An opportunity for questions and discussion will be presented prior to Bylaw voting.

A complete and accurate copy of this document with all revisions or amendments must be maintained by BCPA's Secretary. Any member may request and receive reasonable access to a current copy of BCPA's Bylaws document.

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## Bylaws of Business Continuity Planners Association

These Bylaws are approved on the 10th day of December, 2020, at the annual BCPA membership meeting in Minnesota.

<b>Signed by:</b>	<small>DocuSigned by:</small> <i>Kathy Davis</i>	<b>BCPA - President</b>
<b>Signed by:</b>	<small>6137F304FB7249B...</small> <i>Tim Greenwood</i>	<b>BCPA - Secretary</b>
<b>Signed by:</b>	<small>8CDAD5F86588470...</small> <i>Loren Sadlack</i>	<b>BCPA - Treasurer</b>
<b>Signed by:</b>	<small>D144A0959ED94E8...</small> <i>Lincoln Goetz</i>	<b>BCPA - Program Director</b>

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